

Rules of Westmill Solar Co-operative Ltd

Registered under the Industrial and Provident Societies Act 1965 ("the Act")

1. NAME

The name of the Society (referred to in these Rules as "the Co-operative") shall be Westmill Solar Co-operative Limited.

2. OBJECTS

The objects of the Co-operative shall be to carry on as a bona fide co-operative, for the benefit of its members, the business of:-

- 2.1 the development, installation, management, operation, generation, transmission and provision of the supply of energy from renewable energy sources;
- 2.2 the conservation of energy through advice on energy efficiency including energy efficient products and the supply of energy efficient products and such other activities of a general commercial company as the members shall agree by amendment to these Rules from time to time; and
- 2.3 the promotion of awareness of environmental and related issues and support for educational initiatives related to renewable energy.

3. POWERS

The Co-operative shall have full power to do all things necessary or expedient for the fulfilment of its objects and in particular:

- 3.1 to invest (without limitation of those powers) any part of the funds of the Co-operative by the authority of the board of directors of the Co-operative ("the Board") in any investment permitted by and in accordance with the Act, including the granting of loans to and/or the acquisition or disposal of any assets or shares in any society registered under the Act or any company registered under the Companies Act from time in force involved in renewable energy;
- 3.2 to issue A Shares and B Shares of the Co-operative having the rights and restrictions attaching to them as set out in these Rules and otherwise on such terms as the Board shall think appropriate (and the term "shares" or "share" in these Rules shall refer to all or any of such shares of whatever class as are in issue in the Co-operative from time to time); and
- 3.3 to make gifts and donations to energy conservation and environmental initiatives and to support the local community whether charitable or otherwise.

4. REGISTERED OFFICE

The Registered Office of the Co-operative shall be at c/o Ethex, The Old Music Hall 106-108 Cowley Road, Oxford OX4 1JE.

5. MEMBERSHIP

- 5.1 The first members of the Co-operative shall be the signatories to the application (the "Founder Members"). The Board, at its sole discretion, may admit to membership any person or body corporate who or which is an electricity consumer (or the spouse or partner or relative of such person or associated with such body corporate) and who or which has agreed to pay to the Co-operative any subscription or other sum due in respect of such membership. Members must be 16 years or older. A member may hold shares on behalf of somebody who is under 16 but those shares shall be treated as belonging to the member and not the child for the purposes of assessing the member's total shareholding and whether it exceeds the maximum shareholding permitted by law. Following the child's 16th birthday that child may become a member of the Co-operative and the shares held for them may be transferred to them.
- 5.2 Applications for membership shall be in such form as the Board may from time to time direct and shall contain an application, in the approved form, to the Co-operative for at least one share in the Co-operative.
- 5.3 The Board may from time to time establish schemes to permit applicants for membership to save monies to purchase shares in the Co-operative.
- 5.4 The Co-operative shall keep at its registered office a register of members in which the secretary of the Co-operative ("the Secretary") shall enter the following particulars:-
 - (a) the names, address and email address if applicable of each member;

- (b) a statement of the number and class of shares held by each member, and the amount paid up on such shares;
 - (c) a statement of other property in the Co-operative, whether in loans or otherwise, held by each member; and
 - (d) the date on which each member's name was entered in the register as a member and the date on which any member ceased to be a member.
 - (e) the names and addresses of the Directors and officers of the Co-operative, and the offices held by them respectively, and the dates on which they assumed and vacated office.
- 5.5 Any member changing her/his/its postal or email address shall notify the Secretary in writing or by email within twenty-one days.

6. CESSATION OF MEMBERSHIP

- 6.1 A member shall cease to be a member if she/he or it:-
- (a) Dies; or
 - (b) becomes bankrupt or is wound up or becomes insolvent; or
 - (c) ceases to qualify for membership under the provisions of these Rules; or
 - (d) resigns in writing to the Secretary; or
 - (e) transfers all her/his/its shares to another member or a new member in accordance with Rule 16; or
 - (f) ceases to hold any shares in the Co-operative
 - (g) is expelled from membership in accordance with Rule 6.6.
- 6.2 When membership ceases under condition (a) above, the provisions of Rule 22 shall be applied.
- 6.3 When membership ceases under condition (b) above, the Board shall in its absolute discretion permit the transfer of the shares to any other member of the Co-operative who is willing to purchase such shares under Rule 16.
- In that case the proceeds, less any costs incurred by the Co-operative, shall be credited to the former member or the current legal owner of the shares, as appropriate.
- 6.4 When membership ceases under conditions (c), or (d) above, the Board shall in its absolute discretion permit the transfer of shares to any other member of the Co-operative who is willing to purchase such shares under Rule 16.
- In that case the proceeds, less any costs incurred by the Co-operative, shall be credited to the former member.
- 6.5 When membership ceases under Rule 6.1 the member shall be removed from the Register of Members.
- 6.6 A member may be expelled for conduct prejudicial to the Co-operative by a resolution carried by a majority of at least two-thirds of those members voting at a General Meeting of the Co-operative, provided that due notice of the conduct alleged against her/him/it has been given and that the member whose expulsion is to be considered has been given the opportunity to state her/his/its case to the meeting. If on due notice having been served the member fails to attend the meeting, the Board may proceed in the member's absence. When membership ceases in these circumstances (condition (g) above) the Board may at their absolute discretion pay to the expelled member any amount not exceeding the nominal value of the shares surrendered.
- 6.7 No member expelled from membership shall be re-admitted except by a resolution carried by a majority of at least two-thirds of those members voting at a General Meeting of which due notice has been given.
- 6.8 A member need not disclose any conflict of interest and may vote, speak at and participate in any meeting of members notwithstanding any conflict of interest.
- 6.9 If the Co-operative has been unable to contact a member for a period of seven years (having made reasonable efforts to do so) due to a member's change of address, name, or any other circumstance, the Board may at its discretion terminate the membership of such member and either cancel the shares held by that member (applying any unclaimed monies for the purposes of the Co-operative) or transfer the shares held by that member to any other member or members of the Co-operative.

7. GENERAL MEETINGS

- 7.1 An Annual General Meeting shall be held within seven months of the close of the financial year of the Co-operative, the business of which shall include, inter alia, without limitation:-

- (a) the receipt of the accounts and balance sheet and of the reports of the Board and the auditor;
 - (b) the appointment of an auditor (subject to Rule 20);
 - (c) the election of any Director to the Board (or the announcement of the results of the election if held previously by ballot); and
 - (d) the decision on the application of surplus funds in accordance with Rule 24.
- 7.2 All General Meetings other than the Annual General Meeting shall be called Special General Meetings.
- 7.3 A Special General Meeting shall be convened by order of the Board or at the request of ten per cent or more of the membership.
- 7.4 An Annual General Meeting or Special General Meeting of members of the Co-operative shall be called giving all members not less than fourteen clear days notice in writing posted or emailed to every member recorded in the register of members, specifying whether the meeting is an Annual or Special General Meeting and stating the date, time and place at which the meeting is to be held. The notice shall contain details of the business which is to be transacted, and no business may be transacted at a General Meeting other than that specified in the notices calling it.
- 7.5 A notice sent by post to a members' registered address or a notice sent by email to a members' registered email 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 member shall not invalidate the proceedings at the meeting.

8. PROCEEDINGS AT GENERAL MEETING

- 8.1 Any member which is a body corporate may by a resolution of its governing body appoint a representative to act on its behalf and vote at any meeting of the Co-operative. A copy of the resolution executed by an authorised person of the body corporate shall be deposited with the Secretary.
- 8.2 Every member present at a General Meeting shall have one vote only on each question to be decided, and questions shall be resolved by a simple majority of votes, unless the matter has been submitted to a postal or electronic ballot under Rule 8.9, in which case the aggregate of the postal and electronic votes and votes of members present shall determine the vote. In the event of a tie, the Chairperson shall have a casting vote. Proxy voting shall be permitted at the sole discretion of the Board.
- 8.3 No business shall be transacted at a General Meeting unless a quorum is present in person or by proxy (if permitted). Unless and until otherwise decided by the Co-operative in General Meetings a quorum shall be twelve members of the Co-operative or if less, one third of the membership.
- 8.4 If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved. In any other case it shall stand adjourned until the same day in the next week at the same time and same place or otherwise as the Board may direct, and all members shall be given such notice of the adjourned meeting as is practicable. The members present at a meeting so adjourned shall constitute a quorum,
- 8.5 At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands. A declaration by the Chairperson that a resolution has on the show of hands been carried or lost with an entry to that effect in the book containing the minutes of the proceedings of the Co-operative shall be conclusive evidence of the fact without proof of the number or proportions of the votes recorded in favour or against such resolution.
- 8.6 The Chairperson of the Co-operative shall preside at every General Meeting. In the event of her/his absence or unwillingness to act, one of the other Directors present shall chair the meeting, in the event of none of the other Directors being present or being willing to act, the members present shall choose one of their number to be Chairperson of the meeting.
- 8.7 The Chairperson may with the consent of any meeting at which a quorum is present, and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. Where a meeting is adjourned for 21 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting; otherwise it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- 8.8 The Co-operative, by resolution of the Board or of the members at a General Meeting, may choose to submit any or all votes at any meetings on the election or re-election of Directors and any other business to be transacted at a General Meeting to a postal or electronic ballot.
- 8.9 Any notice of postal or electronic ballot shall:

- (a) state the purpose of the ballot, the closing date and time of the ballot;
- (b) be sent to each eligible member by post or email at his or her registered address;
- (c) be accompanied by a voting paper which in the case of an election or re-election of Directors shall state the number of Directors to be elected and re-elected and contain a list of the eligible candidates (distinguishing between retiring Directors and other candidates);
- (d) be accompanied in the case of an election or re-election of Directors by any election address of not more than 500 words; and
- (e) be sent so as to reach eligible members not less than fourteen clear days before the closing date of the ballot.

9. AMENDMENT TO RULES

- 9.1 Any of these Rules may be rescinded or amended, or a new Rule made, by a vote of a simple majority of the members of the Co-operative voting at a General Meeting whether present in person or by proxy or by postal or by electronic votes cast, if a postal or electronic ballot has been approved for the resolution of this question of which fourteen clear days' notice has been given, such notice to include details of the change(s) to be made at that General Meeting.
- 9.2 No amendment of these Rules is valid until it is registered by the Financial Services Authority or such other authority as may from time to time exercise the powers vested in the Financial Services Authority under the Act at the date of adoption of these Rules. When submitting the rule amendments for registration the Secretary may at their sole discretion accept any alterations required or suggested by such Authority without reference back to a further General Meeting of the Co-operative.

10. MERGERS WITH OTHER CO-OPERATIVES

Subject to the Act, the Co-operative shall, with the agreement of three quarters of the members of the Co-operative voting at a General Meeting whether present in person or by proxy or by postal or electronic votes cast, if a postal or electronic ballot has been approved for the resolution of this question of which fourteen clear days' notice has been given, such notice to include details of the change(s) to be made at that General Meeting, have the power to accept the transfer of engagements from, or amalgamate with any other co-operative having similar objects registered under the Act.

11. THE BOARD OF DIRECTORS

- 11.1 The governance of the Co-operative shall be vested in the Board. Subject to the provisions of these Rules, the directors of the Co-operative ("the Directors") may regulate their proceedings as they see fit.
- 11.2 The Board shall comprise:
 - (a) not less than three but no more than seven Directors. A Director must be a member of the Co-operative (or a duly appointed representative of a member which is a body corporate). The initial Directors of the Co-operative from incorporation until the first Annual General Meeting shall be appointed by the Founder Members.
 - (b) only a member of the Co-operative (or a duly appointed representative of a member which is a body corporate) aged eighteen years or over shall be eligible to be elected as a Director. Subject as aforesaid, the Directors may appoint a person who is willing to act to be a Director.
- 11.3 The Board shall be elected each year at the Annual General Meeting in the following manner:
 - (a) at the first Annual General Meeting and every subsequent Annual General Meeting one third of the Directors shall retire by rotation or, if their number is not three or a multiple of three, the number nearest to one third shall retire from office. A retiring Director shall be eligible for re-election. Co-opted Directors shall retire at the Annual General Meeting following their appointment and shall be eligible for re-election;
 - (b) Directors shall be elected in accordance with such procedures including by authenticated electronic means and postal ballot, as may be adopted by the Co-operative from time to time, provided that only members of the Co-operative and representatives of organisations which are members may stand for election to, or nominate persons to stand for election to the Board. The Secretary shall act as returning officer for all elections and shall settle any disputes at their sole discretion.
 - (c) the Directors who retire by rotation shall be those who have been longest in office since their last appointment or reappointment, but as between persons who became or were last re-appointed Directors on the same day, those to retire shall (unless otherwise agreed among themselves) be determined by lot; and

- (d) the re-appointment of a Director shall be put to a vote at the Annual General Meeting.
 - (e) the Board, at its discretion, may make a proposal to any future Annual General Meeting of the Co-operative that (within the provisions of Rule 11) any vacancies on the Board should not be filled at that meeting, if the Board considers that it already has sufficient Directors to discharge its responsibilities effectively.
- 11.4 The Board may at any time co-opt any member of the Co-operative (or a duly appointed representative of a member which is a body corporate) aged eighteen years or over to fill a casual vacancy in the Board of Directors, provided that at no time shall more than one-third of the members of the Board be co-opted members. For this purpose Directors appointed under Rule 11.2 shall not be treated as co-opted Directors. A casual vacancy shall be deemed to exist if the number of Directors should drop below the minimum prescribed in these Rules or below the number elected at the preceding Annual General Meeting.
- 11.5 The remuneration of Directors shall be decided by the Board within guidelines determined from time to time by the Co-operative. Directors may be paid all reasonable and proper expenses incurred by them in attending and returning from meetings of the Board or General Meetings of the Co-operative or in connection with the business of the Co-operative.
- 11.6 In the event that the size of the Board should drop below the minimum number of members prescribed in these Rules, the Directors may act to increase their number or to call a General Meeting of the Co-operative, but for no other purpose.
- 11.7 Subject to Rule 12.1, a Director shall disclose to the Board the nature and extent of any material interest of her/his in any transaction or arrangement being considered by the Board and shall then not participate in the consideration and discussion of and vote on the matter in which she/he has an interest and shall not be counted in the quorum
- 11.8 Provided that a Director has disclosed to the Board the nature and extent of any material interest of her/his and has complied with the terms of Rule 11.7, a Director, notwithstanding her/his office may be a party to or otherwise interested in any transaction or arrangement with the Co-operative or in which the Co-operative is otherwise interested; and in that event that Director shall not by reason of her/his office be accountable to the Co-operative for any benefit which she/he derives from any such transaction or arrangement and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.
- 11.9 For the purposes of Rule 11.7:
- (a) a general notice given to the Board that a Director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the Director has an interest in any such transaction of the nature and extent so specified;
 - (b) an interest of which a Director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of hers/his; and
 - (c) holding an interest in any shares of the Co-operative directly or indirectly shall not be treated as an interest of a Director.
- 11.10 A Director can be removed from office if she/he is found guilty of conduct detrimental to the interest of the Co-operative and the Board considers that it is not in the best interests of the Co-operative for them to continue as a Director. The Board shall consider the matter having taken such steps as it considers appropriate to ensure that any relevant Director's point of view is heard and may either:
- (a) dismiss the matter and take no further action; or
 - (b) arrange for a resolution to remove the Director complained of to be proposed in accordance with Rule 11.11(c).
- 11.11 The office of Director shall be immediately vacated if she/he:
- (a) resigns her/his office in writing to the Secretary; or
 - (b) ceases to be a member of the Co-operative for any reason whatsoever (or is the representative of a corporate body which ceases to be a member); or
 - (c) is removed from office by a majority vote of the Co-operative at a General Meeting, the notices for which specified that the question of the Director's removal was to be considered; or
 - (d) is absent from three successive meetings of the Board during a continuous period of twelve months without special leave of absence from the Board and they decide that she/he has by reason of such absence vacated office; or

- (e) becomes bankrupt or, in the opinion of a majority of the Board, incapable on medical or psychological grounds of carrying out the functions of a Director.

12. POWERS OF THE BOARD OF DIRECTORS

- 12.1 The Board may authorise any loan to or other transaction with another society registered under the Act, notwithstanding that any member of the Board is a member of such society, in which case such member of the Board shall disclose to the other Board members present at the meeting of the Board which is considering the matter that she/he is such a member but shall then be entitled to participate in the Board discussion thereon and vote on any decision as to whether to make such a loan or enter into such a transaction and the terms of it.
- 12.2 The Board shall appoint and have the power to remove a Chairperson, who under their direction shall also preside at all General Meetings. In the case of an equality of votes, the Chairperson shall have a second or casting vote.
- 12.3 The Board shall appoint and have the power to remove a Secretary, who shall under their direction keep minutes of all Board Meetings and of all General Meetings.
- 12.4 The Board may appoint and have the power to remove a Treasurer, who shall under their direction keep proper accounts of the Co-operative's financial affairs.
- 12.5 The Board may appoint and have the power to remove (subject to compliance with any contractual arrangements which may be in place) a manager or organisation ("the Manager") to whom they may delegate the day-to-day management of the Co-operative.
- 12.6 The Board shall also have the power to appoint and to remove other employees of the Co-operative as may be required to further its objectives.
- 12.7 The Board may exercise any powers (including its borrowing powers) which may be exercised by the Co-operative, other than those that must by these Rules or by statute be exercised by a General Meeting.
- 12.8 The Board may delegate any of their powers to any committee consisting of two or more Directors. Any such delegation may be subject to any conditions the Board may impose.
- 12.9 The Board may, by power of attorney or otherwise, appoint any person to be the agent of the Co-operative for such purpose and on such conditions as they may determine.

13. PROCEEDINGS AT BOARD MEETINGS

- 13.1 The Board may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Meetings of the Board may also be held via telephone or other electronic means; provided that all Board members wishing to participate by such means are able to do so and are able to communicate with each other at all times.
- 13.2 The quorum necessary for the transaction of businesses at a meeting of the Board shall be three.
- 13.3 A Director may, and the Secretary at the request of a Director shall, call a meeting of the Board by giving reasonable notice. Such notice shall include the date, time and place at which the meeting is to be held and the business which it is intended to transact at that meeting. Prior to calling such a meeting, any director wishing to do so shall take all reasonable steps to ensure that so far as is practicable the proposed arrangements for such meeting are convenient for the other directors of the co-operative.
- 13.4 A resolution in writing signed by all the Directors entitled to receive notice of a meeting of the Board or of a committee of the Board shall be as valid and effectual as if it had been passed at a meeting of the Board or (as the case may be) a committee of the Board duly convened and held and may consist of several documents in the like form each signed by one or more Directors.
- 13.5 At every Board meeting the Chairperson shall preside, but in the event of her/his absence or unwillingness to act the members present shall choose one of their number to be Chairperson of the meeting.
- 13.6 The Board shall cause proper minutes to be made of all the proceedings of the Co-operative, of the Board and of any sub-committees. All such minutes shall be open to inspection by any member of the Board at all reasonable times.

14. MANAGER

- 14.1 The Manager appointed by the Board in accordance with Rule 12.5:-
- (a) shall be responsible for the day to day management of the Co-operative;
 - (b) shall attend meetings of the Board for the sole purpose of accounting to the Board or shall supply reports to the Board for the same purpose;

- (c) shall have any other powers delegated to her or him by the Board.
- 14.2 The Manager's remuneration shall be determined by the Board in agreement with the Manager and shall be subject to the terms of any existing contractual agreement with the Manager.

15. SHARE CAPITAL

- 15.1 The shares of the Co-operative shall be par shares of the nominal value of £1.00. Each member shall hold at least the minimum level of shareholding set by the Board from time to time and no member may hold more than the maximum shareholding permitted by law. Shares shall normally be paid for in full on allotment, but the Board may at its discretion permit a member to defer payment.
- 15.2 The shares of the Co-operative shall be divided into "A Shares" and "B Shares" both classes of which are ordinary shares and equal in all respects except that Rule 17.1 applies to A Shares only and only A Shares may be withdrawn in accordance with the provisions of these Rules. A Shares and B Shares will be transferable in accordance with the provisions of these Rules. Subject to not exceeding the maximum shareholding permitted by law a member may hold either or both A Shares and B Shares.

16. TRANSFERENCE OF SHARE CAPITAL

- 16.1 A member may apply at any time that some or all of her/his/its shares shall be transferred to another person. The member shall pay any costs incurred by the Co-operative in relation to such transfer which may be deducted by the Co-operative from any proceeds payable to the transferring member. No transfer shall be valid unless the consent of the Board has first been obtained. The Secretary shall record every transfer by making appropriate entries in the register of members and no transfer shall be deemed to have taken effect until such entries are made. The Board shall not consent to the transfer of any share to a person who:-
- (a) is not a member, unless that person is qualified to be a member under Rule 5; or
 - (b) is a member holding the maximum number of shares permitted by the Act.
- 16.2 Any application to transfer shares must:-
- (a) give details of the shares to be transferred;
 - (b) be signed by the transferor; and
 - (c) be signed by the transferee to the effect that they accept the conditions attached to the shares to be transferred.

17. WITHDRAWALS AND REPAYMENT OF SHARE CAPITAL

- 17.1 Members do not have the right to withdraw share capital but the Board of the Co-operative has the power to permit A Shares in the Co-operative to be withdrawn by agreement between the Board and the member holding those shares in accordance with any procedures and other conditions the Board may announce. If the Board does permit shares to be withdrawn then the amount to be paid to the member who is withdrawing shares shall be the amount subscribed for the A Shares so withdrawn, less any costs incurred by the Co-operative in relation to that withdrawal.
- 17.2 Renewable energy co-operatives require a large amount of initial capital to build or acquire a renewable energy project but once the project has been operating for several years the effect of the depreciation charge may result in the co-operative holding cash and capital in excess of its needs. Rule 17.3 enables the Co-operative to return this excess capital to its members in the proportions in which they provided it. This rule does not deal with the distribution of profit which is dealt with under rule 24.
- 17.3 The Board may resolve to repay any proportion (the "Proportion") of its share capital to its members on the terms of this Rule 17.3, in which case it shall treat as agreed to be repaid on behalf of every member (and not some only) that Proportion of the shares held by them treating A Shares and B Shares equally (with such rounding to the nearest whole number of that Proportion which is a fraction as the Board may determine). A member holding both A Shares and B Shares shall have the same Proportion of each class of share held by him repaid. The amount to be repaid per share pursuant to this Rule 17.3 shall be the amount subscribed for the shares so repaid. Shares repaid under this Rule shall be treated as cancelled. All members are deemed to give any consents required to the repayment of share capital in the manner provided for in this Rule 17.3.
- 17.4 The Board shall only exercise its power under Rule 17.3 if the Board is of the reasonable opinion that on the date of its resolution to repay share capital, and taking account of the effect of the repayment of capital, the Co-operative is solvent. The Co-operative may not repay its capital or any part thereof under Rule 17.3 if as a result of the repayment there would no longer be any member of the Co-operative holding shares.

18. LIEN ON SHARES

The Co-operative shall have a lien on the shares of a member for any debt due to it by the member and may set off any sum standing to the member's credit including any loan money, interest and dividends in or towards the payment of such debt.

19. BORROWINGS

The Co-operative shall have power to:

- 19.1 borrow and to guarantee or become liable for the payment of money, or for the performance of any obligation, to issue loan stock, debentures or other securities and to secure such payment or performance by the mortgage or charge of any or all of its property or assets provided that:-
 - (a) the amount outstanding does not exceed £20 million;
 - (b) the Co-operative shall not carry on a deposit taking business within the meaning of the Banking Act 1987 but may accept deposits subject to the limits provided for in the Act; and
 - (c) the interest payable on borrowings, other than from institutions authorised under the Banking Acts, shall not exceed the rate of interest believed by the Board to be reasonably necessary to obtain and retain borrowings required to carry out the business of the Co-operative.
- 19.2 receive gifts and donations towards its objects; and
- 19.3 receive interest free loans towards its objects subject to the limit in Rule 19.1(a).

20. AUDIT

- 20.1 Where required by law, the Co-operative shall appoint in each financial year an auditor qualified under Section 7 of the Industrial and Provident Societies Act 1968 to audit the accounts and balance sheet of the Co-operative for that year. Where an audit is not required by law an audit may be required by the Board or by members if more than 10% of the members of the Co-operative so elect. The option to continue the audit exemption where applicable will be put before members at the Annual General Meeting.
- 20.2 The Co-operative's auditor shall have the rights as to notice of, and attendance and audience at General Meetings, access to books and the supply of information as are prescribed by that Act.
- 20.3 The re-appointment of, or the appointment of an auditor in place of, an auditor appointed to audit the accounts of the Co-operative for an immediately preceding year shall be carried out in accordance with Sections 5 and 6 of the said Act.
- 20.4 None of the following persons shall be appointed as auditor of the Co-operative:
 - (a) an officer or employee of the Co-operative;
 - (b) a person who is a partner or employee of or who employs an officer of the Co-operative.

21. ANNUAL RETURN

- 21.1 Every year, the Secretary shall send to the Financial Services Authority or such other authority as may from time to time exercise the powers vested in the Financial Services Authority under the Act at the date of adoption of these Rules in the form and in the period prescribed, by such authority, the annual return relating to affairs of the Co-operative for the last accounting year, together with:-
 - (a) a copy of the report (if any) of the auditor on the Co-operative's accounts for the period included in the return; and
 - (b) a copy of every balance sheet drawn up during that period and of the report (if any) of the auditor thereon.
- 21.2 The Co-operative shall on demand supply free of charge to any member 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 return.

22. PROCEEDINGS ON DEATH OF A MEMBER

- 22.1 Upon a claim to that effect being made by the personal representative of a deceased member the Co-operative shall transfer the shares of the deceased member into the name of the personal representative.
- 22.2 The personal representative of a deceased member may (whether or not the shares are registered in their name, after providing such proof of effective appointment as the Board may reasonably require) apply for the transfer of the shares to any other person, whether on transmission under the terms applicable to the estate or on a sale, who is qualified to be a member under Rule 5.

In that case the proceeds, less any costs incurred by the Co-operative, shall be credited to the former member.

- 22.3 A member may in accordance with the Act nominate any individual or individuals to whom any of her/his property in the Co-operative 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. The person entitled under the nomination may retain the shares in their name (if they are entitled to be a member) or apply to transfer them under the terms of Rule 22.2 in which case the proceeds, less any costs incurred by the Co-operative, shall be credited to the person so nominated.
- 22.4 Rule 22.3 is subject to the Board receiving a satisfactory proof of death of a member who has made a nomination and satisfactory proof of such nomination.

23. SEAL

If the Board of the Co-operative resolves to have a seal then the seal shall be kept in the custody of the Secretary and used only by the authority of the Board. Sealing shall be attested by the signature of two Directors or of one Director and the Secretary for the time being. If the Co-operative does not have a seal, a document which would have previously required to be sealed, should be signed by a Director and Secretary or two Directors and accompanied by a written statement that the document had been executed by the Co-operative as if under common seal.

24. APPLICATION OF PROFITS

- 24.1 The profits of the Co-operative shall be applied as follows and in such proportions and in such manner as may be decided by the Co-operative at the Annual General Meeting:-
- (a) firstly, to a general reserve for the continuation and development of the Co-operative and the furtherance of its objectives;
 - (b) secondly, in paying a dividend and/or share interest to its members; and
 - (c) thirdly, in making payments for social or charitable purposes which are in accord with the Objects of the Co-operative and within the community served by the Co-operative
- 24.2 The Board shall have the power to pay interim dividends without the approval of a General Meeting.

25. DISSOLUTION

- 25.1 The Co-operative may at any time be dissolved with the consent of three-quarters of the members, testified by their signatures, or in the case of bodies corporate testified by the signature of any of their officers acting under their authority (subject to Section 19 (2) of the Act), to an instrument of dissolution in the form prescribed by the Act; or by winding up in the manner provided by the Act.
- 25.2 On the dissolution or winding up of the Co-operative, after the satisfaction of all its debts and liabilities, the assets remaining may be distributed amongst the members of the Co-operative at the time of dissolution in proportion to their shareholdings.

26. DISPUTES

Any dispute of the kind referred to in Section 60 (1) of the Act shall proceed in accordance with the provision of that Act as amended by Section 83 of the Friendly Societies Act 1992.

27. INTERPRETATIONS

In these Rules:

"the Act" refers to the Industrial and Provident Societies Act 1965 or any Act or Acts amending or in substitution for it for the time being in force.

"Electronic means" shall include email, video links and secure authenticated web-site transactions;

In these Rules the expression "Board meeting" or "meeting of the Board" includes, except where inconsistent with any legal obligation:

- a physical meeting;
- a meeting held by electronic means;
- a meeting held by telephone.

Original Rules signed by Founder Members

Full Names in Block Capitals

1

JOHN MALONE

2

MARK SHORROCK

3 ADAM TWINE
Secretary: ANNETTE HESLOP

Registered on 17 May 2011

Financial Services Authority, 25 The North Colonnade, Canary Wharf, London , E14 5HS

Registered Number 31265R

Amendment to Rules signed by Following Members Full Names in Block Capitals

1 PHILIP WOLFE

2 MARK LUNTLEY

3 ADAM TWINE

Secretary: NICCOLA MCCONVILLE

Registered on 30 July 2012

Financial Services Authority, 25 The North Colonnade, Canary Wharf, London , E14 5HS

Registered Number 31265R