Form B
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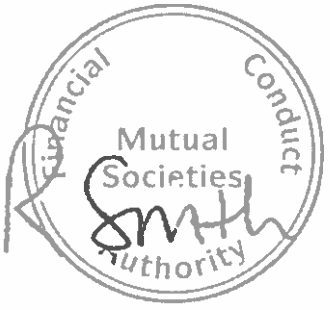
CO-OPERATIVE AND COMMUNITY BENEFIT SOCIETIES ACT 2014

The FCA acknowledges the registration of the following society under the Co-operative and Community Benefit Societies Act 2014 as a **Community Benefit Society:**

Society name: **Llandegla Community Shop Limited**

Registration number: **7262**

Registration date: **17 December 2015**



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Plunkett Foundation

MODEL RULES FOR COMMUNITY OWNERSHIP

Llandegla Community Shop Limited

RULES SPONSORED BY

THE PLUNKETT FOUNDATION

plunkett

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Plunkett Foundation

Model Rules for Community Ownership

Version 3
October 2015

Rules sponsored by the Plunkett Foundation

Plunkett Foundation

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1 INTRODUCING THE SOCIETY AND THE RULES

Name

1.1 The society is called **Llandegla Community Shop Limited** and it is called "the Society" in these Rules.

Registration

1.2 The Society is registered under the law as a society for the benefit of the community with the ***Financial Conduct Authority***. Its registered office is Y Graig, Llandegla, Wrexham LL113BG

Why the Society exists

1.3 The Society exists in order to carry on business for the benefit of the community. This is the Society's Purpose.

Commitments

1.4 The Society is committed to:

1.4.1 trading for the benefit of the community, and not for anyone's private benefit;

1.4.2 retaining profits and applying profit to advance the Society's Purpose.

Governing documents

1.5 These Rules set out the way in which the Society is owned, organised and governed.

1.6 In addition to the Rules, the Management Committee may make other provisions concerning how the Society operates, such as a code of conduct for the Management Committee. Such provisions must not be inconsistent with the Rules.

1.7 In the Rules

1.7.1 words starting with a capital letter (like Rules) refer to something specific, and the Appendix at the end of the Rules identifies the rule which makes this apparent; and

1.7.2 words which are highlighted in italics (like ***partner***) have a special meaning and the Appendix lists all of these words and explains what they mean.

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2 GOVERNANCE

Overview

2.1 The Society has Members, a Management Committee, and a Secretary.

Members

2.2 Membership is the means by which the Society is owned by the community. Membership provides Members with access to information, a voice in the Society, and the opportunity to be elected to a representative role in its governance.

Information

2.3 Members are entitled to receive information about the Society and its business, as provided in the Rules.

Voice

2.4 Members have a voice in the Society's affairs as provided in the Rules, by

2.4.1 attending, speaking and submitting motions to be considered at Members' Meetings;

2.4.2 voting at Members' Meetings;

2.4.3 electing representatives to the Management Committee.

Representation

2.5 Subject to qualification criteria, Members may stand for election to the Management Committee.

Management Committee

2.6 Subject to the Rules, the Management Committee manages the affairs of the Society and may exercise all of its powers.

2.7 The Management Committee is collectively responsible for everything done by or in the name of the Society, but on that basis it may

2.7.1 employ a manager or any other staff it considers to be necessary and appropriate;

2.7.2 delegate to any employee responsibility for day-to-day management of some or all of the Society's business;

2.7.3 authorise members of the Management Committee to deal with specific matters;

2.7.4 make use of the services of volunteers.

2.8 The Management Committee may, with the approval of a resolution of the Members at a Members' Meeting, arrange for the management of the business of the Society to be carried out by a third party.

Secretary

2.9 The Secretary is secretary to the Society, and acts as secretary to the Management Committee.

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3 MEMBERS

3.1 The Society shall encourage people to become Members, and to that end, the Management Committee shall

3.1.1 maintain a Membership Strategy for that purpose;

3.1.2 report to the Members at the Annual Members' Meeting on the state of the Society's membership and on the Membership Strategy.

3.2 The Members of the Society are those whose names are listed in its Register of Members.

3.3 Membership is open to any person (whether an individual, a corporate body or the nominee of an unincorporated organisation) who completes an application for membership in the form required by the Management Committee and:

3.3.1 is over 18 years of age;

3.3.2 supports the Society's Purpose;

3.3.3 pays for the minimum number of shares required by the Rules;

3.3.4 agrees to pay an annual subscription (if there is one); and

3.3.5 whose application is accepted by the Management Committee.

3.4 The Management Committee may refuse any application for membership at its absolute discretion.

3.5 A Member which is a corporate body shall appoint a representative to attend Members' Meetings on its behalf, and otherwise to take part in the affairs of the Society. Such appointment shall be made in writing, signed on behalf of the governing body of the corporate body.

3.6 The Management Committee may divide Members into constituencies, based on geography, the nature of their interest in the society, or any other relevant factor. If Members are divided into constituencies:

3.6.1 the Members in each constituency will be able to elect at least one representative from amongst their number to the Management Committee;

3.6.2 no person may be a Member within more than one constituency; and

3.6.3 the Secretary shall make any final decision about the constituency which a Member belongs to.

Cessation of Membership

3.7 A person ceases to be a Member of the Society in the following circumstances:

3.7.1 they resign in writing to the Secretary;

3.7.2 being an individual, they die;

3.7.3 being a corporate body, they cease to exist;

3.7.4 being a nominee of an unincorporated organisation, the organisation replaces them as its nominee;

3.7.5 they are expelled from membership under the Rules;

3.7.6 the Secretary removes them from the Register of Members, after completing procedures approved by the Management

Committee on the grounds that:

3.7.6.1 the Society has lost contact with the Member; or

3.7.6.2 the person no longer wishes to continue to be a Member.

3.8 A Member may be expelled by a resolution approved by not less than two-thirds of the members of the Management Committee present and voting at a Management Committee Meeting. The following procedure is to be adopted.

3.8.1 Any Member may complain to the Secretary in writing that another Member has acted in a way detrimental to the interests of the Society.

3.8.2 If a complaint is made, the Management Committee may itself consider the complaint having taken such steps as it considers appropriate to ensure that each Member's point of view is heard and may either:

3.8.2.1 dismiss the complaint and take no further action; or

3.8.2.2 for a period not exceeding twelve months suspend the rights of the Member complained of to attend Members' Meetings and vote under the Rules;

3.8.2.3 arrange for a resolution to expel the Member complained of to be considered at the next Management Committee Meeting.

3.8.3 If a resolution to expel a member is to be considered at a Management Committee Meeting, details of the complaint must be sent to the Member complained of not less than one calendar month before the meeting with an invitation to answer the complaint and attend the meeting.

3.8.4 At the meeting the Management Committee will consider evidence in support of the complaint and such evidence as the Member complained of may wish to place before them.

3.8.5 If the Member complained of fails to attend the meeting without due cause, the meeting may proceed in their absence.

3.8.6 A person expelled from membership will cease to be a member upon the declaration by the Chairperson of the meeting that the resolution to expel them is carried.

3.9 No person who has been expelled from membership is to be re-admitted except by a resolution carried by the votes of not less than two-thirds of the members of the Management Committee present and voting at a Management Committee Meeting.

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4 MEMBERS' MEETINGS

4.1 Every year, the Society shall hold an Annual Members' Meeting, within six months of the close of the financial year.

4.2 Any other Members' Meetings are Special Members' Meetings.

4.3 The Management Committee (except where otherwise provided in the Rules) convenes Members' Meetings, and decides the date, time and place of any Members' Meeting and of any adjourned meeting.

Annual Members' Meeting

4.4 The functions of the Annual Members' Meeting shall include:

4.4.1 receiving from the Management Committee the Annual Accounts for the previous financial year; a report on the Society's performance in the previous year, and plans for the current year and the next year;

4.4.2 receiving from the Management Committee a report on the state of the membership and the Membership Strategy;

4.4.3 appointing any financial Auditors, and external Auditors of any other aspect of the performance of the Society;

4.4.4 declaring the results of elections of those who are to serve on the Management Committee;

4.4.5 Any other business included in the notice convening the meeting.

Special Members' Meetings

4.5 Special meetings are to be convened by the Secretary either by order of the Management Committee, or if a written requisition signed by not less than 12 Members or 10% of all Members (whichever is less) is delivered, addressed to the Secretary, at the Society's registered office.

4.6 Any requisition must state the purpose for which the meeting is to be convened. If the Secretary is not within the United Kingdom or is unwilling to convene a special meeting, any member of the Management Committee may convene a Members' meeting.

4.7 A special meeting called in response to a Members' requisition must be held within 28 days of the date on which the requisition is delivered to the registered office. The meeting is not to transact any business other than that set out in the requisition and the notice convening the meeting.

Notice of Members' Meetings

4.8 Notice of a Members' Meeting is to be given at least 14 clear days before the date of the meeting, by notice prominently displayed at the registered office, all of the Society's places of business, and such other places as the Management Committee decides.

4.9 The notice must state whether the meeting is an Annual Members' Meeting or Special Members' Meeting, give the time, date and place of the meeting, and set out the business to be dealt with at the meeting.

Procedure at Members' Meetings

4.10 Members' Meetings are open to all Members. The Management Committee may invite particular individuals or representatives of particular organisations to attend a Members' Meeting.

4.11 Before a Members' Meeting can do business, a minimum number of Members (a quorum) must be present. Except where these Rules say otherwise a quorum is present if 5 Members or 10% of the Members entitled to vote at the meeting (whichever is greater) are present.

4.12 If no quorum is present within half an hour of the time fixed for the start of the meeting, the meeting shall be dissolved if it has been requisitioned by the Members. Any other meeting shall stand adjourned to the same day in the next week, at the same time and place, or to such time and place as the Management Committee determine. If a quorum is not present within half an hour of the time fixed for the start of the adjourned meeting, the number of Members present during the meeting is to be a quorum.

4.13 The Chairperson, or in their absence another member of the Management Committee (to be decided by the members of the Management Committee present), shall chair a Members' Meeting. If neither the Chairperson nor any other member of the Management Committee is present, the Members present shall elect one of their number to be Chairperson.

4.14 The Chairperson may, with the consent of the meeting at which a quorum is present, and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place. But no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. No notice of an adjourned meeting needs to be given unless the adjournment is for 21 days or more.

Voting at Members' Meetings

4.15 Subject to these Rules and to any Act of Parliament, a resolution put to the vote at a Members' Meeting shall, except where a poll is demanded or directed, be decided upon by a show of hands.

4.16 The Management Committee may introduce arrangements for Members to vote by post, or by using electronic communications.

4.17 On a show of hands and on a poll, every Member present is to have one vote. Where postal or electronic voting arrangements have been introduced, every Member who has voted by such method shall also have one vote. In the case of an equality of votes, the Chairperson of the meeting is to have a second or casting vote.

4.18 Unless a poll is demanded, the Chairperson of the meeting will declare the result of any vote, which will be entered in the minute book. The minute book will be conclusive evidence of the result of the vote.

4.19 A poll may be directed by the Chairperson of the meeting or demanded, either before or immediately after a vote by show of hands, by not less than one-tenth of the Members present at the meeting. The Chairperson of the meeting shall decide how a poll is taken.

4.20 Unless these Rules or an Act of Parliament say otherwise, all resolutions are to be decided by a simple majority of the votes cast.

4.21 A resolution in writing signed by all the Members for the time being entitled to vote at a Members' Meeting shall be valid and effective as if it had been passed at a Members' Meeting duly convened and held. Such a resolution may consist of several documents in the same form each signed by one or more Members.

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5 MANAGEMENT COMMITTEE

Composition of the Management Committee

5.1 The Management Committee shall comprise not less than three and not more than 10 persons, who shall mainly be elected by and from the Members. Not more than one quarter of the Management Committee may comprise persons co-opted by the Management Committee.

5.2 If Members are divided into constituencies, the Management Committee shall include persons elected by and from the Members in each constituency, and the Management Committee shall strive to ensure that its composition appropriately reflects the various constituencies.

5.3 If the size of the Management Committee falls below three, it may act only for the purpose of calling a Members' Meeting, the business of which shall be the election of new members to the Management Committee, and not for any other purpose.

Elections, appointments and removals

5.4 Elected members of the Management Committee hold office for a period commencing immediately after the Members' Meeting at which their election is declared, and ending at the conclusion of the third Annual Members' Meeting after that.

5.5 Co-opted members of the Management Committee serve until the next Annual Members' Meeting.

5.6 A person retiring from office shall be eligible for re-election or re-appointment.

5.7 Elections shall be carried out in accordance with procedures determined by the Management Committee.

5.8 Only a Member over the statutory minimum age may be elected or appointed to serve on the Management Committee.

5.9 The Management Committee will adopt a code of conduct, and every member of the Management Committee must comply with the terms of such code of conduct.

5.10 A member of the Management Committee shall immediately vacate their office if they:

5.10.1 resign their office in writing to the Secretary;

5.10.2 cease to be a Member;

5.10.3 become bankrupt or subject to a disqualification order made under the Company Directors Disqualification Act 1986

5.10.4 are removed from office by a resolution passed by a two-thirds majority of those voting at a meeting of the Management Committee, on the grounds that in the opinion of the Management Committee, they are in serious breach of the Management Committee's code of conduct or have not performed the duties which they agreed to perform or which they could reasonably have been expected to perform and it is not in the interests of the Society that they should continue in office.

5.11 The Management Committee shall elect from amongst themselves a Secretary, Chairperson Vice-Chairperson and a Treasurer. These officers shall have such functions as the Rules or the Management Committee specify, and they shall serve until they are removed or replaced by the Management Committee, or until they resign.

Meetings of the Management Committee

5.12 The Management Committee shall hold such meetings as it considers appropriate to discharge its roles and responsibilities.

5.13 Every meeting of the Management Committee shall be chaired by the Chairperson, or in their absence the Vice-Chairperson, or in their absence another member of the Management Committee chosen by those present.

5.14 Three members of the Management Committee shall comprise a quorum.

5.15 Members of the Management Committee may be counted in the quorum, participate in and vote at meetings of the Management Committee by telephone, video or other electronic means.

5.16 Unless the Rules provide otherwise, in the event of a decision to be made by a vote at meetings of the Management Committee, the decision shall be decided by a majority of votes. Each member of the Management Committee shall have one vote, and in the event of a tied vote, the Chairperson of the meeting shall have a second or casting vote.

5.17 A resolution signed by all the members of the Management Committee has the same effect as a resolution validly passed at a meeting of the Management Committee. Each member of the Management Committee may sign a separate copy of the resolution and send a signed copy to the Secretary by email or other electronic means.

Disclosure of Interests

5.18 A member of the Management Committee shall declare an interest and shall not vote in respect of any matter in which they, or their spouse or ***partner*** or immediate relative, have a personal financial or other material interest. If they do vote, their vote shall not be counted.

Remuneration

5.19 Members of the Management Committee are not entitled to any remuneration, but they may be reimbursed for reasonable expenses incurred in connection with the Society's business.

Secretary

5.20 The Management Committee appoints and may remove the Secretary, and decides the terms of the appointment and whether any remuneration is to be paid.

5.21 A person does not have to be a Member in order to be appointed Secretary, and a member of the Management Committee may be appointed Secretary. However a person employed to carry out other services may not be appointed Secretary.

5.22 The Secretary

5.22.1 has the functions set out in the Rules and any other functions which the Management Committee assigns;

5.22.2 acts as Returning Officer at and is responsible for the conduct of all elections described in the Rules;

5.22.3 has absolute discretion to decide any issue or question which the Rules require the Secretary to decide.

6 REPORTING

Preparation of Accounts

6.1 In respect of each year of account, the Management Committee shall cause Annual Accounts to be prepared which shall include:

6.1.1 a revenue account or revenue accounts which singly or together deal with the affairs of the Society as a whole for that year and which give a true and fair view of the income and expenditure of the Society for that year; and

6.1.2 a balance sheet giving a true and fair view as at the date thereof of the state of the affairs of the Society.

Auditors and Audit

6.2 At each Annual Members' Meeting where, as a result of the provisions of the Co-operative and Community Benefit Societies Act 2014 the Society has the power to decide not to appoint an Auditor or Auditors to audit its Annual Accounts, a resolution shall be put to the Members to decide whether or not they wish to exercise the power.

6.3 Where required by law or the decision of the Members, the Society shall appoint in each year a qualified Auditor or Auditors to be the Auditors, and the following provisions shall apply to them.

6.3.1 The accounts of the Society for that year shall be submitted to them for audit as required by the law.

6.3.2 They shall have all the rights and duties in relation to notice of, and attendance and right of audience at Members' Meetings, access to books, the supply of information, reporting on accounts and otherwise, as are provided by the law.

6.3.3 Except where provided in the Rules, they are appointed by the Annual Members' Meeting, and the provisions of the law shall apply to the re-appointment and removal and to any resolution removing, or appointing another person in their place.

6.3.4 Their remuneration shall be fixed by the Management Committee in accordance with the Act.

6.4 The Management Committee may fill any casual vacancy in the office of Auditor until the next following Members' Meeting.

Presentation of Accounts

6.5 The Management Committee shall present the Annual Accounts and reports of the business and affairs of the Society to the Annual Members' Meetings.

6.6 The Management Committee shall lay Annual Accounts before the Annual Members' Meeting showing respectively the income and expenditure for and the state of the affairs of the Society as at the end of the Society's most recent financial year (or of such other period as the Management Committee may decide).

Publication of Accounts and Balance Sheets

6.7 Subject to the law, the Management Committee must not cause to be published any revenue account or balance sheet unless it has previously been audited by the Auditors unless the power in 6.2 not to appoint Auditors has been exercised and in its place an audit has been substituted by an accountant's report or lay auditors' report. Every revenue account and balance sheet published must be signed by the Secretary and by two Directors acting on behalf of the Management Committee.

Copy of Balance Sheet to be Displayed

6.8 The Society must keep a copy of the last balance sheet for the time being, always displayed in a conspicuous place at its registered office together with the report of the Auditors if appointed.

Annual Return to be sent to Financial Conduct Authority

6.9 The Society must, within the time allowed by legislation in each year, send to the ***Financial Conduct Authority*** a general statement in the prescribed form, called the annual return, relating to its affairs during the period covered by the return, together with a copy of:

6.9.1 the Society's financial statements for the period included in the return; and

6.9.2 the report of the Auditors thereon if Auditors have been appointed.

and the most recent annual return of the Society shall be made available to any Member by the Secretary on request in writing free of charge.

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7 CHANGE

Alterations to Rules

7.1 No new rule shall be made, nor shall any of the Rules be amended, unless it is approved by a two-thirds majority of the votes cast at a Special Members' Meeting.

7.2 Notice of such a Special Members' Meeting shall specify the rules to be amended, and set out the terms of all amendments or new rules proposed.

7.3 No amendment to any of the Rules and no new rule shall be valid until registered.

7.4 The Management Committee may change the situation of the Society's registered office. The Society will send notice of any such change to the ***Financial Conduct Authority***.

Restriction on use

7.5 Pursuant to regulations made under the Co-operative and Community Benefit Societies Act 2003:

7.5.1 All of the Society's assets are subject to a restriction on their use.

7.5.2 The Society must not use or deal with its assets except:

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

7.5.2.2 to pay a Member of the Society the value of their withdrawable share capital or interest on such capital;

7.5.2.3 to make a payment pursuant to section 24 (proceedings on death of nominator), 25 (provision for intestacy) or 26 (payments in respect of mentally incapable persons) of the Industrial and Provident Societies Act 1965;

7.5.2.4 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;

7.5.2.5 where the Society is to be dissolved or wound up, to pay its creditors; or

7.5.2.6 to transfer its assets to one or more of the following:

(a) 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;

(b) a community interest company;

(c) 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;

(d) a charity (including a community benefit society that is a charity); or

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

7.5.3 Any expression used in this Rule which is defined for the purposes of regulations made under section 1 of the Co-operatives and Community Benefit Societies Act 2003 shall have the meaning given by those regulations.

Transfers of Engagements

7.6 The Society may, by special resolution passed at a Special Members' Meeting in accordance with the Rules and in the way required by the law, amalgamate with or transfer its engagements to any ***society*** or convert itself into a ***company***. Nothing in this Rule shall entitle the Society to amalgamate with, transfer its engagements to or convert itself into a type of body that is not listed in Rule 7.5.2.6.

7.7 The Society may also accept a transfer of engagements and assets from any ***society*** by resolution of the Management Committee or of a Members' Meeting, as the Management Committee shall decide.

Dissolution

7.8 The Society may be dissolved by an Instrument of Dissolution or by winding up in the way required by the law. If on the solvent dissolution or winding up of the Society there remain, after the satisfaction of all its debts and liabilities and the repayment of the paid-up share capital, any assets whatsoever, such assets shall be transferred in accordance with the provisions above headed "Restrictions on use".

7.9 Subject to those provisions, such assets shall be transferred to one or more community organisations that support the objects of the Society chosen by the Members at a Members' Meeting, which may include any society established by the ***Plunkett Foundation*** for the purpose of the creation, promotion and development of community-owned enterprises.

8 SHARE CAPITAL

8.1 The Society has shares of £1 each.

8.2 Application for shares shall be made to the Management Committee, and is subject to any maximum permitted by law. Shares shall be paid for in full on application.

8.3 The minimum shareholding shall be 1 share/s. The Society may from time to time make a public share offer, and any such offer may specify a minimum number of shares.

8.4 Shares are not transferable except on death or bankruptcy, and are withdrawable at the sole discretion of the Management Committee in accordance with the Rules as follows:

8.4.1 shares may be withdrawn by Members who have held them for a minimum period of three years or such other period as the Management Committee decides;

8.4.2 application for withdrawal shall be made on not less than three months' notice, on a form approved by the Management Committee;

8.4.3 the Management Committee may specify a maximum total withdrawal for each financial year;

8.4.4 All withdrawals must be funded from trading profits, reserves or new share capital raised from Members, and are at the absolute discretion of the Management Committee having regards to the long term interests of the Society, the need to maintain prudent reserves, and the Society's commitment to community benefit. If any withdrawal is to be funded from reserves, the Management Committee must be satisfied that:

8.4.4.1 as a result of such withdrawal there will be no ground upon which the Society could then be found to be unable to pay (or otherwise discharge) its debts; and

8.4.4.2 the Society will be able to pay (or otherwise discharge) its debts as they fall due during the year immediately following the withdrawal.

8.4.5 all withdrawals shall be paid in the order in which the notices were received, up to a maximum total withdrawal specified for the financial year, following which no further withdrawals may be made;

8.4.6 except where a Member intends to terminate their membership, they shall not be permitted to withdraw shares leaving them with less than the minimum required by the Rules;

8.4.7 the Management Committee may waive the notice required for a withdrawal and may direct payment to be made without notice or on such shorter notice as it considers appropriate;

8.4.8 the Management Committee may suspend the right to withdraw either wholly or partially, and either indefinitely or for a fixed period. The suspension shall apply to all notices of withdrawal which have been received and remain unpaid at the time. Where the suspension is for a fixed period, it may be extended from time to time by the Management Committee;

8.4.9 during any period when the right of withdrawal has been suspended, the shares of a deceased Member may, if the Management Committee agrees, be withdrawn by their personal representatives on giving such notice as the Management Committee requires;

8.4.10 the Society may deduct such reasonable sum to cover administrative costs of withdrawal from the monies payable to a Member on the withdrawal of shares.

8.5 The Society may (but is under no obligation to) pay interest to holders of shares, as compensation for the use of such funds, subject to the following:

8.5.1 any payment of interest must be from trading profits and is at the discretion of the Management Committee having regard to the long term interest of the Society, the need to maintain prudent reserves and the Society's commitment to community benefit;

8.5.2 the rate of interest to be paid in any year is to be approved by resolution of the Members at the Annual Members' Meeting, and shall not exceed 5% or 2% above the base rate of the Bank of England;

8.5.3 the Management Committee may decide that interest shall not be paid in relation to holdings of shares below a minimal level.

8.6 On the solvent winding-up of the Society, holders of shares will have no financial entitlement beyond the payment of outstanding interest and repayment of paid up share capital.

8.7 In the event that a Member resigns from membership, is removed from the Register of Members, or is expelled in accordance with the Rules, shares held by them at the date of resignation, removal or expulsion shall thereupon become a loan, repayable to the former Member by the Society. The terms of repayment shall be those applying to the withdrawal of share capital set out in the Rules, and notice of withdrawal shall be treated as having been given at the point of resignation, removal or expulsion.

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9 ADMINISTRATIVE

Purpose, objects and powers

9.1 The Society's Purpose is to carry on business for the benefit of the community.

9.2 The Objects of the Society are, in accordance with its Purpose:

> The objects of the Society shall be to carry on business for the benefit of the community by:
>
> Provision of a community shop and associated facilities

9.3 The Society has the power to do anything which appears to it to be necessary or desirable for the purposes of or in connection with its Objects.

9.4 In particular it may:

9.4.1 acquire and dispose of property;

9.4.2 enter into contracts;

9.4.3 employ staff;

9.4.4 make use of the services of volunteers;

9.4.5 receive donations or loans free of interest for its Objects.

9.5 Any power of the Society to pay remuneration and allowances to any person includes the power to make arrangements for providing, or securing the provision of pensions or gratuities (including those payable by way of compensation for loss of employment or loss or reduction of pay).

9.6 The Society shall not accept deposits or conduct any activity that constitutes a 'regulated activity' for the purposes of the Financial Services and Markets Act 2000 and 2012 without first applying for, and obtaining, authorisation for the conduct of any such activity.

Borrowing

9.7 Subject to the approval of the Management Committee, the Society may borrow money from its members and others for the purposes of or in connection with its Objects, providing that the amount outstanding at any one time shall not exceed £10,000,000.

9.7.1 The Society shall have the power to mortgage or charge any of its property, assets and undertakings, and to issue loan stock, debentures and other securities for money borrowed or for any contracts of the Society or its customers or persons or corporations having dealings with the Society under whatever security or conditions the Management Committee determine are necessary to obtain the capital required to fulfil the society's objects.

Investments

9.8 Subject to any restriction imposed by resolution of any Members' Meeting, the Management Committee may invest any part of the capital and funds of the Society in any manner which the Management Committee may from time to time determine.

Books of Account

9.9 The Management Committee shall cause to be kept proper books of account with respect to the transactions of the Society, its assets and liabilities, and shall establish and maintain a satisfactory system of control of the books of account, the cash holdings and all receipts and remittances of the Society in accordance with the law.

Treatment of Profits

9.10 The profits of the Society shall not be distributed either directly or indirectly in any way whatsoever among Members, but shall be applied:

9.10.1 to maintain prudent reserves;

9.10.2 social payments furthering the objects of the Society;

9.10.3 on expenditure in carrying out the Society's Objects.

Minutes

9.11 The Management Committee shall cause proper minutes to be made of all Members' Meetings, meetings of the Management Committee and of any sub-committees. All such minutes shall be open to inspection by any Member at all reasonable times.

Settlement of Disputes

9.12 Any dispute, between the Society or an officer of the Society on the one hand and a Member or a person who has for not more than six months ceased to be a Member on the other hand, as to the interpretation of or arising out of the Rules shall (except as otherwise provided in the Rules) be referred, in default of agreement between the parties to the dispute, to a person appointed by the Chief Executive of the Plunkett Foundation, on application by any of the parties. The person so appointed shall act as sole arbitrator in accordance with the Arbitration Act 1996 or the Arbitration (Scotland) Act 2010 and such person's decision shall (including any decision as to the costs of the arbitration) be final.

Register of Members

9.13 The Society shall keep at its registered office a register of Members as required by the law. Any Member wishing to inspect the register (or any part of it) shall provide the Society with not less than 14 days' prior notice given in writing to the Secretary at the Society's registered office.

Copies of Rules and Regulations

9.14 The Secretary will provide a copy of the Rules to any person who demands it, and may charge a sum (not exceeding the maximum allowed by the law) for providing such a copy.

Directors' and Officers' Indemnity

9.15 Members of the Management Committee and the Secretary who act honestly and in good faith will not have to meet out of their personal resources any personal civil liability which is incurred in the execution or purported execution of their functions, save where they have acted recklessly. Any costs arising in this way will be met by the Society. The Society may purchase and maintain insurance against this liability for its own benefit and for the benefit of members of the Management Committee and the Secretary.

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Deceased and bankrupt members

9.16 Upon a claim being made by the personal representative of a deceased Member or the trustee in bankruptcy of a bankrupt Member, any property to which the personal representative or trustee in bankruptcy has become entitled may be used as the personal representative or trustee in bankruptcy may direct.

9.17 A Member may in accordance with the law nominate any person or persons to whom any of their property in the Society at the time of their death shall be transferred, but such nomination shall only be valid to the extent for the time being provided by the law. On receiving satisfactory proof of the death of a Member who has made a nomination the Society shall, in accordance with the law, either transfer or pay the full amount of such property to the person so nominated.

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10 START-UP PROVISIONS

10.1 The first Members of the Society shall be those who signed the application for registration.

10.2 The first Members shall appoint the first Management Committee who shall serve until the first Annual Members' Meeting.

10.3 At the conclusion of the first Annual Members' Meeting, all the members of the first Management Committee shall retire.

10.4 Those elected to replace them as members of the Management Committee shall take office immediately after the conclusion of the first Annual Members' Meeting, and the following provisions shall apply to them.

10.4.1 One third of those so elected, who obtained the highest number of votes, shall serve until the conclusion of the fourth Annual Members' Meeting.

10.4.2 One third who obtained the next highest number of votes shall serve until the conclusion of the third Annual Members' Meeting.

10.4.3 The remainder of those elected shall serve until the conclusion of the second Annual Members' Meeting.

11 TRANSITION PROVISIONS

11.1 If these model rules are adopted on a complete amendment of rules, the following provisions shall apply.

11.2 Those holding office as elected members of the Management Committee immediately prior to the adoption of these model rules shall continue in office until the next Annual Members' Meeting, and the following will then apply:

11.2.1 if, under the rules applying before the adoption of these model rules, members of the Management Committee were elected for a three year term of office, then the elected members of the Management Committee shall serve out the term of office for which they had been elected;

11.2.2 if, under the rules applying before the adoption of these model rules, members of the Management Committee were elected for any other term of office, all elected members of the Management Committee shall retire from office at the conclusion of the next Annual Members' Meeting; elections shall be held before the Annual Members' Meeting to fill the vacancies arising; and the following provisions shall apply:

11.2.2.1 one third of those elected, who polled the highest number of votes, shall serve a three year term of office ending at the conclusion of the fourth Annual Members' Meeting following the adoption of these model rules;

11.2.2.2 one third of those elected, who polled the next highest number of votes, shall serve a two year term of office ending at the conclusion of the third Annual Members' Meeting following the adoption of these model rules;

11.2.2.3 the remainder of those elected, who polled the lowest number of votes, shall serve a one year term of office ending at the conclusion of the second Annual Members' Meeting following the adoption of these model rules.

11.3 Those holding office as Chairperson, Vice-Chairperson, and Treasurer immediately prior to the adoption of these model rules shall continue in office until the first meeting of the Management Committee after the next Annual Members' Meeting. At the commencement of that Management Committee meeting, they shall retire from office and the Management Committee shall elect a Chairperson, Vice-Chairperson and Treasurer.

11.4 The person holding office as Secretary immediately prior to the adoption of these model rules shall continue in office unless or until replaced by the Management Committee.

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12 SIGNATURES OF MEMBERS

Signatures of Members	Full Names	Date
.....	Phil Tidey	11/12/15
.....	Janet Strivens	11/12/15
.....	Duncan Ion	11/12/15
Signature of Secretary	David Rose	11/Dec/15

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APPENDIX

1 The Rules should be read and understood on the basis of what is set out below.

2 Words in the singular include the plural, and words in the plural include the singular.

3 Any reference to legislation includes any subsequent enactments, amendments and modifications, or any subordinate legislation.

4 The section, rule and paragraph headings are inserted for convenience only and shall not affect the interpretation of the Rules.

5 The following words and phrases have the special meaning set out below.

"company"	a company registered with limited liability under the Companies Act 2006 or any previous Companies Act, or under any law of the country where it is situate whereby it acquires the right of trading as a body corporate with limited liability
"Financial Conduct Authority"	Financial Conduct Authority, 25 The North Colonnade, Canary Wharf, London, E14 5HS
"partner"	a person living with another in the same household as a couple, irrespective of their sex or sexual orientation
"Plunkett Foundation"	Plunkett Foundation, The Quadrangle, Woodstock, Oxfordshire, OX20 1LH
"society"	a society registered with limited liability under the Co-operative and Community Benefit Societies Act 2014 or under any law of the country where it is situate whereby it acquires the right of trading as a body corporate with limited liability

6 The following words or phrases are introduced in the rule specified in each case.

Words or Phrases	**Rule**
Annual Members' Meeting	4.1
Annual Accounts	6.1
Appendix	1.7.1
Auditor	6.2

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Chairperson	5.11
Management Committee	2.1
Member	2.1
Members' Meeting	4
Membership Strategy	3.1.1
Objects	9.2
Purpose	1.3
Register of Members	3.2
Rules	1.1
Secretary	2.1
Society	1.1
Special Members' Meeting	4.2
Treasurer	5.11
Vice-Chairperson	5.11

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PLUNKETT FOUNDATION'S GUIDANCE NOTES FOR USE OF THESE MODEL RULES

These Guidance Notes are not part of the Model Rules and are not formulated by the FCA

Using these Model Rules

The use of model rules for the registration of new societies is intended to save costs on application. At the current time (October 2015), an application to register a new society using model rules without any amendments to the model costs £40. The costs increase as the number of amendments to the model increases (between 1 and 6 amendments - £120; between 7 and 10 amendments - £350; 11 or more amendments - £950). Completing blanks in the model (eg inserting the name of the society) does not count as an amendment.

Rule 1.1 Insert the proposed name of the Society. The name, which will include the word "Limited", needs to be available and acceptable, and for guidance on this see: www.fsa.gov.uk/pubs/forms/MS_change_name_notes.pdf

Rule 1.2 The registered office, which is the place to which all communications and notices to the society may be addressed, must be in Great Britain or the Channel Islands.

Rule 3.3.1 The model rules provide for a minimum age to be specified. Unless a minimum age is stated in the rules, the law presumes that there is no minimum age for members. Where under these rules substantial share capital is to be raised from members, Plunkett Foundation recommends that legal advice is taken if the minimum age is to be lower than 16. Subject to that, it recommends that the minimum age is not lower than 14.

Rule 3.3 It has been suggested that 51% of the total membership should be comprised of local residents. This could be hard to police or enforce. It can be up to the Board to use 'reasonable endeavours' to ensure that at all times at least 51% of members are local.

Rule 5.1 The recommended size of a Management Committee is for a maximum number of 12 members.

Rule 5.8 The statutory minimum age for serving on the Management Committee is currently 16.

Rule 5.9 The Management Committee must adopt a code of conduct. A template code of conduct is set out following these Guidance Notes below, which can be adopted in that form, or amended.

Rule 5.11 Where possible, it is preferable for the Chairperson, Secretary and Treasurer to be elected from amongst the elected members of the Management Committee.

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Rule 8

These model rules only provide for withdrawable shares. No member of a registered society may have any interest in the withdrawable shares of the society exceeding £100,000 being the statutory maximum, with limited exceptions

While a society can increase the shareholding limit in its rules to £100,000, it should consider, based on its circumstances and the views of its members, whether it is appropriate to do so.

If a significant proportion of a society's share capital is held by a small number of members, the imbalance could lead to liquidity problems and possibly the risk of destabilisation if the holders wish to withdraw their shares. There is also the risk of undue influence, despite shareholders normally holding equal voting rights.

It is recommended that a society should seek legal advice if it wishes to amend these model rules to permit shares that are not withdrawable.

Rule 9.6 A deposit for the purpose of 9.6 is referring to deposits as defined by regulation 5 of the Financial Services and markets Act 2000 (Regulated Activities) order 2001. The definition of the Order classes deposits as either:

- Money received that is lent to other; or
- Money used to finance to a material extent any other activity of the deposit taker.

Our advice is that this excludes reverse credits.

Rule 10 These provisions apply where these model rules are adopted upon first registration. Where that is not the case, these provisions should be deleted.

Rule 11 These provisions apply where these model rules are adopted on a complete change of rules. Where this is not the case, these provisions should be deleted.

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TEMPLATE CODE OF CONDUCT

(THIS TEMPLATE IS NOT PART OF THE MODEL RULES)

CODE OF CONDUCT FOR MEMBERS OF THE MANAGEMENT COMMITTEE OF [ ] ("THE SOCIETY")

Approved and adopted by the Management Committee on [ ]

1 Purpose of this document

1.1 This document sets out the standard of personal behaviour and conduct required of Committee Members. It is the Code of Conduct referred to in the Rules of the Society.

1.2 The Management Committee approved this Code of Conduct on the date set out above. As a condition of remaining a member of the Management Committee, all Committee Members agree to comply with this Code of Conduct.

1.3 A material breach of this Code of Conduct may result in removal from the Management Committee, as provided in the Rules.

2 Qualification and eligibility to be a Committee Member

2.1 The Rules set out the criteria by which an individual is qualified and eligible to be a Committee Member. A Committee Member shall notify the Chairperson immediately on becoming aware that they no longer fulfil, or may no longer fulfil any of these criteria.

3 Legal duties of Committee Members

3.1 Duty to obey the law and comply with the Rules

3.1.1 In carrying out their role, Committee Members are required to obey the law, and to comply with the Rules.

3.1.2 If in any doubt about this on any particular matter, a Committee Member should in the first place seek advice from the Chairperson.

3.2 Duty of good faith

3.2.1 Committee Members are required at all times to be truthful and honest with each other, and with any other people with whom they have any contact as a Committee Member.

3.2.2 Committee Members are required at all times to act in the best interests of the Society. They have a responsibility to make known the views, concerns and aspirations of those whom they have been elected to represent; but any decision they make must be made in what each Committee Member honestly believes to be the

best interests of the Society.

3.2.3 Committee Members owe a **duty of undivided loyalty** to the Society, which includes the following features.

Conflict of interest

3.2.3.1 Committee Members must not allow themselves to be in a situation where any other interest which they have comes into conflict with their duty as a Committee Member.

3.2.3.2 Committee Members must disclose or declare any interest as required by the Rules. If in any doubt about whether an interest should be disclosed or declared, a Committee Member should consult the Chairperson.

Gifts, benefits, discounts and hospitality, and use of suppliers

3.2.3.3 Committee Members must not use their position as Committee Member to secure any personal advantage.

3.2.3.4 Committee Members must not receive any personal benefits from suppliers or other third parties.

Confidentiality

3.2.4 Committee Members must treat any information which they receive as confidential, and must not disclose it to any third party without the express permission of an authorised representative of the Society.

Collective responsibility

3.2.5 Committee Members have a duty to support any decision of the Management Committee, whether or not they agree with or voted in favour of it.

3.3 **Duty to be careful**

3.3.1 Committee Members have a duty to take such care in carrying out their responsibilities as a reasonable person would take in relation to their own affairs.

3.3.2 This includes attending meetings, preparing in advance for meetings by reading papers, asking for advice when it is needed, and attending any training provided by the Society.

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4 Standards of behaviour

4.1 Committee Members are required at all times to treat each other, and any other people with whom they have any contact as a Committee Member, with dignity, respect and fairness.

4.2 Committee Members should at all times work co-operatively with any employee or volunteer, and strive to make the governance arrangements work for the best interests of the Society.

4.3 Committee Members must not bring the Society into disrepute.

5 Non-compliance with this Code of Conduct

5.1 If a Committee Member commits a serious breach of this Code of Conduct, it may result in removal by resolution of the requisite majority of the remaining Committee Members, as required by the Rules.

5.2 Before any resolution to remove a Committee Member may be considered by the remaining Committee Members at a meeting:

5.2.1 full details of the alleged material breach shall be put in writing, together with details of the grounds upon which it is considered not to be in the best interests of the Society for them to continue as a Committee Member, and sent to the Committee Member concerned to be received not less than 14 days before the meeting;

5.2.2 the Committee Member shall be given the opportunity to respond, in writing or in person at the meeting.

BANK OF ENGLAND
PRUDENTIAL REGULATION
AUTHORITY

FCA
FINANCIAL CONDUCT AUTHORITY

Mutual Societies Application Form

New registrations and conversions:
co-operative societies and community benefit societies

Full proposed name of society:

Llandegla Community Shop Limited

Important information you should read before completing this form

You must use this form if you are:

- applying to register a new co-operative society
- applying to register a new community benefit society
- converting a particular type of friendly society into a co-operative society or community benefit society (please see notes for details); or
- converting a registered company into a co-operative society or community benefit society.

Please note:

- we have an information note that may assist you in completing this application.
- any personal details you give on the form will be placed on the society's file.
- it is important you give accurate and complete information and disclose all relevant information. If you do not, it may take us longer to assess your application and possibly lead to the application being rejected.

Please keep a copy of the form and the supporting documents for future reference.

Terms in this form

'FCA', 'PRA', 'us' and 'we' refer to the Financial Conduct Authority or Prudential Regulation Authority.

'You' refers to the person signing the form on behalf of the society.

'The 2014 Act' is the Co-operative and Community Benefit Societies Act 2014

'The 1974 Act' is the Friendly Societies Act 1974

Details of Registration

1 What are you applying to do?

☐ Register a new co-operative society	Complete this form from question 3	☐ Completed
☒ Register a new community benefit society	Complete this form from question 3	☒ Completed
☐ Convert a friendly society into a co-operative society or community benefit society	Complete this form from question 2 Complete Appendix 2	☐ Completed ☐ Completed and Attached
☐ Convert a registered company into a co-operative society or community benefit society	Complete this form from question 3 Complete Appendix 3	☐ Completed ☐ Completed and Attached

2 Details of the society that is currently registered under the Friendly Societies Act 1974

Name of current society (if converting)	
Register number of society	

3 Contact details for communications about this application

Name	Phil Tidey
Position	Management Committee Member
Full Address	Y Graig, Llandegla, Wrexham LL11 3BG
Contact Telephone	01978 790657
Email Address	phil@ygraig.org.uk

4 Does the society have any timing factors that it would like us to consider?

If the society wishes to be registered by a specific date, we will try to meet it. Please bear in mind we usually take 15 working days to examine each application.

We hope to take over our premises on January 1st 2016 and we need to become a legal entity to do so.

5 You must attach the following:

Two copies of the proposed society's rules (or one copy if submitted electronically), signed at the end by 3 members and by the society Secretary.

☒ Attached

6 What is the full proposed name of the society?

Llandegla Community Shop Limited

7 What business, industry or trade does the society intend to carry out?

We intend to establish and run a community shop and meeting place

8 How will the society fund is activities?

If the society proposes to issue withdrawable share capital please state whether the society intends to pay interest on the share capital and, if so, how the society will determine the rate of interest to be offered.

Through trading surplus, donations, fundraising and grants. Where withdrawable shares might be issued we will pay a rate of interest that is not more than 2% above the base rate and at the discretion of the management committee.

9 What date does the society want to end its financial year on?

If you want a specific financial year end date please specify below. If left blank the society will be registered with a financial year ending on the last day of the month it was registered.

3	1	/	1	2	/	2	0	1	6

To register a **co-operative society** go to question 10

To register a **community benefit society** go to question 15

Co-operative society

10 How will members benefit from the business industry or trade of the society?

N/A

11 Is membership of the society required to obtain the benefits offered by it?

☐ Yes
☐ No

12 In what way will members participate in an ongoing basis in the society's primary business?

N/A

13 How will members democratically control the society?

N/A

14 How will the society use any surplus/profit?

If the society intends to distribute the surplus/profit to members please explain how this is to be done.

N/A

Continue to question 20

Community benefit society

15 Who are the community the society intends to benefit?

The residents of the Llandegla community and visitors

16 How will the society benefit that community?

By providing a local shop service instead of travelling 7+ miles to the nearest alternative. We will also provide a social space and meeting place for the community

17 How will the society use any surplus/profit?

Surplus/profit will be reinvested into the business to maintain and improve facilities and to ensure sufficient reserves are in place.
Any remaining surplus/profit will be used for the benefit of the local community.

18 Are the society's objects charitable?

☒ No ▸ Continue to next question
☐ Yes ▸ Complete Appendix 1 ☐ Completed and Attached

19 Does the society intend to have a statutory asset lock?

☐ No
☒ Yes

Continue to question 20

20 Please complete the table below

Matters to be provided for	Rule number(s)
The society's name	1.1
The objects of the society	1.3 and 9
The place of the society's registered office, to which all communications and notices may be addressed	1.2
The terms of admission of the members, including any society or company investing funds in the society under the provision of the 2014 Act.	3
The method of holding meetings, the scale and right of voting, and the method of making, altering or rescinding rules.	2.4, 4, 5 and 7
The appointment and removal of a committee, (by the name of *Llandegla Community Shop Management Committee) and of managers or other officers, and their respective powers and remuneration.	2.7 and 5
The maximum amount of interest in the shares of the society which may be held by any member otherwise than by virtue of section 24(2) 2014 Act.	8
Whether the society may contract loans or receive moneys on deposit subject to the provisions of the 2014 Act from members or others; and, if so, under what conditions, under what security, and to what limits of amount.	8.4, 9.6 and 9.7
Whether any or all shares are transferable, and provision for the form of transfer and registration of the 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 the payment of the balance due thereon on withdrawing from the society.	8
Provision for the audit of accounts in accordance with Part 7 of the 2014 Act.	6
Whether members may withdraw from the society, and if so, how, and provision for the claims of the representatives of deceased members or the trustees of the property of bankrupt members (or, in Scotland, members whose estate has been sequestrated) and for the payment of nominees.	8.4, 9.16 and 9.17
The way in which the society's profits are to be applied.	9.10
If the society is to have a common seal, provision for its custody and use.	N/A
Whether any part of the society's funds may be invested, and if so by what authority and in what way.	9.8

*please add the name of the Committee of Management – e.g. 'The Board'

Continue to 21

21 Please provide details of any close links which the society or any member of its committee has, or intends to have, with any society, company or authority

The following are regarded as evidence of a close link with another society, company or other entity:

- any material contract or arrangement which it is anticipated that the society will enter into in order to undertake its business; and
- any other directorships or senior positions held by members of the committee.

If there are no close links to report write 'None' in the box below. Do not just leave the box blank.

None

Please use separate sheets of paper if you need more space and indicated below how many separate sheets you have used:

22 Are any members of the society's committee disqualified as directors under the Company Director Disqualification Act 1986?

☒ No
☐ Yes

23 *Does the society intend to carry out any regulated activity?*

By 'regulated' we refer to activities regulated by the Financial Services and Markets Act 2000.

☒ No
☐ Yes

24 Have you used model rules provided by a sponsoring body?

☐ No ▸ Continue to question 25
☒ Yes ▸ The sponsoring body must complete the boxes below.

Name of the model being used	MODEL RULES FOR COMMUNITY OWNERSHIP
Name of sponsoring body	PLUNKETT FOUNDATION
Signature on behalf of sponsoring body	Liz Pearce
Date 17/12/15	~~dd/mm/yy~~

Registration fee

25 Please tick the relevant box below to confirm the fee submitted with your application

☒ £40 ▸ The society is using model rules with no changes
☐ £120 ▸ The society is using model rules with 1-6 changes
☐ £350 ▸ The society is using model rules with 7-10 changes
☐ £950 ▸ The society is using model rules with 11 or more changes
☐ £950 ▸ The society is not using model rules
☐ No fee ▸ This only applies to a friendly society converting to a co-operative or community benefit society.

You must pay the registration fee by cheque. **It is not refundable** (even if the society decides to withdraw its application).

How to pay

a. Make the cheque payable to the Financial Conduct Authority. We cannot accept post-dated cheques.
b. Write the name of the society on the back of the cheque.
c. Send the cheque with the application form.

Continue to 26

Member and secretary details

26 You must arrange for three members and the Secretary of the society to complete the table below

Member 1

Name	Janet Strivens
Address	Y GRAIG LLANDEGLA LL11 3BG
Contact Number	01978 790657
Signature	Janet Strivens
Date	11/12/15

Member 2

Name	Phil Tidey
Address	Y Graig, Llandegla, Wrexham
Contact Number	01978 790657
Signature	P.T.
Date	11/12/15

Member 3

Name	Duncan Ion
Address	Glanrafon, Llandegla, LL11 3AL
Contact Number	019788 790386
Signature	
Date	11/12/15

Secretary

Name	David Rose
Address	Isis Llandegla Denbighshire LL11 3AW
Contact Number	01978 790508
Signature	
Date	11/Dec/15

Date of application

27 Date the application was submitted

Date	11/12/15

End of form