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Co-operative and Community Benefit Societies Act 2014

Acknowledgement of registration of a rule amendment

This document acknowledges the registration of the amendment of the attached rules under Co-operative and Community Benefit Societies Act 2014 for:

Society: Stonewall Housing Association Limited

Registration number: 24277 R

Date: **23 September 2019**





**NATIONAL
HOUSING
FEDERATION**

RULES of: Stonewall Housing Association Limited

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

Register No. 24277R

MODEL RULES 2015

National Housing Federation

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Part A Name and objects**Name**

- A1 The name of the society shall be Stonewall Housing Association Limited (the **Association**).

Objects

- A2 The Association is formed for the benefit of the community. Its charitable objects shall be to carry on for the benefit of the community:
- A2.1 the business of providing and managing housing and providing assistance to help house people and associated facilities, amenities and services for poor people or for the relief of aged, disabled (whether physically or mentally) or chronically sick people;
- A2.2 any other charitable object that can be carried out from time to time by a registered society.

Non-profit

- A3 The Association shall not trade for profit and any profits shall only be applied for the purpose of furthering the Association's objects and / or in accordance with these Rules.
- A4 Nothing shall be paid or transferred by way of profit to Shareholders of the Association.

Part B Powers of the Association, Board, and Shareholders**Powers**

- B1 The Association shall have power to do anything that a natural or corporate person can lawfully do which is necessary or expedient to achieve its objects, except as expressly prohibited in these Rules.
- B2 Without limiting its general powers under rule B1, and only so far as is necessary or expedient to achieve its objects, the Association shall have power to:
- B2.1 purchase, acquire or dispose, take or grant any interest in property including any mortgage, charge, floating charge or other security whatsoever;
- B2.2 construct or carry out works to buildings;
- B2.3 help any charity or other body not trading for profit in relation to housing and related services;
- B2.4 subject to rules F12F12, F13F13 and F14F14, borrow money or issue bonds, notes loan stock or any other debt instrument or enter into any transaction having the effect of borrowing;
- B2.5 enter into and perform any Derivative Transaction on such terms as the Association thinks fit for the purpose of hedging or otherwise managing any treasury risk or other financial exposure of the Association;
- B2.6 subject to rule F15F15, invest the funds of the Association;

B2.7 lend money on such terms as the Association shall think fit;

B2.8 guarantee, enter into any contract of indemnity or suretyship in relation to, or provide security for, the borrowing or performance of the obligations of any other organisation, in each case on such terms as the Association shall think fit.

B3 The Association shall not have power to receive money on deposit in any way which would require authorisation under the Financial Services and Markets Act 2000 or any other authority required by statute unless it has such authorisation.

Powers of the Board

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

B5 Apart from those powers which must be exercised in general meeting:

B5.1 by statute; or

B5.2 under these Rules;

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

B6 The Board shall have power to delegate, in writing, subject to rules ~~D24~~D24-D28, the exercise of any of its powers. Such delegation may include any of the powers and discretions of the Board.

Limited powers of Shareholders in general meeting

B7 The Association in general meetings can only exercise the powers of the Association expressly reserved to it by these Rules or by statute.

General

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

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

Part C Shareholders and General Meetings

Obligations of Shareholders

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

Nature of shares

- C2 The Association's share capital shall be raised by the issue of shares. Each share has the nominal value of one pound which shall carry no right to interest, dividend or bonus. Shares shall be non-withdrawable and, subject to rule C27, shall not be transferable.
- C3 When a Shareholder ceases to be a Shareholder his or her share shall be cancelled. The amount paid up on that share shall become the property of the Association.

Nature of Shareholders

- C4 A Shareholder of the Association is a person or body whose name and address is entered in the Register of Shareholders. Board Members from time to time shall be the only Shareholders. No other person or body may be admitted as a Shareholder.
- C5 No Shareholder shall hold more than one share and each share shall carry only one vote.

Admission of Shareholders and ending of Shareholding

- C6 Board members shall become Shareholders on appointment as Board Members and shall pay the sum of one pound to the Association if demanded by the Board. They shall automatically cease to be Shareholders when they cease to be Board Members.

General meetings

- C7 All general meetings shall be convened either:
- C7.1 upon an order of the Board; or
 - C7.2 upon a written requisition signed by no less than three Shareholders stating the business for which the meeting is to be convened; or
 - C7.3 if within twenty-eight days after delivery of a requisition to the Secretary a meeting is not convened, the Shareholders who have signed the requisition may convene a meeting.
- C8 A general meeting shall not transact any business that is not set out in the notice convening the meeting.

Calling a general meeting

- C9 Subject to rule C11C44, all general meetings shall be convened by at least fourteen Clear Days' written notice posted or delivered by hand or sent by Electronic Communication to every Shareholder at the address or Electronic Communication address given in the register of Shareholders. The notice shall state the time, date and place of the meeting, and the business for which it is convened.
- C10 Any accidental failure to get any notice to any Shareholder shall not invalidate the proceedings at that general meeting. A notice or communication delivered by hand or sent by post to a Shareholder at their address or Electronic Communication

address shown in the Register of Shareholders shall be deemed to have arrived as specified in rule ~~G14.12~~G14.12.

- C11 Seventy-five per cent of Shareholders may agree, by consenting in writing, or by confirming through Electronic Communication, to a general meeting being held with less notice than required by rule ~~C9~~C9.

Proceedings at general meetings

- C12 Before any general meeting can start its business there must be a quorum present. A quorum is five Shareholders. As part of the quorum at least two Shareholders must be present in person.
- C13 At all general meetings of the Association the Chair of the Board shall preside. If there is no such Chair or if the Chair is not present or is unwilling or unable to act, the vice chair (if any) shall chair the meeting, failing which the Shareholders present shall elect a Shareholder to chair the meeting. The person elected shall be a Board Member if one is present and willing to act.
- C14 A meeting held as a result of a Shareholder requisition will be dissolved if too few Shareholders are present half an hour after the meeting is scheduled to begin.
- C15 All other general meetings with too few Shareholders will be adjourned to the same day, at the same time and at a place to be decided in the following week. If less than the number of Shareholders set out in rule ~~C12~~C12 are present within half an hour of the time the adjourned meeting is scheduled to have started, those Shareholders present shall carry out the business of the meeting.
- C16 The chair of any general meeting can:
- C16.1 take the business of the meeting in any order that the chair may decide; and
- C16.2 adjourn the meeting if the majority of the Shareholders present in person or by proxy agree. An adjourned meeting can only deal with matters adjourned from the original meeting. An adjourned meeting is a continuation of the original meeting. The date of all resolutions passed is the date they were passed (as opposed to the date of the original meeting). There is no need to give notice of an adjournment or to give notice of the business to be transacted.

Proxies

- C17 Any Shareholder entitled to attend and vote at a general meeting may appoint another person, as their proxy to attend and vote on their behalf. The proxy must be another Shareholder. A proxy can be appointed by delivering a written appointment, which may be by way of Electronic Communication, to the registered office, or such other place as may be selected by the Board and stated in the meeting notice, at least 48 hours before the date of the meeting at which the proxy is authorised to vote. It must be signed or confirmed by Electronic Communication and sent by the Shareholder or a duly authorised attorney. Any proxy form delivered late shall be invalid. Any question as to the validity of a proxy shall be determined by the chair of the meeting whose decision shall be final.

Voting

- C18 Subject to the provisions of these Rules or of any statute, a resolution put to the vote at a general meeting shall, except where a ballot is demanded or directed, be decided upon a show of hands.
- C19 On a show of hands every Shareholder present in person and on a ballot every Shareholder present in person or by proxy shall have one vote. In the case of an equality of votes the chair of the meeting shall have a second or casting vote.
- C20 Unless a ballot is demanded (either before or immediately after the vote), a declaration by the chair of the meeting that a resolution on a show of hands has been carried or lost, unanimously or by a particular majority, is conclusive. An entry made to that effect in the book containing the minutes of the proceedings of the Association shall be conclusive evidence of that fact.
- C21 Any question as to the acceptability of any vote whether tendered personally or by proxy, shall be determined by the chair of the meeting, whose decision shall be final.
- C22 A ballot on a resolution may be demanded by any three Shareholders at a meeting (in person or by proxy) or directed by the chair of the meeting (and such demand or direction may be withdrawn). A ballot may be demanded or directed after a vote on the show of hands, and in that case the resolution shall be decided by the ballot.
- C23 A ballot shall be taken at such time and in such manner as the chair of the meeting shall direct. The result of such a ballot shall be deemed to be the resolution of the Association in general meeting.
- C24 Subject to the Act, a resolution in writing signed or confirmed by letter or by Electronic Communication by or on behalf of the requisite majority of the Shareholders, for the time being, entitled to vote on the relevant resolution shall be as valid and effective as a resolution passed at a properly called and constituted meeting of Shareholders provided that a copy of the proposed resolution has been delivered in accordance with these Rules to all Shareholders and the requisite majority of Shareholders referred to in rule C25 has delivered their agreement in accordance with these Rules. Such resolution when signed or approved may comprise more than one document in the same form, each signed or approved, by one or more Shareholders.
- C25 For the purposes of rule C24 the requisite majorities are:
- in the case of an ordinary resolution, a simple majority of Shareholders who would have been entitled to vote had the resolution been proposed at a properly called and constituted general meeting; or
 - in the case of a resolution requiring a two-thirds majority of Shareholders, at least two-thirds of the Shareholders who would have been entitled to vote had the resolution been proposed at a properly called and constituted general meeting; or
 - in the case of a resolution requiring a three-quarters majority of Shareholders, at least three-quarters of the Shareholders who would have been entitled to vote had the resolution been proposed at a properly called and constituted general meeting.

Representatives and nominees

C26 Under the provisions of these Rules (including rules A3A3, A4A4, C2C2, and C4C4) no Shareholder is entitled to property of the Association in that capacity, and in the event of death a person shall cease to be a Shareholder, their share shall be cancelled and the amount paid up on that share shall become the property of the Association. The following make provisions for representatives and nominees taking into account the provisions of these Rules:

C26.1 The Act provides that a Shareholder may nominate a person or persons to whom property in the Association at the time of his/ her death shall be transferred. As any such share will have been cancelled, no person so nominated under the Act shall be entitled to any property of that Shareholder on their death.

C26.2 No property shall be capable of transfer to any personal representative of a deceased Shareholder.

C27 Upon a claim being made by a trustee in bankruptcy of a bankrupt Shareholder to the share held by that Shareholder, the Association shall transfer such share to which the trustee in bankruptcy is entitled and as the trustee in bankruptcy may direct them.

Part D The Board

Functions

D1 The Association shall have a Board who shall direct the affairs of the Association in accordance with its objects and these Rules and ensure that its functions are properly performed. These functions will be agreed by the Board and set out separately in a code of governance or otherwise in writing.

Composition of the Board

D2

D2.1 The Board shall consist of between seven and twelve Board Members (including co-optees) as may be determined by the Board.

D3 The Board may appoint co-optees to serve on the Board on such terms as the Board resolves and may remove such co-optees. Not more than two co-optees can be appointed to the Board or to any committee at any one time. A co-optee may act in all respects as a Board Member, but they cannot take part in the deliberations nor vote on the election or appointment of Officers nor any matter directly affecting Shareholders.

D4 No one can become or remain a Board Member, a committee member or co-optee at any time if:

D4.1 they are disqualified from acting as a director of a company, as a Board Member of another registered society or as a charity trustee for any reason; or

D4.2 they have been convicted of an indictable offence which is not, or cannot be, spent; or

- D4.3 a composition is made with that person's creditors generally in satisfaction of that person's debts; or
- D4.4 they have failed to attend at least 75% of the meetings of the Board or committee (as the case may be) in one rolling twelve-month period without special leave of absence from the Board or relevant committee; or
- D4.5 a registered medical practitioner who is treating that person gives a written opinion to the Association stating that that person has become physically or mentally incapable of acting as a Board Member, co-optee or committee member and may remain so for more than three months; or
- D4.6 they are an employee and their contract of employment is terminated;

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

- D5 A Board Member may be removed from the Board by a resolution passed by two-thirds of the Board Members, excluding the Board Member subject of the proposed removal and excluding co-optees and employees, provided the following conditions are satisfied:

- at least fourteen days' notice of the proposed resolution has been given to all Board Members; and
- the notice sets out in writing the reasons for the removal; and
- the Board is satisfied that the reasons justify the removal.

Terms of office and appointment to the Board

D6

- D6.1 Board members will be appointed by the Board in accordance with a policy relating to the recruitment and selection of Board Members adopted by the Board from time to time.
- D6.2 Board Members will be appointed for a fixed term of three years, save where the Board sets a shorter term prior to the appointment. Board Members shall cease to be Board Members at the end of the fixed term but may, subject any policy adopted under rule D6.1 above, be reappointed.

- D7 Board Members who are employees shall not be subject to rule D6.2 and may be appointed for such term as the Board decides.

Quorum for the Board

- D8 Five Board Members shall form a quorum. The Board may determine a higher number or impose additional requirements.

Board Members' interests

- D9 No Board Member, co-optee or member of a committee shall have any financial interest in any contract or other transaction with the Association or any Group Member, or be granted a benefit by the Association, unless such interest or benefit:

D9.1 is expressly permitted by these Rules; or

D9.2 would not be in breach of, and would not be inconsistent with, any guidance, standard or any code of conduct and/or governance adopted by the Board.

- D10 Any Board Member, co-optee or member of a committee, having an interest in any arrangement between the Association and someone else shall disclose their interest before the matter is discussed by the Board or any committee. Such disclosure must comply with any code of conduct and/or governance adopted by the Board from time to time. Unless it is expressly permitted by these Rules they shall not remain present (unless requested to do so by the Board or committee) and they shall not have any vote on the matter in question.

- D11 Subject to rule D12D12, if a question arises at a meeting of Board Members or of a committee of **the Board** as to the right of a Board Member, co optee or member of a committee to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the Chair or chair of the committee in the case of a member of a committee, whose ruling in relation to any Board Member, co optee or member of a committee (other than the Chair or chair of the committee) is to be final and conclusive.

- D12 If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the Chair or chair of the committee the question is to be decided by a decision of the Board Members or members of the committee at that meeting, for which purpose the Chair or chair of the committee is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

- D13 Any decision of the Board or of a committee shall not be invalid because of the subsequent discovery of an interest which should have been declared.

- D14 Every Board Member, co-optee and member of a committee shall ensure that the Secretary at all times has a list of:

D14.1 all other bodies in which they have an interest as:

- a director or officer; or
- a member of a firm; or
- an official or elected member of any statutory body; or
- the owner or controller of more than two per cent of a company the shares in which are publicly quoted or more than ten per cent of any other company;

D14.2 any property owned or managed by the Association or any other Group Member which they occupy; or

D14.3 any other significant or material interest.

D15 If requested by a majority of the Board Members or members of a committee (as appropriate) at a meeting convened specially for the purpose, a Board Member, co-optee or member of a committee failing to disclose an interest as required by these Rules shall vacate their office either permanently or for a period of time as the Board directs.

D16 Notwithstanding rule ~~D9D9~~, the Association may:

D16.1 pay properly authorised expenses to Board Members, co-optees and members of committees when actually incurred on the Association's business;

D16.2 pay insurance premiums in respect of insurance taken out to insure Officers and employees;

D16.3 pay reasonable and proper remuneration, fees, allowances or recompense for loss of earnings to Board Members, co-optees and members of committees following appropriate independent advice; and

D16.4 to time grant reasonable and proper benefits to Board Members, co-optees and members of committees;

D16.5 grant benefits to Board Members, co-optees or members of committees who are beneficiaries which are granted on the same terms and in accordance with the same criteria as they would be granted to any other beneficiary of the Association.

D17 A Board Member, co-optee or member of a committee shall not have an interest for the purpose of rules ~~D9D9~~ to ~~D14D14~~ as a Board Member, director or officer of any other Group Member.

D18 A Board Member, co-optee or member of a committee who is a Resident shall be deemed not to have an interest for the purpose of rules ~~D9D9~~ to ~~D14D14~~ in any decision affecting all or a substantial group of Residents.

D19 If a potential or actual conflict of interest arises for a Board Member, co-optee or committee member because of a duty of loyalty owed to another organisation or person, and it is not otherwise permitted by these Rules, the unconflicted Board Members (in the case of Board Members and co-optees) or committee members (in the case of committees) may authorise that conflict PROVIDED THAT no conflicted individual shall count in the quorum for such a decision. Such authorisation shall be on such terms and/or conditions as the Board or committee (excluding any conflicted individuals) may determine, provided that such conditions shall include compliance with rule D11 when the authorised matter is discussed at any subsequent meetings.

D20 If a Board Member, co-optee or committee member receives or has received any information otherwise than by virtue of their position as a Board Member, co-optee or committee member, and in respect of this information s/he owes a duty of confidentiality to another person or body, the Board Member, co-optee or committee member is under no obligation:

D20.1 to disclose any such information to the Association;

D20.2 to use or apply any such information in connection with the performance of his/ her duties in connection with the Association,

provided that to the extent that such duty of confidentiality arises out of a situation or relationship which would or might otherwise constitute or give rise to a breach of the duty to avoid conflicts of interests, this Rule shall apply only if such situation or relationship has been authorised under rule D19, or is otherwise permitted under these Rules.

Meetings of the Board

- D21 The Board shall meet at least twice every calendar year. At least seven days' written notice (delivered by hand, sent by post or Electronic Communication) of the date and place of every Board meeting shall be given by the Secretary to all Board Members and co-optees. The Board may meet on shorter notice where not less than seventy-five per cent of the Board Members so agree.
- D22 Meetings of the Board may be called by the Secretary, by the Chair or by two Board Members who give written notice to the Secretary specifying the business to be carried out. The Secretary shall send a written notice to all Board Members and co-optees to the Board as soon as possible after receipt of such a request. Pursuant to the request, the Secretary shall call a meeting on at least seven days' notice but not more than fourteen days' notice to discuss the specified business. If the Secretary fails to call such a meeting then the Chair or two Board Members, whichever is the case, shall call such a meeting.
- D23 Meetings of the Board or a committee can take place in any manner and through any medium which permits those attending to hear and comment on the proceedings. Any person who attends in this manner will be deemed to be present at the meeting whether or not all are assembled in one place

Management and delegation

- D24 The Board may delegate any powers under written terms of reference to any Group Member or to committees or to Officers or employees of the Association or of any other Group Member. Those powers shall be exercised in accordance with any written instructions given by the Board.
- D25 The Board may reserve to itself certain significant matters that cannot be delegated to committees or employees.
- D26 The membership of any committee of the Association shall be determined by the Board. Every committee of the Association shall include one Board Member or co-optee to the Board. The Board will appoint the chair of any committee of the Association and shall specify the quorum.
- D27 All acts and proceedings of any committee to which functions are delegated under rule D24 shall be reported to the Board.
- D28 No committee of the Association can incur expenditure on behalf of the Association unless at least one Board Member or co-optee of the Board on the committee has voted in favour of the resolution and the Board has previously approved a budget for the relevant expenditure.

Miscellaneous provisions

- D29 All decisions taken at a Board or any committee meeting in good faith shall be valid even if it is discovered subsequently that there was a defect in the calling of the meeting, or the appointment of the members at a meeting.
- D30 A resolution sent to all Board Members or all members of a committee and signed or confirmed by Electronic Communication by three-quarters of the Board Members or three-quarters of the members of a committee shall be as valid and effective as if it had been passed at a properly called and constituted meeting of the Board or committee and may consist of documents in the same form and signed or confirmed by Electronic Communication by one or more persons.
- D31 Notice may be given to Board Members and members of a committee by hand, post or Electronic Communication at the last address for such communication given to the Secretary. The accidental failure to give notice to a Board Member or the failure of the Board Member to receive such notice shall not invalidate the proceedings of the Board.

Part E Chair, Vice Chair, Chief Executive, Secretary and other Officers**The Chair**

- E1 The Association shall have a Chair who shall chair Board and Shareholder meetings. The Chair shall be appointed (and may be removed) by the Board. The Association may also have a vice chair who, in the Chair's absence, shall act as the Chair and have the Chair's powers and duties and who shall be elected by the Board.
- E2 The Chair shall at all times be a Shareholder and a Board Member and cannot be an employee.
- E3 In a case of an equality of votes, the Chair shall have a second vote.
- E4 The Chair of the Association may be removed at a Board meeting called for that purpose provided the resolution is passed by at least two-thirds of the Board Members present and voting at the meeting.

The Chair's responsibilities

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

The Chief Executive

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

The Secretary

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

Other Officers

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

Miscellaneous

- E9 Every Officer or employee shall be indemnified by the Association for any amount reasonably incurred in the discharge of their duty.
- E10 Except for the consequences of their own dishonesty or negligence no Officer or employee shall be liable for any losses suffered by the Association or any Group Member.

Part F Financial control and audit**Auditor**

- F1 The Association, if required by law to do so, shall appoint an auditor to act in each financial year. They must be qualified as provided by Section 91 of the Act.
- F2 The following cannot act as auditor:
- F2.1 an Officer or employee of the Association;
 - F2.2 a person employed by or employer of, or the partner of, an Officer or employee of the Association.
- F3 The Association's auditor may be appointed by the Board or by a resolution of Shareholders.
- F4 Where an auditor is appointed to audit the accounts for the preceding year, they shall be re-appointed to audit the current year's as well unless:
- F4.1 a general meeting has appointed someone else to act or has resolved that the auditor cannot act; or
 - F4.2 the auditor does not want to act and has told the Association so in writing; or
 - F4.3 the person is not qualified or falls within rule ~~F2~~F2 (above); or
 - F4.4 the auditor has become incapable of acting; or
 - F4.5 notice to appoint another auditor has been given.
- F5
- F5.1 No less than twenty-eight days' notice shall be given for a resolution to appoint another person as auditor, or to forbid a retiring auditor being re-appointed;

- F5.2 the Association shall send a copy of the resolution to the retiring auditor and also give notice to Shareholders at the same time and in the same manner, if possible;
- F5.3 if not, the Association shall give notice by advertising in a local newspaper at least 14 days before the proposed meeting. The retiring auditor can make representations to the Association which must be notified to Shareholders under Section 95 of the Act.

Auditor's duties

- F6 The findings of the auditor shall be reported to the Association, in accordance with Section 87 of the Act.
- F7 The Board shall produce the revenue account and balance sheet audited by the auditor, if required, and the auditor's report, if required, for circulation to Shareholders. The Board shall also produce its report on the affairs of the Association for circulation to Shareholders.

Accounting requirements

- F8 The end of the accounting year must be a date allowed by the Registrar.
- F9 The Association shall keep proper books of account detailing its transactions, its assets and its liabilities, in accordance with Sections 75 and 76 of the Act.
- F10 The Association shall establish and maintain satisfactory systems of control of its books of account, its cash and all its receipts and payments.

Annual returns and balance sheets

- F11 Every year, within the time period specified by legislation, the Secretary shall send the Association's annual return to the Registrar. The return shall be prepared in accordance with the period specified in the Act, or such other date allowed by the Registrar and shall be lodged within the period required by law. The annual return shall be accompanied by the auditor's report, if required, for the period of the return and the accounts and balance sheets to which it refers.

Borrowing

- F12 The total borrowings of the Association at any time shall not exceed £300,000 (three hundred thousand) pounds sterling or such a larger sum as the Association determines from time to time in a general meeting. For the purpose of this rule ~~F12~~F12, at any relevant time, any amount of the Association's borrowings in any currency other than pounds sterling shall be converted to sterling using the exchange rate or rates applicable under the related Derivative Transaction or transactions by which the Association has hedged its exposure to currency exchange rate movements in relation to the principal amount of such borrowings, or in the absence of such a rate or rates (in whole or in part) using the official spot exchange rate or rates recognised by the Bank of England for the conversion of that currency or currency unit into sterling at or about 11:00 on the relevant day.

F13 The rate of interest payable at the time terms of borrowing are agreed on any money borrowed shall not exceed the rate of interest which, in the opinion of the Board, is reasonable having regard to the terms of the loan. The Board may delegate the determination of the said interest rate within specified limits to an Officer, Board Member or member of a committee.

F14

F14.1 In respect of any proposed borrowing, for the purposes of rule ~~F12~~F12 and in relation to the amount remaining undischarged of any deferred interest or index-linked monies or amounts on any deep discounted security previously borrowed by the Association, the amount of such pre-existing borrowing shall be deemed to be the amount required to repay such pre-existing borrowing in full if such pre-existing borrowing became repayable in full at the time of the proposed borrowing; and

F14.2 for the purposes of rule ~~F13~~F13 in respect of any proposed borrowing intended to be on deferred interest or index-linked terms or on any deep discounted security the amount of borrowing shall be deemed to be the proceeds of such proposed borrowing receivable by the Association at the time of the proposed borrowing; and

F14.3 no person dealing in good faith with the Association shall be concerned to know whether rule ~~F12~~F12, ~~F13~~F13 or this rule ~~F14~~F14 have been complied with.

Investment

F15 The funds of or monies borrowed by the Association may be invested by the Board in such manner as it determines.

Part G Miscellaneous and statutory

Registered office and name

G1 The Association's registered office is: Leroy House, 436 Essex Road, London, N1 3QP.

G2 The Association's registered name must:

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

G2.2 be engraved on its seal; and

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

Disputes

G3 Any dispute on a matter covered by these Rules shall be referred by either party to a suitably qualified independent mediator for settlement. The mediator shall be appointed by agreement between the parties or, in default of agreement, by the Centre for Effective Dispute Resolution whether the disagreement be as to the qualifications, the identity of the mediator or otherwise. The mediation will be

conducted in accordance with the requirements of the mediator. Both parties will be obliged to comply and co-operate with this procedure at each stage and to share equally the costs of appointment of the relevant mediator as referred to above. Costs thereafter will be borne as the mediator will determine. Where the dispute is not resolved by mediation, any claim shall be dealt with in the county court which shall have sole jurisdiction over any dispute arising under the Rules.

Minutes, seal, registers and books

- G4 The Secretary shall keep the seal. It shall not be used except under the Board's authority. It must be affixed by one Board Member signing and the Secretary countersigning or in such other way as the Board resolves. The Board may in the alternative authorise the execution of deeds in any other way permitted by law.
- G5 The Association must keep at its registered office:
- G5.1 the Register of Shareholders showing:
- the names and addresses of all the Shareholders; and
 - a statement of all the shares held by each Shareholder and the amount paid for them; and
 - a statement of other property in the Association held by the Shareholder; and
 - the date that each Shareholder was entered in the register of Shareholder;
- G5.2 a duplicate register of Shareholders showing the names and addresses of Shareholders and the date they became Shareholder;
- G5.3 a register of the names and addresses of the Officers, their offices and the dates on which they assumed those offices as well as a duplicate;
- G5.4 a register of holders of any loan;
- G5.5 a register of mortgages and charges on land; and
- G5.6 a copy of the Rules of the Association.
- G6 The Association must display a copy of its latest balance sheet and auditor's report (if one is required by law) at its registered office.
- G7 The Association shall give to all Shareholders on request copies of its last annual return with the auditor's report (if one is required by law) on the accounts contained in the return, free of charge.
- G8 The Secretary shall give a copy of these Rules to any person on demand who pays such reasonable sum as permitted by law.

Statutory applications to the Registrar

- G9 Shareholders can apply to the Registrar in accordance with the Act to appoint an accountant to inspect the books of the Association, provided all applicants have been Shareholders of the Association for a twelve-month period immediately before their application.

- G10 The Shareholders may, in accordance with the Act, apply to the Registrar in order to get the affairs of the Association inspected or to call a general meeting.

Amendment of Rules

G11

- G11.1 The Rules of the Association may be rescinded or amended, but not so as to stop the Association being a charity.
- G11.2 The Rules may only be amended by a resolution put before the Shareholders by the Board.
- G11.3 Any Rule can be rescinded or amended by two thirds of the votes cast at a general meeting or by way of a written resolution.
- G11.4 Amended Rules shall be registered with the Registrar as soon as possible after the amendment has been made. An amended rule is not valid until it is registered.

Dissolution

- G12 The Association may be dissolved by a three-fourths majority of Shareholders who sign an instrument of dissolution in the prescribed format or by winding-up under the Act.

G13

- G13.1 Any property that remains, after the Association is wound-up or dissolved and all debts and liabilities dealt with, the Shareholders may resolve to give or transfer to another charitable body with objects similar to that of the Association.
- G13.2 If no such institution exists, the property shall be transferred or given to the Housing Associations Charitable Trust.

Interpretation of terms

- G14 In these Rules, including this rule, unless the subject matter or context is inconsistent:
- G14.1 words importing the singular or plural shall include the plural and singular respectively;
- G14.2 words importing gender shall include the male and female genders;
- G14.3 **Amendment of Rules** shall include the making of a new rule and the rescission of a rule, and "amended" in relation to Rules shall be construed accordingly;
- G14.4 the **Act** shall mean the Co-operative and Community Benefit Societies Act 2014;
- G14.5 the **Association** shall mean the Association of which these are the registered Rules;
- G14.6 **Board** shall mean the Board appointed in accordance with Part D and **Board Member** or shall mean a member of the Board for the time being but shall not include a person co-opted to the Board under rule D3D3;

- G14.7 **Chair** shall mean the person appointed as Chair in accordance with rule E1E4 and where applicable shall include the vice Chair;
- G14.8 **Clear Days**, in respect of notice for a meeting, shall mean a period calculated excluding both the day on which any notice or communication is deemed to be received under these rules and the date of the meeting;
- G14.9 **Derivative Transaction** means any transaction which is a forward, swap, future, option or other derivative on one or more rates, currencies, commodities, equity securities or other equity instruments, debt securities or other debt instruments, economic indices or measures of economic risk or value, or other benchmarks against which payments or deliveries are to be made, or any combination of these transactions;
- G14.10 **Electronic Communication** shall have the meaning set out in section 148 of the Act;
- G14.11 **Group Member** means the Association and any body corporate which is a subsidiary of the Association and for this purpose "subsidiary" has the meaning within the Act and/or the Companies Act 2006;
- G14.12 **notice** shall be deemed to have been received by a person:
- (1) if posted by first class post at least two business days (meaning Monday to Friday but excluding bank holidays) after being posted;
 - (2) if sent by Electronic Communication one hour after transmission provided that no transmission notification of non-delivery or error has been received by the person transmitting the communication and the transmission is to the Electronic Communication address or number last notified by that person to the Secretary;
 - (3) if delivered by hand, on delivery to the person's address last notified by that person to the Secretary;
- G14.13 **Officer** shall include the Chair and Secretary of the Association and any Board Member for the time being and such other persons as the Board may appoint under rule E8E8;
- G14.14 **Property** shall include all real and personal estate (including loan stock certificates, books and papers);
- G14.15 **Register of Shareholders** means the register kept in accordance with rule G5.1G5.1;
- G14.16 **Registrar** means the Financial Conduct Authority or any statutory successor to or any assignee of any or all of its relevant functions from time to time;
- G14.17 **Resident** means a person who alone or jointly with others holds a tenancy, lease or licence to occupy the Association's premises or the premises of any other Group Member for residential use;
- G14.18 **Secretary** means the Officer appointed by the Board to be the Secretary of the Association or other person authorised by the Board to act as the Secretary's deputy;
- G14.19 **Shareholder** shall mean one of the persons referred to in rule C4C4 and means member as defined by the Act;

G14.20 **these Rules** shall mean the registered rules of the Association for the time being;

G14.21 references to any provision in any Act shall include reference to such provision as from time to time amended, varied, replaced, extended or re-enacted and to any orders or regulations made under such provision.

CO-OPERATIVE AND COMMUNITY BENEFIT SOCIETIES ACT 2014

Acknowledgement of Registration of Society

Register No 24277 R

Stonewall Housing Association Limited

is this day registered under the Co-operative and Community Benefit Societies Act 2014.

Dated _____ (Seal of Central Office)

Copy kept _____ Registrar

1	<u>meBeall</u>	Shareholder
2	<u>Munt</u>	(H. J RANDALL) Shareholder
3	<u>Berry A</u>	J. BERRINGTON Shareholder
	<u>Bob Green</u>	B. GREEN Secretary

Complete amendment of rules

Section 1 – About this form

Use this form to register a complete rule change for a society registered under the Co-operative and Community Benefit Societies Act 2014 (2014 Act) (except credit unions); or for societies registered under the Co-operative and Community Benefit Societies Act (Northern Ireland) 1969 (1969 Act). A complete amendment means a whole new set of rules is registered in place of an existing rule book.

To register a complete amendment of rules we need:

- this completed form
- one signed copy of the society's rules (or two copies where not submitting electronically)
- a marked up version of the rules tracking changes made to the model, if you are using a set of model rules
- a completed Statutory Declaration form.

This form, including any details provided on the form, will be made available to the public through the Mutuels Public Register: <https://mutuals.fca.org.uk>.

Societies may find it helpful to read Chapter 3 of our guidance on our registration function under the 2014 Act before completing this form: <https://www.fca.org.uk/publication/finalised-guidance/fg15-12.pdf>

Section 2 – About this application

Society name	Stonewall Housing Association Limited
Register number	24277R

2.1 Who should we contact about this application?

Name	Julian Jarrett
Role	Solicitor
Email address	jjarrett@trowers.com
Phone number	020 7423 8649

2.2 If you have used a set of model rules please provide the name of the model and the name of sponsoring body.

Sponsor	NHF
Model	NHF Model Rules 2015

2.3 Please confirm you have the consent of the sponsoring body for use of their model rules.

The sponsoring body has consented to our use of their model



Section 3– Conditions for registration.

All societies are registered meeting one of two conditions for registration. These are that the society is either:

- a bona fide co-operative society ('co-operative society'); **or**
- are conducting business for the benefit of the community ('community benefit society').

We must maintain arrangements that are designed to enable us to determine whether a society is complying with the 2014 Act. One way we do this is by requiring societies to complete the questions at either section 3A or 3B of this form when submitting a rule amendment.

Please only answer one set of questions:

- section 3A for bona fide co-operatives; **or**
- section 3B for societies conducting their business for the benefit of the community.

If you are not sure which of these two conditions for registration applies to you, please read chapters 4 and 5 of our guidance:

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

Section 3A – Co-operative societies

Complete this section if your society is a bona fide co-operative society.

3A.1 What is the business of the society? For example, do you provide housing, manufacture goods, develop IT systems etc.

3A.2 Please describe the members' common economic, social and cultural needs and aspirations. In answering this question, please make sure it is clear what needs and aspirations members have in common.

3A.3 How does the society's business meet those needs and aspirations? You have described the society's business at question 3A.1, and at question 3A.2 you have described the common needs and aspirations of members. Please now describe how that business meets those common needs and aspirations.

3A.4 How do members democratically control the society? For example, do the members elect a board at an annual general meeting; do all members collectively run the society.

3A.5 What does the society do with any surplus or profit? For instance, do you pay a dividend to members (and if so, on what basis); does money get reinvested in the business; put into reserves; used for some other purpose?

3A.6 Please state any close links which any of the directors has with any society, company or authority. 'Close links' includes any directorships or senior positions held by directors of the society in other organisations.

Please go to Section 4.

Section 3B – Community benefit societies

Complete this section if your society conducts its business for the benefit of the community.

3B.1 What is the business of the society? For example, do you provide social housing, run an amateur sports club, etc.

The society provides assistance in relation to housing in order to help house members of the lesbian, gay, bi-sexual and transgender communities. This comprises of the provision of housing advice and other advice and services to members of the lesbian, gay, bi-sexual and transgender communities

3B.2 Please describe the benefits to the community the society? Here we are looking to see *what* the benefits to the community are. Community can be said to be the community at large. For example, do you relieve poverty or homelessness by providing social housing.

Relieve poverty and prevent homelessness for beneficiaries that use the society's available services.

3B.3 Please describe how the society's business delivers these benefits?

The business of the society must be conducted for the benefit of the community. Please describe *how* the society's business (as described in answer to question 5B.1) provides benefit to the community.

The society provides assistance to help members of the lesbian, gay, bi-sexual and transgender communities find safe housing which they would not otherwise be able to find on the open market. This allows people in need to secure appropriate accommodation where this might otherwise be unavailable and to receive services that relieve their needs. This increases the overall life chances of the beneficiaries of the society. These activities meet a clear need within the communities in which the society operates.

3B.4 Does the society work with a specific community, and if so, please describe it here? For instance, are the society's activities confined to a specific location; or to a specific group of people? Please note that in serving the needs of any defined community, the society should not inhibit the benefit to the community at large.

As mentioned above, the society provides assistance in relation to housing in order to help house members of the lesbian, gay, bi-sexual and transgender communities. This comprises of the provision of housing advice and other advice and services to members of the lesbian, gay, bi-sexual and transgender communities.

3B.5 What does the society do with any surplus or profit? For instance, do you donate the money; does money get reinvested in the business; put into reserves; used for some other purpose?

The society will continue to further its objects by providing assistance in relation to housing in order to help house members of the lesbian, gay, bi-sexual and transgender communities. This comprises of the provision of housing advice and other advice and services to members of the lesbian, gay, bi-sexual and transgender communities.

Nothing shall be paid or transferred by way of profit to shareholders.

3B.6 Please state any significant commercial arrangements that the society has, or had, with any other organisation that could create, or be perceived as creating, a conflict of interest. Please tell us how you ensure that any such conflict of interest does not prevent the society from acting for the benefit of the community.

None

3B.7 Please state any close links which any of the directors has with any society, company or authority. 'Close links' includes any directorships or senior positions held by directors of the society in other organisations.

None

Please go to Section 4.

Section 4 – Table of matters

Provision required by the Act	Number of the rule(s) covering this E.g. '2.3-2.7'
The society's name	A1
The objects of the society	A2
Place of the society's registered office, to which all communications and notices may be addressed	G1
The terms of admission of the members, including any society or company investing funds in the society under the provisions of the Act	C4 and C6
The method of holding meetings, the scale and right of voting, and the method of making, altering or rescinding rules	C7-C25, G11
The appointment and removal of a committee (by whatever name) and of managers or other officers and their respective powers and remuneration	B4-B6, D2 - D10 D18, D24-D28 E1 - E10
The maximum amount of the interest in the shares of the society which may be held by any member otherwise than by virtue of section 24(2) of the Act	C2, C6
whether the society may contract loans or receive moneys on deposit subject to the provisions of this Act from members or others, and if so under what conditions, under what security, and to what limits of amount	B2,B3 F12 - F14
Whether any or all shares are transferable, and provision for the form of transfer and registration of shares, and for the consent of the committee to transfer or registration Whether any or all shares are withdrawable, and provision for the method of withdrawal and for payment of the balance due on them on withdrawing from the society	C2-C3 C26-C27
Provision for the audit of accounts in accordance with Part 7 of the Act	F1 - F11
Whether members may withdraw from the society and if so how, and provision for the claims of the representatives of deceased members and of the trustees of the property of bankrupt members (or, in Scotland, members whose estates have been sequestrated), and for the payment of nominees	C2 - C3 C6, C26-C27
The way in which the society's profits are to be applied	A3
If the society is to have a common seal, provision for its custody and use	G4
Whether any part of the society's funds may be invested, and if so by	F15

what authority and in what way	
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Section 5 – Completing this application

5.1 Please confirm the rules have been signed by 3 members and the secretary (4 signatures in total)

The rules contain the required signatures ☒

5.2 Please confirm which of the following you are submitting:

One electronic, scanned signed copy of the rules ☒

Or two signed paper copies of the rules ☐

5.3 Please confirm either:

Model rules have not been used. ☐

Model rules have been used without amendment ☐

An amended set of model rules have been used,
and a marked up copy detailing the changes
made to the model is included with the
application. ☒

Section 6 – Statutory Declaration

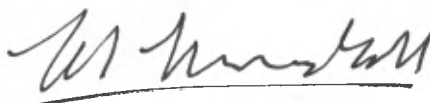
6.1 Please complete this statutory declaration

An officer of the society or credit union must complete this section:

Name	Helen Randall
Role	Chair

I do solemnly and sincerely declare that the amendment of the rules of the said society or credit union, a copy of which is attached marked 'X', complies with 1969 Act/2014 Act (as applicable) and has been duly made by the society in the manner provided in its rules for the making, altering or rescinding of rules.

I make this solemn declaration conscientiously believing it to be true, and by the provisions of the Statutory Declarations Act 1835.

Signature	 (HJ RANDALL)
Date	6 August 2019


This was declared before me, a:

Solicitor ☒

Commissioner for oaths ☐

Notary Public ☐

Justice of the Peace ☐

Name	MARTIN WRAY.
Declared at:	TVEDWARDS 35-37 MILE ROAD LONDON E1 4TP.
Signature	
Date	6th August 2019.

Section 7 – Submitting this form

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

Or please submit by post to:

Mutual Societies
Financial Conduct Authority
12 Endeavour Square
London
E20 1JN

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

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