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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 Community Benefit Society:

Society: **Kingston St Mary Community Land Trust Limited**

Registration number: **9095**

Registration date: 3 July 2023

Address: Park Cottage, Tainfield Park, Nailsbourn, Taunton, TA2 8AE

Financial year-end date: 31 March

Date: **03 July 2023**



Registered as a Limited Company in England and Wales No. 1920623. Registered office as above.

RULES of: Kingston St Mary Community Land Trust Limited

Non-Charitable With Share Issue Option

A Registered Society under the Co-operative and Community Benefit Societies Act 2014

REGISTER No. .....9095.....

MODEL RULES 2017
National CLT Network

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Acknowledgements

Rose Klemperer and David Alcock – Anthony Collins Solicitors

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PART A NAME AND OBJECTS

Name

A1 The name of the society shall be Kingston St Mary Community Land Trust Limited (the "CLT").

Objects

A2 The CLT is formed for the benefit of the community to operate as a Community Land Trust in the Parish of Kingston St Mary, Somerset, and surrounding areas. Its objects shall be to carry on with the express purpose of furthering the social, economic and environmental interests of the community:

A1.1 the business of providing and managing housing (including social housing) and providing assistance to help house people and associated facilities, amenities and services;

A1.2 the promotion for the community's benefit of regeneration in areas of social and economic deprivation (and in particular Kingston St Mary and surrounding areas) by any means that the Board considers reasonable and will be of benefit including all or any of the following means;

A1.2.1 the provision of workspace, buildings and/or land for use on such terms as the CLT shall determine;

A1.2.2 the provision and/or maintenance of a community based shop and/or post office;

A1.2.3 the provision of such other community resources and activities in the area of benefit as the Board shall determine from time to time for the benefit of the community;

A1.2.4 the provision, supply and maintenance of renewable forms of energy.

Non-profit

A3 The CLT shall not trade for profit and any profits shall only be applied for the purpose of furthering the CLT's objects and/or in accordance with these rules.

A4 Nothing shall be paid or transferred by way of profit to members of the CLT.

Restriction on use of assets pursuant to regulations made under section 29 of the Act

A1 All of the society's assets are subject to a restriction on their use. The society must not use or deal with its assets except:

A1.1 where the use or dealing is, directly or indirectly, for a purpose that is for the benefit of the community;

A1.2 to pay a member of the society the value of his withdrawable share capital or interest on such capital;

A1.3 to make a payment pursuant to sections 36 (payments in respect of persons lacking capacity) 37 (nomination by members of entitlement to property in the society on member's death) or 40 (death of a member: distribution of property not exceeding £5,000)or) of the Act;

A1.4 to make a payment in accordance with the rules of the society to trustees of the property of bankrupt members or, in Scotland, members whose estate has been sequestrated;

A1.5 where the society is to be dissolved or wound up, to pay its creditors; or

A1.6 to transfer its assets to one or more of the following:

A1.6.1 a prescribed community benefit society whose assets have been made subject to a restriction on use and which will apply that restriction to any assets so transferred;

A1.6.2 a community interest company;

A1.6.3 a registered social landlord which has a restriction on the use of its assets which is equivalent to a restriction on use and which will apply that restriction to any assets so transferred;

A1.6.4 a charity (including a community benefit society that is a charity); or

A1.6.5 a body, established in Northern Ireland or a State other than the United Kingdom, that is equivalent to any of those persons.

Any expression used in this rule which is defined for the purposes of regulations made under section 29 of the Act shall have the meaning given by those regulations.

PART B POWERS OF THE CLT, BOARD, AND MEMBERS

Powers

B1 The CLT shall have power to do anything that a natural or corporate person can lawfully do which is necessary or expedient to achieve its objects, except as expressly prohibited in these rules.

B2 Without limiting its general powers under rule B1 and only in so far as it is necessary or expedient to achieve its objects, the CLT shall have power to:

B2.1 purchase, acquire or dispose, take or grant any interest in land including any mortgage, charge or other security whatsoever, construct or carry out works to buildings;

B2.2 help any charity or other body not trading for profit in relation to housing and related services;

B2.3 subject to rules F11, F12 and F13, borrow money or issue bonds, notes loan stock or any other debt instrument or enter into any transaction having the commercial effect of a borrowing;

B2.4 enter into and perform any derivative transaction on such terms as the CLT thinks fit for the purpose of hedging or otherwise managing any treasury risk or other financial exposure of the CLT;

B2.5 subject to rule F14, invest the funds of the CLT;

B2.6 lend money on such terms as the CLT shall think fit;

B2.7 guarantee, enter into any contract of indemnity or suretyship or provide security for the borrowings or performance of the obligations of a third party on such terms as the CLT shall think fit.

B3 The CLT shall not have power to receive money on deposit in any way nor undertake any other activity that would require authorisation under the Financial Services and Markets Act 2000 or any other authority required by statute unless it has such authorisation.

Powers of the Board

B4 The business of the CLT shall be directed by the Board.

B5 Apart from those powers which must be exercised in General Meeting:

B5.1 by statute; or

B5.2 under these rules

all the powers of the CLT may be exercised by the Board for and in the name of the CLT

B6 The Board shall have power to delegate, in writing, subject to rules D30 to D34, the exercise of any of its powers to committees and to employees of the CLT on such terms as it determines. Such delegation may include any of the powers and discretions of the Board.

Limited powers of members in General Meeting

B7 The CLT in General Meetings can only exercise the powers of the CLT expressly reserved to it by these rules or by statute.

General

B8 The certificate of an officer of the CLT that a power has been properly exercised shall be conclusive as between the CLT and any third party acting in good faith.

B9 A person acting in good faith who does not have actual notice of these rules or the CLT's regulations shall not be concerned to see or enquire if the Board's powers are restricted by such rules or regulations.

PART C MEMBERS AND GENERAL MEETINGS

Obligations of members

C1 All members agree to be bound by the obligations on them as set out in these rules. When acting as members they shall act, at all times in the interests of the CLT and for the benefit of the community, as guardians of the objects of the CLT.

Nature of shares

C2 The CLT's share capital shall be raised by the issue of shares. Each share has the nominal value of one pound which shall carry no right to dividend or bonus. Interest may be paid in accordance with rule C42. One share shall be a "Membership Share" and is non-withdrawable. The "par" or "capital" value of shares may be reduced in the circumstances set out in rules C50 – C51. Except for the Membership Share, shares issued under rules C38 – C58 are withdrawable.

C3 Only shares held by the nominee of an unincorporated body (alone or jointly with other nominees) can be transferred and only to a new nominee of that unincorporated body (alone or jointly with other nominees). All other shares are non-transferable save where expressly provided in rules C52 – C58 (on death of a member and/or bankruptcy and/or mental incapacity).

Transfer of property other than shares on death or bankruptcy of members

C4 This rule applies on the death or bankruptcy of a member holding an entitlement to property in the CLT and "property" in this rule does not apply to the Membership Share or shares issued under rules C38-C41 for which there are separate rules.

C4.1 Members may nominate a person to whom any property which that Member holds in the CLT shall be transferred on death in accordance with section 37 of the Act, up to the limits imposed by that Act.

C4.2 To the extent that the nomination is valid under the Act the CLT shall either transfer or pay in accordance with the Act the full value of the property comprised in the nomination to the person entitled thereunder as the Board thinks fit.

C4.3 Upon a claim being made by the personal representative of a deceased member or the trustee in bankruptcy of a bankrupt member to any property in the CLT belonging to the deceased or bankrupt member the Board shall transfer or pay such

property to which the claimant has become entitled as the Board thinks fit.

C4.4 The Board may request any evidence (including without limitation evidence of death or due appointment or lack of revocation) which they deem appropriate prior to making a transfer or payment and shall request a receipt from the transferee or payee.

Treatment of shares on cessation or expulsion from membership

C5 When a member ceases to be a member or is expelled from the CLT, his or her Membership Share shall be cancelled. The amount paid up on that share shall become the property of the CLT.

C6 A member with shares issued pursuant to rule C38 who is expelled from the CLT shall be paid the nominal value of shares held by them at the time of the expulsion unless the right to withdraw shares has been suspended. In these circumstances the nominal value of their share capital shall be converted into loan stock upon such terms as may be agreed between the Board and expelled member, or their personal representative or trustee in bankruptcy provided that such agreement shall require the repayment of the loan within a period not exceeding three years. The Membership Share shall be cancelled in accordance with rule C5.

Nature of members

C7 A member of the CLT is a person or body whose name and address is entered in the Register of Members and individually or jointly holds a minimum of one share. The total shareholding cannot exceed the maximum that the law allows.

C8 The following cannot be members:

C8.1 a minor (anyone under 18 years of age);

C8.2 a person who has been expelled as a member, unless authorised by special resolution at a General Meeting ;

C8.3 a person who has been removed by the Board in accordance with rule D9;

C8.4 a person in respect of whom a registered medical practitioner who is treating that person gives written opinion to the CLT stating that the person has become physically or mentally incapable of exercising their rights as a shareholder and may remain so for more than three months;

C8.5 a personal representative on the death of a member save for the ability to vest or realise the shareholding on behalf of the deceased's beneficiary, except that such a personal representative may become a member in their personal capacity subject to following the procedure set out in rules C12 - C15;

C8.6 a trustee in bankruptcy or insolvency practitioner save for the ability to deal with any shareholding, except that such a trustee in bankruptcy may become a member in their personal capacity subject to following the procedure set out in rules C12 - C15.

C9 A member can be the nominee of an unincorporated body. In such cases the register shall contain the name and address of the member and shall designate the member as the nominee of a named unincorporated body. The address of the unincorporated body shall also be entered in the register if it differs from the address of the member nominee.

C10 A corporate body can be a member. It can appoint an individual to exercise its rights at General Meetings. Any such appointment shall be in writing, and given to the secretary.

C11 All members (including joint members) shall have one vote irrespective of the number or nature of their shareholding. This means that joint members have one vote between them.

Admission of members

C12 The Board shall set, review and publish its policies and objectives for admitting new members. The Board shall only admit new members in accordance with such policies.

C13 An applicant for any share shall apply in writing to the CLT's registered office:

C13.1 setting out their reasons for applying in accordance with the CLT's policies; and

C13.2 pay the sum required to purchase a share or shares (which shall be returned to them if the application is not approved).

C14 Every application shall be considered by the Board in accordance with rule C12 including where the applicant is responding to an invitation to purchase shares following the issue of an offer document by the Board as part of a share offer pursuant to rule C38-C41. The Board has the power in its absolute discretion to accept or reject the application. If the application is approved, the name of the applicant and the other necessary particulars shall be entered in the Register of Members and certificate(s) shall be issued to the applicant.

Ending of Membership

C15 A member shall immediately cease to be a member if any of the following occur:

C15.1 they die; or

C15.2 they are expelled under rule C16; or

C15.3 they withdraw from the CLT by giving notice to the secretary which shall be effective on receipt unless they are one of the last three remaining members, in which case they must provide

at least one month's written notice of the withdrawal to the secretary; or

C15.4 they do not participate in, nor deliver written apologies in advance for, two consecutive annual General Meetings of the CLT; or

C15.5 in the case of a body corporate it ceases to be a body corporate; or

C15.6 in the case of the nominee of an unincorporated body, they transfer their share to another nominee of that body; or

C15.7 they cease to be eligible to be a member under rule C8; or

C15.8 having been a Board Member of the CLT, they cease to be a Board Member (unless the Board in its absolute discretion resolves that they shall remain as a member); or

C15.9 they are a resident of the CLT and are subject to a possession order or are in breach of a suspended possession order, or are subject to any of the following types of court order: anti-social behaviour order, anti-social behaviour injunction, demoted tenancy, or closure order; or

C15.10 the CLT has obtained an order of a competent court or tribunal against them for recovery of monies due from them to the CLT provided that if the order is suspended or is an order for payment in instalments they shall only cease to be a member upon failing to meet the terms of the order; or

C15.11 they are a resident of the CLT and, in the opinion of the Board, are in material or serious breach of their tenancy agreement or lease.

C16 A member may only be expelled by three fourths of the votes cast at a special General Meeting called by the Board.

C16.1 The Board must give the member at least one month's notice in writing of the General Meeting. The notice to the members must set out the particulars of the complaint of conduct detrimental to the CLT and must request the member to attend the meeting to answer the complaint.

C16.2 At the General Meeting called for this purpose the members shall consider the evidence presented by the Board and by the member (if any). The meeting may take place without the attendance of the member.

C16.3 If the resolution to expel the member is passed in accordance with this rule, the member shall immediately cease to be a member.

C16.4 A member with shares issued pursuant to rule C38 who is expelled from the CLT shall be paid the nominal value of shares held by them at the time of the expulsion unless the right to withdraw shares has been suspended. In these circumstances the nominal value of their share capital shall be converted into loan stock upon such terms as may be agreed between the Board and expelled member, or their personal

representative, or trustee in bankruptcy provided that such agreement shall require the repayment of the loan within a period not exceeding three years. The Membership Share shall be cancelled in accordance with rule C5.

Annual General Meeting

C17 The CLT shall hold a General Meeting called the annual General Meeting within six calendar months after the close of each of its financial years or such later date as may be permitted by law.

C18 The functions of the annual General Meeting shall be:

C18.1 to receive the annual report which shall contain:

C18.1.1 the revenue accounts and balance sheets for the last accounting period;

C18.1.2 the auditor's report (if one is required by law) on those accounts and balance sheets;

C18.1.3 the Board's report on the affairs of the CLT;

C18.2 subject to rules F3 and F4, to appoint the auditor (if one is required by law);

C18.3 to elect (or re-elect) Board Members if applicable;

C18.4 to transact any other general business of the CLT set out in the notice convening the meeting including any business that requires a special resolution.

Special General Meetings

C19 All General Meetings other than annual General Meetings shall be special General Meetings and shall be convened either:

C19.1 upon an order of the Board; or

C19.2 upon a written requisition signed by one-tenth of the members (to a maximum of twenty-five but not less than three) stating the business for which the meeting is to be convened; or

C19.3 if within twenty-eight days after delivery of a requisition to the secretary a meeting is not convened, the members who have signed the requisition may convene a meeting.

C20 A special General Meeting shall not transact any business that is not set out in the notice convening the meeting.

Calling a General Meeting

C21 All General Meetings shall be convened by at least fourteen clear days' written notice posted or delivered or sent by fax or Electronic Communication to every member at the address, fax number or Electronic Communication

address given in the Register of Members. The notice shall state whether the meeting is an annual General Meeting or special General Meeting, the time, date and place of the meeting, and the business for which it is convened.

C22 Any accidental failure to get any notice to any member shall not invalidate the proceedings at that General Meeting. A notice or communication sent by post to a member at their address shown in the Register of Members shall be deemed to have arrived two days after being posted and any sent by fax or Electronic Communication shall be deemed to have been served when received provided that in respect of a fax it is legible and in respect of an Electronic Communication, it is in a readable form.

C23 Seventy-five per cent of members may agree, by consenting in writing, or by Electronic Communication, to a General Meeting being held with less notice than required by rule C21.

Proceedings at General Meetings

C24 Before any General Meeting can start its business there must be a quorum present. A quorum is one-tenth of all members, with a minimum number of five and a maximum number of 25. As part of the quorum at least two members must be present in person.

C25 A meeting held as a result of a member's requisition will be dissolved if too few members are present half an hour after the meeting is scheduled to begin.

C26 All other General Meetings with too few members will be adjourned to the same day, at the same time and at the registered office in the following week. If less than the number of members set out in rule C24 are present within half an hour of the time the adjourned meeting is scheduled to have started, those members present shall carry out the business of the meeting.

C27 The chair of any General Meeting can:

C27.1 take the business of the meeting in any order that the chair may decide; and

C27.2 adjourn the meeting if the majority of the members present in person or by proxy agree. An adjourned meeting can only deal with matters adjourned from the original meeting. An adjourned meeting is a continuation of the original meeting. The date of all resolutions passed is the date they were passed (as opposed to the date of the original meeting). There is no need to give notice of an adjournment or to give notice of the business to be transacted.

C28 At all General Meetings of the CLT, the chair of the Board shall preside. If there is no such chair or if the chair is not present or is unwilling to act, the vice chair (if any) shall chair the meeting, failing which the members present shall elect a member to chair the meeting. The person elected shall be a member of the Board if one is present and willing to act.

Proxies

C29 Any member entitled to attend and vote at a General Meeting may appoint another person, whether or not a member, as their proxy to attend and vote on their behalf. A proxy can be appointed by delivering a written appointment which may be electronic, to the registered office, or such other place as may be selected by the Board and stated in the meeting notice, at least two days before the date of the meeting at which the proxy is authorised to vote. It must be signed or approved and sent by the member or a duly authorised attorney. Any proxy form delivered late shall be invalid. Any question as to the validity of a proxy shall be determined by the chair of the meeting whose decision shall be final.

Voting

C30 Subject to the provisions of these rules or of any statute, a resolution put to the vote at a General Meeting shall, except where a ballot is demanded or directed, be decided upon a show of hands.

C31 On a show of hands every member present in person and on a ballot every member present in person or by proxy shall have one vote. In the case of an equality of votes the chair of the meeting shall have a second or casting vote.

C32 Unless a ballot is demanded (either before or immediately after the vote), a declaration by the chair that a resolution on a show of hands has been carried or lost, unanimously or by a particular majority, is conclusive. An entry made to that effect in the book containing the minutes of the proceedings of the CLT shall be conclusive evidence of that fact.

C33 Any question as to the acceptability of any vote whether tendered personally or by proxy, shall be determined by the chair of the meeting, whose decision shall be final.

C34 A ballot on a resolution may be demanded by any three members at a meeting (in person or by proxy) or directed by the chair (and such demand or direction may be withdrawn). A ballot may be demanded or directed after a vote on the show of hands, and in that case the resolution shall be decided by the ballot.

C35 A ballot shall be taken at such time and in such manner as the chair shall direct. The result of such a ballot shall be deemed to be the resolution of the CLT in General Meeting.

C36 Subject to the Act a resolution in writing signed or approved by letter, fax or by Electronic Communication by or on behalf of the requisite majority of the members, for the time being, entitled to vote on the relevant resolution shall be as valid and effective as a resolution passed at a properly called and constituted meeting of members provided that a copy of the proposed resolution has been delivered in accordance with these rules to all members and the requisite majority of members referred to in rule C37 have delivered their agreement in accordance with these rules. Such resolution when signed or approved may comprise more than one document in the same form, each signed or approved, by one or more members.

C37 For the purposes of rule C36 the requisite majorities are:

C37.1 in the case of an ordinary resolution, a simple majority of members who would have been entitled to vote had the resolution been proposed at a properly called and constituted General Meeting;

C37.2 in the case of a resolution requiring a two-thirds majority of members, at least two-thirds of the members who would have been entitled to vote had the resolution been proposed at a properly called and constituted General Meeting; or

C37.3 in the case of a resolution requiring a three-quarters majority of members, at least three-quarters of the members who would have been entitled to vote had the resolution been proposed at a properly called and constituted General Meeting.

Share Issues

C38 From time to time the Board may determine to issue shares for the purpose of raising funds. Applicants for such shares shall become members of the CLT and one share shall be designated as the Membership Share and is non-withdrawable.

C39 The Board shall set the terms on which the shares under rule C38 may be issued having taken appropriate advice from suitably qualified persons where the Board lacks the expertise within it. All such share offers must be set out in the form of an offer document clearly setting out (amongst other things) the terms on which applicants are invited to purchase shares and the effect of these rules.

C40 All shares may be held jointly. The CLT will send correspondence, notices and the share certificate only to the first person named in CLT's Register of Members, unless that person gives the CLT different written instructions.

C41 Shares cannot be sold or transferred to any other person save where expressly provided in the rules.

Payment of interest on shares and ability to suspend interest payments

C42 Where the Board determines that interest may be paid on shares issued as part of raising funding (other than the Membership Share), the availability, rate and offer of interest will be subject to the following requirements:

C42.1 the interest rate must not be set at a level which is in itself a motivation to buy shares;

C42.2 the Board must satisfy itself that the payment of interest is in the interest of the CLT by reference to available commercial rates for borrowing;

C42.3 the cost of paying interest is part of the CLT's revenue expenses and met before surplus is determined;

C42.4 the interest rates are declared in advance (not retrospectively) of the period for which they will become payable; and

C42.5 interest payments may be suspended in the interests of the CLT, but only where appropriate financial advice has been taken and having obtained a financial report from a suitably qualified accountant or auditor.

Ending of a shareholding

C43 Subject to rule C5 and rules C46 to C51 a member may withdraw their shares. In the case of joint members all of them must sign an application to withdraw the shares unless the CLT has previously received written notification of a different arrangement.

C44 Subject to rules C45 and C46 – C51 a member may withdraw all their shares and end their shareholding. On withdrawal of all of a member's shares the CLT will pay all of the money paid for the shares, and interest due.

C45 A member's right to withdraw their share(s) and be paid interest may be suspended in whole or in part by the CLT in accordance with rules C46-C51. Any balance due on withdrawing the shares must be paid up to the CLT upon withdrawal.

Terms and method of withdrawal of shares

C46 The Board will set the terms of the notice period for withdrawal but where no notice period has been given it shall be 180 days subject to rules C47 to C49. Rule C5 applies to the Membership Share.

C47 A withdrawal notice can be served on or any time after the third anniversary of the shares being issued or such other period as the Board sets at the time of issue.

C48 All withdrawals shall be in the order in which the notices are received by the CLT.

C49 When members apply to withdraw their shares they will need to:

C49.1 complete a withdrawal notice (as set out by the CLT Board);

C49.2 comply with any procedures the CLT's Board may set; and

C49.3 produce evidence of identity.

Reduction in value of shares and/or suspension of right of withdrawal

C50 The CLT may reduce the value of the shares and write the value down to below the nominal value of £1.

C51 In C50 this shall be determined by the Board after having taken appropriate financial advice and having obtained a financial report from a suitably qualified accountant or auditors.

Death of a member

C52 On the death of a member holding a share in their own name but not exceeding the value of £5,000, the CLT will do one of the following:

C52.1 transfer the shares to the registered nominee; or

C52.2 in the absence of a registered nominee, transfer the shares to a personal representative who has proof of the grant of probate or letters of administration; or

C52.3 in the absence of a registered nominee or personal representative as described in C52.1and C52.2 above, the CLT may transfer the shares to the person who seems to the CLT (acting in its absolute discretion) to have a legal right to the shares and on production of evidence of identity.

C53 On the death of a member holding a share in their own name where the value exceeds £5,000, rule C52 will apply to the first £5,000 worth of shares but thereafter whether or not there is a nominee, the CLT will transfer the remaining shares to the personal representative upon proof of the grant of probate or letters of administration.

C54 In the case of joint members, rules C52 – C53 will not apply and unless the joint members have given the CLT written instructions to the contrary the CLT will treat the surviving owner (or owners) as the only owner of that share and register that person's name in place of the deceased.

C55 After the CLT has transferred the deceased's share to their personal representative, the personal representative may apply to withdraw the share but cannot exercise any other membership rights for that share. This rule does not apply to the Membership Share.

C56 Any person other than a personal representative or trustee in bankruptcy to whom shares are transferred under rules C52 to C55 will have all the shareholding rights previously enjoyed by the member. The total combined shareholding for such a person must not exceed the maximum value allowed by law.

Bankruptcy and/or mental incapacity of a member

C57 Where the CLT receives a written opinion from a registered medical practitioner who is treating that person stating that the person has become mentally incapable of exercising their rights as a member and/or written proof that a member is bankrupt the appropriate guardian and/or the trustee of the estate (as appropriate) may apply to withdraw their shares. The guardian/trustee cannot exercise any other shareholding rights for those shares. This rule does not apply to the Membership Share.

C58 Where the CLT receives a written opinion from a registered medical practitioner who is treating that person stating that the person has become mentally incapable of exercising their rights as a joint member and/or written proof that a joint member is bankrupt, the CLT will substitute the interest of the guardian/trustee of their estate for the name of that joint member and substitute the guardian/trustee as the last named person of the joint holders of

that share. The CLT will automatically cancel any written instructions that vary.

PART D THE BOARD

Functions

D1 The CLT shall have a Board (in these rules referred to as "the Board") who shall direct the affairs of the CLT in accordance with its objects and rules and ensure that its functions are properly performed. Amongst its functions shall be to:

D1.1 set and ensure compliance with the values, vision mission and strategic objectives of the CLT, ensuring its long term success;

D1.2 appoint, and if necessary, dismiss the chief executive and approve his or her salary, benefits and terms of employment;

D1.3 satisfy itself as to the integrity of financial information, approving each year's budget and business plan and annual accounts prior to publication;

D1.4 establish, oversee and review annually a framework of delegation and systems of internal control;

D1.5 establish and oversee a risk management framework in order to safeguard the assets of the CLT;

D1.6 take appropriate advice;

D1.7 ensure that at any time when the CLT is registered with the Regulator as a provider of social housing, that it takes account of any obligation imposed upon the CLT by the Regulator in exercise of its powers;

D1.8 satisfy itself that the CLT's affairs are conducted in accordance with generally accepted standards of performance and propriety; and

D1.9 establish and operate a performance appraisal system for the Board, the chair and individual Board Members.

Composition of the Board

D2

D2.1 The Board shall consist of between five and twelve Board Members (including co-optees). If the number of Board Members shall fall below the number required for a full Board, the remaining Board Members may continue to act. The Board will use all reasonable endeavours to find replacements as soon as possible.

D2.2 No employee may be appointed (or co-opted) to the Board if, following their appointment (or co-option), more than one-third of the Board will at that time be employees.

D3 Except for co-optees and employees only members can be Board Members.

D4

D4.1 The Board shall make available the obligations (including the expected standards of conduct) of every Board Member (including co-optees) to the Board and to the CLT. The Board shall review and may amend the obligations of Board Members from time to time.

D4.2 Any Board Member or co-optee who has not signed a statement confirming that they will meet their obligations (including the expected standards of conduct) to the Board and to the CLT without good cause within one month of election or appointment to the Board or, if later, within one month of adoption of these rules, shall immediately cease to be a Board Member or co-optee unless the Board resolves to disapply this rule in respect of any Board Member or co-optee. The Board may vary the form of statement from time to time.

D5 The Board may appoint co-optees to serve on the Board on such terms as the Board resolves and may remove such co-optees. A co-optee may act in all respects as a Board Member, but they cannot take part in the deliberations nor vote on the election of officers of the CLT nor any matter directly affecting members. Not more than five co-optees can be appointed to the Board or to any committee at any one time.

D6 For the purposes of these rules and of the Act, a co-optee is not included in the expression “Board Member” or “member of the Board”.

D7

D7.1 Board Members shall be elected in accordance with a procedure set out by the Board (who may vary or amend it from time to time). The Board may set selection criteria for candidates wishing to stand for election as Board Members and these may provide for prospective candidates to be approved by the Board before they become eligible to stand for election as Board Members.

D7.2 The chosen candidates shall be put forward to the relevant annual General Meeting as the candidates for election as Board Members. The members shall vote on the election of the candidates put forward at the relevant annual General Meeting. In doing so, the members shall use their reasonable endeavours to ensure that the successful candidates have the requisite skills and experience as may be requested by the Board. Each successful candidate shall become a Board Member and serve for a term of three years, expiring at the annual General Meeting in their third year of office.

D7.3 At every annual General Meeting each Board Member who has served their fixed term shall retire from office. Any Board Member who retires from office at an annual General Meeting under this rule D7 shall be eligible for re-election subject to any restrictions contained in these rules.

D7.4 Any Board Member retiring under rule D7.3 having completed nine years' continuous service on either the Board of the CLT and/or the Board of a group member shall not be eligible for re-election for at least one full term of three years. .

D7.5 A vacancy for a Board Member arising because there were insufficient candidates elected at the relevant annual General Meeting, or because of a retirement or for whatever other reason may be filled by the Board and such replacement shall hold office for the remainder of the period of office of his/her predecessor. Subject to rule D7.4 if a Board Member retires at an annual General Meeting in accordance with these rules and the meeting does not fill the vacancy, the retiring Board Member shall, if willing, be deemed to have been reappointed unless a resolution for his/her reappointment is put to the meeting and lost.

D8 No one can become or remain a Board Member or co-optee at any time if:

D8.1 they are disqualified from acting as a director of a company or society for any reason; or

D8.2 they have been convicted of an indictable offence which is not, or cannot be, spent; or

D8.3 a composition is made with that person's creditors generally in satisfaction of that person's debts; or

D8.4 they are not a member (unless they are a co-optee or employee of the CLT or any other body whose accounts must be consolidated with those of the CLT); or

D8.5 they have absented themselves from three consecutive meetings of the Board or committee (as the case may be) in one rolling twelve-month period without special leave of absence from the Board; or

D8.6 a registered medical practitioner who is treating that person gives a written opinion to the CLT stating that that person has become physically or mentally incapable of acting as a Board Member and may remain so for more than three months; or

D8.7 they are an employee and their contract of employment is terminated; or

D8.8 they are a resident and are in material or serious breach of their tenancy agreement or lease and fail to rectify the breach within a reasonable timeframe as agreed with the CLT, or are subject to any of the following types of court order: anti-social behaviour order, anti-social behaviour injunction, demoted tenancy, or closure order;

and any Board Member, co-optee or committee member who at any time ceases to qualify under this rule shall immediately cease to be a Board Member, co-optee or committee member (as appropriate).

D9 A Board Member may be removed from the Board:

D9.1 by a special resolution at a General Meeting ; or

D9.2 by a resolution passed by two-thirds of the Board Members, excluding the Board Member subject of the proposed removal and excluding co-optees and employees, provided the following conditions are satisfied:

D9.2.1 at least fourteen days' notice of the proposed resolution has been given to all Board Members; and

D9.2.2 the notice sets out in writing the alleged breach(es) of the member's obligations provided pursuant to rule D4.1; and

D9.2.3 the Board is satisfied that the allegation(s) is or are true and justify the removal.

D10 Whenever the number of Board Members and co-optees is less than permitted by these rules, the Board may appoint a further Board Member in addition to the Board's power to co-opt. Any Board Member so appointed shall retire at the next annual General Meeting.

Terms of office and election to the Board

D11 In every notice for an annual General Meeting the Board shall state those Board Members continuing in office and those candidates intending to offer themselves for election.

D12 Each Board Member elected under rule D7 shall be elected for a fixed term of office expiring at the conclusion of an annual General Meeting (each a "fixed term"). The fixed term shall be for a term of three annual General Meetings unless the Board has set a lower number of annual General Meetings for the relevant Board Member on their election. No fixed term shall be set which would cause the relevant Board Member to serve beyond their ninth consecutive annual General Meeting save where the Board agrees that circumstances exist where it would be in the best interests of the CLT for a Board Member to serve for a longer period.

D13

D13.1 Board Members will be elected by members pursuant to rule D7.

D13.2 If at elections for Board Members the number of candidates for election as Board Members does not exceed the number of vacancies on the Board the chair shall declare those candidates to have been duly elected. If the number of candidates exceeds the number of vacancies the meeting shall elect the Board Members by ballot in such a manner as the chair directs and in accordance with the procedures set under rule D7.

D13.3 In an election for candidates wishing to be Board Members at a General Meeting every member present in person or by proxy shall have one vote for every vacancy but shall not give more than one vote to any one candidate.

D14

D14.1 Any candidate for election to the Board as a Board Member under rule D7 shall submit a written statement to the CLT in such form as the Board from time to time determines. It shall set out the candidate's full name, address, and occupation, whether or not they are a resident and the reasons for their suitability to be a Board Member.

D14.2 In addition, a candidate who is not retiring as a Board Member must be nominated in writing by a member.

D14.3 The statement and nomination shall be delivered to the CLT in accordance with the procedures set by the Board under rule D14.1.

Quorum for the Board

D15

D15.1 Subject to the provisions of rule D15.2 three Board Members shall form a quorum. The Board may determine a higher number or impose additional requirements.

D15.2 The Board is quorate if the majority of the Board Members present are not residents or employees of the CLT.

D15.3 If the number and make up of Board Members falls below the number and make up necessary for a quorum, the remaining Board Members may continue to act as the Board for a maximum period of six months and the provisions of rule D15.2 shall be suspended for that time. At the end of that time the only power that the Board may exercise shall be to bring the number of Board Members up to that required by these rules.

Board Members' interests

D16 No Board Member, co-optee or member of a committee shall have any financial interest in any contract or other transaction with the CLT or with any other group member, or be granted a benefit by the CLT, unless such interest or benefit:

D16.1 is expressly permitted by these rules or under any determination or guidance by the Regulator from time to time; or

D16.2 would not be in breach of, and would not be inconsistent with, any determination, guidance, standard or code published by the Regulator or any code of conduct and/or governance adopted by the Board.

D17 Any Board Member, co-optee or member of a committee, having an interest in any arrangement between the CLT and someone else shall disclose their interest, before the matter is discussed by the Board or any committee. Such disclosure must comply with any code of conduct and/or governance adopted by the Board from time to time. Unless it is expressly permitted by these rules

they shall not remain present (unless requested to do so by the Board or committee), and they shall not have any vote on the matter in question.

D18 Subject to rule D19, if a question arises at a meeting of Board Members or of a committee of Board Members as to the right of a Board Member to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chair, whose ruling in relation to any Board Member other than the chair is to be final and conclusive.

D19 If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chair or chair of the committee, the question is to be decided by a decision of the Board Members or members of that committee at that meeting, for which purpose the chair or chair of the committee is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

D20 Any decision of the Board or of a committee shall not be invalid because of the subsequent discovery of an interest which should have been declared.

D21 Every Board Member, co-optee and member of a committee shall ensure that the secretary at all times has a list of:

D21.1 all other bodies in which they have an interest as:

D21.1.1 a director or officer or

D21.1.2 a member of a firm or

D21.1.3 an official or elected member of any statutory body or

D21.1.4 the owner or controller of more than two per cent of a company the shares in which are publicly quoted or more than ten per cent of any other company;

D21.2 any property owned or managed by the CLT which they occupy; or

D21.3 any other significant or material interest.

D22 If requested by a majority of the Board or members of a committee at a meeting convened specially for the purpose, a Board Member, co-optee or member of a committee failing to disclose an interest as required by these rules shall vacate their office either permanently or for a period of time as the Board directs.

D23 Notwithstanding rule D16, the CLT may:

D23.1 pay properly authorised expenses to Board Members, co-optees and members of committees when actually incurred on the CLT's business;

D23.2 pay insurance premiums in respect of insurance taken out to insure officers and employees;

D23.3 pay reasonable remuneration, fees, allowances or recompense for loss of earnings to Board Members, co-optees and members of committees; and

D23.4 grant reasonable and proper benefits to Board Members, co-optees and members of committees; provided that any such payment or benefit is in accordance with any code of conduct and/or governance adopted by the Board from time to time.

D24 A Board Member, co-optee or member of a committee shall not have an interest for the purpose of rules D16 to D21 as a Board Member, director or officer of any other group member.

D25 Board Members, co-optees or members of committees who are residents of the CLT or any other group member shall be deemed not to have an interest for the purpose of rules D16 to D21 in any decision affecting all or a substantial group of residents of the CLT.

D26 The grant of a tenancy, licence or lease by the CLT or by any other group member at the direction of another body or on a basis which is consistent with any applicable guidance, determination, standard or code of practice of the Regulator (or any code of conduct and/or governance of the Board from time to time, adopted by the Board) to a Board Member, co-optee or member of a committee is not the grant of a benefit for the purpose of rule D16.

Meetings of the Board

D27 The Board shall meet at least three times every calendar year. At least seven days' written notice (sent by post, fax or Electronic Communication) of the date and place of every Board meeting shall be given by the secretary to all Board Members and co-optees. The Board may meet on shorter notice where not less than seventy-five per cent of the Board Members so agree.

D28 Meetings of the Board may be called by the secretary, or by the chair, or by two Board Members who give written notice to the secretary specifying the business to be carried out. The secretary shall send a written notice to all Board Members and co-optees to the Board as soon as possible after receipt of such a request. Pursuant to the request, the secretary shall call a meeting on at least seven days' notice but not more than fourteen days' notice to discuss the specified business. If the secretary fails to call such a meeting then the chair or two Board Members, whichever is the case, shall call such a meeting.

Availability of certain Board statements

D29 The Board shall agree and make available:

D29.1 the Board's statement of the values and objectives of the CLT;

D29.2 a statement of the current obligations of Board Members to the Board and the CLT;

D29.3 the policy for electing new Board Members adopted pursuant to rule D7; and

D29.4 the policy for admitting new members adopted pursuant to rule C12.

The Board may vary the form of these statements from time to time.

Management and delegation

D30 The Board may delegate any powers under written terms of reference to its committees or to officers or employees. Those powers shall be exercised in accordance with any written instructions given by the Board.

D31 The Board may reserve to itself certain significant matters that cannot be delegated to committees or employees.

D32 The membership of any committee shall be determined by the Board. Every committee shall include one Board Member or co-optee to the Board. The Board will appoint the chair of any committee and shall specify the quorum.

D33 All acts and proceedings of any committee shall be reported to the Board.

D34 No committee can incur expenditure on behalf of the CLT unless at least one Board Member or co-optee of the Board on the committee has voted in favour of the resolution and the Board has previously approved a budget for the relevant expenditure.

Miscellaneous provisions

D35 All decisions taken at a Board or any committee meeting in good faith shall be valid even if it is discovered subsequently that there was a defect in the calling of the meeting, or the appointment of the members at a meeting.

D36 A resolution sent to all Board Members or all members of a committee and signed, or confirmed electronically by three-quarters of the Board Members or three-quarters of the members of a committee shall be as valid and effective as if it had been passed at a properly called and constituted meeting of the Board or committee and may consist of documents in the same form and signed or confirmed electronically by one or more persons.

D37 Meetings of the Board or a committee can take place in any manner and through any medium which permits those attending to hear and comment on the proceedings. Any person who attends in this manner will be deemed to be present at the meeting and whether or not all are assembled in one place.

D38 Notice may be given to Board Members or members of a committee by hand, post, fax or Electronic Communication at the last address for such communication given to the secretary. The accidental failure to give notice to a Board Member or member of a committee or the failure of the Board Member or committee member to receive such notice shall not invalidate the proceedings of the Board.

PART E CHAIR, VICE CHAIR, CHIEF EXECUTIVE, SECRETARY AND OTHER OFFICERS

The chair

E1 The CLT shall have a chair, who shall chair Board meetings, and shall be elected by the Board on such terms as the Board determines. The CLT may

also have a vice chair who, in the chair's absence, shall act as the chair and have the chair's powers and duties and who shall be elected by the Board. The arrangements for election and removal of any vice chair shall be determined by the Board.

E2 The first item of business for any Board meeting when there is no chair (or vice chair) or the chair (or vice chair) is not present shall be to elect a chair for the purpose of the meeting. The chair shall at all times be a member and a Board Member and cannot be an employee.

E3 In a case of an equality of votes, the chair shall have a second vote.

E4 The chair of the CLT may be removed at a Board meeting called for that purpose provided the resolution is passed by at least two-thirds of the members of the Board present and voting at the meeting.

The chair's responsibilities

E5 The chair's responsibilities will be set out in a written document and agreed by the Board.

The chief executive

E6 The CLT may have a chief executive appointed by the Board. The chief executive shall be appointed with a written and signed contract of employment, which shall include a clear statement of the duties of the chief executive.

The secretary

E7 The CLT shall have a secretary who shall be appointed by the Board and who may be an employee. The Board may also appoint a deputy secretary (who may also be an employee) to act as secretary in the secretary's absence. The secretary's duties will be clearly set out in writing and agreed by the Board.

Other officers

E8 The Board may designate as officers such other executives, internal auditor and staff of the CLT on such terms (including pay) as it from time to time decides.

Miscellaneous

E9 Every officer or employee shall be indemnified by the CLT for any amount reasonably incurred in the discharge of their duty.

E10 Except for the consequences of their own dishonesty or negligence no officer or employee shall be liable for any losses suffered by the CLT.

PART F FINANCIAL CONTROL AND AUDIT

Auditor

F1 The CLT, if required by law to do so, shall appoint an auditor to act in each financial year. They must be qualified as provided by section 91 of the Act.

F2 The following cannot act as auditor:

F2.1 an officer or employee of the CLT;

F2.2 a person employed by or employer of, or the partner of, an officer or employee of the CLT.

F3 The CLT's auditor may be appointed by the Board or by a resolution of members.

F4 Where an auditor is appointed to audit the accounts for the preceding year, they shall be re-appointed to audit the current years as well unless:

F4.1 a General Meeting has appointed someone else to act or has resolved that the auditor cannot act; or

F4.2 the auditor does not want to act and has told the CLT so in writing; or

F4.3 the person is not qualified or falls within rule F2 (above); or

F4.4 the auditor has become incapable of acting; or

F4.5 notice to appoint another auditor has been given and, in accordance with section 93 (4) (b) of the Act, the resolution cannot be proceeded with at the meeting because of the death or incapacity of the person or because the person is ineligible for appointment for the current year of account.

F5

F5.1 No less than twenty-eight days' notice shall be given for a resolution to appoint another person as auditor, or to forbid a retiring auditor being re-appointed;

F5.2 the CLT shall send a copy of the resolution to the retiring auditor and also give notice to its members at the same time and in the same manner, if possible;

F5.3 if not, the CLT shall give notice by advertising in a local newspaper at least 14 days before the proposed meeting. The retiring auditor can make representations to the CLT which must be notified to its members under section 95 of the Act.

Auditor's duties

F6 The findings of the auditor shall be reported to the CLT, in accordance with section 87 of the Act. The Board shall produce the revenue account and balance sheet audited by the auditor, if required, and the auditor's report, if required, at each annual General Meeting. The Board shall also produce its report on the affairs of the CLT which shall be signed by the person chairing the meeting which adopts the report.

Accounting requirements

F7 The end of the accounting year must be a date allowed by the Registrar.

F8 The CLT shall keep proper books of account detailing its transactions, its assets and its liabilities, in accordance with sections 75 and 76 of the Act.

F9 The CLT shall establish and maintain satisfactory systems of control of its books of account, its cash and all its receipts and payments.

Annual returns and balance sheets

F10 Every year, within the time period specified by legislation, the secretary shall send the CLT's annual return to the Registrar. The return shall be prepared in accordance with the period specified in the Act, or such other date allowed by the Registrar and shall be lodged within the period required by law. The annual return shall be accompanied by the auditor's report, if required, for the period of the return and the accounts and balance sheets to which it refers.

Borrowing

F11 The total borrowings of the CLT at any time shall not exceed £500 million (five hundred million) pounds sterling or such a larger sum as the CLT determines from time to time in General Meeting. For the purpose of this rule F11, any amount of the CLT's borrowings in any currency other than pounds sterling (as may be permitted or not prohibited by the Regulator from time to time) shall be converted to sterling at the exchange rate or rates applicable under the related derivative transaction or transactions by which the CLT has hedged its exposure to currency exchange rate movements in relation to the principal amount of such borrowings, or in the absence of such a rate or rates (in whole or in part) using the official spot exchange rate or rates recognised by the Bank of England for the conversion of that currency or currency unit into sterling at or about 11:00 on the relevant day.

F12 The rate of interest payable at the time terms of borrowing are agreed on any money borrowed shall not exceed the rate of interest which, in the opinion of the Board, is reasonable having regard to the terms of the loan. The Board may delegate the determination of the said interest rate within specified limits to an officer, Board Member or a committee.

F13

F13.1 In respect of any proposed borrowing, for the purposes of rule F11 and in relation to the amount remaining undischarged of any deferred interest or index-linked monies or amounts on any deep discounted security previously borrowed by the CLT, the amount of such pre-existing borrowing shall be deemed to be the amount required to repay such pre-existing borrowing in full if such pre-existing borrowing became repayable in full at the time of the proposed borrowing;

F13.2 for the purposes of rule F12 in respect of any proposed borrowing intended to be on deferred interest or index-linked terms or on any deep discounted security the amount of borrowing shall be deemed to be the proceeds of such proposed borrowing receivable by the CLT at the time of the proposed borrowing; and

F13.3 no person dealing in good faith with the CLT shall be concerned to know whether rule F11 or F12 or this rule F13 have been complied with.

Investment

F14 The funds of the CLT may be invested in accordance with section 27 of the Act by the Board in such manner as it determines.

PART G MISCELLANEOUS AND STATUTORY

Registered office and name

G1 The CLT's registered office is:

Park Cottage, Tainfield Park, Nailsbourne, Taunton, TA2 8AE

G2 The CLT's registered name must:

G2.1 be placed prominently outside every office or place of business; and

G2.2 be engraved on its seal (if any); and

G2.3 be stated on its business letters, notices, advertisements, official publications, cheques, invoices, website and any other formal corporate communication whether electronic or otherwise.

Disputes

G3 Any dispute on a matter covered by the rules shall be referred by either party to a suitably qualified independent mediator for settlement. The mediator shall be appointed by agreement between the parties or, in default of agreement, by the Centre for Effective Dispute Resolution whether the disagreement be as to the qualifications, the identity of the mediator or otherwise. The mediation will be conducted in accordance with the requirements of the mediator. Both parties will be obliged to comply and co-operate with this procedure at each stage and to share equally the costs of appointment of the relevant mediator as referred to above. Costs thereafter will be borne as the mediator will determine. Where the dispute is not resolved by mediation, any claim shall be dealt with in the county court which shall have sole jurisdiction over any dispute arising under the rules.

Minutes, seal, registers and books

G4 The minutes of all General Meetings and all Board and committee meetings shall be recorded, agreed at the relevant subsequent meeting and signed by the chair of the subsequent meeting and stored safely.

G5 The secretary shall keep the seal (if any). It shall not be used except under the Board's authority. It must be affixed by one Board Member signing and the secretary countersigning or in such other way as the Board resolves. The Board may in the alternative authorise the execution of deeds in any other way permitted by law.

G6 The CLT must keep at its registered office:

G6.1 the Register of Members showing:

G6.1.1 the names and addresses of all the members; and

G6.1.2 a statement of all the shares held by each member or Board Member and the amount paid for them; and

G6.1.3 a statement of other property in the CLT held by the member; and

G6.1.4 the date that each member was entered in the Register of Members;

G6.2 a duplicate Register of Members showing the names and addresses of members and the date they became members;

G6.3 a register of the names and addresses of the officers, their offices and the dates on which they assumed those offices as well as a duplicate;

G6.4 a register of holders of any loan;

G6.5 a register of mortgages and charges on land; and

G6.6 a copy of the rules of the CLT.

G7 The CLT must display a copy of its latest balance sheet and auditor's report (if one is required by law) at its registered office.

G8 The CLT shall give to all members on request copies of its last annual return with the auditor's report (if one is required by law) on the accounts contained in the return, free of charge.

G9 The secretary shall give a copy of the rules of the CLT to any person on demand who pays such reasonable sum as permitted by law.

Statutory applications to the Registrar

G10 Ten members can apply to the Registrar to appoint an accountant to inspect the books of the CLT, provided all ten have been members of the CLT for a twelve-month period immediately before their application.

G11 The members may apply to the Registrar in order to get the affairs of the CLT inspected or to call a special General Meeting. One hundred members, or one-tenth of the members, whichever is the lesser, must make the application.

Amendment of rules

G12

G12.1 The rules of the CLT may be rescinded or amended but not so as to stop the statutory asset lock applying where adopted.

G12.2 The rules may only be amended by a resolution put before the members by the Board and approved by at least two-thirds of the Board prior to approval by the members.

G12.3 rules A2; A3; A4; B1; B2; B3; C2; C3; D15; D27; G12 and G14 can only be amended or rescinded by way of a written resolution or by three-fourths of the votes cast at a General Meeting. Any other rule can be rescinded or amended by two-thirds of the votes cast at a General Meeting or by way of a written resolution.

G12.4 An application to register rule changes approved in accordance with this rule shall be made as soon as possible to the Registrar after such approval. No amendment to the CLT's rules is valid until it is registered.

Dissolution

G13 The CLT may be dissolved by a three-fourths majority of members who sign an instrument of dissolution in the prescribed format or by winding-up under the Act.

G14

G14.1 Any property that remains, after the CLT is wound-up or dissolved and all debts and liabilities dealt with, the members may resolve to give or transfer to another body with objects similar to that of the CLT [or where the statutory asset lock applies to the CLT to another body in accordance with rule A5.6];

G14.2 if no such institution exists, the property shall be transferred or given to the Housing Associations Charitable Trust;

G14.3 if the CLT is registered as a provider of social housing with the Regulator any transfer or gift must be in compliance with the Housing and Regeneration Act 2008 or any other relevant legal and regulatory provisions which exist from time to time.

Interpretation of terms

G15 In these rules, including this rule, unless the subject matter or context is inconsistent:

G15.1 words importing the singular or plural shall include the plural and singular respectively;

G15.2 words importing gender shall include the male and female genders;

G15.3 references to any provision in any Act shall include reference to such provision as from time to time amended, varied, replaced, extended or re-enacted and to any orders or regulations made under such provision;

G15.4 “the Act” shall mean the Co-operative and Community Benefit Societies Act 2014

G15.5 “amendment of rules” shall include the making of a new rule and the rescission of a rule, and “amended” in relation to rules shall be construed accordingly;

G15.6 “Board” shall mean the Board appointed in accordance with Part D and “Board Member” or “member of the Board” shall mean a member of the Board for the time being but shall not include a person co-opted to the Board under rule D5;

G15.7 “chair” shall, save in rule E1 and where applicable, include the vice chair;

G15.8 “the CLT” shall mean the Kingston St Mary Community Land Trust Limited of which these are the registered rules;

G15.9 “Community Land Trust” has the meaning set out in section 79(2) of the Housing and Regeneration Act 2008;

G15.10 “Electronic Communication” shall have the meaning set out in section 148 of the Act;

G15.11 “derivative transaction” means any transaction which is a forward, swap, future, option or other derivative on one or more rates, currencies, commodities, equity securities or other equity instruments, debt securities or other debt instruments, economic indices or measures of economic risk or value, or other benchmarks against which payments or deliveries are to be made, or any combination of these transactions;

G15.12 “General Meeting ” shall mean a General Meeting of the CLT’s members and held in accordance with rules C17 – C28;

G15.13 “member” shall mean one of the persons referred to in rule C5 and means “member” as defined by the Act;

G15.14 “officer” shall include the chair and secretary of the CLT and any Board Member for the time being and such other persons as the Board may appoint under rule E9;

G15.15 “property” shall include all real and personal estate (including loan stock certificates, books and papers);

G15.16 “Register of Members” means the register kept in accordance with rule G6.1;

G15.17 “Registrar” means the Financial Services Authority or any statutory successor to or any assignee of any or all of its relevant functions from time to time;

G15.18 "Regulator" means the Homes and Communities Agency acting through its Regulation Committee established pursuant to the Housing and Regeneration Act 2008 or any future body or authority (including any statutory successor) carrying on similar regulatory functions.

G15.19 "resident" means a person who alone or jointly with others is either an applicant accepted for housing in the first dwellings to be built by the CLT or holds a tenancy, lease or licence to occupy the CLT's premises for residential use or the premises of anybody whose accounts must be consolidated with the CLT's or any other group member;

G15.20 "these rules" shall mean the registered rules of the CLT for the time being;

G15.21 "secretary" means the officer appointed by the Board to be the secretary of the CLT or other person authorised by the Board to act as the secretary's deputy;

G15.22 "social housing" means low cost rental accommodation and low cost home ownership accommodation as defined in sections 69 and 70 and social housing as defined in section 77 of the Housing and Regeneration Act 2008.

G16 Nothing in these rules overrides the provisions of the Act (as amended, rescinded or replaced), including the requirement for resolutions to be passed in accordance with statutory procedures set out therein.

1. CLAIRE EVANS ..... member

2. PAUL TOWNSEND ..... member

3. STEPHEN BISIKER..... member

4. MARION NIEUWENHUIZEN..... member

5. IAN FORREST..... member

6. DAVID TAYLOR..... member

DAVID STRIPP..... Secretary

FINANCIAL CONDUCT AUTHORITY

Register a community benefit society

Section 1 – About this form

Use this form to register a community benefit society under the Co-operative and Community Benefit Societies Act 2014 or the Co-operative and Community Benefit Societies Act (Northern Ireland) 1969.

Use this form for either a new registration of a community benefit society, or for a conversion to a community benefit 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: https://mutuals.fca.org.uk..

Before you start completing this form you may find it helpful to read Chapter 5 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

Section 2 – About this application

2.1 What are you applying to do?

Register a new community benefit society	☒
Convert a company to a community benefit society	☐
Convert a friendly society into a community benefit society	☐

2.2 Who should we contact about this application?

Name	Rosie McBride
Position	National CLT Network
Postal address	**7-14 Great Dover Street** **London** **SE1 4YR**
Telephone number	07902 208468
Email address	rosie@communitylandtrusts.org.uk

Section 3 – About the society

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	Kingston St Mary Community Land Trust Limited

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 social housing, running an amateur sports club, etc.

The business of providing and managing housing (including social housing) and providing assistance to help house people and associated facilities, amenities and services.

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. You will find a full list of codes here: http://resources.companieshouse.gov.uk/sic/

41202, 68100, 85520

We need to be satisfied that a community benefit society is conducting its business for the benefit of the community. The conduct of a community benefit society's business must be entirely for the benefit of the community.

3.4 Please describe the benefits to the community the society aims to deliver? Here we are looking to see *what* the intended benefits to the community are. Community can be said to be the community at large. For example, are you relieving poverty or homelessness through the provision of social housing.

The CLT is formed for the benefit of the community in the Parish of Kingston St Mary, Somerset, and surrounding areas. Its objects shall be to carry on with the express purpose of relieving financial hardship.

3.5 Please describe how the society's business will deliver these benefits? The business of the society must be conducted for the benefit of the community. Please describe *how* the society's business (as described in answer to question 3.2) benefits the community.

By providing and managing housing (including social housing) and providing assistance to help house people and associated facilities, amenities and services; the advancement of education, training or retraining, particularly amongst unemployed people, and providing unemployed people with work experience; the provision of workspace buildings and/or land on favourable terms, financial assistance, technical assistance, or business advice or consultancy in order to provide training and employment opportunities for unemployed people in cases of financial or other charitable need through help: in setting up their own business; or to existing businesses.

3.6 Does the society intend to work with a specific community, and if so, please define it here? For instance, will the society's activities be confined to a specific location; or to a specific group of people? Please note that in serving the needs of any defined community, the society should not inhibit the benefit to the community at large.

All those living and working, or wishing to live and work, in Kingston St Mary, Somerset, and surrounding areas.

3.7 In what ways does the society intend to raise funds to set up and run its business? For instance, are you intending to apply for grants, seek capital from members, take out a loan.

The society will generate income through the provision of housing and other activities in accordance with its objects. It may also seek grants from public bodies, loan facilities from bank(s) and withdrawable share capital. If interest is offered on the share capital the society shall determine the rate of interest as set out in rule C42. The society will also fundraise, seek sponsorship and donations.

3.8 What will the society do with any surplus or profit? For instance, will money be reinvested in the business; put into reserves; used for some other purpose?

Any surplus or profit will be reinvested into the society's community activities in line with its objectives.

In order to satisfy ourselves that the society is conducting its business for the benefit of the community, we need to understand the society's relationships with other key stakeholders.

3.9 Please state any significant commercial arrangements that the society has, or intends to have, with any other organisation that could create, or be perceived as creating, a conflict of interest. Please tell us how you will ensure that any such conflicts of interest do not prevent the society from acting for the benefit of the community.

Board Members' interests are dealt with at rules D16-D26 and all Board Members must comply with these requirements to ensure the society is at all times acting for the benefit of the community.

3.10 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.

None.

3.11 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.

3	1	/	0	3

Asset lock

3.12 Has the society included the community benefit society statutory asset lock in its rules? Please note that a society with a statutory asset lock in its rules cannot remove it. The asset lock is only available to community benefit societies other than regulated housing associations or charities.

Yes ☑

No ☐

Charitable objects

3.13 Are the society's objects intended to be charitable? Whilst we are not responsible for regulating charities, we need to know this because societies whose objects are wholly charitable are subject to a number of requirements in the Act.

Yes ☐

No ☑

3.14 If charitable, what is your charitable purpose? Charity law in England and Wales differs to that in Scotland. If in doubt please refer to the charity legislation relevant for the area you are in. Please note that we will not assess whether your stated purpose meets the legal criteria for a charity.

Section 4 – The society's rules

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

Name of sponsoring body	National CLT Network
Name of model rules	National CLT Network Model Rules 2017
Signature on behalf of sponsoring body (unless submitted by email by the sponsor)	
Date	12/05/2023

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	A1
The objects of the society	A2
Place of the society's registered office, to which all communications and notices may be addressed	G1
The terms of admission of the members, including any society or company investing funds in the society under the provisions of the Act	C12-C14

The method of holding meetings, the scale and right of voting, and the method of making, altering or rescinding rules	C17-C37, G12
The appointment and removal of a committee (by whatever name) and of managers or other officers and their respective powers and remuneration	B4-B6, D1-D4, D16-D26, E1-E10
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	C2-C42, C46-C56
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	B2.3-B2.7, B3, F11-F14
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	C2-C5, C15-C16, C43-C58
Provision for the audit of accounts in accordance with Part 7 of the Act	F6-F10
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	C4-C5, C15-C16, C43-C58
The way in which the society's profits are to be applied	A3-A4, B1-B3
If the society is to have a common seal, provision for its custody and use	G5
Whether any part of the society's funds may be invested, and if so by what authority and in what way	B2.5, F11

Section 5 – Converting to a society

You only need to complete this section if you are converting from a company or friendly society to a community benefit society. If this does not apply to you please move on to section 6.

Requirements

If you are converting a company into a society, three copies of a special resolution to convert the company, with the following information included in the resolution:

- 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 lay any such alterations before a general meeting of the company for acceptance

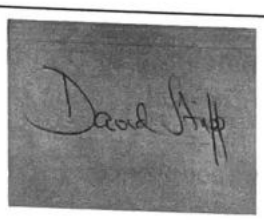
Details

5.1 Please provide details of the friendly society or company you are converting from.

Name	
Registration number	
Registered office address	
Postcode	

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	David Stripp
Month of birth	October
Year of birth	1949
Signature	
Date	12/05/2023

6.2 Please provide the details of 3 members below.

Name	Stephen Bisiker
Month of birth	April
Year of birth	1983
Signature	
Date	29/5/23

Name	Marion Nieuwenhuizen
Month of birth	November
Year of birth	1959
Signature	
Date	22-5-2023

Name	Ian Forrest
Month of birth	JULY
Year of birth	1948.
Signature	
Date	19-05-2023.

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 ☒

Section 7 – Submission details

7.1 Please complete the submission checklist below.

Items	Options
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 x 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
Cheque for registration fee made payable to the Financial Conduct Authority	x Cheque attached – submitting this form by post

Please indicate below which fee is applicable to you, then select a box on the right to show how you are paying it:	
☑£40 - using model rules with no changes	Cheque posted separately – submitting this form by email
☐ £120 - using model rules with 1-6 changes	☐ No fee - Friendly society converting to a society
☐ £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	

Section 8 – Submitting this form

Please submit a signed, scanned version of your application by email to: mutual.societies@fca.org.uk

Or please submit by post to:

Mutual Societies

Financial Conduct Authority

12 Endeavour Square

London

E20 1JN

This form is available on the **Mutuals Society Portal**:
https://societyportal.fca.org.uk

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