



12 Endeavour Square
London
E20 1JN

Tel: +44 (0)20 7066 1000
Fax: +44 (0)20 7066 1099
www.fca.org.uk

Co-operative and Community Benefit Societies Act 2014

Acknowledgement of registration of a rule amendment

This document acknowledges the registration of the amendment of the attached rules under Co-operative and Community Benefit Societies Act 2014 for:

Society: Tablehurst and Plaw Hatch Community Farm Limited

Registration number: 28403 R

Date: **27 March 2023**



Co-operative and Community Benefit Societies Act 2014 Rules of Tablehurst and Plaw Hatch Community Farm Ltd

NAME

1. The name of the society shall be

Tablehurst and Plaw Hatch Community Farm Limited.

REGISTERED OFFICE

2. The registered office of the society shall be at Tablehurst Farm, Forest Row RH18 5DP

INTERPRETATIONS

3. In these rules:

"Address" means a postal address or, for the purposes of electronic communication, a fax number, email address or telephone number for receiving text messages;

"the Act" refers to the Co-operative and Community Benefit Societies Act 2014 or any Act or Acts amending or in substitution of it or them for the time being in force;

"Auditor" means a person eligible for appointment as a company Auditor under Part 42 of the Companies Act 2006;

"The Board of Directors" or "Committee" means all those persons appointed to perform the duties of Directors of the society;

"Committee Meeting" includes, except where inconsistent with any legal obligation a physical meeting, a meeting held by electronic means and a meeting held by telephone;

"Clear Days" in relation to the period of notice does not include the day on which the meeting is to be held and the day on which the notice is handed to someone or left at their address, or the day on which it is sent, is in the process of being sent and is assumed to be delivered;

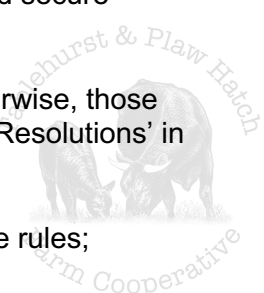
"Director" means a director of the society and includes any person occupying the position of director, by whatever name called;

"Document" includes, unless otherwise stated, any document sent or supplied in electronic form;

"Electronic Means" shall include, for example, email, video links and secure authenticated website transactions;

"Extraordinary Resolution" means, unless the context requires otherwise, those decisions requiring an Extraordinary Resolution as detailed under 'Resolutions' in these rules;

"Member" has the meaning as detailed under 'Membership' in these rules;



"Office Holder" means a receiver, administrative receiver, liquidator, provisional liquidator or administrator of a Member of all or substantially all of the Member's assets;

"Officer" has the meaning as detailed under 'Officers' in these rules;

"Posting" has the meaning of sending a letter, email, text message or other form of electronic communications;

"Person" means, unless the context requires otherwise, a natural person, unincorporated body, firm, partnership, corporate body or the nominee of an unincorporated body, firm, partnership or corporate body;

"Registrar" means the Financial Conduct Authority (FCA) or any body that succeeds its function;

"Secretary" means any person appointed to perform the duties of the Secretary of the society;

"Society" means the above named society;

"Transferable" means shares that are transferable to another Person who also qualifies for membership of the Society in accordance with these Rules;

"Writing" means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied by Electronic Means or otherwise.

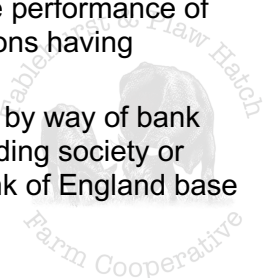
4. **The objects** of the Society shall be to operate biodynamic farms; to enable members of the local community to share responsibility for the farms by becoming shareholders and by participating in the activities of the farms; and to educate the community on the benefits of sustainable biodynamic farming and food production.

POWERS

5. The Society may do all such lawful things as may further the Society's objects and, in particular, may borrow or raise funds for any purpose that is beneficial to the Society.

BORROWING

6. The Society shall have the power to borrow money from its Members and others in order to further its objects providing that the amount outstanding at any one time shall not exceed £10,000,000.
7. The Society shall have the power to mortgage or charge any of its property, including the assets and undertakings of the Society, present and future, and to issue loan stock, debentures and other securities for money borrowed or for the performance of any contracts of the Society or its customers or persons or corporations having dealings with the Society.
8. The rate of interest on money borrowed, except on money borrowed by way of bank loan or overdraft or from a finance house or on mortgage from a building society or local authority, shall not exceed 5% per annum or 2% above the Bank of England base rate at the commencement of the loan, whichever is the greater.



9. The Society may receive from any Person, donations or loans free of interest in order to further its objects but shall not receive money on deposit.

FINANCIAL SERVICES AND MARKETS ACT 2000 ACTIVITY

10. For the avoidance of doubt the Society shall not engage in any activity by virtue of any of these Rules that would require a permission from the Registrar to carry on that activity without first having applied for and obtained such permission.

INVESTMENT OF FUNDS

11. The Society may invest any part of its funds in the manner set out in Section 27 of the Act.

MEMBERS

12. The Committee may at its discretion admit to membership any individual who supports the objects of the Society and who has paid or agreed to pay any subscription or other sum due in respect of membership (if any) for the time being in force.

Applications for Membership

13. All those wishing to become a Member must support the objects of the Society and complete an application for membership which shall include an application for at least one share in the Society. Such an application form will be reviewed and accepted by the Secretary. If the Secretary has any concerns regarding the application they will request the approval decision is made by the Directors.

Member Commitment

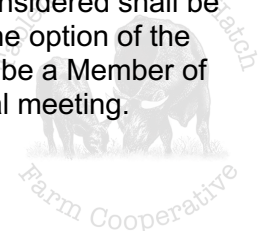
14. All Members agree to participate in general meetings and take an active interest in the operation and development of the Society and its business. Members have a duty to respect the confidential nature of the business decisions of the Society.

Termination of Membership

15. A Member shall cease to be a Member of the Society immediately that they:
 - (a) Fail to hold the minimum shareholding; or
 - (b) Fail to pay the annual subscription (if any) within 3 months of it falling due; or
 - (c) Resign in Writing to the Secretary; or
 - (d) Are expelled from membership in accordance with these Rules; or
 - (e) Die, are wound up or go into liquidation.

Expulsion from Membership

16. A Member may be expelled for conduct prejudicial to the Society by an Extraordinary Resolution, provided that the grounds for expulsion have been specified in the notices calling the meeting and that the Member whose expulsion is to be considered shall be given the opportunity to make representations to the meeting or, at the option of the Member, an individual who is there to represent them (who need not be a Member of the Society) has been allowed to make representations to the general meeting.



17. If on due notice having been served the Member fails to attend the meeting the meeting may proceed in the Member's absence. No Member expelled from membership shall be re-admitted except by an Extraordinary Resolution.

Untraced Members

18. Where the Society concludes that a Member no longer lives at the address shown in its register of Members "registered address", then subject to carrying out the following procedures, the Secretary may remove the name of such Member from the register of Members, and the Society may then cancel that Member's shares and forfeit to the Society the amount standing to the credit of such Member in the share register of the Society, together with any sum of money representing interest credited to the Member in the books of the Society in respect of their shares (together referred to as "credit accounts").

The procedures are as follows:

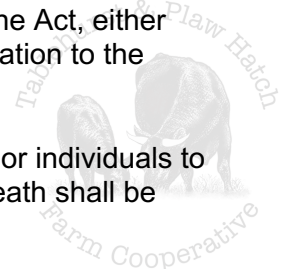
- a) The Secretary shall take all reasonable steps to establish whether there is a forwarding address, and if there is one, to contact the Member at the forwarding address with the information set out below.
- b) The Secretary shall cause advertisements to be posted conspicuously in all places of business of the Society to which Members have access, giving the following information:
 - (i) advising that the Society intends to, after a notice period of not less than two calendar months, revise its register of Members removing those Members no longer living at their registered address;
 - (ii) contact details, including via Electronic Means for any Person wishing to update their registered address, or to withdraw from membership of the Society.
 - (iii) At the end of the notice period, the Secretary shall update the register of Members by removing those Members no longer residing at their registered address, cancelling their shares.

PROCEEDINGS ON DEATH OR BANKRUPTCY OF A MEMBER

19. Upon a claim being made by:
 - (a) The personal representative of a deceased Member; or
 - (b) The trustee in bankruptcy of a Member who is bankrupt; or
 - (c) The Office Holder to any property in the Society belonging to such a Member, the Society shall transfer or pay property to which the Office Holder has become entitled as the Office Holder may direct them.

A Member may in accordance with the Act nominate any individual or individuals to whom any of her/his property in the Society at the time of her/his death shall be transferred, but such nomination shall only be valid to the extent of the amount for the time being allowed in the Act. On receiving a satisfactory proof of death of a Member who has made a nomination the Society shall, in accordance with the Act, either transfer or pay the full value of the property comprised in the nomination to the individual or individuals entitled thereunder.

21. A Member may in accordance with the Act nominate any individual or individuals to whom any of her/his property in the Society at the time of her/his death shall be



transferred, but such nomination shall only be valid to the extent of the amount for the time being allowed in the Act. On receiving a satisfactory proof of death of a Member who has made a nomination the Society shall, in accordance with the Act, either transfer or pay the full value of the property comprised in the nomination to the individual or individuals entitled thereunder.

22. Where property value does not exceed £5,000 the Committee may in accordance with the Act, without letters of administration or probate of any will having been obtained, distribute that property among such persons as appear to the committee (on such evidence as it considers satisfactory) to be entitled by law to receive it. The deceased member's shares will then be cancelled.

Share Capital

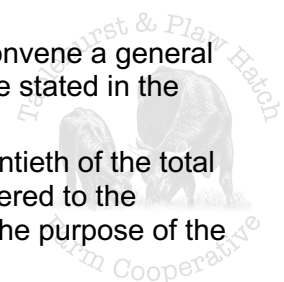
23. The shares of the Society shall be of the nominal value of £100 issued to Persons upon admission to membership of the Society. The shares shall be fully paid prior to issue, and shall be non-Transferable except on death or bankruptcy or (in the case of an unincorporated organisation or partnership), on a change of nominee(s) and only to the new nominee(s), nor Withdrawable, shall carry no right to interest, dividend or bonus, and shall be forfeited and cancelled on cessation of membership from whatever cause, and the amount paid up on such cancelled shares shall become the property of the Society.
24. Upon payment of £100 for each share issued the applicant shall be issued with share(s) in the Society provided that no one member shall have shares in excess of £20,000 in face value or the maximum permitted by the Act, whichever is the larger.
25. A member is only entitled to one vote regardless of the number of shares purchased.

GENERAL MEETINGS

26. The Society shall, within six months of the end of the financial year, hold a general meeting of the Members as its annual general meeting and shall specify the meeting as such in the notice calling it.
27. The business of an annual general meeting shall comprise, where appropriate:
 - (a) The receipt of the accounts and balance sheet and of the reports of the Committee and Auditor (if any);
 - (b) The appointment of an Auditor, if required;
 - (c) The election of the Committee or the results of the election if held previously by ballot;
 - (d) The application of profits;
 - (e) The transaction of any other business included in the notice convening the meeting.

Calling a General Meeting

28. The Secretary, at the request of the Committee of Directors may convene a general meeting of the Society. The purpose of the general meeting shall be stated in the notice of the meeting.
29. The Committee of Directors upon an application signed by one-twentieth of the total number of Members, or 10 Members, whichever is the lesser, delivered to the registered office of the Society, shall convene a general meeting. The purpose of the



general meeting shall be stated in the application for and notice of the meeting. No business other than that stated in the notice of the meeting shall be conducted at the meeting.

30. If within one month from the date of the receipt of the application the Committee have not convened a general meeting to be held within six weeks of the application, any three Members of the Society acting on behalf of the signatories to the application may convene a general meeting, and shall be reimbursed by the Society for any costs incurred in convening such a meeting.

Notices

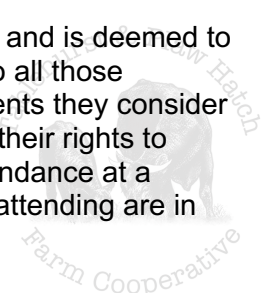
27. The Directors shall call the annual general meeting giving 14 Clear Days' notice to all Members. All other general meetings shall be convened with at least 14 Clear Days' notice but may be held at shorter notice if so agreed in Writing by 90% of the Members.
28. Notices of meetings shall either be given to Members personally or sent to them at their Address or alternatively, if so agreed by the Society in general meeting, notices of general meetings may be displayed conspicuously at the registered office and in all other places of business of the Society to which Members have access. Notices shall specify the date, time and place at which the meeting is to be held, and the business which is to be transacted at that meeting. A general meeting shall not transact any business other than that specified in the notices calling the meeting.
29. A notice sent to a Member's Address shall be deemed to have been duly served 48 hours after its posting. The accidental omission to send any notice to or the non-receipt of any notice by any Person entitled to receive notice shall not invalidate the proceedings at the meeting.
30. All notices shall specify the date, time and place of the meeting along with the general nature of business to be conducted and any proposed resolutions.
31. If the Society has appointed an Auditor in accordance with these Rules they shall be entitled to attend general meetings of the Society and to receive all notices of and communications relating to any general meeting which any Member of the Society is entitled to receive. The Auditor shall be entitled to be heard at any meeting on any part of the business of the meeting which is of proper concern to an Auditor.
32. No business shall be transacted at a general meeting unless a quorum of Members is present which shall include those Members not present in Person. Unless amended by Extraordinary Resolution, a quorum shall be 20 Members or 2% of the membership, whichever is the greater.

Chairing General Meetings

33. The chairperson of the Society shall facilitate general meetings. If s/he is absent or unwilling to act at the time any meeting proceeds to business then the Members present shall choose one of their number to be the chairperson for that meeting.

Attendance and Speaking at General Meetings

34. A Member is able to exercise the right to speak at a general meeting and is deemed to be in attendance when that Person is in a position to communicate to all those attending the meeting. The Directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it including by Electronic Means. In determining attendance at a general meeting, it is immaterial whether any two or more Members attending are in



the same place as each other, provided that they are able to communicate with each other.

35. The chairperson of the meeting may permit other persons who are not Members of the Society to attend and speak at general meetings, without granting any voting rights.

Adjournment

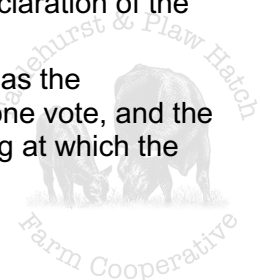
36. If a quorum is not present within half an hour of the time the general meeting was due to commence, or if during a meeting a quorum ceases to be present, the chairperson must adjourn the meeting. If within half an hour of the time the adjourned meeting was due to commence a quorum is not present, the Members present shall constitute a quorum.
37. The chairperson of a general meeting may adjourn the meeting whilst a quorum is present if:
 - (a) The meeting consents to that adjournment; or
 - (b) It appears to the chairperson that an adjournment is necessary to protect the safety of any persons attending the meeting or to ensure that the business of the meeting is conducted in an orderly manner.
38. The chairperson must adjourn the meeting if directed to do so by the meeting.
39. When adjourning a meeting the chairperson must specify the date, time and place to which it will stand adjourned or that the meeting is to continue at a date, time and place to be fixed by the Directors.
40. If the meeting is adjourned for 14 days or more, at least 7 Clear Days' notice of the adjourned meeting shall be given in the same manner as the notice of the original meeting.
41. No business shall be transacted at an adjourned meeting other than business which could properly have been transacted at the meeting if the adjournment had not taken place.

Voting

42. A resolution put to the vote at a general meeting shall be decided on a show of hands unless a paper ballot is demanded in accordance with these Rules. A declaration by the chairperson that a resolution has on a show of hands been carried or lost with an entry to that effect recorded in the minutes of the general meeting shall be conclusive evidence of the result. Proportions or numbers of votes in favour for or against need not be recorded.
43. In the case of an equality of votes, whether on a show of hands or a poll, the chairperson shall not have a second or casting vote and the resolution shall be deemed to have been lost.

Paper Ballot

44. A paper ballot on a resolution may be demanded before or on the declaration of the result of the show of hands by three Members at a general meeting.
45. If a paper ballot is duly demanded it shall be taken in such a manner as the chairperson directs, provided that no Member shall have more than one vote, and the result of the ballot shall be deemed to be the resolution of the meeting at which the ballot was demanded.



46. The demand for a paper ballot shall not prevent the continuance of a meeting for the transaction of any other business than the question upon which a ballot has been demanded. The demand for a paper ballot may be withdrawn.

Resolutions

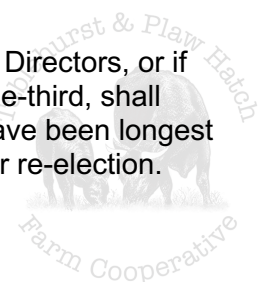
47. Decisions at general meetings shall be made by passing resolutions:
 - (a) The following decisions must be made by Extraordinary Resolution:
 - (i) Decisions to expel Members;
 - (ii) Any amendment to the Society's Rules;
 - (iii) The decision to wind up the Society.
 - (b) All other decisions shall be made by ordinary resolution.
48. An Extraordinary Resolution is one passed by a majority of not less than 75% of votes cast at a general meeting and an ordinary resolution is one passed by a simple majority (51%) of votes cast.
49. Resolutions may be passed at general meetings or by written resolution. A written resolution may consist of several identical Documents signed by one or more Members.

DIRECTORS

50. The Society shall have a Committee of Directors comprising not less than five Directors.
51. Only members of the Society who are aged 18 years or more may serve on the Committee of Directors.
52. The composition of the Committee shall be as follows:
 - (a) A minimum of 5 and up to 12 Directors elected by and from the Society's members;
 - (b) Up to two Directors as representative[s] appointed/nominated by each subsidiary (or any body that succeeds to its function);
 - (c) Directors, who must be Members, appointed to the Committee by co- option such that the board does not exceed the maximum number of Directors.

Election of Directors

53. An Annual General Meeting shall be held within six months of the close of the financial year of the Co-op. At the first Annual General Meeting all elected Directors of the Tablehurst and Plaw Hatch Coop (registered under the Industrial and Provident Societies Act) shall stand down.
54. At every subsequent annual general meeting one third of the elected Directors, or if their number is not a multiple of three, then the number nearest to one-third, shall retire from office. The Directors to retire shall be the Directors who have been longest in office since their last election. A retiring Director shall be eligible for re-election.



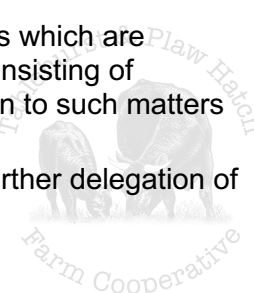
55. Candidate nominations shall be delivered to the Secretary not less than thirty days before the Annual General Meeting. The secretary shall enter the names of candidates on a ballot paper. Candidates shall be elected by ballot by the Co-op Members present at the Annual General Meeting. Votes will be accepted by mail if received prior to the AGM.
56. The subsidiary representatives will be announced at the AGM and hold the position for a year. The representatives will be voting members of the Committee. If a representative is unable to attend a Committee meeting they may appoint a delegate who must also be a director of the subsidiary's Committee.
57. The Committee may at any time fill a vacancy on the Committee by co-option. Co-opted individuals must be Members of the Society and will hold office as a Director only until the next annual general meeting.

Powers and Duties of the Committee of Directors

58. The Committee shall represent the members, encouraging and facilitating active engagement of the members with the Farm enterprises.
59. The Committee shall promote the objectives and benefits of membership of the Society.
60. The Committee shall at its discretion appoint up to two members to the board of directors of each of its subsidiaries.
61. The Committee shall approve all directorship appointments to its subsidiaries.
62. The directors of the subsidiaries shall provide to the Committee any such reporting on their activities as requested by the Committee.
63. The business of the Society shall be managed by the Committee who may exercise all such powers of the Society as may be exercised and done by the Society and as are not by statute or by these Rules required to be exercised or done by the Society in general meeting.
64. All decisions made by a meeting of the Committee of Directors or by any person acting as a Director shall remain valid even if it is later discovered that there was some defect in the Director's appointment or that the individual had previously been disqualified from acting as a Director.
65. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for monies paid to the Society shall be signed, drawn, accepted, endorsed, or otherwise executed in such manner as the Committee shall from time to time direct.
66. Without prejudice to its general powers, the Committee may exercise all the powers of the Society to borrow money and to mortgage or charge its undertaking and property or any part of it and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Society or of any third party.
67. No Regulation made by the Society in general meeting shall invalidate any prior act of the Committee which would have been valid had that Regulation not been made.

Delegation

68. Subject to these Rules, the Directors may delegate any of the powers which are conferred on them under these Rules to any Person or committee consisting of Members of the Society, by such means, to such an extent, in relation to such matters and on such terms and conditions as they think fit.
69. The Directors may specify that any such delegation may authorise further delegation of the powers by any person to whom they are delegated.



70. The Directors may revoke any delegation in whole or in part or alter any terms and conditions.

Sub-Committees

71. A sub-committee to which the Directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of these Rules which govern the taking of decisions by Directors.
72. The Directors may make Regulations for all or any sub-committees, provided that such Regulations are not inconsistent with these Rules.
73. All acts and proceedings of any sub-committee must be fully and promptly reported to the Directors.

PROCEEDINGS OF THE COMMITTEE OF DIRECTORS

Calling a Meeting of the Committee of Directors

69. Any Director may, and the Secretary on the requisition of a Director shall, call a meeting of the Committee of Directors by giving reasonable notice of the meeting to all Directors. Notice of any meeting of the Committee of Directors must indicate the date, time and place of the meeting and, if the directors participating in the meeting will not be in the same place, how they will communicate with each other.

Proceedings of a Meeting of the Committee of Directors

70. The Committee of Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit.
71. A Director is able to exercise the right to speak at a meeting of the Committee of Directors and is deemed to be in attendance when that person is in a position to communicate to all those attending the meeting. The Directors may make whatever arrangements they consider appropriate to enable those attending a meeting of the Committee of Directors to exercise their rights to speak or vote at it including by Electronic Means. In determining attendance at a meeting of the Committee of Directors, it is immaterial whether any two or more Directors attending are in the same place as each other.
72. Questions arising at any meetings of the Committee shall be decided by a majority of votes. In the case of an equality of votes the status quo shall be maintained and the Committee of Directors may choose to refer the matter to a general meeting of the Society.
73. A written resolution, circulated to all Directors and signed by a simple majority (51%) of Directors, shall be valid and effective as if it had been passed at a Committee meeting duly convened and held. A written resolution may consist of several identical Documents signed by one or more Directors.
74. The Committee of Directors may, at its discretion, invite other persons to attend its meetings with or without speaking rights and without voting rights. Such attendees will not count toward the quorum.

Quorum

75. The quorum necessary for the transaction of business at a meeting of the Committee of Directors shall be 50% of the Directors or 3 Directors, whichever is the greater and shall include those Directors not present in person.



76. If at any time the total number of Directors in office is less than the quorum required, the Directors are unable to take any decisions other than to appoint further Directors or to call a general meeting so as to enable the Members to appoint further Directors.

Chairing Committee Meetings

77. The chairperson shall facilitate meetings of the Committee of Directors. If s/he is absent or unwilling to act at the time any meeting proceeds to business then the Directors present shall choose one of their number to be the chairperson for that meeting.

Declaration of Interest

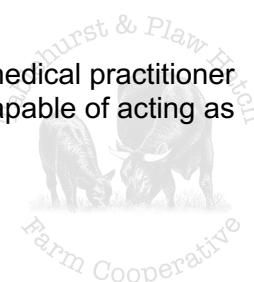
78. A Director shall declare an interest in any contract or matter in which s/he has a personal, material or financial interest, whether directly or indirectly, and shall not vote in respect of such contract or matter, provided that nothing shall prevent a Director voting in respect of her/his terms and conditions of employment or any associated matter.
79. A conflict of interest may arise for Committee members who are also directors of a subsidiary. Where the Committee considers matters that give rise to such a conflict the Committee may appoint a sub-committee to consider the matters.

Expenses

80. The Society may pay any reasonable expenses which the Directors properly incur in connection with their attendance at meetings or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Society.

Termination of a Director's Appointment

81. A person ceases to be a Director of the Society as soon as:
- (a) Where there are representatives of subsidiaries on the Committee: Where the person is the representative of a subsidiary and that person ceases to be a director the subsidiary;
 - (b) That person resigns from office in Writing to the Secretary of the Society, and such resignation has taken effect in accordance with its terms;
 - (c) That person is removed from office by an ordinary resolution of the Society in general meeting, the notices for which specified that the question of the Director's removal was to be considered;
 - (d) That person is prohibited from being a Director by law;
 - (e) That person is disqualified from acting as a trustee by virtue of sections 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of those provisions);
 - (f) A bankruptcy order is made against that person;
 - (g) in the written opinion, given to the Society, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a Director and may remain so for more than three months.



OFFICERS

81. The Committee shall elect from among their own number a chairperson and Secretary and such other Officers as they may from time to time decide. These Officers shall have such duties and rights as may be bestowed on them by the Committee or by law and any Officer appointed may be removed by the Committee. A serving Officer who is not re-elected to the Committee at the annual general meeting shall nevertheless continue in office until the first Committee meeting following the annual general meeting.

DISPUTES

82. In the event of a dispute between the Society or its Committee and a Member of the Society or a former Member, such dispute shall be referred to an independent arbitrator whose appointment is acceptable to both parties to the dispute or in the absence of agreement to be nominated by the Secretary General of Co-operatives UK (or any role or body that succeeds to its function). The decision of such an arbitrator shall be binding. In the event that a dispute cannot, for whatever reason, be concluded by reference to an arbitrator, the matter may be referred to the county court (or in Scotland, to the sheriff). Any Person bringing a dispute must, if so required, deposit with the Society a reasonable sum (not exceeding £100) to be determined by the Committee. The arbitrator will decide how the costs of the arbitration will be paid and what should be done with the deposit.

LIABILITY OF MEMBERS

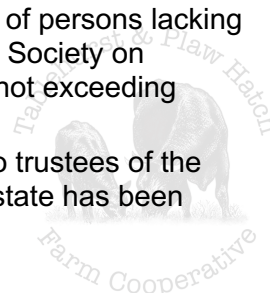
83. The liability of a Member is limited to the amount of their shareholding.

APPLICATION OF PROFITS

84. Any profits of the Society shall be applied as follows in such proportions and in such manner as may be decided by the Society at the annual general meeting:
1. (a) To a general reserve for the continuation and development of the Society;
 2. (b) To making payment for social or community purposes within the community served by the Society;

ASSET LOCK

86. Pursuant to regulations made under section 1 of the Co-operatives and Community Benefit Societies Act 2003 all of the Society's assets are subject to a restriction on their use. The Society must not use or deal with its assets except:
- (a) Where the use or dealing is, directly or indirectly, for a purpose that is for the benefit of the community;
 - (b) To pay a Member of the society the value of his withdrawable share capital or interest on such capital;
 - (c) To make a payment pursuant to sections 36 (payments in respect of persons lacking capacity) 37 (nomination by Members of entitlement to property in Society on Member's death), 40 (death of a Member: distribution of property not exceeding £5,000) of the Act;
 - (d) To make a payment in accordance with the Rules of the Society to trustees of the property of bankrupt Members or, in Scotland, Members whose estate has been sequestrated;



- (e) Where the Society is to be dissolved or wound up, to pay its creditors; or
- (f) To transfer its assets to one or more of the following:
 - (i) a prescribed community benefit society whose assets have been made subject to a restriction on use and which will apply that restriction to any assets so transferred;
 - (ii) a community interest company;
 - (iii) a registered social landlord which has a restriction on the use of its assets which is equivalent to a restriction on use and which will apply that restriction to any assets so transferred;
 - (iv) a charity (including a community benefit society that is a charity); or
 - (v) a body, established in Northern Ireland or a State other than the United Kingdom, that is equivalent to any of those Persons.

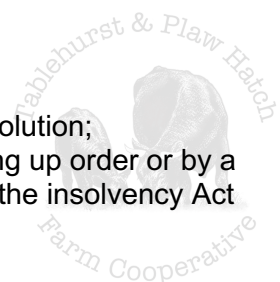
AMALGAMATION, TRANSFER OF ENGAGEMENTS AND CONVERSION

87. The Society may, by special resolution passed in the way required by section 111 of the Act, amalgamate with, or transfer its engagements to another registered society subject to at least the same degree of restriction on the distribution of profits and assets as imposed on this Society by virtue of these Rules. The Society may also accept a transfer of engagements and assets by a resolution of the Committee or by general meeting.
- (a) The Society may, by a special resolution passed in a way required by section 113 of the Act, amalgamate with, or transfer its engagements to, or convert to a company, subject to at least the same degree of restriction on the distribution of profits and assets as imposed on this Society by virtue of these Rules. The Society shall give to Members not less than two months' notice of the meeting;
 - (b) Notice of the meeting shall be posted in a prominent place at the registered office and at all trading premises of the Society to which Members have access;
 - (c) The notice shall be accompanied by a separate statement setting out for Members:
 - (i) the reasons for the proposal;
 - (ii) whether the proposal has the support of the Committee of the Society;
 - (iii) what alternative proposals have been considered, and whether they are viable;
 - (iv) details of the number of shares in the Society held by Members of the Committee, and Persons connected with them;
 - (v) a recommendation by reputable independent financial advisors that the Members should support the proposal rather than any alternative proposal.
 - (d) Where the separate statement is contained in another Document, information shall be provided in the notice specifying where Members can obtain a copy of the Document.

DISSOLUTION

88. The Society may be dissolved:

- (a) in accordance with section 119 of the Act by an instrument of dissolution;
- (b) in accordance with section 123 of the Act in pursuance of a winding up order or by a resolution made or passed as directed in regard to companies by the insolvency Act 1986; or



(c) in accordance with section 125 of the Act, after administration and administrator issues a notice to dissolve the society without prior winding-up.

89. If on the winding up or dissolution of the Society any of its assets remain to be disposed of after its liabilities are satisfied, these assets shall not be distributed among the Members, but shall be transferred instead to some other non-profit body or bodies subject to at least the same degree of restriction on the distribution of profits and assets as is imposed on this Society by virtue of these Rules, as may be decided by the members at the time of or prior to the dissolution.

ADMINISTRATIVE ARRANGEMENTS

Means of Communication

90. A Member may provide their consent to receive communications from the Society by Electronic Means, which is the Society's preferred means of communication.
91. A notice sent to a Director's Address shall be deemed to have been duly served 48 hours after its Posting. A Director may agree with the Society that notices or documents sent to her/him in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

Seal

92. If the Society has a seal, it shall only be used by the authority of the Committee of Directors acting on behalf of the Society. Every instrument to which the seal shall be attached shall be signed by a Director and countersigned by a second Director or the Secretary.

Registers

93. The Committee of Directors shall ensure accurate registers are maintained which shall include a register of Members, a register of Directors, a register of Officers and a register of Directors' interests.

Register of Members

94. The Committee shall ensure that the register is maintained in accordance with the Act and that the particulars required by the Act are available for inspection and accessible without the need to disclose other particulars contained in the register.

Amendments to Rules

97. Subject always to regulation 7 of the Community Benefit Societies (Restriction on Use of Assets) Regulations 2006, which has the effect of making the 'Application of Profits' rule dealing with the restriction on use of assets unalterable, any of these Rules may be rescinded or amended or a new rule made by Extraordinary Resolution at a general meeting of which 14 Clear Days' notice has been given, such notice to include details of the change(s) to be proposed at that meeting. No amendment of Rules is valid until registered by the Registrar. When submitting the rule amendments for registration, the Secretary may at their sole discretion accept any alterations required or suggested by the Registrar without reference back to a further general meeting of the Society.

Copies of the Society's Rules

98. A copy of these Rules and any amendments made to them shall be given free of charge to every Member upon admission to Membership and shall be provided to any other Person on demand and on payment of the statutory fee chargeable for the time being in force.

Minutes

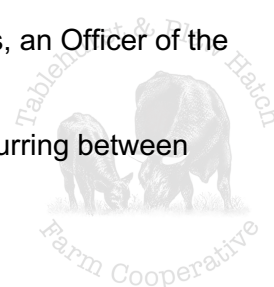
99. The Society shall ensure that minutes are kept of all:
- (a) Proceedings at general meetings of the Society; and
 - (b) Proceedings at meetings of the Committee of Directors and its sub-committees which include names of the Directors present, decisions made and the reasons for those decisions.

Annual Return

100. Every year and within the period prescribed by the Act, the Secretary shall send the annual return in the prescribed form to the Registrar. The annual return shall be accompanied by:
- (a) A copy of the Auditor's report on the Society's accounts for the period covered by the annual return or a copy of such other report (if any) as is required by statute for such a period; and
 - (b) A copy of each balance sheet made during that period and report of the Auditor or other appropriate person as required by statute on that balance sheet.
101. The Society shall on demand supply free of charge to any Member or any person with an interest in the funds of the Society a copy of the latest annual return together with a copy of the Auditor's report on the accounts and balance sheet contained in the annual return and the Auditor's Report (if any).

Audit

103. Unless the Society meets the criteria set out in section 83(2) of the Act or may disapply the audit requirement in accordance with section 84 of the Act, the Committee shall in each financial year appoint an Auditor as required by section 83(1) of the Act, to audit the Society's accounts and balance sheet for the year. This provision also applies if the Society is in its first financial year.
104. The following persons shall not be appointed as Auditor of the Society:
- (a) An Officer or Employee of the Society;
 - (b) A person who is a partner or employee of, or who employs, an Officer of the Society.
105. The Committee may appoint an Auditor to fill a casual vacancy occurring between general meetings.



106. An Auditor for the preceding financial year shall be re-appointed as Auditor of the Society for the current financial year unless:
- (a) A decision has been made by the Committee to appoint a different Auditor or expressly decided that s/he shall not be re-appointed; or
 - (b) S/he has given notice in writing to the Secretary of her/his unwillingness to be re-appointed; or
 - (c) S/he is ineligible for appointment as Auditor of the Society for the current financial year; or
 - (d) S/he has ceased to act as Auditor of the Society by reason of incapacity.
107. Any ordinary resolution of a general meeting of the Society either to remove an Auditor from office or to appoint another person as Auditor shall not be effective unless notice of the proposed resolution has been given to the Society at least 28 days prior to the meeting at which the resolution is to be considered. At least 14 days' notice of such resolution must then be given to Members of the Society in the manner prescribed in these Rules and in Writing to the Auditor(s).

Social Accounting and Reporting

108. In addition to any financial accounts required by the Act, the Members may resolve to undertake an account of the activities of the Society and its subsidiaries which will endeavour to measure its social and environmental performance using whatever methodology the Members deem appropriate. Following the completion of such an account the Society shall report any findings to its Members and other stakeholders.

Indemnity and Insurance

109. Subject to the following rule, any Director or former Director of the Society maybe indemnified out of the Society's assets against:
- (a) Any liability incurred by that Director in connection with any negligence, default, breach of duty or breach of trust in relation to the Society;
 - (b) Any liability incurred by that Director in connection with the activities of the Society in its capacity as a trustee of an occupational pension scheme;
 - (c) Any other liability incurred by that Director as an Officer of the Society.
110. The above rule does not authorise any indemnity which would be prohibited or rendered void by any provision of law.
111. The Directors may decide to purchase and maintain insurance, at the expense of the Society, for the benefit of any Director or former Director of the Society in respect of any loss or liability which has been or may be incurred by such a Director in connection with their duties or powers in relation to the Society or any pension fund or employees' share scheme of the Society.



Full Names of Committee Members in BLOCK CAPITALS (no initials) and Signatures of Committee Members

1. ROBIN EVANS



2. PETER JOHN MORRIS



3. JACK WOODHEAD



Full Name of Secretary in BLOCK CAPITALS (no initials)

ELLE FOX

Signature of Secretary

