

# Financial Services Authority

Form B

R/IP/RA/2

208S



## INDUSTRIAL AND PROVIDENT SOCIETIES ACT 1965

*Acknowledgement of Registration of Society*

Register No. **31989 R**

**Ross Rowing Club Limited** is this day registered under the Industrial and Provident Societies Act 1965.

Date: **08 March 2013**

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

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## **Industrial and Provident Societies Act 1965**

### **Rules of**

### **Ross Rowing Club Limited**

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#### **NAME**

1. The name of the society shall be Ross Rowing Club Limited.

#### **REGISTERED OFFICE**

2. The registered office of the society shall be at Okells Solicitors, Church Row, Ross-on-Wye, Herefordshire, HR9 5HR

#### **INTERPRETATIONS**

3. In these rules:

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

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

**"Auditor"** means a person eligible for appointment as a company auditor under section 25 of the Companies Act 1989;

**"The Board of Directors" or "Board"** means all those persons appointed to perform the duties of directors of the society;

**"Board Meeting"** includes, except where inconsistent with any legal obligation a physical meeting, a meeting held by electronic means and a meeting held by telephone;

**"Clear Days"** in relation to the period of notice does not include the day on which the meeting is to be held and the day on which the notice is handed to someone or left at their Address, or the day on which it is sent, is in the process of being sent and is assumed to be delivered;

**"Connected Person"** means the spouse, civil partner, child, step-child, parent, grandparent, grandchild, brother, sister or other person in a relationship with a director, which may reasonably be regarded as equivalent to such a relationship or any company or business controlled or managed by a director and includes a trustee of any trust, the beneficiaries of which include a Connected Person;

**"Director"** means a director of the society and includes any person occupying the position of director, by whatever name called;



**"Document"** includes, unless otherwise stated, any document sent or supplied in electronic form;

**"Electronic Means"** shall include, for example, email, video links and secure authenticated website transactions;

**"Extraordinary Resolution"** means, unless the context requires otherwise, those decisions requiring an Extraordinary Resolution as detailed under 'Resolutions' in these rules;

**"Founder Member"** means a subscriber to these rules for the purposes of registration;

**"Member"** has the meaning as detailed under 'Membership' in these rules;

**"Office Holder"** means a receiver, administrative receiver, liquidator, provisional liquidator or administrator of a Member of all or substantially all of the Member's assets;

**"Officer"** has the meaning as detailed under 'Officers' in these rules;

**"Person"** means, unless the context requires otherwise, a natural person, unincorporated body, firm, partnership, corporate body or the nominee of an unincorporated body, firm, partnership or corporate body;

**"Registrar"** means the Financial Services Authority (FSA) or any body that succeeds its function;

**"Regulations"** has the meaning as detailed under 'Regulations' in these rules;

**"Rules"** means these Rules;

**"Secretary"** means any person appointed to perform the duties of the Secretary of the society;

**"Society"** means the above named society;

**"Transferable"** means shares that are transferable to another Person who also qualifies for membership of the Society in accordance with these Rules;

**"Withdrawable"** means shares with the associated right for the Member to withdraw and receive in return the value of their shares from the Society.

**"Writing"** means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied by Electronic Means or otherwise.

## **OBJECTS**

4. The objects of the Society shall be to carry on any business for the benefit of the community by the promotion of community participation in healthy recreation and in particular, but not exclusively, by the provision of facilities for rowing and associated activities



## **POWERS**

5. The Society may do all such lawful things as may further the Society's objects and, in particular, may borrow or raise funds for any purpose that is beneficial to the Society.

## **BORROWING**

6. The Society shall have the power to borrow money from its Members and others in order to further its objects providing that the amount outstanding at any one time shall not exceed £10,000,000.
7. The Society shall have the power to mortgage or charge any of its property, including the assets and undertakings of the Society, present and future, and to issue loan stock, debentures and other securities for money borrowed or for the performance of any contracts of the Society or its customers or Persons having dealings with the Society.
8. The rate of interest on money borrowed, except on money borrowed by way of bank loan or overdraft or from a finance house or on mortgage from a building society or local authority, shall not exceed 5% per annum or 2% above the Co-operative Bank's base rate at the commencement of the loan, whichever is the greater.
9. The Society may receive from any Person, donations or loans free of interest in order to further its objects but shall not receive money on deposit.

## **FINANCIAL SERVICES AND MARKETS ACT 2000 ACTIVITY**

10. For the avoidance of doubt the Society shall not engage in any activity by virtue of any of these Rules that would require a permission from the Registrar to carry on that activity without first having applied for and obtained such permission.

## **INVESTMENT OF FUNDS**

11. The Society may invest any part of its funds in the manner set out in Section 31 of the Act.

## **MEMBERS**

12. The first Members of the Society will be the Founder Members. The Board may at its discretion admit to membership any individual, corporate body or nominee of a unincorporated body, firm, partnership or corporate body who supports the objects of the Society who has paid or agreed to pay any subscription or other sum due in respect of membership for the time being in force.

## **Applications for Membership**

13. All those wishing to become a Member must support the objects of the Society and complete an application for membership which shall include an application for at least one share in the Society. Such an application form must be approved by the Directors and the Directors must approve each application for membership.



14. A corporate body which is a Member shall by resolution of its governing body appoint a representative who may during the continuance of her/his appointment be entitled to exercise all such rights and powers as the corporate body would exercise if it were an individual person. Each such corporate body Member shall supply notification in Writing to the Society of its choice of representative.

#### **Member Commitment**

15. All Members agree to participate in general meetings and take an active interest in the operation and development of the Society and its business. Members have a duty to respect the confidential nature of the business decisions of the Society.

#### **Termination of Membership**

16. A Member shall cease to be a Member of the Society immediately that they:
  - (a) Fail to hold the minimum shareholding; or
  - (b) Fail to pay the annual subscription (if any) within 3 months of it falling due; or
  - (c) Resign in Writing to the Secretary; or
  - (d) Are expelled from membership in accordance with these Rules; or
  - (e) Die, are wound up or go into liquidation.

#### **Expulsion from Membership**

17. A Member may be expelled for conduct prejudicial to the Society by an Extraordinary Resolution, provided that the grounds for expulsion have been specified in the notices calling the meeting and that the Member whose expulsion is to be considered shall be given the opportunity to make representations to the meeting or, at the option of the Member, an individual who is there to represent them (who need not be a Member of the Society) has been allowed to make representations to the general meeting.
18. If on due notice having been served the Member fails to attend the meeting the meeting may proceed in the Member's absence. No Member expelled from membership shall be re-admitted except by an Extraordinary Resolution.

#### **PROCEEDINGS ON DEATH OR BANKRUPTCY OF A MEMBER**

19. Upon a claim being made by:
  - (a) The personal representative of a deceased Member; or
  - (b) The trustee in bankruptcy of a Member who is bankrupt; or
  - (c) The Office Holder to any property in the Society belonging to such a Member, the Society shall transfer or pay property to which the Office Holder has become entitled as the Office Holder may direct them.



20. A Member may in accordance with the Act nominate any individual or individuals to whom any of her/his property in the Society at the time of her/his death shall be transferred, but such nomination shall only be valid to the extent of the amount for the time being allowed in the Act. On receiving a satisfactory proof of death of a Member who has made a nomination the Society shall, in accordance with the Act, either transfer or pay the full value of the property comprised in the nomination to the individual or individuals entitled thereunder.

### **Share Capital**

21. The shares of the Society shall be of the nominal value of £1 issued to Persons upon admission to membership of the Society. The shares shall be fully paid prior to issue, and shall be non-Transferable except on death or bankruptcy or (in the case of an unincorporated organisation or partnership), on a change of nominee(s) and only to the new nominee(s), nor Withdrawable, shall carry no right to interest, dividend or bonus, and shall be forfeited and cancelled on cessation of membership from whatever cause, and the amount paid up on such cancelled shares shall become the property of the Society. Each Member shall hold one share only in the Society.

### **GENERAL MEETINGS**

22. The Society shall, within six months of the end of the financial year, hold a general meeting of the Members as its annual general meeting and shall specify the meeting as such in the notice calling it.
23. The business of an annual general meeting shall comprise, where appropriate:
- (a) The receipt of the accounts and balance sheet and of the reports of the Board and Auditor (if any);
  - (b) The appointment of an Auditor, if required;
  - (c) The election of the Board or the results of the election if held previously by ballot;
  - (d) The transaction of any other business included in the notice convening the meeting.

### **Calling a General Meeting**

24. The Secretary, at the request of the Board of Directors may convene a general meeting of the Society. The purpose of the general meeting shall be stated in the notice of the meeting.
25. The Board of Directors upon an application signed by one-tenth of the total number of Members, or 100 Members, whichever is the lesser, delivered to the registered office of the Society, shall convene a general meeting. The purpose of the general meeting shall be stated in the application for and notice of the meeting. No business other than that stated in the notice of the meeting shall be conducted at the meeting.



26. If within one month from the date of the receipt of the application the Board have not convened a general meeting to be held within six weeks of the application, any three Members of the Society acting on behalf of the signatories to the application may convene a general meeting, and shall be reimbursed by the Society for any costs incurred in convening such a meeting.

### **Notices**

27. The Directors shall call the annual general meeting giving 14 Clear Days' notice to all Members. All other general meetings shall be convened with at least 14 Clear Days' notice but may be held at shorter notice if so agreed in Writing by 90% of the Members.
28. Notices of meetings shall either be given to Members personally or sent to them at their Address or alternatively, if so agreed by the Society in general meeting, notices of general meetings may be displayed conspicuously at the registered office and in all other places of business of the Society to which Members have access. Notices shall specify the date, time and place at which the meeting is to be held, and the business which is to be transacted at that meeting. A general meeting shall not transact any business other than that specified in the notices calling the meeting.
29. A notice sent to a Member's Address shall be deemed to have been duly served 48 hours after its posting. The accidental omission to send any notice to or the non-receipt of any notice by any Person entitled to receive notice shall not invalidate the proceedings at the meeting.
30. All notices shall specify the date, time and place of the meeting along with the general nature of business to be conducted and any proposed resolutions.
31. If the Society has appointed an Auditor in accordance with these Rules they shall be entitled to attend general meetings of the Society and to receive all notices of and communications relating to any general meeting which any Member of the Society is entitled to receive. The Auditor shall be entitled to be heard at any meeting on any part of the business of the meeting which is of proper concern to an Auditor.

### **Quorum**

32. No business shall be transacted at a general meeting unless a quorum of Members is present which shall include those Members not present in Person. Unless amended by Extraordinary Resolution, a quorum shall be 3 Members or 10% of the membership, whichever is the greater.

### **Chairing General Meetings**

33. The chairperson of the Society shall facilitate general meetings. If s/he is absent or unwilling to act at the time any meeting proceeds to business then the Members present shall choose one of their number to be the chairperson for that meeting.

### **Attendance and Speaking at General Meetings**

34. A Member is able to exercise the right to speak at a general meeting and is deemed to be in attendance when that Person is in a position to communicate to all those



attending the meeting. The Directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it including by Electronic Means. In determining attendance at a general meeting, it is immaterial whether any two or more Members attending are in the same place as each other, provided that they are able to communicate with each other.

35. The chairperson of the meeting may permit other persons who are not Members of the Society to attend and speak at general meetings, without granting any voting rights.

### **Adjournment**

36. If a quorum is not present within half an hour of the time the general meeting was due to commence, or if during a meeting a quorum ceases to be present, the chairperson must adjourn the meeting. If within half an hour of the time the adjourned meeting was due to commence a quorum is not present, the Members present shall constitute a quorum.
37. The chairperson of a general meeting may adjourn the meeting whilst a quorum is present if:
- (a) The meeting consents to that adjournment; or
  - (b) It appears to the chairperson that an adjournment is necessary to protect the safety of any persons attending the meeting or to ensure that the business of the meeting is conducted in an orderly manner.
38. The chairperson must adjourn the meeting if directed to do so by the meeting.
39. When adjourning a meeting the chairperson must specify the date, time and place to which it will stand adjourned or that the meeting is to continue at a date, time and place to be fixed by the Directors.
40. If the meeting is adjourned for 14 days or more, at least 7 Clear Days' notice of the adjourned meeting shall be given in the same manner as the notice of the original meeting.
41. No business shall be transacted at an adjourned meeting other than business which could properly have been transacted at the meeting if the adjournment had not taken place.

### **Voting**

42. A resolution put to the vote at a general meeting shall be decided on a show of hands unless a paper ballot is demanded in accordance with these Rules. A declaration by the chairperson that a resolution has on a show of hands been carried or lost with an entry to that effect recorded in the minutes of the general meeting shall be conclusive evidence of the result. Proportions or numbers of votes in favour for or against need not be recorded.
43. In the case of an equality of votes, whether on a show of hands or a poll, the chairperson shall not have a second or casting vote and the resolution shall be deemed to have been lost.



### **Paper Ballot**

44. A paper ballot on a resolution may be demanded before or on the declaration of the result of the show of hands by three Members or 10% of those members in attendance, whichever is the greater, at a general meeting.
45. If a paper ballot is duly demanded it shall be taken in such a manner as the chairperson directs, provided that no Member shall have more than one vote, and the result of the ballot shall be deemed to be the resolution of the meeting at which the ballot was demanded.
46. The demand for a paper ballot shall not prevent the continuance of a meeting for the transaction of any other business than the question upon which a ballot has been demanded. The demand for a paper ballot may be withdrawn.

### **Resolutions**

47. Decisions at general meetings shall be made by passing resolutions:
  - (a) The following decisions must be made by Extraordinary Resolution:
    - (i) Decisions to expel Members;
    - (ii) Any amendment to the Society's Rules;
    - (iii) The decision to wind up the Society.
  - (b) All other decisions shall be made by ordinary resolution.
48. An Extraordinary Resolution is one passed by a majority of not less than 75% of votes cast at a general meeting and an ordinary resolution is one passed by a simple majority (51%) of votes cast.
49. Resolutions may be passed at general meetings or by written resolution. A written resolution may consist of several identical Documents signed by one or more Members.

### **DIRECTORS**

50. The Society shall have a Board of Directors comprising not less than three Directors and not more than nine Directors.
51. The initial Directors of the Society from registration until the first annual general meeting shall be appointed by the Founder Members.
52. Under no circumstances shall any Employee of the Society serve on the Board.
53. Only persons of the Society who are aged 18 years or more may serve on the Board of Directors.



### **Elected Board of Directors**

54. The Board of Directors shall be elected by and from the Society's Members. The maximum number of Directors serving on the Board shall be nine (9). Members who are Connected Persons may not stand for election to or serve as concurrent Directors of the Society.

### **Retirement Cycle**

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

### **Co-option of Directors**

56. In addition the Board of Directors may co-opt up to two external independent Directors who need not be Members and are selected for their particular skills and/or experience. Such external independent Directors shall serve a fixed period determined by the Board of Directors at the time of the co-option, subject to a review at least every 12 months. External independent Directors may be removed from office at any time by a resolution of the Board of Directors.
57. The Board of Directors may at any time fill a casual vacancy on the Board by co-option. Co-opted individuals must be Members of the Society and will hold office as a Director only until the next annual general meeting.
58. At no time must the number of co-opted individuals comprise more than one-third of the Board of Directors.

### **Powers and Duties of the Board of Directors**

59. The business of the Society shall be managed by the Board who may exercise all such powers of the Society as may be exercised and done by the Society and as are not by statute or by these Rules required to be exercised or done by the Society in general meeting.
60. All decisions made by a meeting of the Board of Directors or by any person acting as a Director shall remain valid even if it is later discovered that there was some defect in the Director's appointment or that the individual had previously been disqualified from acting as a Director or as a charity trustee.
61. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for monies paid to the Society shall be signed, drawn, accepted, endorsed, or otherwise executed in such manner as the Board shall from time to time direct.
62. Without prejudice to its general powers, the Board may exercise all the powers of the Society to borrow money and to mortgage or charge its undertaking and property or



any part of it and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Society or of any third party.

63. No Regulation made by the Society in general meeting shall invalidate any prior act of the Board which would have been valid had that Regulation not been made.

### **Delegation**

64. Subject to these Rules, the Directors may delegate any of the powers which are conferred on them under these Rules to any Person or committee consisting of Members of the Society, by such means, to such an extent, in relation to such matters and on such terms and conditions as they think fit.
65. The Directors may specify that any such delegation may authorise further delegation of the powers by any Person to whom they are delegated.
66. The Directors may revoke any delegation in whole or in part or alter any terms and conditions.

### **Sub-Committees**

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

## **PROCEEDINGS OF THE BOARD OF DIRECTORS**

### **Calling a Meeting of the Board of Directors**

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

### **Proceedings of a Meeting of the Board of Directors**

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



73. Questions arising at any meetings of the Board shall be decided by a majority of votes. In the case of an equality of votes the status quo shall be maintained and the Board of Directors may choose to refer the matter to a general meeting of the Society.
74. A written resolution, circulated to all Directors and signed by a simple majority (51%) of Directors, shall be valid and effective as if it had been passed at a Board meeting duly convened and held. A written resolution may consist of several identical Documents signed by one or more Directors.
75. The Board of Directors may, at its discretion, invite other persons to attend its meetings with or without speaking rights and without voting rights. Such attendees will not count toward the quorum.

#### **Quorum**

76. The quorum necessary for the transaction of business at a meeting of the Board of Directors shall be 50% of the Directors or 3 Directors, whichever is the greater and shall include those Directors not present in person.
77. If at any time the total number of Directors in office is less than the quorum required, the Directors are unable to take any decisions other than to appoint further Directors or to call a general meeting so as to enable the Members to appoint further Directors.

#### **Chairing Board Meetings**

78. The chairperson shall facilitate meetings of the Board of Directors. If s/he is absent or unwilling to act at the time any meeting proceeds to business then the Directors present shall choose one of their number to be the chairperson for that meeting.

#### **Declaration of Interest**

79. A Director shall declare an interest in any contract or matter in which s/he has a personal, material or financial interest, whether directly, as a Connected Person or indirectly, and shall not vote in respect of such contract or matter.

#### **Expenses**

80. The Society's income and property shall be applied solely to the promotion of the objects of the Society and no portion shall be transferred directly or indirectly by way of dividend, bonus or otherwise whatsoever by way of profit to the Members of the Society and no Director or Connected Person may buy goods or services from the Company on terms preferential to those applicable to other members of the public, sell goods, services, any interest in land to the Society, be employed by, or receive any remuneration from the Society, or receive any other financial benefit from the Society, unless the payment is in respect of payment of any reasonable expenses which the Directors properly incur in connection with their attendance at meetings or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Society.

#### **Termination of a Director's Appointment**

81. A person ceases to be a Director of the Society as soon as:



- (a) That person is removed from office by a resolution of the Board of Directors, where the person is a co-opted Director appointed for their particular skills and/or experience;
- (b) That person resigns from office in Writing to the Secretary of the Society, and such resignation has taken effect in accordance with its terms;
- (c) That person is removed from office by an ordinary resolution of the Society in general meeting, the notices for which specified that the question of the Director's removal was to be considered;
- (d) That person is prohibited from being a Director by law or otherwise disqualified by law from serving as a charity trustee;
- (e) A bankruptcy order is made against that person;
- (f) A registered medical practitioner who is treating that person gives a written opinion to the Society stating that the person has become mentally incapable of acting as a Director and may remain so for more than three months;
- (g) By reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have.

#### **OFFICERS**

82. The Board shall elect from among their own number a chairperson and Secretary and such other Officers as they may from time to time decide. These Officers shall have such duties and rights as may be bestowed on them by the Board or by law and any Officer appointed may be removed by the Board. A serving Officer who is not re-elected to the Board at the annual general meeting shall nevertheless continue in office until the first Board meeting following the annual general meeting.

#### **DISPUTES**

83. In the event of a dispute between the Society or its Board and a Member of the Society or a former Member, such dispute shall be referred to an independent arbitrator whose appointment is acceptable to both parties to the dispute or in the absence of agreement to be nominated by the Secretary General of Co-operatives UK (or any role or body that succeeds to its function). The decision of such an arbitrator shall be binding. In the event that a dispute cannot, for whatever reason, be concluded by reference to an arbitrator, the matter may be referred to the county court (or in Scotland, to the sheriff). Any Person bringing a dispute must, if so required, deposit with the Society a reasonable sum (not exceeding £100) to be determined by the Board. The arbitrator will decide how the costs of the arbitration will be paid and what should be done with the deposit.

#### **REGULATIONS**

84. The Society in a general meeting, or the Board of Directors, may from time to time make, adopt and amend such Regulations in the form of bye-laws, standing orders, secondary rules or otherwise as they think fit for the management, conduct and



regulation of the affairs of the Society and the proceedings and powers of the Board of Directors and sub-committees. Such Regulations (if any) shall be made available to Members. No Regulation shall be made which is inconsistent with these Rules or the Act. All Members of the Society and the Board of Directors shall be bound by such Regulations whether or not they have received a copy of them.

#### **LIABILITY OF MEMBERS**

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

#### **APPLICATION OF PROFITS**

86. The Society shall not trade for profit. Any profits generated by the Society shall be applied solely to the continuation and development of the Society.

#### **AMALGAMATION, TRANSFER OF ENGAGEMENTS AND CONVERSION**

87. The Society may, by special resolution passed in the way required by the Act, amalgamate with or transfer its engagements to any other charitable society with objects similar to or compatible with those of the Society. The Society may also accept a transfer of engagements and assets by resolution of the Board or of a general meeting.
88. The Society may, by special resolution passed in the way required by s52(3) of the Act, amalgamate with or transfer its engagements to a charitable company or convert itself into a charitable company under the provisions of the Act. In relation to calling a general meeting for the purpose of such resolution, the following provisions shall apply.
- (a) The Society shall give to Members not less than two months' notice of the meeting;
  - (b) Notice of the meeting shall be posted in a prominent place at the registered office and at all trading premises of the Society to which Members have access.;
  - (c) The notice shall be accompanied by a separate statement setting out for Members:
    - (i) the reasons for the proposal;
    - (ii) whether the proposal has the support of the Board of the Society;
    - (iii) what alternative proposals have been considered, and whether they are viable;
    - (iv) details of the number of shares in the Society held by Members of the Board, and Persons connected with them;
    - (v) a recommendation by reputable independent financial advisors that the Members should support the proposal rather than any alternative proposal.



- (d) Where the separate statement is contained in another Document, information shall be provided in the notice specifying where Members can obtain a copy of the Document.
- (e) The quorum for a meeting at which a special resolution to amalgamate with, transfer engagements to or convert into a charitable company is to be voted upon shall be 150 Members or 50% of the Members present in Person, whichever is the greater, subject to an absolute minimum of three Members.

## **DISSOLUTION**

- 89. The Society may be dissolved by the consent of three quarters of the Members by their signatures to an instrument of dissolution, or by winding up in a manner provided for by the Act.
- 90. If on the winding up or dissolution of the Society any of its assets remain to be disposed of after its liabilities are satisfied, these assets shall not be distributed among the Members, but shall be transferred instead to some other charitable body or bodies with objects similar to or compatible with those of the Society as may be decided by the members at the time of or prior to the dissolution.

## **ADMINISTRATIVE ARRANGEMENTS**

### **Means of Communication**

- 91. A Member may provide their consent to receive communications from the Society by Electronic Means.
- 92. A notice sent to a Director's Address shall be deemed to have been duly served 48 hours after its posting. A Director may agree with the Society that notices or Documents sent to her/him in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

### **Seal**

- 93. If the Society has a seal, it shall only be used by the authority of the Board of Directors acting on behalf of the Society. Every instrument to which the seal shall be attached shall be signed by a Director and countersigned by a second Director or the Secretary.

### **Registers**

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

#### **Register of Members**

- 95. The Board shall ensure that the register is maintained in accordance with the Act and that the particulars required by the Act are available for inspection and accessible without the need to disclose other particulars contained in the register.

#### **Register of Directors and Officers**



96. The Society shall maintain a register of Directors and Officers which shall include the following particulars:
- (a) Name of the Director;
  - (b) Address of the Director;
  - (c) The date on which they assumed office;
  - (d) The date on which they vacated office; and
  - (e) The position held by a Director if s/he is also an Officer and the date on which the Director assumed and vacated his/her Officer position.

#### **Amendments to Rules**

97. Any of these Rules may be rescinded or amended or a new rule made by an Extraordinary Resolution at a general meeting of which 14 Clear Days' notice has been given, such notice to include details of the change(s) to be proposed at that meeting. No amendment may be made to the Rules which shall cause the Society to cease to be a charity in law. No amendment of Rules is valid until registered by the Registrar. When submitting the rule amendments for registration, the Secretary may at their sole discretion accept any alterations required or suggested by the Registrar without reference back to a further general meeting of the Society.

#### **Copies of the Society's Rules**

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

#### **Minutes**

99. The Society shall ensure that minutes are kept of all:
- (a) Proceedings at general meetings of the Society; and
  - (b) Proceedings at meetings of the Board of Directors and its sub-committees which include names of the Directors present, decisions made and the reasons for those decisions.

#### **Annual Return**

100. Every year and within the period prescribed by the Act, the Secretary shall send the annual return in the prescribed form to the Registrar. The annual return shall be accompanied by:
- (a) A copy of the Auditor's report on the Society's accounts for the period covered by the annual return or a copy of such other report (if any) as is required by statute for such a period; and



- (b) A copy of each balance sheet made during that period and report of the Auditor or other appropriate person as required by statute on that balance sheet.
- 101. The Society shall on demand supply free of charge to any Member or any person with an interest in the funds of the Society a copy of the latest annual return together with a copy of the Auditor's report on the accounts and balance sheet contained in the annual return and the Auditor's Report (if any).
- 102. The Society shall at all times keep a copy of the latest balance sheet of the Society together with a copy of the corresponding Auditor's report (if any) hung up in a conspicuous place at the registered office and displayed on the Society's website (if any).

### **Audit**

- 103. Unless the Society meets the criteria set out in section 4(2) of the Friendly and Industrial and Provident Societies Act 1968 or fulfils the exemptions set out in sub-sections 4(A) (1) and (2) of the Friendly and Industrial and Provident Societies Act 1968, the Board shall in each financial year appoint an Auditor as required by section 7 of the Friendly and Industrial and Provident Societies Act 1965 as amended, to audit the Society's accounts and balance sheet for the year. This provision also applies if the Society is in its first financial year.
- 104. The following persons shall not be appointed as Auditor of the Society:
  - (a) An Officer or Employee of the Society;
  - (b) A Connected Person to an Officer or Employee of the Society;
  - (c) A person who is a partner or employee of, or who employs, an Officer of the Society.
- 105. The Board may appoint an Auditor to fill a casual vacancy occurring between general meetings.
- 106. An Auditor for the preceding financial year shall be re-appointed as Auditor of the Society for the current financial year unless:
  - (a) A decision has been made by the Board to appoint a different Auditor or expressly decided that s/he shall not be re-appointed; or
  - (b) S/he has given notice in writing to the Secretary of her/his unwillingness to be re-appointed; or
  - (c) S/he is ineligible for appointment as Auditor of the Society for the current financial year; or
  - (d) S/he has ceased to act as Auditor of the Society by reason of incapacity.
- 107. Any ordinary resolution of a general meeting of the Society either to remove an Auditor from office or to appoint another person as Auditor shall not be effective unless notice of the proposed resolution has been given to the Society at least 28 days prior to the meeting at which the resolution is to be considered. At least 14 days' notice of such



resolution must then be given to Members of the Society in the manner prescribed in these Rules and in Writing to the Auditor(s).

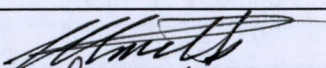
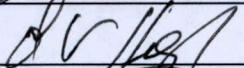

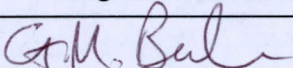
### **Social Accounting and Reporting**

108. In addition to any financial accounts required by the Act, the Members may resolve to undertake an account of the activities of the Society which will endeavour to measure its social and environmental performance using whatever methodology the Members deem appropriate. Following the completion of such an account the Society shall report any findings to its Members and other stakeholders.

### **Indemnity and Insurance**

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



Signatures of Founder Members		Full Names of Founder Members in BLOCK CAPITALS (no initials)	
1.		GERALD EDWARD SMITH	
2.		BRIAN VINCENT HUGHES	
3.		BRIAN DEAN	
Signature of Secretary		Full Name of Secretary in BLOCK CAPITALS (no initials)	
1.		GARY MARK BULLOCK	

- Accepted as a model by the Financial Services Authority 2011 v.1 -



# Mutual Societies Application Form

Registering a new Industrial and Provident Society; or  
Re-registering a Friendly Society as an Industrial and Provident Society; or  
Converting a Company into an Industrial and Provident Society  
Form



## Full proposed name of society

Ross Rowing Club Limited

### Important information you should read before completing this form

You must use this form if you are:

- applying to register a society as a new industrial and provident society;
- re-registering a particular type of friendly society as an industrial and provident society (please see notes for details); or
- converting a registered company into a registered industrial and provident society.

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

The notes that accompany this form will help you complete the questions.

Please be aware that 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.

### Terms in this form

'FSA', 'us' and 'we' refer to the Financial Services Authority.

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

'The 1965 Act' is the Industrial and Provident Societies Act 1965

'The 1974 Act' is the Friendly Societies Act 1974



# Mutual Societies Application Form

Registering a New Industrial and Provident Society; or  
Re-registering a Friendly Society as an Industrial and Provident Society; or  
Converting a Company into an Industrial and Provident Society  
Form



## Filling in the form

1 If you are using your computer to complete the form:

- use the TAB key to move from question to question and press SHIFT TAB to move back to the previous question; and
- print out the completed form and arrange for it to be signed by all relevant individuals.

2 If you are filling in the form by hand:

- use black ink;
- write clearly; and
- arrange for it to be signed and dated by all relevant individuals.

3 If you make a mistake, cross it out and initial the changes; do not use correction fluid.

4 If you:

- leave a question blank;
- do not get the form signed; or
- do not attach the required supporting information

without telling us why, we will have to treat the application as incomplete. This will increase the time taken to assess your application.

5 If there is not enough space on the form, you may need to use separate sheets of paper. Clearly mark each separate sheet of paper with the relevant question number. Any separate sheets should be signed by the signatories to the form.

6 Post this form and supporting documents to us at:

**Mutuals Societies Registration**  
**The Financial Services Authority**  
**25 The North Colonnade**  
**Canary Wharf**  
**LONDON**  
**E14 5HS**



## Details of Registration

### 1 What are you applying to do?

- |  |   |   |
|--|---|---|
| <input checked="" type="checkbox"/> Register a new industrial and provident society                      | Complete this form from question 3                        | <input type="checkbox"/> Completed  |
| <input type="checkbox"/> Re-register a friendly society as an industrial and provident society           | Complete this form from question 2<br>Complete Appendix 2 | <input type="checkbox"/> Completed<br><input type="checkbox"/> Completed and Attached |
| <input type="checkbox"/> Convert a registered company into a registered industrial and provident society | Complete this form from question 3<br>Complete Appendix 3 | <input type="checkbox"/> Completed<br><input type="checkbox"/> Completed and Attached |

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

Name of current society (if re-registering)	
Register number of society	

### 3 Contact details for communications about this application

Name	Gerard Devlin
Position	Legal Services
Full Address	Holyoake House, Hanover Street, Manchester, M60 0AS
Contact Telephone	0161 246 2900
Email Address	Gerard.devlin@uk.coop

### 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 would like to be given 15 working days to examine each application.

ASAP – Prior to
-----------------

### 5 You must attach the following:

Two printed copies of the proposed society's rules, both of which are signed at the end by three members and by the Secretary of the society.

☐ Attached



**6 You must complete the following table indicating for the proposed society the appropriate rule number(s) in the column provided**

Any references to the '1965 Act' below refer to the Industrial and Provident Societies Act 1965.

<b>Matters to be provided for</b>	<b>Rule number(s)</b>
The name of the society.	1
The objects of the society.	4
The registered office of the society to which all communications and notices to the society may be addressed.	2
The terms of admission of the members, including any society or company investing funds in the society under the provision of the 1965 Act.	13-15
The mode of holding meetings, the scale and right of voting, and the mode of making, altering or rescinding rules.	33-60
The appointment and removal of a Committee of Management, (by the name of * ) and of managers or other officers, and their respective powers and remuneration.	61-67, 91
The maximum amount of interest in the shares of the society which may be held by any member otherwise than by virtue of Section 6(1) (a) (b) or (c) of the 1965 Act.	22
Whether the society may contract loans or receive money on deposit subject to the provisions of the said Act from members or others; and, if so, under what conditions, under what security, and to what limits of amount.	7-10
Whether the shares or any of them shall be transferable, the form of transfer and registration of the shares, and the consent of the committee thereto; whether the shares or any of them shall be withdrawable, and the mode of withdrawal, and the payment of the balance due thereon on withdrawing from the society.	26-30
The audit of accounts by one or more auditors appointed by the society in accordance with the requirements of the Friendly and Industrial and Provident Societies Act 1968.	113-117
Whether and, if so, how members may withdraw from the society, 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.	17-21
The mode of application of profits.	95-96
If the society is to have a common seal, provision for its custody and use.	103
Whether and, if so, by what authority, and in what manner, any part of the society's funds may be invested.	12

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



**7 Date of society's financial year end (dd/mm/yyyy)**

If the society proposes to use a date other than the last day of the month in which the anniversary of its registration falls as its financial year end please indicate this date below, otherwise leave blank.

			/				/				
--	--	--	---	--	--	--	---	--	--	--	--

**8 Is membership of the new society required to obtain the benefits / facilities offered by it?**

☐ Yes

☒ No

**9 Type of industrial and provident society**

☐ A bona fide co-operative society

☒ A benefit of the community society

Please explain how this is demonstrated by referring to appropriate rules of the society

--

If a bona fide co-operative society please continue to question 13.

**Benefit of the community societies****10 Explain fully below how the activities of the society will benefit the community**

Please specify below:

**a.) The community that the society will benefit**

The community and residents of and visitors to Ross, and surrounding areas, in particular those who wish to retain and use the facilities the proposed society offers.



**b.) What activities the society will undertake to benefit that community and please include an explanation of how the society's surplus will be applied**

The charity provides for the local community, residents and visitors to Ross for recreational, sporting or other leisure time occupation in the interests of social welfare, such facilities being provided to the public at large save that special facilities may be provided for persons who by reason of their youth, age, infirmity or disability, poverty or social or economic circumstances may have need of special facilities and services. The organisation offers sport and recreation facilities; classes, courses and events; bookable facilities for clubs, groups and voluntary organisations. The organisation will be making an application for charitable status charity within the meaning of section 506 of the Income & Corporation Taxes Act 1988 for the purposes of section 505 of the Act, i.e. an 'exempt' charity within the meaning of section 3(5)(a) of the Charities Act 1993. The grounds of the application are as the organisation has wholly charitable objectives; the objects have been drafted in accordance with the Charities Act 2006; The organisation is non-profit making; The Rules of the organisation prohibit the distribution of either surplus or assets to its members.

**c.) How the activities of the society will benefit the community**

Sport and development services work in collaboration with other organisations to improve the physical and sporting performance, art and cultural awareness, health and esteem of the public. The prospective society is to be a Charitable Trust, has incorporated using the Co-operatives UK Rules for a Charitable Society for the Benefit of the Community Industrial & Provident Society, has charitable objects and a non-profit distribution clause.

**11 How will the society fund the activities of the society?**

If the society proposes to issue withdrawable share capital, please state whether there will be any limit (apart from the statutory limit) on the subscription of individual members and state the limit that will be set.

Grants, agreements with the Local Authorities in the areas specified above for the operation of leisure facilities.

**12 Will the society have charitable objects?**

☐ No ▶ Continue to question 13

☒ Yes ▶ Complete Appendix 1

☒ Completed and Attached



**13 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.

There are no close links

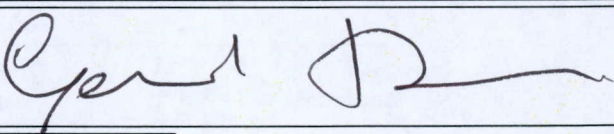
Please use separate sheets of paper if you need more space.

Please indicate how many separate sheets of paper you have used.

**14 Have you used model rules provided by a sponsoring body?**

- ☐ No ▶ Continue to question 15
- ☒ Yes ▶ The sponsoring body must complete the boxes below.

The information given in this form is correct to the best of my knowledge and belief. If the society is applying to register as a benefit of the community society, the applicant has satisfied us that the special reasons entered in question 10 for wishing to register as a society for the benefit of the community under the Industrial and Provident Societies Act 1965 are genuinely applicable to the business they propose to undertake.

Name of the model being used	Charitable Society for the Benefit of the Community
Name of sponsoring body	Co-operatives UK
Signature on behalf of sponsoring body	
Date	dd/mm/yy 01.02.13

**Registration fee**

**15 You must tick the relevant box below to confirm the fee submitted with your application**

- 40 ☒ £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 re-registering as an industrial and provident society.

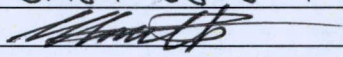
You must pay the registration fee by cheque. **It is not refundable** (even if the society decides to withdraw its application)

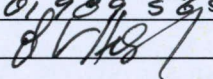
#### How to pay

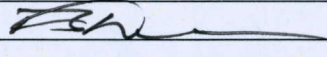
- Make the cheque payable to the Financial Services Authority. We cannot accept post-dated cheques.
- Write the name of the society on the back of the cheque.
- Send the cheque with the application form. Member and Secretary details

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

##### Members

Name	GERALD EDWARD SMITH
Address	GERALD SMITH, COACH LANE, ROTON-LYCE, HR9 5AT
Contact Number	01989 565679
Signature	
Date	

Name	BRIAN VINCENT HUSHER
Address	NEWLYN CAWDOE ROTON-LYCE, HR9 7DL
Contact Number	01989 565 824
Signature	
Date	

Name	BRIAN DEAN
Address	WILLASTON, BALKNEY VIEW, SECOND AVENUE, GREYTHORPE, ROTON-LYCE, HR9 7JP
Contact Number	01989 563892
Signature	
Date	

##### Secretary

Name	
Address	
Contact Number	
Signature	
Date	



- ☐ £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 re-registering as an industrial and provident 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

- Make the cheque payable to the Financial Services Authority. We cannot accept post-dated cheques.
- Write the name of the society on the back of the cheque.
- Send the cheque with the application form. Member and Secretary details

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

##### Members

Name	
Address	
Contact Number	
Signature	
Date	

Name	
Address	
Contact Number	
Signature	
Date	

Name	
Address	
Contact Number	
Signature	
Date	

##### Secretary

Name	GARY BULLOCK
Address	THE OAKLANDS BRISTOL ROSS-WYKE HE9 6QQ
Contact Number	01984 767052
Signature	G.M. Bullock
Date	30/1/13.



**Date of application**

**17 Date the application was submitted**

Date

**End of form**

01.02.13