



At the Council Chamber, Whitehall

THE 11th DAY OF NOVEMBER 2020

BY THE LORDS OF HER MAJESTY'S MOST HONOURABLE
PRIVY COUNCIL

The Privy Council has approved the revised Bye-Laws of Motability as set out in the Schedule to this Order.

Richard Tilbrook

SCHEDULE

REVISED BYE-LAWS OF MOTABILITY

1. The provisions of the Charter of Incorporation of the Company (hereinafter called “the Charter”) shall be strictly observed and in the event of any inconsistency between the provisions of the Charter and the provisions of these Bye-Laws the provisions of the Charter shall prevail.

MEMBERS

2. Subject to Bye-Law 3, the Members of the Company shall be:
 - a) the Members of the Company at the date of the adoption of these Bye-Laws; and
 - b) any person whom the Board with the written consent of the person concerned shall elect to be a Member.
3. No person who is a paid employee (whether full or part time) of the Company or in receipt of fees or other form of remuneration from the Company (excluding compensation for loss of earnings pursuant to Article 4e) and subject to Article 5 of the Charter) shall be eligible to be a Member unless by unanimous resolution of the Board it is determined that this proviso shall not apply in respect of a particular applicant for membership. No such person shall be a Governor.
4. A person shall cease to be a Member in the following circumstances:
 - a) if he dies;

- b) if he shall at any time resign his membership of the Company by written notice to the Board;
- c) if the Board shall at any time by resolution passed by not less than three-quarters of the Governors present at a meeting called to consider the case, after the meeting has invited the views of the Member concerned and considered the matter in the light of any such views, determine that any Member, the continuance of whose membership will in their opinion be prejudicial to the interests of the Company, shall cease to be a Member.

THE OFFICERS

- 5. The Board shall from time to time from among their number elect a Chairman and a Vice-Chairman to serve in office for such period as the Board may determine provided that anyone appointed as Chairman or Vice-Chairman may only serve in such office for so long as they remain a Governor pursuant to Bye-Law 14.
- 6. The Chairman shall be entitled to preside at all meetings of the Board or, if at any meeting the Chairman is not present within five minutes after the time appointed for holding the meeting, the Vice-Chairman shall preside at the meeting but if he is not present the Governors present shall choose one of their number to be Chairman of the meeting.
- 7. The Board shall from time to time elect from their number an Honorary Treasurer of the Company to serve in office for such period as the Board may determine provided that anyone appointed as Honorary Treasurer may only serve in such office for so long as they remain a Governor pursuant to Bye-Law 14.

GENERAL MEETINGS OF MEMBERS

- 8. The Company shall hold an Annual General Meeting in every year at such time and place as may be determined by the Board. Other General Meetings of the Members may be called by the Board who shall call a meeting on the requisition of not less than one-fifth of the Members. Written notice of General Meetings shall be given in accordance with regulations made by the Board (**Regulations**).
- 9. The quorum for General Meetings shall be as set in accordance with the Regulations.
- 10. The Chairman or failing him the Vice-Chairman shall preside as Chairman at every General Meeting but if neither are present the Members present shall choose some other Governor or if no other Governor shall be present or accepts the Chair, they shall choose one of their number present to preside as Chairman.
- 11. Unless otherwise provided by the Charter or these Bye-Laws questions arising and resolutions proposed at any General Meeting shall be decided by and passed by a majority of votes. At all General Meetings of Members every Member present shall have one vote.

GOVERNORS' APPOINTMENT AND TERMS OF OFFICE

12. Any person who:
- a) is willing to act as Governor;
 - b) is permitted to be so elected by the law; and
 - c) (subject to Bye-Law 19) in the case of their first election as Governor, has been nominated by at least three Members of the Company at least one of whom is a Governor,
- may be elected a Governor at any Annual General Meeting.
13. Nominations for the purposes of Bye-Law 12c) shall be signified upon a form giving such particulars of the candidate for election as may be required by the Board from time to time and signed by the candidate by way of assent to the nomination. The said form shall be sent to the Secretary so that it reaches him by not later than the 31st day of March in any year for the succeeding Annual General Meeting. The Secretary shall include the names of all candidates properly nominated upon the notices convening such Annual General Meeting.
14. Governors elected pursuant to Bye-Law 12 shall, subject to Bye-Law 15 and earlier termination in accordance with Bye-Law 21, serve in office for a term of three years and may be re-elected for a maximum of two further terms of three years (these three terms being **Ordinary Terms**), provided that a Governor may be elected for a fourth term of three years in exceptional circumstances (an **Additional Term**) if prior to such election the Governors have passed a resolution to the effect that they are satisfied that such re-election for an Additional Term would be in the best interests of the Company.
15. The Governors in office at the date of adoption of these Bye-Laws shall serve in office for the terms set out below:

Name	Current term of office expires on	Eligible for re-election for further Ordinary Term(s) (number)
Charles Manby MBE	Date of appointment: 26/09/2019 Current term expires: 25/09/2022	Yes (Two) To: 25/09/2028
Ed Humpherson	Date of appointment: 24/10/2016 Current term expires: 23/10/2022	Yes (One) To: 23/10/2025

Dr Stephen Duckworth OBE	Date of appointment: 26/09/2018 Current term expires: 25/09/2021	Yes (Two) To: 25/09/2027
David Hunter FCA	Date of appointment: 26/09/2018 Current term expires: 25/09/2021	Yes (Two) To: 25/09/2027
Lord Kevin Shinkwin	Date of appointment: 26/09/2018 Current term expires: 25/09/2021	Yes (Two) To:25/09/2027
Cheryl Ward	Date of appointment: 26/09/2018 Current term expires: 25/09/2021	Yes (Two) To: 25/09/2027
Professor William Webb	Date of appointment: 26/09/2018 Current term expires: 25/09/2021	Yes (Two) To: 25/09/2027
Professor Mala Rao OBE	Date of appointment: 04/07/2019 Current term expires: 03/07/2022	Yes (Two) To: 03/07/2028
Dr Juliana Onwumere	Date of appointment: 04/07/2019 Current term expires: 03/07/2022	Yes (Two) To: 03/07/2028

16. No person who is not a Member shall be eligible to hold office as a Governor.

THE BOARD

17. The affairs of the Company shall be managed by the Board who may exercise the borrowing and investment powers and all such other powers of the Company, and do on behalf of the Company all such acts as may be exercised and done by the Company and as are by Our Charter or by these Bye-Laws required to be exercised or done by the Company in General Meeting, subject nevertheless to any provision of these Bye-Laws, to the provisions of the Charter, and to such Regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Board.
18. The Board shall consist of not less than five Governors or such other number as may be prescribed by Regulations.
19. The Board may from time to time appoint any Member as a Governor, either to fill a casual vacancy or as an addition to the Governors. Any Member so appointed shall retain his office only until the next Annual General Meeting, but he shall then be eligible for election for an initial Ordinary Term and in respect of the election of such Governors nomination pursuant to Bye-Law 12c) shall not be required.
20. The Governors may act notwithstanding any vacancy in their body, provided always that in case their number shall at any time be or be reduced to less than the minimum number prescribed by or in accordance with these Bye-Laws it shall be lawful for the Board to act for the purpose of admitting persons to membership of the Company, filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.
21. The office of a Governor shall be vacated:
 - a) if he ceases to be a Member;
 - b) if by notice in writing to the Company he resigns his office;
 - c) if the Company in General Meeting resolve he should retire, after the meeting has invited the views of the Governor concerned and considered the matter in the light of any such views.

PROCEEDINGS OF THE BOARD

22. Subject as provided by the Charter, these Bye-Laws and any Regulations, the Board may regulate its own procedure.

CONFLICTS OF INTEREST

23. A Governor must avoid a situation in which he or she has an interest or duty that conflicts or possibly may conflict with the interests of the Company. This duty is not infringed if:
- a) the situation cannot reasonably be regarded as likely to give rise to a conflict of interest;
 - b) the situation is authorised by the Governors in accordance with Bye-Law 24; or
 - c) the situation relates to the purchase of trustee indemnity insurance in accordance with Article 4 of the Charter.
24. If a conflict of interests arises for a Governor, the unconflicted Governors may authorise such a conflict of interests provided that:
- a) the procedure in Bye-Law 26 is followed;
 - b) authorisation will not result in any direct or indirect Material Benefit being conferred on any Governor or any Connected Person that would not be permitted by the Charter or Bye-Laws; and
 - c) the unconflicted Governors consider it is in the best interests of the Company to authorise the conflict of interest in the circumstances.
25. For the purposes of Bye-Law 24:
- “**Connected Person**” means any person falling within one of the following categories:
- a) any spouse, civil partner, parent, child, brother, sister, grandparent or grandchild of a Governor; or
 - b) the spouse or civil partner of any person in (a); or
 - c) any person who carries on business in partnership with a Governor or with any person in (a) or (b); or
 - d) an institution which is controlled by either a Governor, any person in (a), (b) or (c), or a Governor and any person in (a), (b) or (c), taken together; or
 - e) a corporate body in which a Governor or any person in (a), (b) or (c) has a substantial interest, or two or more such persons, taken together, have a substantial interest,

(Sections 350 to 352 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this definition); and

“**Material Benefit**” means a benefit that may or may not be financial but that has a monetary value.

26. Whenever a Governor has an interest in a matter to be discussed at a meeting of the Governors or a committee the Governor concerned must:
- a) declare his or her interest before discussion begins on the matter;
 - b) withdraw from the meeting for that item unless expressly invited to remain in order to provide information;
 - c) not be counted in the quorum for that part of the meeting;
 - d) withdraw during the vote and have no vote on the matter.

DELEGATION OF POWERS

27. The Board may delegate any of their powers to:
- a) any Officer(s), employee(s) or other person(s); or
 - b) committees consisting of such persons as they think fit provided that a majority of persons serving on any such committee shall be Governors, and any such committee shall, in the exercise of the powers so delegated, comply with any Regulations made for that purpose by the Board. The meetings and proceedings of any such committee shall be governed by the provisions of these Bye-Laws for regulating the meetings and proceedings of the Board so far as applicable and so far as the same shall from time to time not be superseded by any Regulations made by the Board.

ADVISORY PANELS

28. The Board may make provision for the establishment and constitution of Advisory Panels consisting of such persons (whether or not Governors) as they may think fit to advise the Board on the exercise of their powers as may be determined by the Board.

CHIEF EXECUTIVE OFFICER

29. The Board shall appoint on such terms as to remuneration and otherwise as the Board thinks fit a Chief Executive Officer who shall be the principal executive officer of the Company.

OTHER STAFF

30. The Board may appoint such other staff and take into employment such other persons on such terms and at such remuneration and upon such conditions as they may think fit. No such staff or other persons shall be a Governor.

MINUTES

31. Minutes of all meetings of the Company, the Board and of all Committees appointed by it shall be kept in books provided for that purpose, and at every meeting of the Company, the Board or of any Committee appointed by it as the case may be the

Minutes of the last meeting shall be read and if confirmed by the meeting shall be signed by the Chairman of the Meeting.

VALIDATION

32. All acts done by any meeting of the Company, the Board or any Committee thereof shall, notwithstanding that it shall be discovered that there was some unintended defect in the appointment of all or any of the Governors or that any notice of any meeting shall not have been given to or received by any Member or Governor by reason of any inadvertence or thing beyond the control of the person giving such notice, be as valid as if every such Governor had been duly appointed or as the case may be every such Member or Governor been given or received such notice.

ACCOUNTS

33. The Board shall cause proper books of account to be kept and shall once in every year cause to be prepared and to be laid before the Members at the Annual General Meeting an income and expenditure account and balance sheet and such other accounts and reports as the Board may determine or shall be required by law.

AUDIT

34.
 - a) The accounts of the Company shall be audited by an Auditor or Auditors qualified in accordance with the Companies Act 2006.
 - b) The Auditor or Auditors shall be appointed by the Company in General Meeting.

SEAL

35. The Common Seal shall be kept in safe custody and shall not be used except with the authority of the Board and in the presence of at least two Governors or in the presence of one Governor and either the Chief Executive Officer or the Deputy Chief Executive Officer, who shall sign any instrument to which the Seal is affixed.

INDEMNITY

36. Every Governor, the Chief Executive Officer and other members of staff of the Company shall be indemnified by the Company against, and it shall be the duty of the Company out of the funds of the Company to pay, all costs, loss and expenses which any such person may incur or become liable for by reason of any contract entered into or act or thing done by him in such capacity or in any way in the proper discharge of his duties, including travelling expenses, unless the same shall happen through his own wilful act or default.