

Co-operative and Community Benefit Societies Act 2014

Registration of new society

The following society has today been registered by us under Co-operative and Community Benefit Societies Act 2014 as a Co-operative Society:

Society: **workers.coop Limited**

Registration number: **4981**

Registration date: 28 October 2022

Address: 63 Rakewood Road, Littleborough, OL15 0AP

Financial year-end date: 31 December

Date: **28 October 2022**



Co-operative and Community Benefit Societies Act 2014

Rules of

workers.coop Limited

NAME

1. The name of the society shall be **workers.coop Limited**

REGISTERED OFFICE

2. The registered office of the society shall be at **63 Rakewood Road, Littleborough, OL15 0AP, England.**

INTERPRETATIONS

3. In these Rules:

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

"**the Act**" refers to the Co-operative and Community Benefit Societies Act 2014.

"**Auditor**" means a person eligible for appointment as a society Auditor under the Act.

"**Ballot**" means a vote not taken by a show of hands, but by paper or secure Electronic Means which enables a participant to indicate their choice on a proposed resolution.

"**the Board of Directors**" or "**Board**" means all those persons appointed to perform the duties of directors of the Cooperative.

"**Board Meeting**" includes, except where inconsistent with any legal obligation a physical meeting, a meeting held by Electronic Means.

"**Casual Vacancy**" means a vacancy on the Board created when a Director vacates their seat prior to the expiration of their term of office.

"**Cessation Date**" means the date on which the events set out in the Rule titled "Termination of Membership" occurs in respect of a Member.

"**Clear Days**" in relation to a period of notice does not include: the day on which the meeting is to be held or on which the notice is sent.

"**Cooperative**" means the above-named society.

"**Cooperative Enterprise Member**" means a cooperative enterprise that uses the services of the Cooperative, has satisfied the conditions for, and continues to satisfy

the conditions for membership of the Cooperative established in accordance with these Rules and which has been admitted as a member of the Cooperative.

"Cooperative Principle(s)" are the principles defined in the International Cooperative Alliance Statement of Cooperative Identity as:

- (a) Voluntary and open membership;
- (b) Democratic member control;
- (c) Member economic participation;
- (d) Autonomy and independence;
- (e) Education, training and information;
- (f) Co-operation among cooperatives; and
- (g) Concern for the community.

"Cooperative Values" are the values defined in the International Cooperative Alliance Statement of Cooperative Identity. This states that cooperatives are based on the values of self-help, self-responsibility, democracy, equality, equity, and solidarity. In the tradition of their founders, cooperative members believe in the ethical values of honesty, openness, social responsibility and caring for others.

"Cooperative Values and Principles" means the Cooperative Values and the Cooperative Principles as defined above.

"Connected Person" means, in relation to a Director, a Person with whom the Director shares a common interest such that the Director may reasonably be regarded as benefiting directly or indirectly from or having a personal interest in, any material benefit received by that Person, including a member of the Director's family or household or a Person who is a business associate of the Director and does not include a company with which the Director's only connection is an interest consisting of not more than 1% of the voting rights or 1% right in any distribution, return of capital or any other emolument.

"Contractor" means any Person that holds a contract for services with the Cooperative, other than a cooperative enterprise, and qualifies for membership under these Rules.

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

"Document" means a communication in Writing, whether sent or supplied by Electronic Means or otherwise.

"Electronic Means" shall include, in relation to meetings, communication by telephone, video link or any other means of electronic communication which enables the participant to understand proceedings and to contribute. In relation to transactions or notices shall include; PDF, jpeg (or other similar way of presenting information in electronic form); electronic-signatures and execution; communication by email, text

and instant messaging; secure electronic file sharing applications and authenticated website transactions.

"Extraordinary Resolution" means those decisions requiring at least three quarters of the members to vote in favour to be passed and as detailed under 'Resolutions' in these Rules.

"Founder Member" means a subscriber to these Rules for the purposes of first registration of the Cooperative.

"Member" has the meaning as detailed under 'Membership' in these Rules.

"Office Holder" means in relation to a Member who is not a natural person a receiver, administrative receiver, liquidator, provisional liquidator or administrator appointed over all, or substantially all, of the Member's assets.

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

"Ordinary Resolution" means those decisions requiring a simple majority of the Members to vote in favour for it to be passed and as detailed under 'Resolutions' in these Rules.

"Person" means, as the context requires, a natural person, unincorporated or corporate body or the nominee of an unincorporated or corporate body.

"Present" for the purposes of calculating a quorum for general and Board meetings means those Members or Directors present whether physically or via Electronic Means and for general meetings also includes those Members Present by proxy.

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

"Regulations" has the meaning as detailed under 'Regulations' in these Rules.

"Rules" means these Rules.

"Secretary" means any Person appointed to perform the duties of the Secretary of the Cooperative.

"Show of Hands" means a vote cast by the raising of the hand or equivalent confirmation of a vote upon a resolution if the meeting is held by Electronic Means.

"Special Resolution" means a resolution which must be passed by the requisite Member majority and in accordance with the procedures set out in the Act and these Rules.

"Transferable" in relation to shares means shares that are transferable to another Person who also qualifies for membership of the Cooperative, in accordance with these Rules.

"Withdrawable" in relation to shares means shares with the associated right for the Member to withdraw their shares and receive in return the value of their shares from the Cooperative in accordance with these Rules.

"Worker" means a person over the age of 16 performing labour for the Cooperative under a contract, whether as an employee, agency worker or on a Contractor basis.

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

Headings in these Rules are used for convenience only and shall not affect the construction or interpretation of these Rules.

Unless expressly provided otherwise, a reference to a statute or statutory provision is a reference to it as amended, extended or re-enacted from time to time and to all subordinate legislation made from time to time.

Any words following the terms including, include, in particular, for example or any similar expression shall be construed as illustrative and shall not limit the sense of the words, description, definition, phrase or term preceding those terms.

Where the context permits, other and otherwise are illustrative and shall not limit the sense of the words preceding them.

Unless the context otherwise requires, words in the singular shall include the plural and in the plural shall include the singular.

A reference to one gender shall include a reference to the other genders.

Any obligation on a Member or a Director not to do something includes an obligation not to allow that thing to be done.

Purpose

4. The purpose of the Cooperative is to carry out its function as a cooperative and to abide by the Cooperative Values and Principles, as defined and modified by the International Cooperative Alliance from time to time, in order to build a world where:
 - a) everyone has access to rewarding, meaningful and sustainable work;
 - b) the worker-controlled enterprise system is well known, easy to grasp, and a viable option for workers;
 - c) capital serves labour, rather than dominating or exploiting labour;
 - d) people retain the fruits of their work, and wealth is distributed equitably and fairly;
 - e) working relationships are characterised by true equality and mutual accountability;
 - f) people are able to collectively take control of their work, creating opportunities for skills and personal development, and for a better life balance; and
 - g) the production of goods and services is integrated with democratic community development, and respects ecological limits.

OBJECTS

5. The objects of the Cooperative shall be to carry on business as a cooperative and to carry on any other trade, business or service and in particular but without limitation to:
 - a) act as a sectoral federation to unite, defend and advance the shared interest of worker cooperatives and other worker-led or worker-owned enterprises;
 - b) be the recognised voice and network for worker cooperation in the UK;
 - c) provide access to specialist development advice, cooperative support and other shared services for worker cooperatives;
 - d) strengthen worker cooperative culture by mobilising cooperators and supporters of the worker cooperative system through industrial networks, knowledge sharing and social movement alliances;
 - e) participate in international workers' and cooperative networks, and actively promote worker internationalism; and
 - f) Make the system of worker control and collective ownership accessible and relevant to new groups and generations of workers, refining our offer and organising models in the process.

POWERS

6. The Cooperative may do all such lawful things as may be conducive or ancillary to or which otherwise further the Cooperative's objects. In particular it may borrow or raise funds for any purpose and on behalf of its Members.

BORROWING

7. The Cooperative shall have the power to borrow money from its Members and others in order to further its objects, providing that the principle amount outstanding at any one time shall not exceed £10,000,000.
8. The Cooperative shall have the power to mortgage or charge any of its property, including the assets and undertakings of the Cooperative, present and future, and to issue non-voting loan stock, debentures and other non-voting securities for money borrowed or for the performance of any contracts, of the Cooperative, or its customers or Persons having dealings with the Cooperative or which may be required on the withdrawal of shares pursuant to these Rules.
9. The rate of interest on money borrowed shall not exceed a rate which, in the opinion of the Board, is reasonable having regard to the terms of the loan and the interests of Members.
10. The Cooperative may receive, from any Person, donations or loans free of interest in order to further its objects but shall not receive money on deposit.

Borrowing from Members

11. In accordance with the Cooperative Principle of member economic participation, the interest paid by the Cooperative, on money borrowed from Members, shall not exceed such rate as is necessary to attract and retain the capital required to further the Cooperative's objects and purpose.

FINANCIAL SERVICES AND MARKETS ACT 2000 ACTIVITY

12. For the avoidance of doubt, the Cooperative shall not engage in any activity by virtue of any of these Rules that would require permission from the Registrar to carry on that activity without first having applied for and obtained such permission.
13. The Cooperative has the power to invest its funds in such manner as the Cooperative may decide.

MEMBERSHIP

14. The first Members of the Cooperative will be the Founder Members, and thereafter the Cooperative will have two categories of membership:
 - (a) Cooperative Enterprise Members; and
 - (b) Worker Members.
15. A Person can only be admitted as one category of Member at any time.

The Cooperative shall be free to establish the conditions and criteria for each category for membership in accordance with these Rules and these Rules shall set out the rights and obligations of each category of Membership.

Cooperative Enterprise Members

16. The Cooperative may admit to membership any corporate body or nominee of an unincorporated body that has made an application for membership:
 - (a) in the manner prescribed for in these Rules;
 - (b) that meets the criteria for Cooperative Enterprise Membership as specified in such policies as may be determined by the Members from time to time;
 - (c) that wishes to use the services of the Cooperative; and
 - (d) that has paid or agreed to pay any subscription or other sum due in respect of Cooperative Enterprise Membership

Worker Members

17. Any Worker who has completed such probationary period or qualifying contribution of work, and who meets such further criteria for Worker membership as may be set out in a policy agreed by the Members from time to time, may be admitted to membership of the Cooperative, provided that any such policy is applied equitably to all Worker Members.

18. Upon satisfactory completion of their probation period, other qualifying condition, the Cooperative shall inform the Worker of their right to become a member and shall issue them with an application for membership.
19. In accordance with the Cooperative Principle of voluntary and open membership, whilst the Cooperative shall undertake to encourage its Workers to become Members, membership must be voluntary and as a result cannot be a condition of employment or service contract.

Applications for Membership

20. No natural person shall be admitted into membership of the Cooperative nor shall they be able to act as the nominee of a corporate body which is a Member unless they have attained the age of 16. All those wishing to become a Member must demonstrate that they support the objects of the Cooperative and complete an application for the relevant category of membership which shall include an application for at least one non-Withdrawable share in the Cooperative, in accordance with the Rule titled Share Capital. Such an application form must be approved by the Board and the Board shall consider and, if the application meets the criteria set out in these Rules, approve each bona fide application for membership. The Board may refuse admission to membership only if in the reasonable opinion of the Directors the application for membership is not made in good faith provided that, prior to the refusal, they have given the applicant for membership notice of the reasons for their concern and the opportunity to state why they believe they should be admitted to membership. The Board's ruling on membership applications shall be final and binding and will not carry any right of appeal.
21. A corporate body which is a Member shall, by resolution of its governing body, appoint a representative who may during the continuance of their appointment be entitled to exercise all such rights and powers as the corporate body would exercise if it were a natural person. Each such corporate body Member shall supply notification in Writing to the Cooperative of its choice of representative.

Commitment

22. All Members agree to be bound by these Rules. When acting as Members, they shall act in the interests of the Cooperative, participating in the governance of the Cooperative in order to further its objects.
23. In accordance with the Cooperative Principle of education, training and information, the Cooperative shall provide all Members with information about their role, including opportunities to understand the value of their participation in the Cooperative as an owner in line with the Cooperative Values and Principles.

Termination of Membership

24. A Member shall immediately cease to be a Member of the Cooperative if they:
 - (a) Are no longer eligible for membership.
 - (b) Fail to pay the annual subscription (if any) within three months of it falling due.
 - (c) Fail to hold the minimum shareholding.

- (d) Resign in Writing to the Secretary.
- (e) Transfer their share in breach of these Rules,
- (f) Fail, in the reasonable opinion of the Board, to participate in the Cooperative for a minimum period of 12 months and the Board resolves that they should cease to be a Member.
- (g) Are expelled from membership in accordance with these Rules.
- (h) In the case of a natural person they die or have a trustee in bankruptcy appointed or in the case of a corporate entity is wound up, has an Office Holder appointed or otherwise goes into liquidation.

Expulsion from Membership

25. A Member may only be expelled by a unanimous resolution of the Board (excluding in the case where the Member, or their nominee is also a Director, that Member's vote or participation) after the Member has been provided with at least one month's prior notice in Writing (Expulsion Notice) of the Board Meeting at which their expulsion is to be considered (Expulsion Meeting). The Expulsion Notice may be in such form and include such information as the Board may determine but must:
- (a) be approved by the Board prior to issue;
 - (b) set out the grounds for the proposed expulsion;
 - (c) specify time and place of the Expulsion Meeting or if it is to be held by Electronic Means, then details of the link or other information needed for the Member to attend;
 - (d) include an invitation to the Member to make representations to the meeting whether in person or in Writing or, at the option of the Member and by way of prior notice to the Board, allowing the Member to appoint an individual who may attend on their behalf and represent them (who need not be a Member of the Cooperative); and inviting the Member to make the Board aware of any reasonable adjustments that may need to be made to accommodate the Member's disability. .
26. At an Expulsion Meeting, the Board shall consider the evidence presented in support of expulsion and any arguments made by or on behalf of the Member. If the Member fails to attend the meeting the Board may proceed and make a determination in the Member's absence. Any decision of the Board at the Expulsion Meeting shall be final and binding and without right of Appeal and the expelled Member shall not be eligible to apply for Membership for at least [12] months from the date of such expulsion or such longer period as the Board may at its discretion determine including indefinitely.

Dealing with share capital when membership ends

27. When a Member ceases to be a Member, including when they are expelled from the Cooperative, then the:
- (a) One non-Withdrawable share held by them shall be cancelled and the amount paid up on that share shall become the property of the Cooperative.

- (b) Nominal value of any remaining shares held by the Member as at the Cessation Date shall be paid to the Member unless the right to withdraw shares has been suspended under these Rules, in which case those Rules relating to the suspension of withdrawable shares set out below shall apply.
28. If the right to withdraw shares has been suspended, then the nominal value of any remaining shares shall:
- (a) Be converted into non-voting loan stock upon such terms as may be agreed between the Board and the Member, or in the case of a natural person their personal representative or trustee in bankruptcy, or in the case of a corporate Member their Office Holder, provided that such agreement shall require the repayment of the loan within a period not exceeding three years.

OR

- (b) Subject to compliance with the Act, be surrendered in full to the Cooperative at which point the shares will be cancelled. The surrender must be made in such form as the Board requires.

PROCEEDINGS ON DEATH OR BANKRUPTCY OF A MEMBER

29. In accordance with section 37 of the Act, a Member may nominate one or more Persons to whom property which that Member holds in the Cooperative may be transferred on death. On receiving a satisfactory proof of death of a Member who has made a nomination the Cooperative shall, in accordance with the Act, either transfer or pay the full value of the property comprised in the nomination to the individual or individuals entitled to it.
30. Subject to the rule titled 'Property held by nominees of unincorporated bodies' any property held by a Member who dies which is not dealt with by nomination under the above rule shall be dealt with as follows. On a claim being made by the executor or administrator of the estate of the deceased Member, the Cooperative shall, subject to receiving satisfactory evidence of entitlement, if requested, transfer or pay property to which the executor or administrator has become entitled as that person may direct them. This rule does not prevent the Board from the distribution of a Member's property not exceeding £5,000 on the death of a Member provided that the provisions of section 40 of the Act are complied with.
31. Subject to the rule [35] titled 'Property held by nominees of unincorporated bodies' if a Member becomes bankrupt, or being a corporate body, goes into liquidation, administration or administrative receivership, the Member's property in the Cooperative shall be dealt with as follows. On a claim being made to any property that the Member has in the Cooperative by the Member's trustee in bankruptcy or Office Holder, the Cooperative shall, if requested, and always subject to receiving satisfactory evidence of entitlement, transfer or pay property to which the trustee in bankruptcy or Office Holder has become entitled as that Person may direct.

Property held by nominees of unincorporated bodies

32. Where the Cooperative is notified of the death or bankruptcy of a Member who is a nominee of an unincorporated body, the Cooperative shall hold all the Member's property in the Cooperative on trust for the unincorporated body and shall invite the unincorporated body to make a new nomination (unless the unincorporated body

has previously so notified the Cooperative). On receiving a valid nomination under this rule, the Cooperative shall then (subject to receiving written confirmation from the Person concerned that they are willing to become a nominee Member) transfer the non-Withdrawable share, any further shares, if any, and any other property in the Cooperative held by the deceased or bankrupt nominee to the Person who has been so nominated.

Share Capital

33. The Cooperative shall have two classes of share namely withdrawable shares and non-withdrawable shares and the Cooperative may issue shares in order to raise capital for the Cooperative. Each share shall have the nominal value of £1.
34. The Board may determine the minimum shareholding for each offer of shares, provided that at least one share, issued to a Person on admission to membership, shall be non-Withdrawable. The minimum and maximum shareholding required of a Member shall be defined as such number of fully paid shares as the Board may determine subject to the Act, or as may be required by a particular offer of shares. Shares shall be paid for in full on allotment.
35. The maximum amount of interest in the shares of the Cooperative which may be held by any Member, otherwise than by virtue of the Act, shall not be subject to any limit.
36. A Person may apply for shares in tranches of shares which are smaller in number than the minimum shareholding. Any Person who has applied for shares in this way, but who does not achieve the minimum shareholding within 12 months of their first payment, shall be expelled from membership and the provisions under the Rule entitled "Dealing with share capital when membership ends" shall apply to those shares held by them.
37. The Cooperative may set the terms of any invitation to subscribe to shares. The terms should be clearly laid out in an offer Document and may allot to Members the share or shares for which they have applied, provided that the total number of shares allotted to any Member shall not exceed the maximum shareholding permitted by law.
38. Shares shall only be Transferable:
 - (a) On death or bankruptcy.
 - (b) On a change of nominee(s) (in the case of an unincorporated body) and only to the new nominee(s).
 - (c) If the shares have been issued as Transferable shares in accordance with the rule titled 'Transferable Shares' in these Rules.

Withdrawal of share capital

39. Shares may be withdrawn by Members upon giving three months' notice in Writing to the Board (Withdrawal Notice) setting out the number of shares to be withdrawn and provided that:
 - (a) Where the Board receives a number of overlapping Withdrawal Notices in any period then all withdrawals shall be paid out in the order in which the Withdrawal Notices were received by the Board and where two or more

Withdrawal Notices are received at the same time then in the order of when they became Members starting with the Member who first became a Member or if this should be the same then in the order that the Board alone determines.

- (b) A Member shall not be entitled to withdraw shares which would leave them with less than the minimum shareholding, unless they intend to terminate their membership of the Cooperative.
 - (c) A Withdrawal Notice once given cannot be revoked without the consent of the Board.
 - (d) The Board may waive the notice required for a withdrawal and may direct payment to be made without notice, or on such shorter notice, as they consider fit.
 - (e) The Board may, at their sole discretion and at any time, suspend the right to withdraw either wholly or partially and either indefinitely or for a fixed period. The Board will give notice of such suspension in Writing to the Members and the suspension shall also extend and apply to all Withdrawal Notices which have been received and remain unpaid (whether in whole or in part) at the time the Board suspends the right to withdraw and where suspension is in part then to such of the Withdrawal Notices as the Board alone considers subject only to the order or repayment stated in the Rule above. Where the suspension is for a fixed period, such period may be extended from time to time by the Board.
 - (f) During any period when the right of withdrawal has been suspended under the provision immediately above, the shares of deceased Members may, if the Board agrees, be withdrawn by their personal representatives upon them giving such notice as the Board may inform them is required.
 - (g) The amount to be paid to a Member on withdrawal shall be no greater than the nominal value of the share paid up or credited on the shares to be withdrawn plus any interest declared but unpaid in respect of those shares prior to the date of the Withdrawal Notice, except where the shares are subject to a reduction in their value in accordance with the provisions of these Rules in which case the lesser amount shall be payable.
 - (h) Interest shall be payable on any share in respect of which a Withdrawal Notice has been received by the Cooperative, until the date of repayment.
40. Any share withdrawn in accordance with these Rules shall be cancelled.
41. If the right to withdraw has been suspended, a Member may withdraw from the Cooperative by giving notice in Writing to the Board and the nominal value of any remaining shares held by them, including those that may be the subject of an unsatisfied Withdrawal Notice shall, at the option of the Board, be converted either into non-voting loan stock or surrendered in full to the Cooperative in accordance with these Rules.
42. The Cooperative may deduct such reasonable sum to cover any administrative costs of withdrawal from the monies payable to a Member on the withdrawal of shares in the Cooperative.

Reduction in Share Values

43. If the Cooperative's Auditors (or any independent qualified accountants appointed for this purpose by the Board) certify at any time that the aggregate of the Cooperative's liabilities plus the amount of its issued share capital exceeds its assets, then (unless in the meantime the excess has been removed) the Board may determine that the amount of this excess, or part of it, shall be apportioned among the Members in proportion to (but not beyond) the amount of the nominal value of the shares paid up and held by each Member. This apportionment shall be based on the value of the shares paid up and held by each Member at the close of business on the date of such determination. The value of shares held by each Member shall be reduced accordingly, provided that the value of shares held by any Member shall not be reduced below the minimum shareholding as specified in these Rules.

Lien on Shares and Right of Offset

44. The Cooperative shall have a lien on the shares of a Member for any debt due to it by the Member and may offset any sum standing to the Member's credit with the Cooperative in or towards payment of such debt.

TRANSFERABLE SHARES

45. The Cooperative may issue Transferable Shares with such rights, restrictions and obligations as it may determine. Transferable Shares are non-Withdrawable.
46. Shares may be transferred only in accordance with the provisions of these Rules.
47. A Member can apply to transfer all or some of those shares to another Person using the form specified by the Cooperative.
48. A transfer may not be made to a Person who does not qualify for membership of the Cooperative under these Rules.
49. Any application to transfer shares must:
- (a) Give details of the shares to be transferred.
 - (b) Be signed by the transferor or authorised by the transferor by Electronic Means and approved by the Board.
 - (c) Be signed by the transferee or authorised by the transferee by Electronic Means and approved by the Board to indicate their acceptance of any conditions attached to the shares.
 - (d) Be approved by the Board in their absolute discretion.
50. A record of every transfer shall be made in the register of Members and no transfer shall be valid until such entries are made.

UNTRACED MEMBERS

51. Where the Cooperative has evidence that a Member is no longer at the Address shown in its register of Members then, subject to carrying out the following procedures, the Secretary may treat that membership as ceased. The date

membership ceased shall be noted in the register of Members. The remaining amount standing to the credit of such deceased Member in the share account of the Cooperative, together with any sum of money representing interest or dividend credited to the Member in the records of the Cooperative in respect of their shares, shall be forfeited to the Cooperative and the associated shares cancelled.

52. The procedures to trace a Member are as follows:

- (a) The Secretary shall take all reasonable steps to establish whether there is a forwarding address, and if there is one, to contact the Member at the forwarding address with the information set out below.
- (b) The Secretary shall advertise in all places of business of the Cooperative to which Members have access, or if no such places exist, take steps to publish an advertisement on its website and in the local media giving the following information:
 - (i) Advising that the Cooperative intends to, after a notice period of not less than two calendar months, revise its register of Members to indicate that Members no longer living at their registered address have ceased to be Members of the Cooperative.
 - (ii) Providing contact details to enable any Member to confirm their registered address, or to confirm that they wish to withdraw from membership of the Cooperative.

At the end of the notice period, if those Members have not made contact with the Cooperative to confirm otherwise, the Secretary shall amend the register of Members to show that those memberships have ceased and cancel the associated shares.

GENERAL MEETINGS

53. The Cooperative shall, within six months of the end of the financial year, hold a general meeting of the Members as its annual general meeting and shall specify the meeting as such in the notice calling it.

54. The business of an annual general meeting shall comprise, where appropriate:

- (a) The receipt of the accounts and balance sheet and of the reports of the Board.
- (b) The receipt of the Auditor's report, where the Cooperative has appointed an Auditor.
- (c) The appointment of an Auditor, if required by law.
- (d) The election of the Board or the results of the election if held previously by Ballot.
- (e) The application of profits.
- (f) The transaction of any other business included in the notice convening the meeting.

55. In accordance with the Cooperative Principle of democratic member control, the Cooperative shall ensure that Members are provided with opportunities to participate in the governance of the Cooperative. Clear information about the operations of the business shall be presented to Members enabling them to review the strategic direction of the Cooperative, business planning and management processes and to ensure the Cooperative manages itself in accordance with the Cooperative Values and Principles.

Calling a General Meeting

56. General meetings shall be convened:
- (a) By the Secretary on receipt of clear direction from the Board.
 - (b) Upon a requisition in Writing, delivered to the Secretary at the registered office of the Cooperative, signed by one tenth of the total number of Members, subject to a minimum of three, stating the reason for calling the meeting set out in the requisition.
 - (c) If, in the case of Members requisitioning a meeting, as set out immediately above, six weeks elapse after the requisition is received by the Secretary, the Board do not convene a general meeting, the Members who made the requisition may call a meeting and shall be reimbursed by the Cooperative for any costs incurred in convening such a meeting.

Notices

57. All general meetings shall be convened by giving 14 Clear Days' notice to all Members. Notices of meetings shall either be given to Members personally or sent to them at their Address, including by Electronic Means and may also be displayed conspicuously at the registered office and in all other places of business of the Cooperative to which Members have access. Notices shall indicate the type of meeting to be convened, specify the date, time and place at which the meeting is to be held and the business which is to be transacted at that meeting. A general meeting shall not transact any business other than that specified in the notices calling the meeting.
58. A notice sent to a Member's Address by post shall be deemed to have been duly served 48 hours after it is sent and when sent by Electronic Means at the time of transmission. The accidental omission to send any notice to, or the non-receipt of any notice by, any Person entitled to receive notice shall not invalidate the proceedings at the meeting.
59. If the Cooperative has appointed an Auditor in accordance with these Rules, they shall be entitled to attend general meetings of the Cooperative and to receive all notices of and communications relating to any general meeting which any Member of the Cooperative is entitled to receive. The Auditor shall be entitled to be heard at any meeting on any part of the business of the meeting which is of proper concern to an Auditor.
60. A general meeting may be held at shorter notice if agreed in Writing by 90% of the total membership.

Proceedings at General Meetings

61. If the Cooperative has not appointed a chair, the appointment of a chair for the meeting shall be the first item of business before the meeting can proceed.

Quorum

62. No business shall be transacted at a general meeting unless a quorum of Members is Present. Unless amended by Extraordinary Resolution, a quorum shall be three Members or 10% of the membership, whichever is the greater.

Attendance and Speaking at General Meetings

63. A Member is able to exercise the right to speak at a general meeting and is deemed to be in attendance when that Person is in a position to communicate to all those attending the meeting whether physically or by Electronic Means. The Directors may make whatever arrangements they consider appropriate including whether a general meeting will be held virtually, at a physical location or as a hybrid meeting, to enable those attending to exercise their rights to speak or vote at it, including by Electronic Means. In determining attendance at a general meeting, it is immaterial whether any two or more Members attending are in the same place as each other, provided they are able to communicate with each other and the meeting.
64. The chair of the meeting may permit other Persons who are not Members of the Cooperative to attend and speak at general meetings, without granting any voting rights.

Proxies

65. A proxy may be appointed by a Member to represent them at a general meeting and may speak and vote on behalf of the Member. A proxy need not be a Member.
66. In order to appoint a proxy, the Member should provide a valid appointment, in Writing, to the Board at least two Clear Days prior to the general meeting for which they are appointed. If the requirements in this rule are not met, the appointment shall not be valid and the proxy shall not be entitled to attend or vote at the general meeting.
67. A proxy may not act for more than three Members.
68. Any question as to the validity of a proxy shall be determined by the chair of the relevant general meeting.
69. A proxy shall only act in accordance with the instructions given to them by the appointing Member. If it is reasonably determined by the chair of the relevant general meeting that a proxy is acting outside those instructions, then the chair has the right to prevent the proxy from speaking or voting on the business to which they proxy relates.

Adjournment

70. If a quorum is not Present within half an hour of the time the general meeting was due to commence, or if during a meeting a quorum ceases to be Present, the chair must adjourn the meeting. In the case of a meeting convened by a requisition of Members, the meeting shall be dissolved if a quorum is not achieved within half an hour of the time the general meeting was due to commence.

71. The chair of a general meeting may adjourn the meeting whilst a quorum is Present if:
- (a) The majority of Members Present consent to that adjournment.
 - (b) It appears to the chair that an adjournment is necessary to protect the safety of any Persons attending the meeting or to ensure that the business of the meeting is conducted in an orderly manner.
72. When the chair adjourns the meeting for reasons set out in these Rules they may specify the date, time and place to which it will stand adjourned or delegate the re-convening of the adjourned meeting to the Secretary.
73. If within half an hour of the time the adjourned meeting was due to commence a quorum is not Present, the Members Present shall constitute a quorum. No business shall be transacted at an adjourned meeting other than business which could properly have been transacted at the meeting if the adjournment had not taken place.

Voting

74. In accordance with the Cooperative Principle of democratic Member control, each Member shall have one vote on any question to be decided in general meeting regardless of the number of shares held by them. Except where the Act requires voting to take place in general meeting, the Directors may make whatever arrangements they consider appropriate to enable Members to exercise their rights to vote on any proposed resolutions in advance of a general meeting, which may include postal voting or voting by Electronic Means.
75. A resolution put to the vote at a general meeting shall be decided on a Show of Hands unless a Ballot is demanded in accordance with these Rules. A declaration by the chair that a resolution has, on a Show of Hands, or by Ballot, been carried by the requisite amount needed to pass or lost with an entry to that effect recorded in the minutes of the general meeting, shall be conclusive evidence of the result. Proportions or numbers of votes in favour for or against need not be recorded.
76. In the case of an equality of votes, whether on a Show of Hands or a Ballot, the chair shall not have a second or casting vote and the resolution shall be deemed to have been lost.

Ballot

77. A Ballot on a resolution may be demanded, before or on the declaration of the result of the Show of Hands, by three Members at a general meeting.
78. If a Ballot is duly demanded it shall be taken at such a time during the meeting in such a manner as the chair directs and shall not prevent the remaining business of the meeting from being transacted.
79. No Member shall have more than one vote on a Ballot and the result of the Ballot shall be deemed to be the resolution of the meeting at which the Ballot was demanded. The demand for a Ballot may be withdrawn.

Resolutions

80. The stipulations set out in the following Rules on resolutions are subject to any higher requirements as set out in the Act.
81. Decisions at general meetings shall be made by passing resolutions. An Ordinary Resolution may be passed unless an Extraordinary Resolution or a Special Resolution is required under those circumstances set out below:
- (a) The following decisions must be made by Extraordinary Resolution:
 - (i) Decisions to dispose of assets of the Cooperative equivalent in value to one-third or more of the Cooperative's net assets on its last published balance sheet, as detailed in these Rules.
 - (ii) Any amendment to the Cooperative's Rules, provided that any such amendments are compliant with the Act.
 - (iii) The decision to wind up the Cooperative.
 - (b) The following decisions must be made by Special Resolution and must be passed in accordance with the requirements for passing a Special Resolution in the relevant section of the Act:
 - (i) A decision to amalgamate or transfer engagements between societies.
 - (ii) A decision to convert the Cooperative into a company, amalgamate with or to transfer its engagements to a company.
 - (iii) Ratifying an action by the Board that was found to be outside the capacity of the Cooperative and relieving any Director of liability incurred, if any, as a result of this action.
 - (c) Decisions not required to be made by Extraordinary Resolutions or Special Resolution shall be made by Ordinary Resolution.

Decisions to be made by Special Resolution

82. A special resolution is one passed by Members in accordance with the following sections of the Act, sections 43 and 44 (Capacity of a society and relationship with its rules), sections 109-114 (Amalgamations and transfers of engagements between societies and Conversion of society into company etc), sections 119(3)(b) and 120 (Dissolution of society by an instrument of dissolution), and the Insolvency Act 1986 sections 84-86 (Resolutions for, and commencement of, voluntary winding up).
83. An Extraordinary or Ordinary Resolution may be passed as a written resolution. A written resolution may consist of several identical Documents signed, including by Electronic Means, by one or more Members. Special Resolutions may not be passed as a written resolution but for the avoidance of doubt this does not prohibit the holding of any general meeting by Electronic Means.

ELECTED DIRECTORS

84. The Cooperative shall have a Board of Directors comprising not fewer than three Directors, who shall be elected in accordance with election procedures, approved from time to time by the Board, based on merit and objective criteria.
85. The initial Directors of the Cooperative, from registration until the first annual general meeting, shall be appointed by the Founder Members.
86. Only Members of the Cooperative who are aged 18 years or more may serve on the Board of Directors.
87. The Board of Directors shall be elected by and from the Cooperative's Members. The number of elected Directors serving on the Board shall be six, or as determined by a general meeting of the Cooperative from time to time.
88. Only candidates nominated by Cooperative Enterprise Members may stand for elected Directorships.

Retirement Cycle

89. At the first annual general meeting all Directors shall stand down. At every subsequent annual general meeting one third of the elected Directors, or if their number is not a multiple of three then the number nearest to one third, shall retire from office. The elected Directors to retire shall be the Directors who have been longest in office since their last election. Where Directors have held office for the same amount of time the Directors to retire shall be decided by lot. A retiring Director shall be eligible for re-election.

APPOINTED DIRECTORS

90. The Board of Directors may appoint:
 - a) one person from the Worker Member category, who shall be called the Executive Director;
 - b) one Director who need not be a Member and is selected for their particular skills and/or experience;

provided that at all times the number of appointed Directors shall not exceed one quarter of the total places on the Board. Members shall be asked to ratify such appointments at the next general meeting following such appointments.

91. Appointed Directors shall serve a fixed period determined by the Board of Directors at the time of the appointment subject to a review at least every 12 months. Members must re-affirm each appointed Director appointment every three years. Appointed directors may be removed from office at any time by a resolution of the Board.

Co-option for Casual Vacancies

92. The Board of Directors may at any time fill a Casual Vacancy on the Board by co-option. Co-opted individuals must be Members of the Cooperative and will hold office as Director only until the next annual general meeting. Being co-opted to fill a

casual vacancy shall not prevent a Member from standing for election to the Board provided that they are eligible and able to do so.

Board Education and Training

93. In accordance with the Cooperative Principle of education, training and information, Directors must agree to undertake training during their term of office as deemed appropriate by the Cooperative. This training will include information on the roles and responsibilities of being a Director of a society which is also a cooperative.
94. The Board will prepare, approve and enforce a code of conduct for Directors that sets out expected behaviours and conduct. The code of conduct for Directors will include commitments to training and ongoing professional development where needed, in order that the Board is competent to fulfil its role. All Directors will be required to sign an acceptance of the code of conduct for Directors on taking office, or as soon as practicable afterwards.

Powers and Duties of the Board of Directors

95. The business of the Cooperative shall be managed by the Board, which shall exercise all the powers of the Cooperative except those powers that are required by the Act or under these Rules to be exercised by the Members.
96. The Board is accountable to its membership, preserving value and impact for its membership and the long term success of the business of the Cooperative.
97. The Board has the following responsibilities:
 - (a) To ensure that the Cooperative's affairs are conducted in accordance with these Rules, the best interests of the Cooperative and its Members, the views of its Members and wider stakeholders and in accordance with the Cooperative Values and Principles;
 - (b) To determine the purpose, strategy culture, values and policy of the Cooperative in consultation with the Officers and its Members;
 - (c) To determine the risk strategy of the Cooperative and ensure that risk management is addressed;
98. To oversee the work of the Officers in the day-to-day management of the business of the Cooperative.
99. In exercising its powers, particularly in relation to procurement, the Board shall endeavour to set and be guided by policies that encourage the procurement of goods and services from cooperatives, with a view to fostering the Cooperative Principle of co-operation among cooperatives.
100. All decisions made by a Board Meeting or by any Person acting as a Director shall remain valid, even if it is later discovered that there was some defect in the calling of the meeting; the Director's appointment; or that the individual had previously been disqualified from acting as a Director.
101. No Regulations made by the Cooperative in general meeting shall invalidate any prior act of the Board which would have been valid had those terms not been made.

Delegation

102. Subject to these Rules, the Directors may delegate any of the powers which are conferred on them under these Rules to any Person or committee, which may consist of Members of the Cooperative and such other Person as the Board may choose, by such means, to such an extent, in relation to such matters and on such terms and conditions as they think fit.
103. The Directors may specify that any such delegation may authorise further delegation of the powers by any Person to whom they are delegated. No Person or committee to whom the Directors have delegated powers can incur expenditure on behalf of the Cooperative, unless the Board has previously approved a budget for the relevant expenditure.
104. The Directors may revoke any delegation in whole or in part or alter any terms and conditions.

Sub-Committees

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

PROCEEDINGS OF THE BOARD OF DIRECTORS

Calling a Meeting of the Board of Directors

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

Proceedings of a Meeting of the Board of Directors

109. The Board of Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit.
110. A Director is able to exercise the right to speak at a meeting of the Board of Directors and is deemed to be in attendance when that Person is in a position to communicate to all those attending the meeting. The Directors may make whatever arrangements they consider appropriate to enable those attending a meeting of the Board of Directors to exercise their rights to speak or vote at it, including by Electronic Means. In determining attendance at a meeting of the Board of Directors, it is immaterial whether any two or more Directors attending are in the same place as each other.

111. Questions arising at any meetings of the Board shall be decided by a majority of votes. In the case of an equality of votes the chair shall not have a casting vote and the vote shall be lost.
112. A written resolution, circulated to all Directors and signed, including by Electronic Means, by a simple majority of Directors, shall be valid and effective as if it had been passed at a Board Meeting duly convened and held. A written resolution may consist of several identical Documents signed by one or more Directors.
113. The Board of Directors may, at its discretion and by simple majority, invite other Persons to attend its meetings with or without speaking rights and without voting rights. Such attendees will not count toward the quorum.

Quorum

114. The quorum necessary for the transaction of business at a meeting of the Board of Directors shall be 50% of the elected Directors or three elected Directors, including those not Present in Person, whichever is the greater and subject to the number of elected Directors then present being greater than the number of appointed Directors.
115. If at any time the total number of elected Directors in office is less than the quorum required, the Directors must not make any decisions other than to all a general meeting so as to enable the Members to elect additional Directors.

Chairing Board Meetings

116. The chair shall facilitate meetings of the Board of Directors. If they are absent or unwilling to act at the time any meeting proceeds to business then the Directors Present shall choose one of their number to be the chair for that meeting.

Declaration of Interest

117. A Director shall declare an interest in any contract or matter in which they have, or a Connected Person has, a personal, material or financial interest, whether directly or indirectly, and shall not vote in respect of such contract or matter, provided that nothing shall prevent a Director from voting on a resolution concerning the payment of interest on shares of the Cooperative, if applicable, or where that Director is a Member and will benefit only in the same way as all the other Members holding shares.

Authorising Conflicts of Interest

118. If a conflict of interest arises for a Director because of a duty of loyalty owed to another Person (and for the purposes of this rule only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a Director or to a Connected Person), the unconflicted Directors may authorise such a conflict of interest where the following conditions apply:
 - (a) The conflicted Director is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other Person.
 - (b) The conflicted Director does not vote on any such matter and is not counted when considering whether a quorum of Directors is Present at the meeting; and

- (c) The unconflicted Directors consider it is in the best interests of the Cooperative to authorise the conflict of interest in the circumstances applying.

Suspension of a Director

119. If the chair receives a complaint in Writing identifying the complainant and alleging conduct by a Director that in the chair's reasonable opinion is detrimental to the interests of the Cooperative, and suggests that there is, based on the evidence, a case for the complaint to be investigated in accordance with the provisions of this rule, the chair, in conjunction with the Secretary, may suspend the Director concerned.
120. Conduct detrimental to the interests of the Cooperative includes (but is not limited to) any breach of a Director's obligations as set out in the code of conduct adopted by the Cooperative, if any.
121. Where the chair is absent or unable or unwilling to act in relation to the complaint, or the complaint is about the chair, then the other Directors, in conjunction with the Secretary, may exercise the power to suspend the chair or a Director under the previous rule in the same circumstances as the chair.
122. The Director whose conduct is complained of must at the earliest opportunity be notified in Writing, either by the Secretary or by the chair or the other Directors of the complaint and of any suspension exercised under the Rules which will be effective from the date of the notice. During the period of any suspension the Director must not:
 - (a) participate in a Board Meeting or any other Cooperative meeting;
 - (b) authorise or incur expenditure on behalf of the Cooperative;
 - (c) make use of any property belonging to or in use by the Cooperative in their capacity as a Director;
 - (d) actively hold themselves out as a Director of the Cooperative; or
 - (e) seek to commit the Cooperative to any obligation.
123. On receipt of a complaint under the Rules the chair, Secretary or Directors concerned must immediately refer the matter for a fair process of investigation, which may be carried out by a panel established for the purpose, an independent Person or Persons, or such other body as the chair, Secretary or Directors acting reasonably shall appoint, including under such procedure for dealing with complaints as the Board may from time to time approve.
124. The Board shall seek to adopt supporting guidance for the process of suspension of a Director which will include consideration of when it may be appropriate for the Board to ratify the decision to suspend.
125. Where a Director resigns at any point following a complaint having been made against them but before the final conclusions of any investigation then that Director may not stand for election, become an appointed Director or fill a Casual Vacancy until such time as they are cleared by that investigation and if found guilty, or such investigation is unable to proceed because of such resignation, they may not stand again for election nor shall they be eligible for appointment or to fill a Casual Vacancy unless the determination of the investigation is that following the imposition of any sanction

and/or training the Director in question may stand for election, be appointed or fill a Casual Vacancy.

Expenses

126. The Cooperative may pay any reasonable expenses which the Directors properly incur in connection with their attendance at meetings or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Cooperative so long as such expenses claims are incurred and submitted in accordance with the Cooperative's expenses policy (if any) in place from time to time.

Eligibility to serve on the Board

127. No one can become a Director, and a serving Director ceases to be eligible to serve, if:
- (a) That Person is disqualified by law from acting as a Director.
 - (b) Following an investigation, that Person is removed from the Board for conduct detrimental to the interests of the Cooperative by a resolution of the Board, passed by 75% of the Directors Present, including those not Present in Person, excluding the Director whose removal is proposed at a Board Meeting at which reasonable notice of the purpose of the meeting has been provided to all Directors.
 - (c) That Person ceases to be a Member of the Cooperative (unless they are an appointed Director).
 - (d) That Person is disqualified from acting as a trustee by virtue of sections 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of that Act).
 - (e) That Person is an undischarged bankrupt.
 - (f) In the written opinion, given to the Cooperative, of a registered medical practitioner treating that Person, the Person concerned has become physically or mentally incapable of acting as a Director and may remain so for more than three months.
 - (g) It would result in that Person serving concurrently with a Connected Person.

OFFICERS

128. The Board shall appoint from among their own number such Officers, which may include a chair, as they may from time to time decide. These Officers shall have such duties and rights as may be bestowed on them by the Board or by law. Any Officer appointed may be removed by the Board. A serving Officer who is not re-elected to the Board at the annual general meeting shall nevertheless continue in office until the first Board Meeting following the annual general meeting.

SECRETARY

129. The Board of the Cooperative shall appoint a Secretary on such term and at such remuneration and upon such conditions as they think fit. Any Secretary so appointed by the Board may be removed by the Board.
130. After the first General Meeting, the position of Secretary shall not be held by the person who concurrently holds the office of Executive Director, or principal officer (if any) of the Cooperative.

DISPUTES AND ARBITRATION

131. Any disputes or questions arising out of, or in connection with these Rules including any question regarding their existence, validity or termination, or the legal relationships established by these Rules shall be referred to mediation by a mediator agreed by the parties. If the parties are unable to agree on a mediator then either party may apply to the Secretary of Cooperatives UK or any role or body that succeeds to its function to appoint a mediator. The parties shall attempt to settle the dispute through the mediation process. If within 28 days of the mediator being appointed the dispute has not been settled, then either party may refer the dispute to a single arbitrator in accordance with the Arbitration Act 1950. The identity of the Arbitrator shall be such as may be unanimously agreed by the Members or in the absence of agreement to be nominated by the Secretary of Cooperatives UK (or any role or body that succeeds to its function). The decision of such an arbitrator shall be binding. In the event that a dispute cannot, for whatever reason, be concluded by reference to an arbitrator, the matter may be referred to the county court (or in Scotland, to the sheriff). Any Person bringing a dispute must, if so required, deposit with the Cooperative a reasonable sum (not exceeding £100) to be determined by the Board. The arbitrator will decide how the costs of the arbitration will be paid and what should be done with the deposit.

REGULATIONS

132. The Cooperative in a general meeting, or the Board of Directors, may from time to time make, adopt and amend such Regulations in the form of bye-laws, standing orders, secondary rules or otherwise as they think fit for the management, conduct and regulation of the affairs of the Cooperative and the proceedings and powers of the Board of Directors and sub-committees. Such Regulations (if any) shall be made available to all Members. No Regulations shall be made which are inconsistent with these Rules or the Act. All Members of the Cooperative and the Board of Directors shall be bound by such Regulations whether or not they have received a copy of them.

PAYMENT OF INTEREST ON SHARE CAPITAL

133. The Cooperative may pay to Members interest on share capital at such rate or rates as determined by the Board from time to time, but not exceeding in any case 5% per annum or 3% above The Bank of England base rate, whichever is the greater. Different rates may be paid, graduated according to the amount of share capital in the Cooperative held by a Member, or on the basis of other terms and conditions applying to Withdrawable shares. In this rule "The Bank of England base rate" means The Bank of England base rate at the time of determining the rate of interest or at such time within two years prior to the date of such determination as the Board decides. Any such payment to Members may only be made where the Cooperative can reasonably afford to do so, having taken into account other liabilities and any contribution to the Cooperative's reserves.

134. Interest on share capital is a cost of capital and should not be paid out of profit. The Board's decision as to whether interest shall or shall not be payable on share capital and if payable, the interest rate shall be set and declared in advance of the period for which it is intended to be paid and before any profit is determined.

LIABILITY OF MEMBERS

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

NOT FOR PROFIT

136. Any profits of the Cooperative shall not be applied to paying dividends to Members, but shall only be applied, in such amount and proportion as the Members may decide, to:
- a) a general reserve for the continuation and development of the Cooperative, or
 - b) making payment for social, cooperative or community purposes.

AMALGAMATION WITH & TRANSFER OF ENGAGEMENTS TO AND FROM A SOCIETY

137. If the Board is considering a transfer of engagements to, or amalgamation with, another cooperative it must satisfy itself that Members' interests are safeguarded during negotiations. It must provide Members with all of the information they need to make an informed choice as to whether or not to approve the transfer.
138. If the Board is considering the acceptance of a transfer of engagements from, or amalgamation with, another cooperative, and where this transaction is equivalent in value to one-third or more of the accepting cooperative's net assets on its last published balance sheet, it must be mindful of the interests of Members and should consult and provide them with all of the information they need to express an informed preference as to whether or not the transfer should be approved.
139. The Cooperative may, by Special Resolution passed in a way required by section 111 of the Act, amalgamate with, or transfer its engagements to another Cooperative. Only Members as defined by these Rules may vote on a Special Resolution. The Cooperative may also accept a transfer of engagements and assets by a resolution of the Board or by Ordinary Resolution at a general meeting.

AMALGAMATION, TRANSFER OF ENGAGEMENTS AND CONVERSION TO A COMPANY

140. The Cooperative may, by a Special Resolution passed in a way required by section 113 of the Act, amalgamate with, or transfer its engagements to, or convert to a company. Only Members as defined by these Rules may vote on a special resolution. In relation to calling a general meeting for the purpose of such resolution, the following provisions shall apply:
- (a) The Cooperative shall give to Members not less than two months' notice of the meeting.

- (b) Notice of the meeting shall, in addition to be issued to Members, be posted in a prominent place at the registered office and at all business premises of the Cooperative to which Members have access.
- (c) The notice shall be accompanied by a separate statement setting out for Members:
 - (i) The reasons for the proposal.
 - (ii) Whether the proposal has the support of the Board of the Cooperative.
 - (iii) What alternative proposals have been considered, and whether they are viable.
 - (iv) Details of the number of shares in the Cooperative held by Members of the Board, and Persons connected with them.
 - (v) A recommendation by reputable independent financial advisors setting out in clear detail their assessment of the proposal and how that compares to any alternative proposal.
- (d) Where the separate statement is contained in another Document, information shall be provided in the notice specifying where Members can obtain a copy of the Document.

DISSOLUTION

141. The Cooperative may be dissolved:

- (a) In accordance with section 119 of the Act, by an instrument of dissolution.
- (b) In accordance with section 123 of the Act, in pursuance of a winding up order or by a resolution made or passed as directed in regard to companies by the Insolvency Act 1986.
- (c) In accordance with section 125 of the Act, after administration an administrator issues a notice to dissolve the Cooperative without prior winding-up.

COMMON OWNERSHIP

142. The Cooperative is a common ownership enterprise. If, on the winding up or dissolution of the Cooperative, any of its assets remain to be disposed of after its liabilities are satisfied, these assets shall not be distributed among the Members, but shall be transferred to some other common ownership cooperative(s), or to Cooperatives UK (or any body that succeeds to its function). If such residual assets cannot be distributed in this manner they shall be transferred to some other organisation(s) whose purpose is to promote and support the cooperative movement and common ownership enterprises.

ADMINISTRATIVE ARRANGEMENTS

Means of Communication

143. For the purpose of serving notices and Documents upon to Members under these Rules or under the Act, the Cooperative may communicate with a Member electronically by Electronic Means where a Member has provided an Address for electronic communication with them to the Cooperative for any purpose and shall be deemed to have the consent of the Member to do so unless the Member concerned withdraws that consent by notice in Writing to the Cooperative.
144. A notice sent to a Director's Address shall be deemed to have been duly served 48 hours after its posting. A Director may agree with the Cooperative that notices or Documents sent to them in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

Seal

145. If the Cooperative has a seal, it shall only be used by the authority of the Board of Directors acting on behalf of the Cooperative. Every instrument to which the seal shall be attached shall be signed by a Director and countersigned by a second Director or the Secretary. The Board may in the alternative authorise the execution of deeds in any other way permitted by law.

Registers

146. The Board of Directors shall ensure accurate registers are maintained which shall include a register of Members, a register of Directors and a register of Officers.

Register of Members

147. The Board shall ensure that the register is maintained in accordance with the Act and that the particulars required by the Act are available for inspection and accessible without the need to disclose other particulars contained in the register.
148. The register of Members shall set out the category of Member and the number and type of shares held by each Member.

Register of Directors and Officers

149. The Cooperative shall maintain a register of Directors and Officers which shall include the following particulars:
- (a) Name of the Director and/or Officer.
 - (b) Address of the Director and/or Officer.
 - (c) The date on which they assumed office.
 - (d) The date on which they vacated office.
 - (e) The position held by a Director if they are also an Officer and the date on which the Director assumed and vacated their Officer position.

Amendments to Rules

150. Provided that requirements of the Act and these Rules are complied with, any of these Rules may be rescinded or amended or a new rule made by an Extraordinary Resolution at a general meeting of which 14 Clear Days' notice has been given, such notice to include details of the change(s) to be proposed at that meeting. No amendment of Rules is valid until registered by the Registrar. When submitting the rule amendments for registration the Secretary may at their sole discretion accept any alterations required or suggested by the Registrar without reference back to a further general meeting of the Cooperative.

Copies of the Cooperative's Rules

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

Minutes

152. The Cooperative shall ensure that minutes are kept of all:
- (a) Proceedings at general meetings of the Cooperative.
 - (b) Proceedings at meetings of the Board of Directors and its sub-committees.
153. Minutes shall record the names of those Present at general meetings and Present at Board Meetings and the decisions made. The minutes shall be confirmed as an accurate record by a signature of the chair of the relevant meeting.

Annual Return

154. Every year and within the period prescribed by the Act, the Secretary shall send the annual return in the prescribed form to the Registrar. The annual return shall be accompanied by:
- (a) A copy of the Auditor's report on the Cooperative's accounts for the period covered by the annual return or a copy of such other report (if any) as is required by statute for such a period.
 - (b) A copy of each balance sheet made during that period and report of the Auditor or other appropriate Person as required by statute on that balance sheet.
155. The Cooperative shall on demand supply free of charge to any Member or any person with an interest in the funds of the Cooperative a copy of the latest annual return together with a copy of the Auditor's report (if any) on the accounts and balance sheet contained in the annual return and the Auditor's report (if any).
156. The Cooperative shall at all times keep a copy of the latest balance sheet of the Cooperative together with a copy of the corresponding Auditor's report displayed in a conspicuous place at the registered office and on the Cooperative's website (if any).

Accounts

157. In each year of account, the Board shall ensure that:
- (a) A revenue account(s) is prepared, which separately, or together, deal with the affairs of the Cooperative as a whole for that year and which give a true and fair view of the income and expenditure of the Cooperative for that year.
 - (b) A balance sheet is prepared giving a true and fair view as to the state of the affairs of the Cooperative.
 - (c) The Cooperative adopts and conforms to the relevant accounting standards applicable to the Cooperative. Any variation shall be reported clearly to the Members in the Cooperative's annual report.
158. The Board shall, if it thinks fit, prepare a revenue account(s) for less than one year of account and a balance sheet at the end of the period covered by such revenue account(s).
159. Every revenue account and balance sheet presented to the annual general meeting shall be accompanied by a report of the Board on the state of the Cooperative's affairs.
160. If the Cooperative is required to have its accounts audited, any financial statements shall be reviewed by the Auditor and any revenue account(s) or balance sheet shall be audited by the Cooperative's Auditor and an Auditor's report produced, prior to publication.

Audit

161. The Cooperative shall, unless it meets the requirements under subsection 83(2) or section 84 of the Act, appoint an Auditor to act for each financial year to audit the Cooperative's accounts and balance sheet. If the Cooperative is newly registered and does not have a previous financial year, but nonetheless does satisfy the requirements of s83(2) or section 84, then the Cooperative may also disapply the audit requirement.
162. An Auditor for the preceding financial year shall be re-appointed as Auditor of the Cooperative for the current financial year unless any of the exceptions set out in section 93 of the Act apply.
163. Any Ordinary Resolution of a general meeting of the Cooperative, either to remove an Auditor from office or to appoint another Person as Auditor, shall not be effective unless notice of the proposed resolution has been served by the Board to the Cooperative at least 28 days prior to the meeting at which the resolution is to be considered. The notice must then be served in Writing upon the Auditor as soon as possible. At least 14 days' notice of such resolution must then be given to Members of the Cooperative in the manner prescribed in these Rules.
164. The following Persons shall not be appointed as Auditor of the Cooperative:
- (a) An Officer or Employee of the Cooperative.
 - (b) A Person who is a partner or employee of, or who employs, an Officer of the Cooperative.

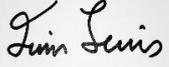
165. The Board may appoint an Auditor to fill a casual vacancy occurring between general meetings.

Social Accounting and Reporting

166. In addition to any financial accounts required by the Act, the Cooperative may undertake a review of its activities in order to understand and demonstrate to Members and stakeholders how its activities demonstrate the benefits and purpose of co-operating and how this 'co-operative difference' provides an impact to Members and other stakeholders.

Indemnity and Insurance

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

Signatures of Founder Members	Full Names of Founder Members in BLOCK CAPITALS (no initials)
1. 	CATHERINE MULLER
2. 	Daniel Paul Holden
3. 	Deborah Clarke
4. 	Finn Elliott Ryan Lewis
5. 	John Atherton
6. 	Jonathan Christopher Gordon-Farleigh
7. 	Emma Leigh Galletly
8. 	Siôn Whellens
9. 	Stephen Russell Gill
10. 	Ross Hodgson
Signature of Secretary	Full Name of Secretary in BLOCK CAPITALS (no initials)
1. 	John Atherton

- Accepted as a model by the Financial Conduct Authority 2022 v.1 -

New Registration - Co-Operative Society form

Society Name:

Society Num:

Use this form to register a co-operative society under the Co-operative and Community Benefit Societies Act 2014 ('the Act').

Use this form for either a new registration of a co-operative society, or for a conversion to a co-operative society from either a company or society registered under the Friendly Societies Act 1974.

To register a society we need:

- this completed form
- one signed copy of the society's rules (or two copies where not submitting electronically)

This form, including any details provided on the form, will be made available to the public through the Mutuals Public Register. Before you start completing this form you may find it helpful to read Chapter 4 of our guidance on our registration function under the Co-operative and Community Benefit Societies Act 2014:

<https://www.fca.org.uk/publication/finalised-guidance/fg15-12.pdf>

2.1 What are you applying to do?

- Register a new co-operative society
- Convert a company to a co-operative society
- Convert a friendly society into a co-operative society

2.2 Who should we contact about this application?

Name	<input type="text" value="Dane Pollard"/>
Position	<input type="text" value="Co-operative Governance Advisor"/>
Postal Address	<input type="text" value="Holyoake House"/> <input type="text" value="Hanover Street"/>
Town	<input type="text" value="Manchester"/>
County	<input type="text"/>
Postcode	<input type="text" value="M60 0AS"/>
Phone	<input type="text" value="01612141772"/>
Email	<input type="text" value="advice@uk.coop"/>

3.1 What will be the registered name of the society?

(This must be exactly as it appears on the society's proposed rules). Please see page 24 of our guidance for further guidance on society names.

Society name	<input type="text" value="workers.coop Limited"/>
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All societies must be carrying out an industry, business or trade. Here we are looking to gain a practical understanding of what that is for your society.

3.2 What is the business of the society?

For example, will you be providing housing, manufacturing goods, developing IT systems etc.

Providing membership services to worker cooperatives

3.3 What Standard Industrial Classification code best describes the society's main business?

Where more than one code applies, please select the code that you feel best describes the society's main business activity. Here is a [full list of Standard Industrial Classification Codes](#).

94110

We need to be satisfied that the society is a bona fide co-operative society. Chapter 4 of our guidance provides more information about how we approach this. We generally consider something to be a bona fide co-operative where it 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.

3.4 Please describe the members' common economic, social and cultural needs and aspirations.

In answering this question, please make sure it is clear what needs and aspirations members have in common.

The members are worker cooperatives that wish to federate in order to promote the worker co-operative system to new groups and generations of workers; to defend and advance the interests of worker cooperatives; and to provide decent work to its worker members.

3.5 How will the society's business meet those needs and aspirations?

You have described the society's business answer to question 3.3, and in question 3.4 you have described the common needs and aspirations of members. Please now describe how that business meets those common needs and aspirations.

The co-op will provide business networking, training, policy influencing and public communications services to its enterprise members, and provide decent work to its worker members. Both types of members will be involved in decisions about the business of the co-op.

3.6 How will members democratically control the society?

For example, will the members elect a board at an annual general meeting; will all members collectively run the society.

The members will elect a board at an annual general meeting, and participate in the day-to-day work and practical governance of the society.

3.7 What will the society do with any surplus or profit?

For instance, will you pay a dividend to members (and if so, on what basis); will money be reinvested in the business; put into reserves; used for some other purpose?

Any profits of the Cooperative shall not be applied to paying dividends to Members, but shall only be applied, in such amount and proportion as the Members may decide, to:

- a) a general reserve for the continuation and development of the Cooperative, or
- b) making payment for social, cooperative or community purposes

In order to satisfy ourselves that the society is a bona fide co-operative, we need to understand the society's relationships with other key stakeholders.

3.8 Please state any close links which any of the founding members or directors has, or intends to have, with any society, company or authority.

'Close links' includes any directorships or senior positions held by directors or founding members of the society in other organisations.

Catherine Muller - Director of Co-operatives UK
Deborah Clarke and Daniel Holden - Directors of Unicorn Grocery
Jonathan Gordon-Farleigh - Director of Sir to Action
Leigh Galletly - Director of Green City Wholefoods
Ross Hodgson - Director of Triangle Wholefoods (Suma), Co-operatives UK
Sion Whellens - Director of Calverts North Star Press Limited, Partner in Principle Six LLP
Stephen Gill - Director of VME Co-operative

3.9 On what date do you want the society's financial year to end

This is the date the society's financial year will end, every year after the society is registered. If you have a preference (e.g. 31 March) please specify that here. If you do not select a date the society will be given the anniversary of the last day of the month it was registered in.

31

Dec

4.1 If you have used a sponsoring body to submit this application please include their details here.

Name of sponsoring body

Co-operatives UK

Name of model rules

Co-operative Consortium

Name of person who approved use of the model

Dane Pollard

Date permission for use of the model was given

05/10/2022

The Act requires rules of societies to make provision for all of the matters listed below. If you have not made provision for all of the matters listed below we will not be able to register your society.

4.2 Please complete this table

Provision required by the Act	Number of the rule(s) covering this E.g. '2.3-2.7'
The society's name	1
The objects of the society	5
Place of the society's registered office, to which all communications and notices may be addressed	2

The terms of admission of the members, including any society or company investing funds in the society under the provisions of the Act	14-23
The method of holding meetings, the scale and right of voting, and the method of making, altering or rescinding rules	53-83, 150
The appointment and removal of a committee (by whatever name) and of managers or other officers and their respective powers and remuneration	84-132
The maximum amount of the interest in the shares of the society which may be held by any member otherwise than by virtue of section 24(2) of the Act	33-37, 133
Whether the society may contract loans or receive moneys on deposit subject to the provisions of this Act from members or others, and if so under what conditions, under what security, and to what limits of amount	7-11
Whether any or all shares are transferable, and provision for the form of transfer and registration of shares, and for the consent of the committee to transfer or registration Whether any or all shares are withdrawable, and provision for the method of withdrawal and for payment of the balance due on them on withdrawing from the society	38-52
Provision for the audit of accounts in accordance with Part 7 of the Act	161-165
Whether members may withdraw from the society and if so how, and provision for the claims of the representatives of deceased members and of the trustees of the property of bankrupt members (or, in Scotland, members whose estates have been sequestrated), and for the payment of nominees	24-32
The way in which the society's profits are to be applied	136
If the society is to have a common seal, provision for its custody and use	145

Whether any part of the society's funds may be invested, and if so by what authority and in what way

13

6.1 Please provide the details of the secretary below.

All societies must have someone fulfilling the role of secretary.

Name	John Atherton	
Month Year of Birth	Jun	1981
Date	04/10/2022	

6.2 Please provide the details of 3 members below.

Name	John Atherton	
Month Year of Birth	Jun	1981
Date	04/10/2022	

Name	Catherine Muller	
Month Year of Birth	Mar	1973
Date	04/10/2022	

Name	Deborah Clarke	
Month Year of Birth	Aug	1981
Date	04/10/2022	

Members Signature

This [members signature form](#) must be signed by all members and included with your submission

6.3 Societies are within the scope of the Company Director Disqualification Act 1986 (CDDA). Please confirm that no proposed director is disqualified under that Act:

No proposed director is disqualified

7.1 Please complete the submission checklist below.

The society's rules signed by three members and the secretary

- Two copies attached - submitting by post
- One copy attached - submitting by email

Marked-up copy of rules showing what changes the society is making to the model rules

- One copy attached
- Not attached - not using model rules
- Not attached - using model rules with no changes

Special resolution to convert the company to a society, including the following information:

- Company name & number**
- Date the resolution was passed**
- Names of three members appointed to sign the society's rules and to either: accept alterations to the rules made by the FCA without further consulting the company; or consult the company about any such alterations**

- Three copies attached - submitting by post
- One copy attached - submitting by email
- Not attached - not a company converting to a society

Please indicate below which fee is applicable to you

- £40 - using model rules with no changes
- £120 - using model rules with 1-6 changes
- £250 - using model rules with 7-10 changes
- £950 - using model rules with 11 or more changes
- £950 - not using model rules
- No fee - Friendly society converting to a society

Please select how fee will be sent

Cheque for registration fee made payable to the Financial Conduct Authority

- Cheque attached - submitting this form by post
- Cheque posted separately - submitting this form by email
- No fee - Friendly society converting to a society

workers.coop - Founder members senior positions

Debbie Clarke

Unicorn Grocery Ltd - Director
The Kindling Trust Ltd – Director

Jonathan Gordon Farleigh

Stir to Action Ltd – Director
New Economy Centre Ltd – Director

Siôn Whellens

Calverts North Star Press Ltd – Member of the Management Committee
Principle Six LLP – Partner
CECOP (European Federation of Cooperatives in Industry and Services) – Board Member
CICOPA (World Federation of Cooperatives in Industry and Services) - Board Member

Leigh Galletly

Scottish Wholefoods Collective Warehouse Ltd – Director

Dan Holden

Unicorn Grocery Ltd – Director
Industrial Common Ownership Finance Ltd - Director
Industrial Common Ownership Fund plc – Director

Stephen Gill

VME Coop Limited – Director
VME Retail Systems Ltd – Director
VME Trustees Limited – Director
Coop Exchange Ltd – Director
Kandaroo Ltd – Director
SGRC No.1 Ltd - Director

Cath Muller

Permafuture Agroecology Ltd - Director
Footprint Workers Co-operative Ltd - Director
Cornerstone Housing Co-operative Ltd - Director
Bread Club Ltd - Director
Co-operatives UK Limited - Director
Platform 6 Development Co-op Ltd - Director
A Commune in the North Ltd - Director
Knott Wood Coppicers Ltd – Director

Ross Hodgson

Co-operatives UK Limited – Director
Triangle Wholefoods Collective Limited – Director

Finn Lewis

Open Code Ltd - Director

Section 6 – Member details

6.1 Please provide the details of the secretary below. All societies must have someone fulfilling the role of secretary.

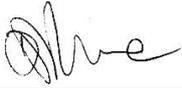
Name	John Atherton
Month of birth	June
Year of birth	1981
Signature	
Date	04/10/22

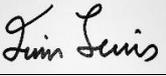
6.2 Please provide the details of 3 members below.

Name	John Atherton
Month of birth	June
Year of birth	1981
Signature	
Date	04/10/22

Name	Catherine Muller
Month of birth	March
Year of birth	1973
Signature	
Date	04/10/22

Name	Deborah Clarke
Month of birth	August
Year of birth	1981

Signature	
Date	04/10/22

Name	Finn Elliott Ryan Lewis
Month of birth	October
Year of birth	1975
Signature	
Date	04/10/22

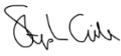
Name	Jonathan Christopher Gordon-Farleigh
Month of birth	April
Year of birth	1984
Signature	
Date	04/10/22

Name	Emma Leigh Galletly
Month of birth	August
Year of birth	1974
Signature	
Date	04/10/22

Name	Ross Hodgson
Month of birth	August
Year of birth	1983

Signature	
Date	04/10/22

Name	Siôn Whellens
Month of birth	April
Year of birth	1958
Signature	
Date	04/10/22

Name	Stephen Russell Gill
Month of birth	September
Year of birth	1976
Signature	
Date	04/10/22

Name	Daniel Paul Holden
Month of birth	March
Year of birth	1985
Signature	
Date	04/10/22

6.3 Societies are within the scope of the Company Directors Disqualification Act 1986 (CDDA). Please confirm that no proposed director is disqualified under that Act:

No proposed director is disqualified

