

Register No. 17107R

R U L E S

OF

The Co-operative Development Society Limited

**Registered under the
Industrial and Provident Societies Act 1965**

ALL PREVIOUS RULES RESCINDED

Name

1. The name of the Society shall be *The Co-operative Development Society Ltd* (the “Society” in these rules).

Status

2. The Society is a co-operative society registered under the Industrial and Provident Societies Act 1965 (the “Act”), registration number 17107R.
3. The Society is also registered with the Regulator as a Registered Provider of Social Housing under the Housing and Regeneration Act 2008.

Objects

4. The objects of the Society shall be as follows and wherever practicable in accordance with the Co-operative Principles which are annexed to these rules namely to:
 - a) carry on the industry business or trade of a secondary housing co-operative providing development, housing management, maintenance, financial, education and training services to primary housing co-operatives and other tenant and consumer controlled housing organisations;
 - b) promote the establishment and development of housing co-operatives and other forms of tenant and consumer controlled housing organisations;
 - c) construct, improve, manage or facilitate or encourage the construction improvement or management of housing and provide land or buildings either exclusively or in conjunction with others to be kept available for letting for purposes connected with the requirements of persons occupying housing and any function supplemental or incidental thereto;
 - d) act as managing agent for or as Secretary to and provide services and facilities for any housing co-operative, housing association, or any like body or any body providing services and support to such bodies; and
 - e) carry out any other activity which may further the objects set out in this rule.
5. In fulfilling its objects the Society shall provide services to clients and carry out its management functions by reference to the highest standards achievable with the resources at its disposal and at reasonable cost and shall have proper regard to:
 - a) all regulatory guidance applying to Registered Providers of Social Housing issued from time to time by the Regulator, and
 - b) any Code of Governance that may be adopted by the Board of Management.

6. The Society shall trade as a not-for-profit organisation. Any surpluses arising out of the Society's activities shall not be treated as profit and may be used as provided by these rules and the Co-operative Principles.

Powers

7. The Society shall have the power to do all things that a natural or corporate person can lawfully do which are necessary or expedient for the fulfilment of its objects, except as expressly prohibited by these rules.

Commitment to Diversity, Equality and Respect

8. In fulfilment of its commitment to apply the 1st Co-operative Principle to achieving its objectives the Society shall actively seek to eliminate discrimination, ensure equality of opportunity, value the diversity of human society and treat every individual with dignity and respect. The Society shall maintain an equality and diversity policy which complies with all relevant legislation of the United Kingdom and the European Union and accords with current applicable equality and diversity codes and best practice.

Registered Office

9. The registered office of the Society shall be at 3 Marshalsea Road, London SE1 1EP. Notice of any change of address of the registered office shall be sent to the Registrar within fourteen days of such change or within such other time as may be required by the Registrar.

Membership

10. The persons who hold a share in the Society and whose names are entered in the register of members shall be the members of the Society.
11. No member shall hold more than one share in the Society.
12. The Society shall have two classes of membership, Individual Members and Corporate Members.

a) The following persons shall be entitled to become Individual Members :

- i) individuals aged not less than eighteen (or such other age of majority as may from time to time be prescribed by law) who have a special interest in supporting housing co-operatives or contributing their special knowledge or expertise to the work of the Society;
- ii) a person appointed to the Board by the Regulator pursuant to the Housing and Regeneration Act 2008.

b) The following organisations shall be entitled to become Corporate Members:

- i) primary housing co-operatives who are clients of the Society.
- ii) community organisations, whether incorporated or unincorporated, intending to promote or support the development of a housing co-operative in their area.
- iii) any other organisation that is a client of the Society's services that shares the Society's core values and principles

For the purposes of these rules, the Board's decision on whether or not a person is eligible to become a member shall be final.

13. An applicant for membership shall forward to the registered office together with his/her or their application, which application shall be in the form prescribed from time to time by the Society's Board of Management, the sum of five pounds (which shall be returned to the applicant if the application is not approved). Every application shall be considered by the Board of Management at its next meeting after it is made, or as soon thereafter as is practicable. The Board will exercise its discretion to admit members in accordance with published policies and objectives and the decision of the Board as to whether an applicant is eligible for membership shall be final and binding.
14. If the application is approved the name of the applicant shall be entered in the register of members and one share in the Society shall be issued to the applicant.
15. If the applicant is an unincorporated association then the share shall be issued to a nominee of the unincorporated association as a Corporate Member designating the shareholder as a nominee and the name and address of the unincorporated association shall also be entered in the register.

Representatives of Bodies Corporate

16. A body corporate, being a member, may by resolution of its governing body appoint and revoke the appointment of any person it thinks fit as a representative (a "Representative Member") who shall during the continuance of his/her appointment be entitled to exercise at any general meeting of the Society all the rights and powers of the body corporate in its capacity as a member. A copy of any such resolution signed by two members of the governing body or in the case of a local authority by the clerk of the Council shall be sent to the Secretary of the Society.

Share Capital

17. The share capital of the Society shall be raised by the issue of shares of the nominal value of five pounds each.
18. Shares shall carry no right to interest, dividend or bonus and shall not be held jointly.

19. Shares shall not be withdrawable but shall be transferable with the consent of the Board of Management in the manner provided in rule 96 for the transfer of loan stock so far as applicable, provided that except in the case of the transfer of a share held by a member representing an unincorporated body to another person representing the same body, every transfer of a share shall, in addition, require the consent of the unincorporated body.
20. On the death, expulsion or withdrawal from the Society of a member, or if a body corporate, its ceasing to be a body corporate, the member's share shall be cancelled and the amount paid up for the share shall become the property of the Society, provided that if the member who has died or has withdrawn is a member representing an unincorporated body such body may request that the share be transferred to another person representing that body in accordance with rule 19.

Cessation of and Withdrawal from Membership

21. The member shall cease to be a member if:
 - a) they die; or
 - b) in the case of a body corporate it ceases to be a body corporate; or
 - c) they are expelled; or
 - d) they withdraw from the Society by giving to the Secretary one month's notice in writing of their intention to do so; or
 - e) in the case of a member that is a client of the Society, they cease to be a client of the Society; or
 - f) in the case of a nominee of an unincorporated association they transfer their share to another nominee of that body; or
 - g) they fail to attend any general meeting of the Society for 2 years and they fail to respond within 3 months of a notice being dispatched to them at their last known address. The notice shall request them within 3 months of the date of dispatch of the notice to inform the Secretary in writing whether or not they wish to remain a member of the Society; or
 - h) the member is the nominee of a community organisation admitted under Rule 12(b)(ii) and the Board is satisfied that the community organisation is no longer intent on promoting or supporting the development of a housing co-operative in their area.

Expulsion of Member

22. A member may be expelled by a resolution carried by the votes of two-thirds of the members present in person or by proxy and voting on a poll at a special general meeting of the Society of which notice has been duly given, provided that a complaint in writing

of conduct detrimental to the interests of the Society has been communicated to him/her by the Secretary not less than one calendar month before the meeting. Such complaint shall contain particulars of the conduct complained of and shall call upon the member to answer the complaint and to attend the meeting called under this rule. At the meeting the members shall consider evidence in support of the complaint and such evidence as the member may wish to place before them. If on due notice having been served upon him/her the member fails to attend the meeting without due cause the meeting may proceed in his/her absence.

23. No person who has been expelled from membership shall be re-admitted except by resolution carried by the votes of two-thirds of the members present in person or by proxy and voting on a poll at any general meeting of which notice has been duly given.

Death, Bankruptcy or Insolvency of a Member

24. A member may, in accordance with the Act, nominate a person or persons to whom any of their property held by the Society, other than share capital, shall be transferred at their death.
25. Upon a claim being made to any property held by the Society by the personal representatives of a deceased member or the trustees in bankruptcy of a bankrupt member, or the receivers or liquidators of an insolvent member, the Society shall, on receiving satisfactory proof of the death of the member who has made a nomination or the authority of a trustee in bankruptcy or receiver or liquidator, pay or transfer any property to which the representative or trustee or receiver or liquidator has become entitled as they may direct.

General Meetings

26. The Society shall within the timescale required by the Act after the close of each financial year of the Society hold a general meeting which shall be called the annual general meeting. The functions of the annual general meeting shall be:
 - a) to receive the accounts and balance sheet together with the report of the auditor thereon;
 - b) to appoint the auditor as provided in rules 104 to 107;
 - c) to receive the report of the Board of Management on the Society's activities during the previous financial year;
 - d) to transact any other general business of the Society included in the notice convening the meeting.
27. All general meetings other than annual general meetings shall be called special general meetings and shall be convened by the Secretary either:
 - a) upon an order of the Board of Management; or

- b) upon a written requisition signed by not less than four members or, if the number of members at any time exceeds forty, by one-tenth of the members stating the purpose for which the meeting is to be convened.
28. Such meeting shall be held within two months after receipt of such order, request or requisition and should the Secretary fail to convene a special general meeting within fourteen days after delivery to him/her of the order, request or requisition, the Board of Management, or the members who signed the requisition, or the Chief Executive, may give notice of and convene the meeting. If the special general meeting is convened by order of the Chief Executive under the provisions of this rule the disputed policy shall not be implemented before the special general meeting has considered the matter. A special general meeting shall not transact any business other than that mentioned in the notice convening the meeting.
29. A general meeting shall be convened by notice in writing posted to every member at his/her registered address or sent by email or other electronic means that creates a record of sending not less than fourteen clear days before the date of the meeting, specifying whether the meeting is an annual or special general meeting, stating the time, date and place thereof and the business for which it is convened. Proceedings at a general meeting shall not be invalidated by reason of accidental omission to send notice of the meeting to a member, or by non-receipt of such a notice by a member. Each notice or communication sent by the Society to a member by post, addressed to him/her at his/her address in the register of members and shall be deemed to have been duly served forty-eight hours after being sent. Each notice or communication sent by the Society to a member by email or other electronic means shall be deemed to have been served 12 hours after it has been sent.

Quorum and Proceedings at General Meetings

30. No business shall be transacted at any general meeting of the Society unless a quorum of members is present at the time the meeting proceeds to business. Six members or, if the number of members any time exceeds sixty members, one-tenth thereof, shall form a quorum.
31. a) If no quorum is present within half an hour of the time appointed for the meeting, the meeting shall stand adjourned until reconvened in accordance with the provisions of paragraph b) and c) of this rule.
- b) If a meeting is adjourned in accordance with paragraph a), the Secretary shall make such arrangements as may be necessary for the adjourned meeting to be reconvened within ten days of the original date of the meeting. The place, date and time at which such an adjourned meeting shall be reconvened shall be communicated to each member, such communication being duly served not less than 48 hours before the time at which the reconvened meeting shall commence.
- c) If an adjourned meeting is reconvened and a quorum is not present within half an hour of the time appointed for the meeting, the members present shall be a quorum.

32. The Chair of the meeting may with the consent of a majority of the members present adjourn any meeting but no business shall be transacted at any adjourned meeting other than the business not reached or left unfinished at the meeting from which the adjournment took place.
33. Every adjourned meeting shall be deemed a continuation of the original meeting and any resolution passed at an adjourned meeting shall for all purposes be treated as having been passed on the date on which it was in fact passed and shall not be deemed to have been passed on any earlier date. Save where required under rule 31(b) it shall not be necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting providing the meeting is reconvened on the date and at the time and place agreed by the meeting which adjourned.
34. At all general meetings of the Society the Chair of the Board of Management shall preside as Chair or if there be no such Chair or if s/he be not present or is unwilling to act, the members present shall elect a member of the Board of Management present to Chair the meeting.
35. Subject to any special direction contained in any of these rules or in any Act of Parliament a resolution put to the vote of a general meeting shall, except where a poll is demanded or directed, be decided by a simple majority of those voting upon a show of hands. In the case of a poll votes may be given personally or by a proxy who need not be a member of the Society.
36. At all general meetings of the Society every member present in person shall have one vote upon a show of hands. On a poll every member present in person or by proxy shall have one vote. In the case of an equality of votes the Chair of the meeting shall have a second or casting vote.
37. Unless a poll be demanded, a declaration by the Chair that a resolution on a show of hands has been carried, or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority, and an entry made to that effect in the book containing the minutes of the proceedings of the Society shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of, or against, such resolution.
38. A poll may be demanded either before or immediately after a vote by a show of hands by not less than one-tenth of the members present at the meeting (in person or by proxy) or may be directed by the Chair. A demand for a poll may be withdrawn. If a poll be demanded or directed it shall be taken at such time and in such manner as the Chair shall direct. The result of such a poll shall be deemed to be the resolution of the Society in general meeting.
39. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing or, if the appointor is a body corporate, under seal, in such form as the Board of Management may approve, and shall be deposited at the registered office of the Society two clear days before the day fixed for holding the meeting at which the person named in such instrument is authorised to vote and in default the instrument of proxy shall not be treated as valid. Any question as to the

validity of a proxy shall be determined by the Chair of the meeting whose decision shall be final.

40. Any question as to the acceptability of any vote whether tendered personally or by proxy shall be determined by the Chair of the meeting whose decision shall be final.

Standing Orders

41. The Society may, on a recommendation of the Board of Management, adopt standing orders for the conduct of general meetings of the Society providing that such standing orders are not inconsistent with the provisions of these rules.

Honorary President and Vice Presidents

42. The Society may, on a recommendation of the Board of Management, at any annual general meeting appoint a person of standing in public life or in the Co-operative Movement to be the Society's Honorary President.
43. The Society may, on a recommendation of the Board of Management, at any annual general meeting appoint a person who has made a significant contribution to the work of the Society as a member of the Board of Management or in any other capacity to be an Honorary Vice President of the Society.
44. An Honorary President or Vice President shall be appointed for a term of five years and may be re-appointed in accordance with rules 42 and 43 for a second or further term of office.
45. An Honorary President or Vice President may resign his/her office by notice in writing to the Secretary of the Society.
46. An Honorary President or Vice President may be removed from office by a resolution carried by the votes of two-thirds of the members present in person or by proxy and voting on a poll at a special general meeting of the Society of which notice has been duly given, provided that a complaint in writing of conduct detrimental to the interests of the Society has been communicated to him/her by the Secretary not less than one calendar month before the meeting. Such complaint shall contain particulars of the conduct complained of and shall call upon the Honorary President or Vice President concerned to answer the complaint and to attend the meeting called under this rule. At the meeting the members present shall consider evidence in support of the complaint and such evidence as the Honorary President or Vice President concerned may wish to place before them. If on due notice having been served upon him/her the Honorary President or Vice President against whom the complaint has been made fails to attend the meeting without due cause the meeting may proceed in his/her absence.
47. The Honorary President and Vice Presidents shall have the following rights:
 - a) the right to attend general meetings of the Society;

- b) on request, the right to receive papers for Board Meetings and to attend meetings of the Board of Management as observers;
- c) the right to attend any conferences organised by the Society, including the annual Board Member's conference;
- d) the right to attend any public function or celebration organised by the Society to which all Board Members are invited;
- e) the right to be paid expenses for exercising the other rights conferred by this rule.

Board of Management

- 48. The Society shall have a Board of Management which shall consist of not less than six and not more than twelve elected members and, in addition, up to three persons co-opted under the provisions of rule 62.
- 49. At least one third of the elected members of the Board of Management shall be Corporate Members and at least one third shall be Individual Members.
- 50. Any person appointed by the Regulator to serve on the Board of Management under the provisions of the Housing and Regeneration Act 2008 shall serve as a full voting member of the Board of Management notwithstanding that their appointment will cause the maximum number of Board Members permissible under these rules to be exceeded.

Nominations for Election to the Board of Management

- 51. Nominations for election to the Board of Management shall be in writing and shall:
 - a) state the full name address and occupation of the Individual Member or Representative Member nominated (the "nominee");
 - b) state whether the nominee is an Individual Member or a Representative Member;
 - c) be signed by the Individual Member or Representative Member making the nomination;
 - d) contain a signed statement by the nominee of his/her willingness to be elected and to accept the responsibilities of a Board Member set out in rule 77;
 - e) be accompanied by a brief statement (not exceeding 300 words) of why the nominee is standing for election and, the experience and/or expertise s/he will bring to the Board of Management's control of the Society's affairs; and
 - f) be delivered to the Secretary or left at the Society's registered office not later than the date for the close of nominations on the notice calling the election.

Election of Board Members

52. Any Individual Member or Representative Member may stand for election to the Board of Management.
53. Persons elected to the Board of Management shall be elected to serve for a term of three years. For the purpose of determining the term of office of a Board Member in these rules, a year shall run from the close of the Society's annual general meeting in one year to the close of the Society's annual general meeting in the following year. Retiring Board Members who have finished their three year term of office may stand for re-election, subject to the provisions of rule 54.
54. A person may serve a maximum of three consecutive terms of office on the Board of Management, after which they may not be re-elected or co-opted onto the Board of Management until the expiry of one year or such longer period as may be determined by the Society from time to time at a general meeting.

Call for Nominations for Election

55. Not more than ten weeks and not less than six weeks before the date scheduled for the Society's annual general meeting the Secretary shall by post or email send a call for nominations to all members of the Society.
56. The call for nominations shall:
 - a) state the number of places on the Board of Management for which elections are to be held and the minimum number of those places, if any, that must be filled by either a Representative Member or an Individual Member in order to meet the provisions of rule 49;
 - b) state the date on which nominations from candidates wishing to stand for election must be received (which date shall be not less than three weeks after the issue of the call for nominations and not later than three weeks before the date appointed for the annual general meeting);
 - c) give a brief description of the election procedure; and
 - d) state the timetable for voting by postal ballot.
57. As soon as may be practicable after the close of nominations, if there are more nominations than there are vacancies to be filled the Secretary shall issue or cause to be issued a ballot paper.
58. The ballot papers issued for any election shall:
 - a) be certified in an appropriate manner by the Secretary as an official postal ballot paper;
 - b) state the names of the candidates standing for election;

- c) list the candidates standing for election in two columns, one column containing Individual Members and one column containing the Representative Members;
- d) state the minimum number of Corporate Board Members and Individual Board Members that must be elected to meet the requirements of rule 49, the total number of vacancies amongst Board Members, and the maximum number of votes which members will be entitled to cast;
- e) be accompanied by the statements from each candidate which accompanied their nomination;
- f) state the date and time for the close of voting by which ballot papers must be received (which date shall be not less than 21 days from the date on which members receive the ballot paper); and
- g) be accompanied by a postage pre-paid envelope addressed to the Secretary which identifies the fact that the envelope contains voting papers.

Voting Procedure for the Election of Board Members

59. A ballot of members shall be required if:
- a) there are more candidates standing than the number of vacancies for Board Members to be filled;
 - b) there are more candidates standing in either the Individual Board Member or Corporate Board Member categories than the maximum number of vacant places available to that category of member notwithstanding the fact that this may be less than the total number of vacant places to be filled.
60. The ballot shall be conducted in the following manner:
- a) each Individual member or Corporate Member shall have one vote for each vacancy on the Board of Management to be filled and shall indicate his/her vote by placing an **X** against the name of the candidate or candidates for whom s/he wishes to vote but shall not give more than one vote for any one candidate ;
 - b) after the close of voting, the number of votes cast for each candidate shall be counted. If there is a minimum number of Individual Board Members that must be elected to meet the requirements of rule 49, the Individual Board Member candidates with the highest number of votes will be declared elected until the minimum number of places have been filled. Similarly if there is a minimum number of Corporate Board Members that must be elected, then the Representative Member candidates with the highest number of votes will be declared elected until the minimum number of places have been filled. Once the minimum number of candidates required from each category have been elected, the remaining vacancies will be filled by the candidates with the next highest number of votes irrespective of the category of membership that they represent.

- c) if there is a tie of votes in the postal ballot among the lowest scoring candidates for the last available place or places for Board Members a subsequent ballot shall be held at the annual general meeting to decide which of the lowest scoring candidates with tied votes shall be elected to serve on the Board of Management;
- d) if necessary, the subsequent ballot shall be repeated at the annual general meeting until such time as all vacancies for Board Members on the Board of Management have been filled; in any subsequent ballot each member present in person shall be entitled to one vote for each vacancy remaining to be filled but shall not give more than one vote to any one candidate.
- e) If there are insufficient Individual Members or Representative Members standing to meet the minimum requirements set out in rule 49, those places on the Board shall remain vacant irrespective of whether there may candidates from the other category of membership available to fill those places. The Board of Management may then fill that vacancy under the provision for casual vacancies set out in rule 66.

Returning Officer

61. The Secretary shall act as returning officer for all elections to the Board of Management. The Secretary shall adopt such procedures and take such precautions as are necessary and accord with good electoral practice or as may be directed by the Society in general meeting to ensure the secrecy and fairness of all electoral ballots. All ballot papers shall be opened and counted in the presence of independent observers (who may be members or Representative Members of the Society) who have no direct interest as a candidate in the outcome of the election. Any candidate standing for election shall be entitled to observe or send a representative to observe the opening of postal ballot papers and the counting of votes. If an election is decided by a margin of less than ten percent of votes cast, a candidate may request that the votes be recounted.

Co-option of Board Members

62. The Board of Management may from time to time co-opt for any period not exceeding three years, which period shall be stated in the minutes of the meeting at which the person is co-opted, any suitable persons, whether members of the Society or not, to serve on the Board of Management and may remove such persons, and such persons may take part in the deliberations of the Board of Management and vote at any meetings of the Board of Management. Not more than three co-opted Board Members shall serve on the Board of Management at any one time. When a co-opted member's term of office expires, the Board may co-opt that person for a further term of office, subject to the term limit provisions set out in rule 54.

Eligibility, Removal and Resignation of a Board Member

63. A member shall not be eligible for election to the Board of Management, and a Board Member shall be deemed to have vacated his/her office, if they are or become an employee of the Society or have been an employee of the Society at any time in the past 5 years, if s/he is bankrupt, is a party to an arrangement with his/her creditors, or has been convicted of a relevant offence which is not spent or is convicted of a relevant offence, or if a registered medical practitioner who is treating that person gives a written opinion to the Society stating that that person has become physically or mentally incapable of acting as a Board Member and may remain so for more than three months. A relevant offence is one which is indictable and involves dishonesty or violence to a person or which results in an immediate sentence of imprisonment of 3 months or more.
64. A Board Member shall cease to be a member of the Board of Management if s/he resigns his/her office by notice in writing to the Secretary, ceases to be a member of the Society or absents himself/herself from three consecutive meetings of the Board of Management without special leave of absence.
65. (a) A Board Member, other than a person appointed by the Regulator under the provisions of rule 50, may be removed from office by a resolution carried by two-thirds of the members present in person or by proxy and voting at a special general meeting which may proceed to fill the vacancy. If the vacancy is not filled at the meeting it may be filled by the Board of Management unless otherwise directed by the meeting.
- (b) A Board Member, other than a person appointed by the Regulator under the provisions of rule 50, who is in breach of their obligations as a Board Member may be removed from office by a resolution passed by two-thirds of the Board, excluding the Board Member subject to the proposed removal and excluding co-optees, provided that at least fourteen days' notice of the proposed resolution has been given to all Board Members, the notice sets out in writing the alleged breaches, and the Board is satisfied that the allegations are true.

Casual Vacancies

66. A casual vacancy occurring on the Board of Management caused for any reason including insufficient candidates standing for election, the resignation, death or removal of a Board Member or cessation of office under rules 63 - 65 may be filled by the Board of Management. Any person appointed under this rule to fill a vacancy shall serve as a Board Member until the close of the next annual general meeting of the Society following his/her appointment.

Proceedings of the Board of Management

67. Ordinary meetings of the Board of Management shall be held at such times and places as the Board of Management shall from time to time decide but so that not less than four meetings are held in each year. Five Board Members, or if the number of serving Board Members falls below ten, fifty percent thereof, shall constitute a quorum.

68. Notwithstanding any vacancies on the Board of Management the remaining Board Members may continue to act, but if at any time the number of Board Members falls below the minimum prescribed by rule 48 or the composition prescribed by rule 48, the Board of Management so constituted may act by a majority of its members for a maximum period of two months. If at the end of that period the Board of Management has not filled such vacancies to make up such minimum number the only power which the Board of Management may thereafter exercise shall be that of filling such vacancies as may be required to bring the number of Board Members up to the number required to comply with rule 48.

Sub Committees

69. The Board of Management may delegate any of its powers to sub-committees consisting of such Board Members and other persons as it thinks fit which shall in the functions entrusted to them conform to the instructions given to them by the Board of Management and which shall be governed by the provisions in terms of reference and standing orders determined by the Board of Management for regulating the meetings and proceedings of such sub committees. Any decision made by such a sub-committee shall be reported to the next meeting of the Board of Management.
70. The membership of any sub committee established by the Board of Management shall be determined by the Board of Management. Persons appointed to serve on any sub committee shall serve for such period as may be stated in the standing orders or terms of reference for the sub committee or in the resolution of the Board of Management at which they were appointed. Any person serving as a member of a sub committee may be removed by resolution of the Board of Management before the expiration of his/her normal term of office providing that not less than seven days prior notice of the intention to consider a resolution for his/her removal is given to the member of the sub-committee concerned to enable him/her to make representations to the Board.

Powers of the Board of Management

71. The business of the Society shall be conducted by the Board of Management which may exercise all such powers as may be exercised by the Society and are not by these rules or by statute required to be exercised by the Society in general meeting, subject nevertheless to the provisions of these rules and any regulations not inconsistent with these rules made from time to time by the Society in general meeting. Any person acting in good faith and without prior notice shall not be concerned to see or inquire whether the powers of the Board of Management have been restricted by any regulations so made. The Board of Management shall in all things act for and in the name of the Society.
72. Without prejudice to its general powers conferred by these rules the Board of Management may exercise the following powers:-
- a) to purchase, sell, build upon, lease or exchange any land including the agreeing or accepting of any liability for any expenses whatsoever in connection therewith and to enter into any contracts and settle the terms thereof;

- b) to settle the terms of engagement and remuneration of the Chief Executive and of any consultant, agent or employee employed by the Society or in connection with the construction or management of dwellings provided or to be provided or managed or to be managed by the Society;
 - c) to mortgage any land including the agreeing or accepting of any liability for any expenses whatsoever in connection therewith;
 - d) to determine from time to time the terms and conditions upon which the property of the Society is to be let and managed, and to make, revoke, and alter and at all times enforce as it thinks fit such terms and conditions;
 - e) to appoint and remove all solicitors, architects, surveyors, managing agents and employees of every description;
 - f) to pay such expenses including travelling expenses as are wholly necessary and incurred by a Board Member or person co-opted to the Board of Management or a sub-committee in the execution of his/her duties;
 - g) to compromise, settle, conduct, enforce or resist either in a Court of Law or by arbitration any suit, debt, liability or claim by or against the Society;
 - h) to become a member, affiliate or subscribe to the International Co-operative Alliance, Co-operative UK, the Confederation of Co-operative Housing and the National Housing Federation, the London Federation of Housing Co-operatives and to any other organisations that will assist the Society achieve its objects.
73. A special meeting of the Board of Management may be called by a notice in writing (which may be by electronic means) given to the Secretary by the Chair of the Board of Management or by two Board Members, specifying the business to be transacted thereat. The Secretary shall communicate every such notice to all Board Members and persons co-opted to the Board of Management as soon as possible after the receipt thereof, and the meeting shall be held at the ordinary place for meetings of the Board of Management not earlier than seven clear days and not later than fourteen clear days after the receipt by the Secretary of such notice, and no other business shall be done at the meeting than the business named in the said notice. Should the Secretary fail to convene the special meeting as prescribed above the Chair of the Board of Management or the Board Members who have given the notice in writing may call the meeting.
74. All acts done in good faith by any meeting of the Board of Management or of any sub-committee shall, notwithstanding that it shall be afterwards discovered that there was any defect in the appointment of any Board Member or member of any sub-committee or that any one or more of them were disqualified, be as valid as if every Board or sub-committee member had been duly appointed and was duly qualified to serve.
75. (a) A resolution in writing sent to all Board Members or all the members of a sub-committee and signed by three quarters of the Board Members or members of such sub-committee (as appropriate) shall be as valid and effectual as if it had been passed at a meeting of the Board of Management or sub-committee duly called and constituted.

(b) Meetings of the Board or of a sub committee can take place in any manner and through any medium which permits those attending to hear and comment on the proceedings. Any person who attends in this manner will be deemed to be present at the meeting whether or not all are assembled in one place.

Functions of the Board of Management

76. The essential function of the Board of Management is to determine the policy by which the Society is to meet its objectives and, through monitoring the implementation of policy and performance, to ensure that proper control is exercised over the Society's affairs. Without prejudice to this general obligation the functions of the Board of Management shall include:
- a) to define and ensure compliance with the values and objectives of the Society;
 - b) to establish plans to achieve those objectives and values;
 - c) to approve each year's budget before it is published;
 - d) to establish and oversee an appropriate framework for delegation and systems of control;
 - e) to decide all matters which will or may create significant risk for the Society;
 - f) to monitor the Society's performance in relation to the plans, budgets and policies, determined by the Board of Management;
 - g) in accordance with good employment practice to appoint, support, appraise and, should due cause arise, discipline and/or dismiss, the Chief Executive who is the Society's chief executive officer responsible to the Board of Management for implementing the Board's plans and policies and for the day to management of the Society's affairs;
 - h) to participate in the appointment of key second tier managers; and
 - i) to ensure that the Society's affairs are conducted lawfully and in accordance with the Regulator's performance standards or other guidance for the conduct of the affairs of a Registered Provider of Social Housing and in accordance with generally accepted standards of performance, probity, propriety and conduct.

Responsibilities of Board Members

77. The responsibility of all Board Members, whether elected, or co-opted is to act only and at all times in the best interests of the Society and not on behalf of any constituency or special or partisan interest group. Without prejudice to this general responsibility each and every Board Member shall:

- a) abide by the Society's Code of Conduct for Board Members as adopted by the Board from time to time;
- b) attend the annual Board Members conference;
- c) participate in any annual appraisal of Board Members;
- d) read Board of Management papers in advance of each Board of Management meeting;
- e) attend all Board meetings, unless it is not reasonably possible to do so, and make a positive and constructive contribution to Board of Management proceedings, debate and decision making;
- f) participate in appropriate training to ensure that s/he has sufficient knowledge and understanding of the Society's affairs in order properly to exercise the responsibilities and powers of a Board Member;
- g) not to act in any way for the partisan gain of any narrow or special interest group;
- h) declare and avoid any conflict of interest as provided for in rules 78 to 82; and
- i) accept and fulfil the detailed statement of Board Members' responsibilities as agreed from time to time by the Board of Management and as contained in the letter of Board Members' responsibilities which shall be sent by the Chair to each Board Member as soon as may be practicable after each Board Member's election or appointment or at such other times as the Board of Management may direct.

Declaration of Board Members' and Officers' Interests and Conflicts of Interest

78. Any Board Member, member of a sub committee, officer or employee of the Society who is interested personally, or as a member of a firm, director of a company, or officer of a bank, or building society or in any way whatsoever (or has a close relative or member of his/her family with such a personal interest) in any contract, arrangement or other transaction with the Society shall have a fundamental duty to disclose his/her interest to the Society as soon as such a conflict of interest becomes known.
79. If a conflict of interest declared by a Board Member or sub committee member is, in the sole opinion of the Board of Management, of such a nature as to compromise the conduct of the Society or its business interests or the fulfilment of that Board Members responsibilities, the Board of Management shall at its sole discretion either:
- a) invoke the provisions of rules 65 or 70 to remove that person permanently from the Board or sub committee; or
 - b) require the person to vacate his/her office for such a period of time as the Board considers appropriate while the conflict of interest remains.

80. The Society shall maintain a register of interests declared by Board Members, sub committee members officers and employees and shall make such register available for inspection at each meeting of the Board of Management, at general meetings of the Society and on prior written notice and during normal office hours for public inspection.
- 81.
- a) Where a Board Member of a member of a sub committee has declared a personal interest or the interest of a close member of their family in a matter about to be discussed by the Board of Management or sub committee the Board Member or sub committee member shall not vote upon the matter under discussion, nor remain during the discussion of such matter, and if by inadvertence s/he does remain and vote, his/her vote shall not be counted.
 - b) For the avoidance of doubt, a Board Member shall be deemed not to be interested in any contract, arrangement or other transaction if that interest:
 - i) is as a tenant of a property owned by the Society and the contract, arrangement or transaction under discussion does not relate exclusively to the property of which that Board Member is a tenant.
 - ii) will not, or is not likely to, result in any pecuniary or other advantage to that Board Member, or to a member of that Board Member's family or a close relative.
82. Any Board Member or sub committee member shall not be accountable for any profit s/he may receive from any transaction or other arrangement in which they are deemed not to have an interest by virtue of rule 81(b). Any act done in good faith by a Board Member whose office is vacated under the terms of rule 79 shall be valid unless prior to the doing of such act written notice has been served on the Board of Management and an entry has been made in the Board of Management's minute book stating that such Board Member has ceased to be a member of the Board of Management.

The Chair of the Society and of the Board of Management

83. The members of the Board of Management shall, after each annual general meeting, elect a person from their own number to be the Chair of the Board of Management to hold office until the conclusion of the next annual general meeting, unless s/he shall cease in the meantime to be a Board Member. S/he shall also be the Chair of the Society and shall be removable from the office of Chair only by a vote of two-thirds of those members of the Board of Management present at a special meeting called for that purpose. If at any meeting of the Board of Management the Chair is absent or unwilling to act the Board Members present shall elect one of their number to Chair the meeting.
84. In case of an equality of votes at a meeting of the Board of Management or on a resolution put to the vote at a general Meeting of the Society the Chair shall have a second or casting vote.

85. The Chair may resign his/her office by notice in writing to the Secretary and shall vacate his/her office if for any reason s/he is deemed to have vacated his/her office as a Board Member or s/he ceases to be a Board Member and where the Chair does so resign or vacate his/her office the Board of Management shall forthwith elect one of their number to be Chair in his/her place.

Responsibilities of the Chair

86. Without prejudice to the general responsibilities of the Chair, the Chair shall be responsible for:
- a) ensuring the efficient conduct of the business of the Board of Management and of general meetings and, in particular, to ensure that the views of all Board Members are sought before any important decision is taken;
 - b) establishing a constructive working relationship with, and provide support for, the Society's Chief Executive;
 - c) as soon as may be practicable on the post of Chief Executive becoming vacant and in conjunction with other board members, recruiting a competent Chief Executive in a timely and orderly manner;
 - d) ensuring that, through proper written procedures, the Board of Management delegates sufficient authority to sub committees of the Board, to the Chair, to the Chief Executive and other senior staff to enable the business of the Society to be carried on effectively between meetings of the Board of Management and ensure that the use of such delegated powers is reported to and monitored by the Board;
 - e) in consultation with Chief Executive and/or other Board Members, taking decisions under delegated powers or Chair's Action procedures where such decisions need to be taken between meetings of the Board of Management for the effective conduct of the Society's business;
 - f) ensuring that the Board receives advice from properly qualified professionals when necessary;
 - g) ensuring that, at the first meeting of the Board of Management after each annual general meeting, the Board reviews its composition and uses its powers of co-option to ensure that the Board has among its members sufficient expertise to exercise its powers and responsibilities set out in these rules;
 - h) in conjunction with one or more Board Members, appraising the performance of the Society's Chief Executive and recommending to the Board the appropriate remuneration and terms of employment of the Chief Executive and senior staff;
 - i) ensuring that the Society complies with all appropriate aspects of its adopted Code of Governance.

- j) representing the Society on appropriate public occasions.

Secretary, Vice Chair, Honorary Treasurer and Other Officers

- 87. The Society shall have a Secretary who will be an employee of the Society and not a Board Member. The Society shall also have a Vice Chair, Honorary Treasurer and such other officers as the Board of Management may from time to time determine who shall be appointed and may be removed by the Board of Management.
- 88. The Secretary, Vice Chair, Honorary Treasurer and the other officers, if any appointed under rule 87 above, shall act under the superintendence, control and direction of the Board of Management, and without prejudice to this general obligation the Secretary shall in particular:-
 - a) summon and attend all meetings of the Society and of the Board of Management and keep the minutes referred to in rule 118;
 - b) prepare and send, or cause to be prepared and sent, all returns required to be made to the Registrar;
 - c) unless the Board of Management otherwise direct, keep the register of members and other registers required to be kept by these rules, have charge of the seal of the Society, keep all the books of accounts and receive all contributions and other payments due to the Society and pay over the amount so received as the Board of Management directs.
- 89. The Secretary or other officer shall produce or give up all books, registers, documents and property of the Society in his/her possession whenever required so to do by a resolution of the Board of Management or of a general meeting.
- 90. No officer shall be liable for any loss suffered by the Society through the execution of the duties of his/her office, unless the loss be the consequence of his/her own dishonesty or gross negligence.

Payments to Board Members

- 91. The Society may remunerate any Board Member or any member of any sub committee established by the Board of Management in respect of service as a Board Member or any such sub committee. The decision to remunerate any or all of the Board Members and the level of that remuneration is to be decided by the Society at a general meeting. The Society may at all times reimburse expenses properly incurred by any person on behalf of the Society.

Borrowing Powers

- 92. The Society shall have power to borrow money for the purpose of the Society provided that at the time of borrowing the sum of the amount remaining undischarged of monies

previously borrowed and the amount of the proposed borrowing shall not exceed £100,000,000 and that for this purpose:

- a) the amount remaining undischarged of any deferred-interest or index-linked monies previously borrowed by the Society or on any deep discounted security shall be deemed to be the amount required to repay such borrowing in full if such borrowing became repayable at the time of the proposed borrowing; and
 - b) the amount of any proposed borrowing intended to be on index-linked or on any deep discounted security shall be deemed to be the proceeds of such proposed borrowing receivable by the Society at the time of the proposed borrowing.
93. The rate of interest payable at the time of borrowing on any money borrowed shall not exceed, in the opinion of the Board of Management, or a duly authorised sub-committee established by the Board of Management the market rate of interest for borrowings of similar amount and on similar terms prevailing at that time, except that in the case of a mortgage loan the Board of Management may delegate the determination of the said interest rate within certain specified limits to an officer, Board Member or sub-committee.
94. The Society shall not receive money on deposit.
95. Subject to rules 92 to 94 the Board of Management shall have the power to determine from time to time the terms and conditions upon which money is borrowed or loan stock is issued and to vary such terms and conditions.
96. The holder of loan stock may transfer all or any part thereof by instrument in writing in such form as the Board of Management may approve, provided that:
- a) the instrument of transfer shall be executed by or on behalf of the transferor and transferee and properly stamped, and upon delivery thereof at the registered office together with the sum of five pence, the certificate of the loan stock (if any) and such evidence of identity or title as the Board of Management may reasonably require, the transfer shall be registered; and
 - b) a transfer of loan stock shall not be valid until registered.
97. The Society shall have the power to enter into and perform any derivative transaction on such terms as the Society thinks fit for the purpose of hedging or otherwise managing any treasury risk or financial exposure of the Society.

Investment

98. The funds of the Society may be invested in such manner as the Board thinks fit.
99. The Society may, to the extent permitted by the law for the time being in force, delegate in writing to a suitable person the exercise of the management or investment of the property for the time being forming part of the property of the Society. A suitable person shall be a person whom the Society reasonably believes to be qualified by ability and

experience in the matters delegated, and who is an exempted person for the purposes of Part I of the Financial Services & Markets Act 2000 as amended or re-enacted from time to time.

100. The Society may appoint any member or members to vote on its behalf at meetings of any other body corporate in which the Society has invested any part of its funds.

Surpluses

101. The surpluses (if any) arising from the work and business of the Society shall not be distributed either directly or indirectly in any way whatsoever among members of the Society.
102. An annual general meeting may out of the net surpluses:
- a) set aside as a reserve such amount (not exceeding the amount recommended by the Board of Management) as it may direct which may be applied in or towards carrying out the objects of the Society;
 - b) out of any balance remaining such amount (not exceeding the amount recommended by the Board of Management) as it may direct which may be used to support other organisations with similar objects as those of the Society.
103. Any part of the surpluses not set aside or allocated in accordance with the preceding rule shall be carried forward.

Audit

104. The Society shall in accordance with Sections 4 and 8 of the 1968 Act, appoint in each year an auditor who is a qualified auditor under the terms of Section 7 of the 1968 Act to whom the accounts of the Society for that year shall be submitted for audit as required by the 1968 Act, and shall have all such rights in relation to notice of and audience at general meetings access to books and the supply of information, and otherwise as are provided by the 1968 Act. Every appointment of an auditor may be made by resolution of the Society at a general meeting or by the Board of Management.
105. None of the following persons shall be appointed as auditor of the Society:
- a) a member, officer or employee of the Society;
 - b) a person who has any of the following relationships to a Board of Management member, officer or employee of the Society:
 - i) a close relative by blood or marriage;
 - ii) a partner of or a member of the person's family;
 - iii) an employer;
 - iv) a business partner.

106. An auditor appointed to audit the accounts and balance sheet of the Society for the previous financial year shall be re-appointed as auditor of the Society for the current year of account, whether or not any resolution expressly re-appointing the auditor has been passed; unless:
- a) a resolution has been passed at a general meeting of the Society or by the Board of Management appointing somebody instead of the auditor or providing expressly that the auditor shall not be re-appointed; or,
 - b) the auditor has given to the Society notice in writing that the auditor is unwilling to be re-appointed; or
 - c) the auditor is not a qualified auditor or is a person mentioned in paragraph b) of rule 105;
 - d) the auditor has ceased to act as auditor of the Society by reason of incapacity;
 - e) the Board of Management of the Society, has given notice in writing to the auditor of its intention to tender the audit in order to comply with guidance on audit best practice;

provided that a retiring auditor shall not be re-appointed automatically if notice of an intended resolution to appoint another person in that auditor's place has been given in accordance with rule 107 and the resolution cannot be proceeded with because of the death or incapacity of that other person or because that other person is not a qualified auditor or is a person mentioned in paragraph b) of rule 105.

107. A resolution at a general meeting of the Society:
- a) appointing another person as auditor in place of a retiring auditor; or
 - b) providing expressly that a retiring auditor shall not be re-appointed;

shall not be effective unless notice of the intention to move it has been given to the Society not less than 28 days before the meeting at which it is to be moved. On receipt by the Society of notice of such an intended resolution the Society shall immediately send a copy of the notice to the retiring auditor. If it is practical to do so the Society shall give notice to its members of the intended resolution at the same time and in the same manner as it gives notice in accordance with these rules of the meeting at which the resolution is to be moved. Where the retiring auditor makes any representations in writing to the Society with respect to the intended resolution or notifies the Society that s/he intends to make such representations, the Society shall notify the members accordingly as required by Section 6 of the 1968 Act.

Accounts

108. The Society shall keep proper books and other records of account with respect to all its financial transactions and to its assets and liabilities in accordance with the requirements

of Section 1 and 2 of the 1968 Act, and shall establish and maintain a satisfactory system of control of its accounting records, its cash holdings and all its receipts and payments.

109. The Board of Management shall ensure that the Society's accounts and balance sheet are submitted for audit to the Society's auditor and the auditor shall in accordance with the requirements of Section 9 of the 1968 Act make a report to the Society on the accounts examined by the auditor and on the revenue account or accounts and the balance sheet for the year of account in respect of which the auditor has been appointed.

Annual Returns

110. Every year not later than seven months after the Society's financial year end, the Secretary shall send to the registrar in the form prescribed the Society's annual return relating to its affairs for the period required by the 1965 Act together with:
- a) a copy of the report of the auditor on the Society's accounts for the period included in the return; and
 - b) a copy of each balance sheet made during the period and of the report of the auditor on that balance sheet.
111. The Society shall supply free of charge to every member or person interested in the funds of the Society on application a copy of the latest annual return of the Society together with a copy of the accounts and balance sheet and the report of the auditor contained in the return and on the accounts and balance sheet.
112. The Society shall keep a copy of the latest balance sheet for the time being and auditors report hung up in a conspicuous place at its registered office.

Inspection Of Books

113. Any member or person having an interest in the funds of the Society shall be allowed to inspect his/her own account and the books containing the names of the members, including the details contained in the duplicate register of members between the hours of 9.30 a.m. and 5.30 p.m. on any day excepting Saturday, Sunday and Bank Holidays or at any other place where the same records are kept, subject to this right of inspection being carried out in accordance with the arrangements for inspection of records as may be made from time to time by the Society in general meeting.

Minutes And Records

114. Minutes of every general meeting and of every Board of Management meeting or sub committee meeting shall be kept and presented for approval as an accurate record at the next respective meeting and signed by the Chair of the meeting at which they are presented and approved. All minutes signed as an accurate record shall, subject to any amendments which may be recorded in the minutes of the following meeting, be conclusive evidence of any facts stated in the minutes or decisions made at the meeting the minutes record.

115. The Society shall keep at its registered office:
- a) a register of members in which the Secretary shall enter or cause to be entered the following particulars;
 - b) the names and addresses of the members;
 - c) a statement of the share held by each member and the amount paid for the share;
 - d) a statement of other property in the Society whether in loans or loan stock, held by each member;
 - e) the date at which each person was entered in the register as a member, and the date at which any persons cease to be a member;
 - f) the names and addresses of the officers of the Society with the offices held by them and the dates on which they assumed office.
116. The inclusion or omission of the name of any person in or from the register of members shall, in the absence of evidence to the contrary, be conclusive that such person is or is not a member of the Society.
117. The Society shall also keep at its registered office a duplicate register of members in which the Secretary shall enter all the particulars in the original register of members other than those mentioned in paragraph b) and c) of rule 115.
118. The registered name of the Society shall be kept painted or fixed in a conspicuous position in an easily legible form on the outside of every office or place in which the business of the Society is carried on, and the registered name of the Society shall be engraved in legible characters on its seal, and shall be mentioned in all business letters and electronic communication of the Society, notices, advertisements, websites and other official publications of the Society and in all bills of exchange, promissory notes, endorsements, cheques and orders for money or goods purporting to be signed by or on behalf of the Society and in all bills, invoices, receipts and letters of credit of the Society.

Seal

119. The Society shall have a seal kept in the custody of the Secretary and used only by the authority of the Society. Sealing shall be attested by either:
- a) the signatures of the Secretary and such other Board Member or employee of the Society as may be specified for the specific document or classes of document in the resolution of the Board authorising the sealing of the document or classes of document; or
 - b) by the Secretary and two members of the Board of Management.

120. The use of the Society's seal shall be recorded in a seal register kept for that purpose in which the following details shall be recorded:
- a) the nature of the document sealed;
 - b) the parties to the document sealed;
 - c) the date of sealing;
 - d) the names of the Board Members, officers or employees of the Society who witnessed the use of the seal; and
 - e) such other information as the Secretary may consider desirable or the Board of Management may direct.

Disputes

121. Any dispute concerning matters governed by these rules between a member, or any person aggrieved who has not for more than six months ceased to be a member, and the Society or an officer thereof shall be considered in accordance with the Society's Disputes Procedure agreed from time to time by the Society in General Meeting. The Secretary shall, on request, provide any member or person interested in the Society with a copy of the Society's current Dispute Procedure. Provided that any internal disputes procedure established by the Society has been exhausted without the dispute being resolved, either party may request the dispute to be submitted to the County Court whose decision shall be binding and conclusive, and application for the enforcement thereof may be made by either party to the County Court.
122. The costs of referring the dispute to the County Court shall be borne as the County Court directs.

Statutory Applications To The Registrar

123. Any 10 members each of whom has been a member of the Society for not less than 12 months immediately preceding the date of the application may apply to the Registrar in the form prescribed by Treasury Regulations to appoint an accountant or actuary to inspect the books and other financial records of the Society and to report on them.
124. 1/10th of the whole number of members, or if the number shall at any time exceed 1000, 100 members may apply to the Chief Registrar in the form prescribed by Treasury Regulations:
- a) for the appointment of an inspector or inspectors to examine into the affairs of the Society and to report on the Society's affairs; or
 - b) for the calling of a special general meeting of the Society.

Copies Of The Rules To Be Supplied

125. The Secretary shall provide a copy of these rules of the Society to each member free of charge and to any other person who demands it, subject to payment of a charge to meet the reasonable cost of providing them but not exceeding any maximum charge as may from time to time be specified by law.

Amendment Of Rules

126. Any rule of the Society contained in these rules may be rescinded or amended or a new rule may be made by a resolution carried by two-thirds of the votes given on the resolution to amend these rules at any special general meeting of which notice has been given specifying the intention to propose such a rescission, amendment or new rule.
127. Application for the registration of every amendment of rules shall be made to the Registrar in the manner and form required by Treasury Regulations as soon as practical after the special general meeting at which the decision to rescind or amend or make a new rule has been taken and a copy shall be issued to every member and supplied with every copy of the rules issued after the amendment of rules has been registered. No amendment of rules is valid until registered by the Registrar. When submitting rule amendments for registration the Secretary may at his/her sole discretion accept any textual alterations to the wording of the amendment which do not change the substance or effect of the amendment that may be required or suggested by the Registrar without reference back to a further general meeting of the Society.

Amalgamation, Transfer Of Engagements And Dissolution

128. Subject to rule 130, the Society may, by special resolution passed in the manner prescribed in the 1965 Act, amalgamate with or transfer its engagements to any other Society having similar objects.
129. Subject to rule 130, the Society may be dissolved:
- a) by an order to wind up the Society or a resolution for the winding up in the manner provided for in the 1965 Act;
 - b) by the consent of three-quarters of the members shown by their signatures to an instrument of dissolution in the form provided for by Treasury Regulations.

If on the winding up or dissolution of the Society there remains after satisfaction of all its debts and liabilities, any assets or other property whatsoever, the assets or other property shall be disposed of by way of gift to another Society or Industrial and Provident Society having similar objects to the Society or to a charity which has, among its objects, the provision of housing or relief of homelessness. Such disposal shall be decided by special general meeting of the Society before dissolution. On the winding up or dissolution of the Society, no member shall receive any property or sum beyond the repayment of any investment in the Society to which the member is entitled and any interests due on such investment.

130. The procedures referred to in rules 128 and 129 may only be used with the consent of the Regulator, where such consent is required by law.

Interpretation

131. In these rules, unless the subject matter or context are inconsistent therewith:
- a) words importing the singular or plural shall include the plural or singular respectively;
 - b) “address” means a postal address or, for the purposes of electronic communication, a fax number, email address or telephone number for receiving text messages.
 - c) "the 1965 Act" refers to the Industrial and Provident Societies Acts 1965 to 1978, or any Act or Acts or other legislation amending or in substitution for them for the time being in force;
 - d) "the Co-operative Principles" refers to the Co-operative Principles contained in the Statement on the Co-operative Identity adopted at the Centennial Congress of the International Society Alliance on 23 September 1995, a copy of which are appended to these rules;
 - e) "the 1968 Act" refers to the Friendly and Industrial Provident Societies Act 1968;
 - f) "general meeting" shall mean any meeting of the Society convened under rules 26 to 29, including annual general meetings, ordinary general meetings and special general meetings;
 - g) “Social Housing Regulator” and “Regulator” shall mean the statutory regulator for the registration of providers of social housing referred to in Part 2 chapter 2 of the Housing and Regeneration Act 2008 or any successor body carrying on the same or similar regulatory functions;
 - h) "Board of Management" or “Board” shall mean a Board of Management elected as provided for in rules 52 to 61;
 - i) "Board Member" shall include any person, whether a member of the Society or not, who is elected, appointed, or co-opted to serve on the Board of Management;
 - j) "Individual Member" means a member of the Society who is an individual as described in rule 12(a);
 - k) "Individual Board Member" means a Board Member who is an Individual Member;
 - l) "Corporate Member" means a member of the Society which is an organisation as described in rule 12(b);
 - m) "Corporate Board Member" means Board Member who is a Representative Member;

- n) "Representative Member" means a shareholder who is the nominee of an unincorporated association in accordance with rule 15 or a person appointed to represent a Corporate Member in accordance with rule 16;
- o) "surpluses" shall mean any money remaining after the Society's current expenses and obligations have been provided for and adequate allowance has been made for the Society's reasonably foreseeable future requirements;
- p) "Treasury Regulations" shall mean regulations made in accordance with Section 71 of the Industrial and Provident Societies Act 1965.
- q) "Registrar" means the Financial Conduct Authority or any statutory successor to or any assignee of any or all of its relevant functions from time to time;
- o) references to any provision in any Act shall include reference to such provision as from time to time amended, varied, replaced, extended or re-enacted and to any orders or regulations made under such provision.

Signature of Members:

	Signature	Name
1.
2.
3.
4.[Secretary]

CO-OPERATIVE PRINCIPLES

Co-operative Principles as defined by resolution of the Centennial Congress of the International Co-operative Alliance on 23 September 1995.

Definition

A co-operative is an autonomous association of persons united voluntarily to meet their common economic, social, and cultural needs and aspirations through a jointly-owned and democratically controlled enterprise.

Values

Co-operatives are based on the values of self-help, self-responsibility, democracy, equality, equity, and solidarity. In the tradition of their founders, co-operative members believe in the ethical values of honesty, openness, social responsibility, and caring for others.

Principles

The co-operative principles are guidelines by which co-operatives put their values into practice.

- [1] **Voluntary and Open Membership:** Co-operatives are voluntary organisations, open to all persons able to use their services and willing to accept the responsibilities of membership, without gender, social, racial, political, or religious discrimination.
- [2] **Democratic Member Control:** Co-operatives are democratic organisations controlled by their members, who actively participate in setting their policies and making decisions. Women and men serving as elected representatives are accountable to the membership. In primary co-operatives members have equal voting rights [one member, one vote] and co-operatives at other levels are also organised in a democratic manner.
- [3] **Member Economic Participation:** Members contribute equitably to, and democratically control, the capital of their co-operative. At least part of that capital is usually the common property of the co-operative. Members usually receive limited compensation, if any, on capital subscribed as a condition of membership. Members allocate surpluses for any of the following purposes: developing their co-operative, possibility by setting up reserves, part of which at least would be indivisible; benefiting members in proportion to their transactions with the co-operative; and supporting other activities approved by the membership.
- [4] **Autonomy and Independence:** Co-operatives are autonomous, self-help organisations controlled by their members. If they enter into agreements with other organisations, including governments, or raise capital from external sources, they do so on terms that ensures democratic control by their members and maintain their co-operative autonomy.

- [5] **Education, Training and Information:** Co-operatives provide education and training for their members, elected representatives, managers, and employees so they can contribute effectively to the development of their co-operatives. They inform the general public - particularly young people and opinion leaders - about the nature and benefits of co-operation.
- [6] **Co-operation among Co-operatives:** Co-operatives serve their members most effectively and strengthen the co-operative movement by working together through local, national, regional, and international structures.
- [7] **Concern for Community:** Co-operatives work for the sustainable development of their communities through policies approved by their members.