

**TRANSPORT BENEVOLENT FUND CIO**  
**CHARITY REGISTRATION NUMBER (1160901)**

**RULES**

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## 1. SCOPE

- 1.1 These Rules, including any Annex hereto, govern the way in which the CIO operates in order to give effect to the objects set out in its Constitution. They replace all previous rules along with all subsequent amendments thereto which applied to the unincorporated trust known as the Transport Benevolent Fund and have been approved by the CIO Trustees under their powers under Clause 26 of the Constitution.
- 1.2 These Rules, including any Annex hereto, are subordinate to the Constitution, and no Rule (either now or in the future) may have the effect of modifying that Constitution in any way.

## 2. DEFINITIONS AND INTERPRETATION

- 2.1 In these Rules and in the current TBF CIO Delegation of Authorities document agreed by the Trustees, the following expressions shall have the following meanings:

**Beneficiary** has the meaning given to it in the CIO Constitution.

the **Chair** and the **Vice-Chair** have the meanings given to them in Rule 13.

the **CIO** or the charity means the Transport Benevolent Fund Charitable Incorporated Organisation.

**CIO Members** means members from time to time of the CIO as defined in the Constitution.

the **Constitution** means the Constitution which governs the CIO, as approved by the Charity Commission on 9th March 2015 together with any subsequent amendments recorded in the register of charities in accordance with Clause 29 and Clause means a Clause in that Constitution.

**Deducting Employer** means an employer who has agreed with the Trustees or their predecessors or the Trustees of the Former TBF charity, regularly to collect and promptly to pay to the Trustees Standard Contributions as defined in Rule 5 (from individual employees who have applied to be Fund Members) and from whom the Trustees have received and continue to receive such payments in accordance with such agreements. Under the direction of the Trustees, the Responsible Manager shall maintain a current record of Deducting Employers.

**Dependant** has the meaning given to it in the CIO Constitution.

**Former TBF charity** means the Transport Benevolent Fund charity previously registered under No. 1058032, whose assets, liabilities and operations have been transferred to the CIO.

**Fund** means the fund established by the Trustees to meet their charitable objectives as set down in the Constitution.

**Fund Member** means a person who fulfils the requirements of Rule 5 and who is automatically an associate member under Clause 9 [6] of the Constitution.

**General Meeting** means a general meeting of Local Committee members and any other CIO Members (but not Fund Members as such) including an Annual General Meeting (AGM).

**General Regulations** means the Charitable Incorporated Organisations (General) Regulations 2012, made under the Charities Act 2011 ("**The Act**").

**Local Committee** means a committee constituted under Rule 7.

**Responsible Manager** means the individual appointed by the Trustees to manage the relevant function as set out in the current TBF CIO Delegation of Authorities document as approved by the Trustees.

the **Rules** means these Rules, including every Annex hereto, as amended by the Trustees from time to time.

**Secretary** means the person appointed from time to time by the Trustees to undertake the relevant duties specified in the Delegation of Authorities document approved by the Trustees, or by any Rule.

**Standard Contribution** has the meaning given to it in Rule 5.

the **Trustees** means and includes the Trustees for the time being of the CIO acting together in accordance with the Constitution.

**in writing** means communication meeting the requirements of these Rules either by hard copy despatched by conventional means to the registered address of the intended recipient or, where the Constitution permits or is silent on its use, by e-mail.

2.2 Unless the context otherwise requires, the singular includes the plural and the masculine includes the feminine.

2.3 Rule headings are for reference only and shall not be taken into consideration in their interpretation.

### **3. AMENDMENT TO CONSTITUTION OR RULES**

3.1 The Trustees shall devise procedures for ensuring that each of their number has adequate opportunity to propose amendments to the Constitution or Rules, adequate notice of proposed amendments and adequate time to consider and discuss these prior to their adoption.

#### **3.2 Amendment to Constitution**

In accordance with Clauses 10 and 29, any proposal to amend the Constitution will require an affirmative resolution passed by a 75% majority of votes cast at a General Meeting of CIO members.

3.3 Any such amendment may be proposed by Trustees by giving notice detailing the text of the proposed amendment, together with their reasons. This shall be sent no later than 28 days before the date of the relevant General Meeting. Each of the proposed amendments may be presented unchanged to the General Meeting, unless within 14 days of the dispatch of the mailing the Secretary has received valid objections to any one or more of the proposed amendments, in which case Rule 3.6 shall apply to the latter.

#### **3.4 Amendment to Rules**

In accordance with Clause 26, Rules are made and amended by the Trustees, subject to the Constitution and to this Rule.

3.5 Any such amendment [including to any Annex hereto] may be adopted by the Trustees by giving notice detailing the text of the proposed amendment together with the Trustees' reasons. This shall be sent no later than 28 days before the date on which the Trustees specify that the amendment shall take effect. Each amendment shall take effect on that date unless within 14 days of the dispatch of the mailing the Secretary has received a valid objection to it, in which case Rule 3.6 shall apply to the latter.

#### **3.6 Objections to Trustees' proposals**

To constitute a valid objection to any particular proposed amendment no fewer than 10 CIO members, being members of no fewer than 4 Local Committees, must object to that amendment. In that event the Secretary shall arrange for that proposed amendment to be re-considered by the Trustees at their next meeting.

**3.7 Notices**

Notice, including a summary of the amendments made and of the Trustees' reasons, shall be provided to all CIO members within 28 days of their coming into effect which, for a Constitutional amendment, cannot be until it has been recorded in the register of charities [see Clause 29[4]], and for a Rule amendment shall be the date specified by the Trustees under Rule 3.5 or such later date as may be specified by a resolution of the Trustees.

- 3.8 Any notice given by the Trustees under this Rule shall be in writing and sent to the registered address of each Local Committee member and other CIO member.

**4. PERSONS ELIGIBLE FOR CONSIDERATION FOR BENEFITS**

Benefits may be granted to a person being a Beneficiary or Dependant who meets one of the following criteria:

- (a) is a Fund Member;
- (b) has been a Fund Member and meets the criteria for free membership set out in Annex "A" to these Rules (or met the criteria set out in Annex "A" as it existed at the time when they ceased to be a Fund Member or a Fund Member of Former TBF charity);
- (c) is a Dependant, provided that the person in relation to whom they are described as a Dependant is qualified or was when alive qualified under (a) or (b) above.

Provided that:

- (d) the Trustees may, in their discretion, consider and award benefits to any person who does not for the time being qualify under (a) (b) or (c) above but is nevertheless a Beneficiary or Dependant as defined in the Constitution.
- (e) the Trustees shall from time to time determine their policy as to what constitutes dependency.
- (f) nothing contained in these Rules shall prevent the Trustees from determining in their discretion that the benefits generally made available to Fund Members shall be restricted so far as Fund Members no longer employed in the public transport industry and Free Fund Members (as provided for in Annex "A" to these Rules) and their respective Dependents are concerned.
- (g) No person who was eligible for consideration for benefit under the rules of the Former TBF charity shall be excluded from such consideration purely as a result of the adoption of these Rules.

**5. FUND MEMBERSHIP**

- 5.1 The Standard Contribution shall be £1 per week (or such rate as shall be determined by the Trustees from time to time). The Standard Contribution payable by those who contribute by the calendar month shall be £4-35 per calendar month, but the sum of £4-33 will be accepted where this is the deduction made by a Deducting Employer.

Standard Contributions made by a person and collected by a Deducting Employer (or met by their employer on their behalf under a scheme approved by the Trustees) shall, on being received by the CIO, qualify them as a Fund Member subject to there being no impediment in these Rules or in the Constitution to their being treated as such; in the latter case the putative member shall be so informed within fourteen days.

A person who is paying the Standard Contribution by other means approved by the Trustees shall be a Fund Member when their contributions are received by the CIO.

**5.2 A Fund Member**

- (a) is a person who is, or was at the time of admission, employed in any way in any business concerned wholly or partly with the provision of any form of public transport either within or to or from any part of Great Britain who is accepted by the Trustees or

by the Responsible Manager on their behalf as a Fund Member and who is paying the Standard Contribution, or by or on behalf of whom the appropriate payment is being made under Rule 5.1, subject to there being no impediment in these rules or in the Constitution to their being treated as such; and

(b) is automatically an associate member under Clause 9 [6] of the Constitution, but

(c) is not a member of the CIO unless they are so appointed,

- 5.3 The Trustees have discretion to impose a waiting period of up to twelve weeks before awarding Fund Membership to any contributing individual or group of individuals.
- 5.4 In respect of those who ceased to make contributions to the Former TBF charity up to and including December 31, 2000, a person who was a Fund Member under the rules of that charity who left the Fund because they were no longer employed by a Deducting Employer may be re-admitted to the Fund without formality provided that membership was continuous while so employed and thereafter shall be deemed to have been a Fund Member continuously for the aggregate of the actual periods of Fund Membership.
- 5.5 A Fund Member who leaves Fund Membership (or left Fund Membership of the Former TBF charity) in any circumstances other than those set out in Rule 5.4 shall only be re-admitted if they make a commuted payment equivalent to the contributions which have not been paid while out of Fund membership. The Trustees have the discretion to refuse to re-admit as a Fund Member any person who has ceased deductions for any reason.
- 5.6 Subject to any direction by the Trustees, a Responsible Manager may re-admit a Fund Member or treat membership as continuous notwithstanding a breach of this Rule.
- 5.7 Nothing contained in these Rules shall be construed as giving to any person not currently in Fund membership the right to become a Fund Member.

## **6. NOMINATION, APPOINTMENT, REMOVAL AND PROCEEDINGS OF TRUSTEES, ETC**

- 6.1 There shall be no fewer than three nor more than fifteen trustees at any time, who shall be appointed in accordance with Clauses 12 and 13 of the Constitution, either by an AGM or, where vacancies remain, by the Trustees under Clause 13[4]. Trustees shall make such appointments only after taking into consideration any perceived need to increase diversity among the Trustees.
- 6.2 At least [28] days prior to each AGM, formal notice shall be sent to the registered address of every Local Committee member and other CIO member. This notice shall include the other information required by Clause 11[3][c] of the Constitution and details of those whom the Trustees are nominating for election or re-election as trustees, together with a call for other nominations. Nominations received within 14 days of the dispatch of the first mailing shall be validly nominated and, should there be any, a second mailing to the same recipients, at least 14 days prior to the AGM, shall provide details of all those now nominated.
- 6.3 In accordance with Clause 12[2](c) no one is entitled to act as a charity trustee, whether on appointment or on any re-appointment, until he or she has expressly acknowledged, in whatever way the charity trustees decide, his or her acceptance of the office of charity trustee.
- 6.4 In implementing the Constitution and these Rules, the Trustees shall act together and not individually, except in so far as powers have been formally delegated by these Rules or by the Trustees and recorded as such in minutes or in writing to any sub-committee or Local Committee, any Responsible Manager, any investment manager or custodian, or any member of staff. Subject to the Constitution and these Rules, the Trustees may devise procedures for the governing of their business. They shall meet as often as necessary for the proper conduct of business, but not less frequently than four times per year.

- 6.5 In the case of an equality of votes on any question at any meeting to which these Rules apply, the person chairing that meeting shall have a second or casting vote.
- 6.6 In the event of any Trustee failing to attend two meetings in any twelve-month period, or one meeting where no explanation is offered, the Secretary shall ask them for an explanation and for an indication as to whether they intend to remain in office and – if so – whether they expect to be able to attend subsequent meetings on a regular basis. The Secretary shall report accordingly to the following meeting of the Trustees.
- 6.7 A Charity Trustee ceases to hold office only in accordance with Clause 15 of the Constitution. A Charity Trustee may only be removed from office by a resolution passed by a two-thirds majority of votes cast at a general meeting of the CIO Members called for that purpose in accordance with Clauses 11 and 15[2 & 3].
- 6.8 If it appears to the Chair or Vice-Chair or any three Trustees that a named Charity Trustee has ceased to hold office under Clause 15, or that action possibly leading to the removal of a named Trustee is required in accordance with any provision of Clause 15, they may require the Secretary to convene an emergency meeting of the Trustees (except where an ordinary meeting of the Trustees is in any case to be held within twenty-one days) to take appropriate action and/or to call a general meeting for this purpose.
- 6.9 Trustees (including the named Trustee) shall receive at least fourteen days' notice of this Trustee meeting. Full written details of the allegations shall be sent with this notice to the named Trustee at his registered address, who shall be given the opportunity to refute any circumstances alleged to justify removal from office in writing and/or personally at the Trustee meeting. If attending the meeting, they shall be afforded the opportunity to be accompanied by a friend or colleague, subject to the person concerned not being a member of the legal profession unless the suspended Trustee is a member of that profession. A full report of the alleged circumstances, together with the response of the named Trustee if already received by the CIO, shall be furnished to the meeting.
- 6.10 The Trustee meeting at which this report is considered shall determine whether to exercise the Trustees' powers under Clause 15 or to call a general meeting to remove the named Trustee under Clause 15[2 & 3]. The named Trustee shall neither chair nor be counted in the quorum for any Trustee meeting or any general meeting convened for the purposes of Clause 15 or this Rule.
- 6.11 The Charity Commission shall be advised when a Trustee has ceased to hold or has been removed from that office.

## **7. LOCAL COMMITTEES AND THEIR MEMBERS**

### **7.1 Purpose**

The purpose of Local Committees shall be to:

- (i) consider cases of financial need, hardship or distress among Beneficiaries who are employed within the Local Committee area and their Dependants and to make recommendations thereon through the Responsible Manager to the Trustees;
- (ii) promote the CIO and its charitable objects;
- (iii) consider matters affecting the CIO including any representations made to them by any Fund Member employed within their area and to make their views on such matters known to the Trustees through the Responsible Manager (whose name shall be made known to them without delay on reasonable enquiry).

### **7.2 Establishment**

- 7.2.1 The Trustees shall establish and maintain Local Committees, so that each Fund Member is allocated to the area of a Local Committee by virtue of their employment.

Unless the Trustees determine otherwise, those Fund Members not in employment or who are employed outside the public transport industry shall be allocated to the Local Committee which covers those CIO employees who are Fund Members.

- 7.2.2 The Trustees shall have the power to establish, re-constitute, vary or abolish any Local Committee, but shall take into account any previously expressed view of the Committee/s concerned. No Local Committee shall however be abolished if such abolition would have the effect of:

(i) preventing its existing members from exercising their rights as CIO Members at a General Meeting of the CIO of which notice has been given under Clause 11[3](a) of the Constitution, or

(ii) preventing its existing members from receiving due notice as required under Rule 3.1 of amendments which have been made to the Rules, or

(iii) of reducing the total numbers of members of Local Committees recorded under Rule 6.2.3 to less than 200.

- 7.2.3 Under the direction of the Trustees, the Responsible Manager shall maintain a record of Local Committees in existence for the time being and of their members and their last known addresses, including email addresses where appropriate.

### **7.3 Membership of Local Committees**

- 7.3.1 Only those Fund Members who are following a course of employment or engagement which would qualify them to become Fund Members (were they not already such) shall be eligible to serve on a Local Committee. Any person ceasing to be a Fund Member on these terms shall forthwith cease to be a member of a Local Committee.

- 7.3.2 Only Fund Members employed within the Local Committee area shall be eligible to serve on that Committee. Any person elected to a Local Committee who subsequently ceases to be employed within its area shall forthwith cease to be a member of the Committee.

- 7.3.3 The Responsible Manager shall determine the number of members to serve on each Local Committee and in reaching a decision shall take into account views expressed by any Trustee or by Fund Members in that Local Committee area. The Trustees may over-rule any decision of the Responsible Manager in respect of matters covered by this Rule.

- 7.3.4 Where it appears to the Responsible Manager that there is a demand by Fund Members in the area of one or more Local Committees for an election, the Responsible Manager shall make arrangements for elections in those areas (including determination of the constituency, number of members to be elected, the date of elections, the seeking of nominations, issue of ballot papers, counting of votes and declaration of results). In all other cases the Responsible Manager shall appoint Local Committees which appear to be representative of Fund Members in the areas concerned, taking account of any views expressed by Fund Members within the area concerned or by any Trustee. In respect of all matters under this Rule, the Responsible Manager shall conform to any directions given by the Trustees but shall otherwise make such arrangements and regulations as appear necessary for the proper conduct of the election or appointment.

- 7.3.5 A member of a Local Committee may resign by giving notice to the Responsible Manager or to the Local Committee Secretary, who shall forthwith inform the Responsible Manager.

### **7.4 Members of Local Committees as CIO Members**

- 7.4.1 Those Fund Members entitled under these Rules to have their names included as members of any Local Committee in the record required by Rule 6.2.3 shall be deemed without further formality (a) to have complied with Clauses 9[1](a) and 9[3] of the Constitution, and (b) to be CIO Members with full rights under Clause 9 of the Constitution unless they submit to the Responsible Manager a request in writing not to

be a CIO Member or there is some impediment to their CIO membership for legal reasons or because this would conflict with the CIO Constitution.

#### 7.4.2 Where any Local Committee Member

(i) ceases to be eligible under Clause 9 of the Constitution as a CIO Member or under Rule 5 as a Fund Member, or

(ii) under this Rule 6 ceases to be eligible as a member of, or resigns from, the Local Committee that former member shall thereupon be deemed by the Trustees to have submitted a notice of resignation as a CIO Member in accordance with Clause 9[4](a)(ii) of the Constitution, and shall be so informed in writing within fourteen days.

#### 7.4.3 Where any Local Committee Member

(i) is no longer able to be contacted at his/her last known address, or

(ii) in the reasonable opinion of the Trustees has ceased over a period of at least three months and without reasonable cause to contribute to the purpose of that Committee as set out in Rule 6.1,

that Local Committee Member may, at any time provided that the relevant condition has not been rectified, be deemed by the Trustees to have submitted a notice of resignation as a CIO Member in accordance with Clause 9[4](a)(ii) of the Constitution and shall be so informed of any such determination by the Trustees in writing within fourteen days.

#### 7.4.4 Where, in any other case, it is determined by the Trustees, or by the Responsible Manager on their behalf, that the Local Committee membership of any other such member shall cease, whether by the abolition of that Committee or otherwise, the provisions of Clause 9[4](a)(iv) and 9[4](b) shall apply to the termination of that person's membership of the CIO.

### 7.5 Procedures

The members of each Local Committee shall follow locally determined procedures for governing their business, subject to any directions of the Trustees. They shall maintain records of any meetings held where these conduct business other than the immediate relief of Beneficiaries and shall provide the Responsible Manager with a copy of such records within one week of the meeting taking place. Except where advised otherwise by the Local Committee or determined by the Trustees, the Responsible Manager and staff may rely on the recommendation of a single member of the Local Committee in determining what relief shall (or shall not) be awarded to a Beneficiary, but without any obligation on the Responsible Manager and staff to accept such a recommendation where it appears not to accord with the policies or directions of the Trustees.

## 8. CIO MEMBERSHIP

#### 8.1 In accordance with Clause 9 of the Constitution (a) it is the duty of each member of the CIO to exercise his or her powers as a member of the CIO in the way he or she decides in good faith would be the most likely to further the purposes of the CIO, and (b) membership of the CIO is open to any individual who is interested in furthering its purposes and who by applying for membership has indicated his or her agreement to become a member and acceptance of this duty.

#### 8.2 Subject to Rule 7.4.1, any applicant for CIO Membership must apply in writing, and provide all the details required to be entered in the register of CIO members in accordance with Rule 9.1(b).

#### 8.3 Subject to Clause 9[1](b) of the Constitution, the Responsible Manager may refuse an application for CIO Membership, without reference to the Trustees, but any appeal against the refusal shall be finally determined by a meeting of the Trustees or, at the Trustees' discretion, a sub-committee of the Trustees, which shall give fair consideration to the appeal.

- 8.4 Each successful applicant for CIO Membership shall forthwith be informed of the provisions of sub-Clauses 9[1](a) and 9[3] of the Constitution.
- 8.5 Subject to Rules 7.4.2, 7.4.3 and 7.4.4, CIO Membership may only be terminated in accordance with Clause 9[4] of the Constitution.

## **9. REGISTERS OF TRUSTEES AND CIO MEMBERS**

- 9.1 In accordance with the General Regulations, Regulation 2, and Schedule 1 (Paragraphs 1, 4 and 11) and the Explanatory Note, separate permanent registers must be kept –
- (a) of Charity Trustees, in which must be entered –
- The full name of the charity trustee, including any former name or names;
  - A service address of the charity trustee, to which documents can be physically delivered and a receipt obtained, which need not be her/his residential address, but may be TBF CIO's principal office;
  - The date on which the person was registered as a CIO charity trustee;
  - The date on which the person ceased to be a CIO charity trustee, and
- [b] of CIO Members, in which must be entered –
- The full name of the member;
  - A service address of the member, to which documents can be physically delivered and a receipt obtained, which need not be her/his residential address, but may be TBF CIO's principal office;
  - The date on which the person was registered as a CIO Member;
  - The date on which the person ceased to be a CIO Member.
- 9.2 The Trustees have determined (a) that the Clause or Rule under which the person ceased to be a CIO Member shall also be entered into the register, and (b) that, by way of indexing (Schedule 1, Paragraph 1), the register shall be arranged in alphabetical order of members' surnames.
- 9.3 In accordance with the General Regulations, Schedule 1 (Paragraph 3), an entry relating to a former CIO Member may not be removed from the register until 10 years have expired from the date on which that person ceased to be a CIO member.
- 9.4 In accordance with the General Regulations, Schedule 1 (Paragraph 8), any person is entitled to inspect or be provided with a copy of all or part of the register of Charity Trustees, on request and on payment of such fee as the Trustees shall reasonably require in respect of the costs of complying, provided that a CIO member or charity trustee is entitled, on request and without payment, to inspect or be provided with a copy of all or part of the register either for the purposes of carrying out the requester's duties as such or to inspect or be provided with a copy of her/his own entry in it.
- 9.5 In accordance with the General Regulations, Schedule 1 (Paragraph 7), a CIO Member or charity trustee is entitled, on request and without payment, to inspect or be provided with a copy of all or part of the register of CIO Members, either for the purposes of carrying out the requester's duties as such or to inspect or be provided with a copy of her/his own entry in it. As, under Clause 8 of the Constitution, no member is liable to contribute to the charity's assets on winding up, no other person is so entitled to access this register.
- 9.6 In accordance with the General Regulations, Regulation 46, and Schedule 1 (Paragraphs 5, 6 and 10) -
- any alteration to either register must be made within 28 days of the date on which the event necessitating the alternation occurs;
  - each register must be kept available for inspection at the TBF CIO principal office;
  - when a person inspects either register or is provided with a copy of it or part of it, that person must be provided with the most recent date on which alterations were made to it or to the relevant part, and confirmation that there are, or are not, further alterations outstanding to be made to it or the relevant part; and
  - each register may be kept in hard copy or electronic form, provided that they can be reproduced in hard copy.

## **10. OTHER COMMITTEES ETC.**

- 10.1 The Trustees may appoint sub-committees to further their work, but the appointment of these does not relieve any Trustee from the individual and collective responsibility to control the affairs of the Charity. At their discretion, the Trustees may appoint others, including but not restricted to CIO members and staff, to sit on such sub-committees. One third of the members of any sub-committee shall be present before a meeting of that sub-committee can conduct formal business. In the event of this number not having been reached ten minutes after the advertised starting time of the meeting, the meeting shall proceed to conduct business provided that at least one Trustee is present, but all decisions reached shall be tabled for ratification at the next meeting of that sub-committee.
- 10.2 Nothing contained in these Rules shall prevent the Trustees from establishing non-executive advisory or promotional bodies (whether or not comprising Fund Members) or from permitting any named Beneficiary attending and speaking at any named Local Committee or sub-committee of the Trustees but without being counted among the members of such body and without the power to vote.
- 10.3 A member of a sub-committee of the Trustees may resign by giving notice to the Secretary. Retiring members of sub-committees are eligible for re-election or re-appointment as long as remaining suitably qualified.

## **11. MISCONDUCT**

- 11.1 Subject to the provisions of Clause 15 of the Constitution (which alone regulates the procedure for the removal of any Trustee) and Rule 7.2, any person who, in the opinion of the Trustees, has undertaken one or more of the following acts may (if a Fund Member) be removed from Fund Membership and permanently excluded from consideration for benefits in the future. If so removed the person concerned shall cease to hold and be disqualified from holding any office under these Rules including membership of any Local or other Committee, or sub-committee or advisory or promotional body. In instances where this is considered too severe, the benefits of the Member and dependants will be suspended for a period of up to twelve months rather than outright expulsion from the Fund. The acts concerned are:
- (a) obtaining or attempting to obtain for themselves or for any other person any benefits from the Fund by means of fraud, imposition, misrepresentation or false statement or for wasting the Fund's resources;
  - (b) being abusive or threatening to any Trustee or to any member of staff or representative of the CIO;
  - (c) damaging (or indicating an intention to damage) the good name of the CIO;
  - (d) placing demands upon the CIO which – if granted – could tend to militate against its ability to help Beneficiaries in general;
  - (e) damaging the property of CIO or that of any undertaking with which it has entered arrangements for the accommodation of that person or generally.
- 11.2 Any person against whom it is intended to proceed under this Rule shall be invited to appear before a meeting of the Trustees or, at the Trustees' discretion, a sub-committee of the Trustees. They shall be given at least fourteen days' written notice that their appearance is sought (which notice shall state the allegations against them and the time and place of the meeting). They shall be given the opportunity to answer the allegations in writing and/or by attendance at the meeting. If attending the meeting, they shall be afforded the opportunity to be accompanied by a friend or colleague, subject to the person concerned not being a member of the legal profession unless they are themselves a member of that profession. Failure to respond to the allegation or to attend or address the Trustees shall not invalidate the enquiry. The decision of the Trustees or of the relevant sub-committee shall be final.

- 11.3 Any person removed from membership or excluded from consideration for benefits in the future shall have no claim against the Fund in respect of any past contributions made to the Fund or otherwise.

## **12. INDEMNITY**

Except insofar as they are a trustee, all members of any sub-committee of the Trustees or of any Local Committee, Responsible Managers and staff of the *Charity* acting reasonably in relation to any of the affairs of the *Charity* and all of their executors and administrators shall be indemnified out of the Fund from and against all actions, costs, charges, losses, damages and expenses which they or any of them or any of their executors or administrators shall or may incur or sustain by reason of any act done, concurred in or omitted in or about the execution of their duty in the respective offices or trusts except where they incur or sustain such by or through their own wilful neglect or default and none of them shall be answerable for the acts, receipts, neglects or defaults of the other or others of them or for joining in any receipt for the sake of conformity.

## **13. APPOINTMENT OF PATRONS**

The Trustees may appoint persons (whether or not Fund Members) as Patrons of the Fund where, in the opinion of the Trustees, these persons have substantially furthered the work of the Fund or are likely to do so. Unless otherwise qualified, such persons shall not be treated as Fund Members or CIO Members.

## **14. CHAIR AND VICE-CHAIR**

The Trustee appointed to chair meetings of the Trustees in accordance with Clause 19[2] of the Constitution shall be known as the Chair of the CIO, and the Trustees may similarly appoint a Vice-Chair of the CIO. Subject to any contrary decision by the Trustees they shall appoint a Chair and Vice-Chair at their first meeting in each calendar year who shall take office at the close of that meeting or (if, prior to that meeting, nominations had been sought from all Trustees and a single candidate is nominated in either case) on the announcement of that result at the start of that meeting. The Vice-Chair shall, if present and willing, chair any meeting of the Trustees if the Chair is unwilling to preside or is not present ten minutes after the advertised starting time of the meeting. In default of the foregoing, those Trustees present may appoint one of their number to chair that meeting. The Chair and Vice-Chair so appointed shall discharge all other functions vested in the Chair and/or Vice-Chair by these rules, or any other rules, or by the TBF CIO Delegation Of Authorities document, as laid down in each case by the Trustees.

## **15. SUPPLEMENTARY PROVISIONS**

- 15.1 All acts bona fide done at any meeting of any sub-committee of the Trustees or at a Local Committee or by any person acting as a member of such a committee or voting as a Fund Member shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment or qualification of any such person voting or acting as aforesaid (or that they or any of them were disqualified), be as valid as if every such person had been duly appointed and was qualified to be a member of such body or to vote as a Fund Member as the case may be.
- 15.2 In accordance with General Regulation 52, where a CIO Member as such, rather than in her/his role solely as a member of a specific Local Committee or as a Fund Member, has received from the CIO a document or information otherwise than in hard copy, she/he is entitled to require to be sent within twenty one days a version in hard copy form, at no cost to her/himself.
- 15.3 Any interpretation of these Rules adopted by the Trustees (after taking such advice if any as they consider appropriate) shall be final and binding on all to whom these Rules apply.

## **ANNEX “A”**

### **Free Fund Membership**

Free Fund Membership is a valuable concession which may be awarded to a person who has been a Fund Member for a considerable period or who has been one for a shorter period but cannot work again because of permanent incapacity. Where awarded, Free Fund Membership replaces Fund Membership.

The Trustees have the responsibility of determining whether or not to award Free Fund Membership and in taking their decisions they will be guided by what is contained in this Annex, although circumstances will occur where eligibility is difficult to assess. The decision made by or for the Trustees will be reviewed where it is felt this causes undue hardship, but the final decision of the Trustees is binding.

An award of Free Fund Membership applies for as long as the circumstances which applied (or were believed to apply) at the time contributions ceased continue to apply. Where this ceases to be the case, Free Fund Membership may be withdrawn; it may subsequently be re-awarded in appropriate cases. The Trustees may call for such evidence to prove eligibility as they may reasonably require, whether at the time of the initial award or subsequently.

Where the Fund Member ceased contributions prior to January 1, 2000 eligibility for Free Fund Membership is determined in accordance with the arrangements which applied at the time contributions ceased and this eligibility is not affected by the adoption of these revised arrangements from that date. In addition, those members who qualified for Free Fund Membership prior to July 11, 2007 may retain this even if they are employed.

A Fund Member will be considered for Free Fund Membership regardless of whether they contributed personally or an employer paid on their behalf.

At the sole discretion of the Trustees, any Fund Member may continue contributing (whether or not still involved with the provision of public transport services) so as to maintain Fund Membership or to qualify themselves for consideration for Free Fund Membership. Unless there are extenuating circumstances (generally the unexpected non-granting of long-term incapacity benefit after leaving service on medical grounds or where the member would have had significant problems making earlier contact), membership must be continued within six months of ceasing contributions if they are to have the opportunity to continue contributing from outside the industry.

In addition to the other provisions of this Annex, Free Fund Membership will only be awarded or maintained where the Trustees consider in their discretion that the member concerned has ceased remunerative work.

#### **A. ON CEASING CONTRIBUTIONS AT STATE PENSION AGE**

- (i) **With at least 5 years' membership:** may be awarded Free Fund Membership.
- (ii) **With less than 5 years' membership:** membership ceases.

#### **B. ON CEASING CONTRIBUTIONS BEFORE STATE PENSION AGE**

- (i) **With at least 25 years' membership:** may be awarded Free Fund Membership on verification that they are not remuneratively engaged and do not intend to resume remunerative work.
- (ii) **With less than 25 years' membership:** may be awarded Free Fund Membership later, subject to their continuing to contribute until state pension age (or until they have paid 25 years' contributions if this would be achieved earlier) and on verification that they are not remuneratively engaged and do not intend to resume remunerative work. Regardless of the foregoing, they must have paid at least 5 years' contributions at the time they are considered for Free Fund Membership.

- (iii) **Where they would otherwise be eligible to be awarded Free Fund Membership but they are working or intend to work:** Free Fund Membership may be awarded later when they declare they are not remuneratively engaged and do not intend to resume remunerative work.
- (iv) **Where they do not have sufficient membership to meet B (i) (ii) or (iii) and do not continue contributing in order to qualify under these:** membership ceases.

#### **C. ON CEASING CONTRIBUTIONS ON MEDICAL GROUNDS**

Free Fund Membership may be awarded where the person was a Fund Member for at least five years while engaged in the provision of public transport services and where the Trustees are satisfied (after such enquiries as they deem necessary) that they are (or have been) eligible for a State benefit which in the opinion of the Trustees indicates their inability to undertake any remunerative work subject to the following:

- (i) Entitlement to this benefit must have been continuous since service was terminated on medical grounds, subject to any waiting periods for benefit prescribed by law or imposed in practice by the benefit authority.
- (ii) When beyond State Pension Age, they can show that the provisions of (i) were continuously met until that age.

The Trustees may extend Free Fund Membership to other former Fund Members where they believe assistance to be justified, notwithstanding their inability to confirm that rules (i) and/or (ii) have been complied with.

#### **D. ON DEATH**

The Dependants of Fund Members who die will be eligible for continuing consideration as Dependants in accordance with the provisions of the Deed provided they were dependent on either:

- (i) A person to whom Free Fund Membership had been awarded in accordance with Sections A, B or C or where this had been suspended in accordance with the provisions of Section B; or
- (ii) A Fund Member who was still contributing at the time of death and had been a contributor for at least five years.

Nothing contained in this section shall prevent the Trustees granting short-term relief by means of convalescence or otherwise to the Dependants of a Fund Member not otherwise qualified.

Where a Dependant continues to be treated as such by virtue of their being the partner of a Fund Member or a Free Fund Member, this shall continue during that person's life, but shall not pass to another person by virtue of any other partnership.

#### **E. GENERAL**

- (i) At the sole discretion of the Trustees, a former Fund Member may be deemed to be a member for the purpose of being granted benefits for the first twelve weeks after ceasing contributions.
- (ii) All arrangements apply equally to men and women; there is no age difference.
- (iii) Nothing shall prevent the Fund from attempting at its sole discretion to contact members who cease contributions, but it is normally incumbent on such members to make contact with the Fund themselves to ascertain eligibility for Free Fund Membership.

## ANNEX “B”

### Members’ Decisions and General Meetings

Draft AGM Agenda and *related guidance/options*

B1 In accordance with Clause 10 of the Constitution, except where any of Clauses 10[3], 10[4], 15[2], 29 or 30 apply, any decision of CIO Members shall be taken by a resolution passed at a General Meeting by a simple majority of votes cast at the meeting including (if Clause 11[7] applies) votes cast by postal or email ballot.

B2 In accordance with Clause 11, the Trustees –

(a) shall call an Annual General Meeting (AGM) by the 8<sup>th</sup> of September 2016 and thereafter at intervals of not more than 15 months, and

(b) may call any other general meeting of CIO Members at any time,

(c) shall call a general meeting within 21 days of receipt of a request in accordance with Clause 11[2](b) to 11[2](i) inclusive.

B3 The Trustees shall give notice of each general meeting, and it shall be chaired, and at all times require a quorum in accordance with Clauses 11[3], [4] and [5] respectively.

B4 Voting at a general meeting shall be in accordance with Clause 11[6]. If the Trustees so decide, the CIO may allow Members to vote by post or (where authorised under Clause 22[2]) by email to elect charity trustees or to make a decision on any matter that is being decided at a general meeting *of* Members, in which case Clause 11[7] will apply.

B5 The chair of a general meeting may adjourn the meeting in accordance with Clause 11[8].

### Draft AGM Agenda (*plus Guidance or options in italics*)

#### Transport Benevolent Fund – Charitable Incorporated Organisation

#### Notice of the Annual General Meeting of Members of the CIO

to be held on.....20xx at ....pm at..... London

*[After a thorough review of the Register of Local Committee and other CIO Members, and after calling for Trustee nominations in accordance with Rule 6.2, then in accordance with Clause 11[3] of the Constitution, at least 14 clear days final notice of the AGM must be given to all Local Committee and other CIO Members and to any Trustee who is not a CIO Member.]*

1. Chair: In accordance with Clause 11[4] of the Constitution, the Chair of the Charity Trustees will take the Chair. *(If absent, a Trustee member will propose that the Vice-Chair of Trustees, or failing that another Trustee, shall take the Chair.)*
2. Quorum: In accordance with Clause 11[5] of the Constitution, a quorum of 9 members present is required for any decision to be taken on any election or other business. *(For further details see Clause 11[5].)*
3. To receive (a) the Annual Statement of Accounts, duly audited, and  
(b) the Trustees’ Annual Report. *(See Clause 11[3](c)(v).)*
4. In accordance with Clause 29 of the Constitution, to consider and if thought fit to pass (subject to a 75% majority of votes cast) any resolution proposed *by the Trustees* to amend the Constitution. *(See Clause 11[3](c)(iv). Any amendment once passed does not take effect until it has been recorded in the register of charities.)*
5. *(On request the Responsible Manager will outline the effect of any changes since the last AGM, made by the Trustees under Clause 26 of the Constitution, to the CIO’s Rules, either already in effect or to take effect when the proposed changes to the Constitution come into effect.)*

6. To consider and if thought fit to pass any other (*specified*) motion proposed by the Trustees.
7. To appoint trustees in accordance with Clause 13 of the Constitution.

Under Clause 15, the following have ceased to be Trustees since (*the date of the Constitution or*) the last AGM..... The retiring Trustees (*named as first Trustees in the Constitution or*) appointed by a previous AGM are.....; The retiring Trustees appointed by the Charity Trustees since (*the date of the Constitution or*) the last AGM are .....The following, who are qualified to do so, are seeking election or re-election as Trustees –

(a).....(b).....(c).....(d).....(e).....

8. Closure.

*Should a request from Members (normally from at least 10% of CIO Members), which satisfies the criteria set out in Clause 11[2] of the Constitution, have been received, and if timely notice in accordance with Clause 11[3] can be given to Members of the resolution to be moved or other business proposed, the Charity Trustees may call a General Meeting of Members to immediately follow the AGM to consider the business stated in the request.*