

## **Co-operative and Community Benefit Societies Act 2014**

### *Registration of new society*

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

Society: **Co-Pilot Wind Project Limited**

Registration number: **4640**

Registration date: 9 October 2019

Address: c/o Ripple Energy Limited, Creative Works, 1st Floor, 7 Blackhorse Lane, London, E17 6DS

Financial year-end date: 31 March

Date: **09 October 2019**



**CO-OPERATIVE AND COMMUNITY BENEFIT SOCIETIES ACT 2014**

**RULES OF**

**CO-PILOT WIND PROJECT LIMITED**

**1 NAME**

The name of the Society shall be CO-PILOT WIND PROJECT LIMITED.

**2 REGISTERED OFFICE**

The registered office of the Society shall be c/o Ripple Energy Limited, Creative Works, 1st Floor, 7 Blackhorse Lane, London, E17 6DS

**3 INTERPRETATION**

In these Rules, unless otherwise stated:

<b>“Act”</b>	refers to the Co-operative and Community Benefit Societies Act 2014 or any act or acts amending or in substitution of it or them for the time being in force;
<b>“Address”</b>	means a postal address or, for the purposes of electronic communication, an email address or telephone number for receiving text messages or a messaging service for receiving messages within a mobile phone application;
<b>“Administration Fee”</b>	means such administration fee as is specified from time to time in the Electricity Supply Contract and/or the Managing Person Customer Contract, as a requirement for entry into membership of the Society, which such sum shall be non-refundable;
<b>“Auditor”</b>	means a Person eligible for appointment as a company auditor under Part 42 of the Companies Act 2006;
<b>“Board Meeting”</b>	includes, except where inconsistent with any legal obligation, a physical meeting, a meeting held by electronic means and a meeting held by telephone;
<b>“Board of Directors” or “Board”</b>	means all those Persons appointed to perform the duties of directors of the Society;
<b>“Clear Days”</b>	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 or is in the process of being sent and is assumed to be delivered;
<b>“Co-operative Principles”</b>	are the principles defined in the International Co-operative Alliance Statement of Co-operative Identity The principles are those of voluntary and open membership, democratic member control, member economic participation, autonomy and independence, education, training and information, co-operation amongst co-operatives and concern for the community;
<b>“Director”</b>	means a director of the Society and includes any Person occupying the position of director, by whatever name called;

<b>“Document”</b>		includes any document sent or supplied in electronic form;
<b>“Electricity Account”</b>	<b>Supply</b>	means the electricity supply account attributed to a Member by a Supplier pursuant to his/her Electricity Supply Contract;
<b>“Electricity Contract”</b>	<b>Supply</b>	means a contract entered into between a Member and a Supplier for the supply of energy to the Member in accordance with the terms and conditions therein;
<b>“Electronic Means”</b>		shall include, for example, email, video links and secure authenticated website transactions;
<b>“Employee”</b>		means anyone holding a contract of employment with the Society;
<b>“Extraordinary Resolution”</b>		means those decisions which require an extraordinary resolution, as detailed under the section entitled ‘Resolutions’ in these Rules;
<b>“Founder Member”</b>		means a subscriber to these Rules for the purposes of registration;
<b>“including”</b>		(or any similar words or expressions) will be construed without limitation and accordingly will not limit the words preceding it;
<b>“Joining Fee”</b>		means such fee(s) and/or payment(s) as are payable by each Member on joining, pursuant to their Electricity Supply Contract and/or their Managing Person Customer Contract, including: <ul style="list-style-type: none"> <li>(a) the Administration Fee; and</li> <li>(b) the Wattage Payment;</li> </ul>
<b>“Managing Person Customer Contract”</b>	<b>Person</b>	means a contract entered into between a Member and the Managing Person in connection with the supply of energy to that Member pursuant to an Electricity Supply Contract;
<b>“Managing Person”</b>		means such Person as is appointed to manage the day to day affairs of the Society for the time being;
<b>“Member”</b>		has the meaning as detailed under the section entitled ‘Membership’ in these Rules;
<b>“Office Holder”</b>		means a receiver, administrative receiver, liquidator, provisional liquidator or administrator of a Member of all or substantially all of the Member’s assets;
<b>“Officer”</b>		has the meaning as detailed under the section entitled ‘Officers’ in these Rules;
<b>“Person”</b>		means a natural person, unincorporated body, firm, partnership, corporate body or the nominee of an unincorporated body, firm, partnership or corporate body;
<b>“Registrar”</b>		means the Financial Conduct Authority (FCA) or any other Person that succeeds its function;

<b>“Regulations”</b>	has the meaning as detailed under the section entitled ‘Regulations’ in these Rules;
<b>“Rules”</b>	means these rules;
<b>“Secretary”</b>	means any Person appointed to perform the duties of the secretary of the Society;
<b>“Society”</b>	means the above named society;
<b>“Supplier”</b>	means any one of the Managing Person’s approved electricity suppliers, as chosen by a Member and with whom that Member has entered into a current Electricity Supply Contract;
<b>“Termination Date”</b>	means the date on which a Member’s notice of termination of a Electricity Supply Contract or of a Managing Person Customer Contract becomes effective and that contract terminates;
<b>“Transferable”</b>	means shares that are transferable to another Person who also qualifies for membership of the Society in accordance with these Rules;
<b>“Wattage Payment”</b>	means such non-transferable payment as is specified in the Electricity Supply Contract and/or the Managing Person Customer Contract, as a requirement for entry into membership of the Society;
<b>“Withdrawable”</b>	means shares with the associated right for the Member to withdraw and receive in return the value of their shares from the Society;
<b>“Writing”</b>	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 and “Written” shall be construed accordingly.

#### **4 PURPOSE**

- 4.1 The purpose of the Society is to carry out its function as a co-operative and to abide by the Co-operative Principles.

#### **5 OBJECTS**

- 5.1 The objects of the Society are to carry on any business for the benefit of its Members which involves the financing, construction, installation, generation, ownership or operation of sustainable energy generation project(s), for the purpose of:
- (a) providing Members with access to the value of the electricity generated by such project(s) in order to supply their homes/properties with clean, stable-priced electricity via licensed electricity suppliers;
  - (b) generating electricity from renewable energy resources;
  - (c) supporting, promoting and encouraging the development of resilient, sustainable communities through shared ownership of renewable energy generation projects; and
  - (d) assisting to alleviate fuel poverty and / or contributing to beneficial environmental actions within the community local to such project(s).

- 5.2 The Society shall be owned and controlled by its Members on a fair and equitable basis.

## **6 POWERS**

- 6.1 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 which is beneficial to the Society.

## **7 BORROWING**

- 7.1 The Society shall have the power to borrow money from its Members and other Persons in order to further its objects providing that the amount outstanding at any one time shall not exceed £10,000,000.
- 7.2 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.
- 7.3 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 such reasonable rate as is necessary, in the opinion of the Board, to obtain and retain the capital required to carry out the objects of the Society, nor shall it risk the Society's status as a community benefit society.
- 7.4 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.

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

- 8.1 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.

## **9 INVESTMENT OF FUNDS**

- 9.1 The Society may invest any part of its funds in the manner set out in Section 27 of the Act.

## **10 MEMBERS**

- 10.1 The first Members of the Society will be the Founder Members. Notwithstanding rule 11.2, the Founder Members shall not be required to enter into a Electricity Supply Contract or a Managing Person Customer Contract in order to be a Member of the Society.

## **11 APPLICATIONS FOR MEMBERSHIP**

- 11.1 No natural Person shall be admitted into membership of the Society unless they have attained the age of 16.
- 11.2 To be eligible to become a Member, a person must have entered into a Electricity Supply Contract and a Managing Person Customer Contract and have agreed to be bound by the terms of these Rules.
- 11.3 The Board shall admit to membership any Person who:
- (a) has entered into an Electricity Supply Contract and a Managing Person Customer Contract and who has agreed to become bound by these Rules;
  - (b) has paid in full the amount due in respect of the share to be allotted to him/her and any Joining Fee; and

- (c) has not previously been expelled from membership of the Society pursuant to rule 15.
- 11.4 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 a natural Person. Each such corporate body Member shall supply notification in Writing to the Society of its choice of representative from time to time.
- 12 MEMBER COMMITMENT**
- 12.1 All Members have the right to participate in general meetings and agree to 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.
- 13 SHARE CAPITAL**
- 13.1 The shares of the Society shall be of a nominal value of £5 issued to Persons upon admission to membership of the Society. The shares shall be fully paid prior to issue and shall be Withdrawable in accordance with the provisions of these Rules, shall carry no right to interest, dividend or bonus and shall be forfeited and cancelled on cessation of membership from whatever cause.
- 13.2 Each Member shall hold one £5 share only in the Society.
- 13.3 Shares shall be non-Transferable except:
  - (a) on death or bankruptcy; or
  - (b) (in the case of an unincorporated organisation or trust or partnership), on a change of nominee(s) or trustee(s) or partner(s) and only to the new nominee(s) or trustee(s) or partner(s).
- 14 TERMINATION OF MEMBERSHIP**
- 14.1 A Member shall cease to be a Member of the Society if they:
  - (a) withdraw their share in the Society; or
  - (b) give notice to terminate their Electricity Supply Contract or their Managing Person Customer Contract, in each case in accordance with its provisions; or
  - (c) are expelled from membership in accordance with these Rules; or
  - (d) die, are wound up, or go into liquidation.
- 14.2 A Member who ceases to be a Member of the Society pursuant to rule 14.1(b) above shall be deemed to have ceased to be a Member on the Termination Date unless, on or before such date, such contract has been renewed or replaced.
- 14.3 If a Member ceases to be a Member of the Society pursuant to rule 14.1(a), 14.1(b) or 14.1(c) above:
  - (a) the share held by that Member shall be cancelled and any amount paid up thereon shall be repaid to that Member, in such manner as the Board shall decide; and
  - (b) the amount of any Wattage Payment due to be repaid to that Member pursuant to his or her Electricity Supply Contract or Managing Person Customer Contract shall be repaid pursuant to the terms of the relevant contract.

- 14.4 Any amount to be paid to a Member pursuant to rule 14.3 will be made after:
- (a) any withholding or deduction for or on account of any tax, levy, impost, charge, fee or duty of whatever nature (present or future) imposed or levied by any authority having power to tax such amount which the Society shall for the time being be required by any applicable law of the United Kingdom to withhold or deduct and the Society shall duly account to the appropriate authority in respect of such deduction or withholding and subject to this the Society shall not be obliged to pay any additional amount to the Member in respect of the tax or duty so withheld or deducted; or
  - (b) deducting or setting off an amount equal to any sum owed by the Member to the Society as at the Termination Date.

## **15 EXPULSION FROM MEMBERSHIP**

- 15.1 A Member may be expelled from the Society for:
- (a) conduct prejudicial to the Society; or
  - (b) actions which in the view of the Board constitute a material or persistent breach of a Member's Electricity Supply Contract and/or Managing Person Customer Contract.
- 15.2 A Member may be expelled by a two-thirds majority decision of the Board, provided that the grounds for expulsion have been specified in the notice calling the relevant Board Meeting and that the Member whose expulsion is to be considered shall be given the opportunity to make representations in Writing to the meeting.
- 15.3 No Member expelled from membership shall be re-admitted except by unanimous decision of the Board.

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

- 16.1 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, subject to such reasonable restrictions as the Board may apply to such payment or transfer and as identified by the Board to the Office Holder at the time of notification of such claim by the Office Holder.
- 16.2 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 valid 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, provided that this rule shall not apply to any balance of any Wattage Payment due, the repayment of which shall be governed by the relevant contract pursuant to rule 14.3(b).

## **17 WITHDRAWAL OF SHARE CAPITAL**

- 17.1 Members do not have a general right to withdraw share capital, however, the Board has the power to permit shares in the Society to be withdrawn by agreement between the Board and the Member holding that share in accordance with any procedures and/or

conditions which the Board may announce and provided that the shares of a deceased Member may, if the Board agrees, be withdrawn by their personal representatives upon giving such notice as the Board may require.

- 17.2 If the Board does permit shares to be withdrawn then the amount to be paid to the Member who is withdrawing shares shall be the amount paid up or credited on the shares to be withdrawn, except where the shares are subject to a reduction in their value in accordance with the provisions of these Rules.
- 17.3 Any share withdrawn in accordance with these Rules shall be cancelled.
- 17.4 The Society may deduct such reasonable sum to cover any administrative costs of withdrawal from the monies payable to a Member on the withdrawal of shares in the Society.

## **18 LIEN ON SHARES AND RIGHT OF OFFSET**

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

## **19 GENERAL MEETINGS**

- 19.1 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.
- 19.2 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 application of profits; and
  - (e) the transaction of any other business included in the notice convening the meeting.

## **20 CALLING A GENERAL MEETING**

- 20.1 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.
- 20.2 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.
- 20.3 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.



## **21 NOTICES**

- 21.1 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.
- 21.2 Notices of meetings shall either be given to Members personally or sent to them at their Address by post, email, telephone or to a relevant mobile phone application messaging service and shall be posted on the website of the Society. 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 notice calling the meeting.
- 21.3 A notice sent to a Member's Address shall be deemed to have been duly served 48 hours after its posting or, if sent by Electronic Means, 8 hours after transmission. The accidental omission to send any notice to or the non-receipt of any notice by any Person entitled to receive notice shall not invalidate the proceedings at the meeting.
- 21.4 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.

## **22 QUORUM**

- 22.1 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 ten Members or 1% of the membership, whichever is the greater.

## **23 CHAIRING GENERAL MEETINGS**

- 23.1 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.

## **24 ATTENDANCE AND SPEAKING AT GENERAL MEETINGS**

- 24.1 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.
- 24.2 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.

## **25 ADJOURNMENT**

- 25.1 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.
- 25.2 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.
- 25.3 The chairperson must adjourn the meeting if directed to do so by the meeting.
- 25.4 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.
- 25.5 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.
- 25.6 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.

## **26 VOTING**

- 26.1 A resolution put to the vote at a general meeting shall be decided either on a show of hands or by use of Electronic Means, unless a paper or electronic ballot is demanded in accordance with these Rules. A declaration by the chairperson that a resolution has on a vote 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 for or against need not be recorded.
- 26.2 In the case of an equality of votes the chairperson shall not have a second or casting vote and the resolution shall be deemed to have been lost.

## **27 BALLOT**

- 27.1 A paper or electronic ballot on a resolution may be demanded before or on the declaration of the result of a vote by no less than 5% of the Members in attendance at a general meeting or by resolution of the Board.
- 27.2 If a ballot is duly demanded it shall be taken in such a manner as the chairperson directs (including as to whether a paper or electronic ballot is held), 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.
- 27.3 The demand for a 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 ballot may be withdrawn.

## **28 RESOLUTIONS**

- 28.1 Decisions at general meetings shall be made by passing resolutions:
  - (a) The following decisions must be made by Extraordinary Resolution:
    - (i) any amendment to the Society's Rules, subject always to Rule 49.2; and
    - (ii) the decision to wind up the Society.
  - (b) All other decisions at general meetings shall be made by ordinary resolution.
- 28.2 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 (more than 50%) of votes cast.
- 28.3 Resolutions may be passed at general meetings or by a Written resolution. A Written resolution may consist of several identical Documents signed by one or more Members.

## **29 ELECTION OF MEMBERS**

- 29.1 The Society in a general meeting or the Board of Directors may, from time to time, adopt such processes for the election of Members to the Board or to a council of the Members as it chooses.

## **30 DIRECTORS**

- 30.1 The Society shall have a Board of Directors comprising not less than three Directors.
- 30.2 The initial Directors of the Society from registration until the first annual general meeting shall be appointed by the Founder Members.
- 30.3 Only natural Persons of the Society who are aged 18 years or more may serve on the Board.
- 30.4 The composition of the Board shall be as follows:
- (a) up to five Directors elected by and from the Society's Members;
  - (b) up to two Directors as representatives appointed by the Managing Person (or any Person that succeeds to its function). The Managing Person may by notice in Writing to the Society remove any Person so appointed by it and if it so chooses appoint someone else in his or her place. Any Director so appointed shall be a natural Person and shall not be required to retire by rotation in accordance with Rule 31, but shall be considered for re-appointment or substitution every three years by the Managing Person; and
  - (c) up to two Directors, who need not be Members, appointed to the Board by co-option pursuant to rule 32. Co-opted Directors are to be selected by the Board for their particular skills and/or experience.

## **31 RETIREMENT CYCLE**

- 31.1 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.

## **32 CO-OPTION OF DIRECTORS**

- 32.1 Pursuant to rule 30.4(c) 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.
- 32.2 The Board of Directors may at any time fill a casual vacancy on the Board by co-option. Such co-opted individuals must be Members of the Society and will hold office as a Director only until the next annual general meeting.

## **33 POWERS AND DUTIES OF THE BOARD OF DIRECTORS**

- 33.1 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.

- 33.2 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.
- 33.3 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.
- 33.4 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.
- 33.5 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.

#### **34 DELEGATION**

- 34.1 Subject to these Rules, the Board may delegate any of the powers which are conferred on it under these Rules to any Person, including the Managing 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 the Board thinks fit.
- 34.2 The Board may specify that any such delegation may authorise further delegation of the powers by any Person to whom they are delegated.
- 34.3 The Board may revoke any delegation in whole or in part or alter any terms and conditions.

#### **35 SUB-COMMITTEES**

- 35.1 A sub-committee to which the Board delegates any of its 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.
- 35.2 The Board may make Regulations for all or any sub-committees, provided that such Regulations are not inconsistent with these Rules.
- 35.3 All acts and proceedings of any sub-committee must be fully and promptly reported to the Board.

#### **36 CALLING A MEETING OF THE BOARD OF DIRECTORS**

- 36.1 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.

#### **37 PROCEEDINGS OF A MEETING OF THE BOARD OF DIRECTORS**

- 37.1 The Board of Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit.
- 37.2 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.

- 37.3 Questions arising at any meeting 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 by simple majority to refer the matter to a general meeting of the Society.
- 37.4 A Written resolution, circulated to all Directors and signed by a simple majority (more than 50%) 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.
- 37.5 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.

## **38 QUORUM**

- 38.1 The quorum necessary for the transaction of business at a meeting of the Board of Directors shall be 50% of the Directors or three Directors, whichever is the greater and shall include all those Directors who are in a position to communicate to all those attending, whether or not they are in the same place.
- 38.2 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.

## **39 CHAIRING BOARD MEETINGS**

- 39.1 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.

## **40 DECLARATION OF INTEREST**

- 40.1 A Director shall declare an interest in any contract or matter in which s/he has a personal, material or financial interest, whether directly or indirectly and, provided that such declaration has been made, s/he shall be entitled to vote in respect of such contract or matter. Nothing shall prevent a Director voting in respect of her/his terms and conditions of employment or any associated matter.

## **41 EXPENSES**

- 41.1 The Society may pay any reasonable expenses which the Directors properly incur in connection with their attendance at meetings or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Society.

## **42 TERMINATION OF A DIRECTOR'S APPOINTMENT**

- 42.1 A Person ceases to be a Director of the Society as soon as:
- (a) that Person ceases to be a Member of the Society pursuant to rule 14.1;
  - (b) 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;
  - (c) the Managing Person which appointed him/her removes their endorsement of him/her or where that Managing Person ceases to exist or its contract with the Society is validly terminated;
  - (d) that Person resigns from office in Writing to the Secretary of the Society, and such resignation has taken effect in accordance with its terms;

- (e) 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;
- (f) that Person is prohibited from being a Director by law;
- (g) that Person is disqualified from acting as a trustee or a senior manager by virtue of sections 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of those provisions);
- (h) a bankruptcy order is made against that Person;
- (i) a registered medical practitioner treating that Person gives a Written opinion to the Society stating that the Person has become physically or mentally incapable of acting as a Director and may remain so for more than three months;
- (j) by reason of that Person's mental health, a court of competent jurisdiction makes an order which wholly or partly prevents that Person from personally exercising any powers or rights which that Person would otherwise have.

#### **43 OFFICERS**

- 43.1 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.

#### **44 DISPUTES**

- 44.1 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 save for manifest error. 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.

#### **45 REGULATIONS**

- 45.1 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.

#### **46 LIABILITY OF MEMBERS**

- 46.1 The liability of a Member is limited to the amount of their shareholding plus any Joining Fee.

## **47 APPLICATION OF PROFITS**

47.1 Members of the Society will be rewarded primarily through the reduction in the price paid for their electricity under their Managing Person Supply Contract rather than dividends. Any profits of the Society shall be applied as follows in such proportions and in such manner as may be decided by the Society at the annual general meeting:

- (a) to a general reserve for the continuation and development of the Society;
- (b) to making payment for social, co-operative, community or environmental purposes within the community local to the sustainable energy generation project(s) owned by the Society, including towards the alleviation of fuel poverty;
- (c) to further the objects of the Society in accordance with Rule 4; or
- (d) to paying dividends to Members, either equally or in accordance with some equitable formula which recognises the relative contribution made by each Member to the business of the Society.

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

48.1 The Society may, by special resolution passed in the way required by section 111 of the Act, amalgamate with, or transfer its engagements to another registered society subject to at least the same degree of restriction on the distribution of profits and assets as imposed on this Society by virtue of these Rules. The Society may also accept a transfer of engagements and assets by a resolution of the Board or by general meeting.

48.2 The Society may, by a special resolution passed in a way required by section 113 of the Act, amalgamate with, or transfer its engagements to, or convert to a company, subject to at least the same degree of restriction on the distribution of profits and assets as imposed on this Society by virtue of these Rules. 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 given to Members personally or sent to them at their Address by post, email, telephone or to a relevant mobile phone application messaging service and shall be posted on the website of the Society;
- (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.

## **49 DISSOLUTION**

49.1 The Society may be dissolved:

- (a) in accordance with section 119 of the Act by an instrument of dissolution;
  - (b) in accordance with section 123 of the Act in pursuance of a winding up order or by a resolution made or passed as directed in regard to companies by the Insolvency Act 1986; or
  - (c) in accordance with section 125 of the Act, after administration and administrator issues a notice to dissolve the Society without prior winding-up.
- 49.2 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 to some other common ownership co-operative whose objects are aligned with the Society's, as may be decided by the Members at the time of or prior to the dissolution. If such residual assets cannot be transferred in this manner they shall be transferred to some other organisation whose purpose is to promote and support the co-operative movement and common ownership enterprises. This rule may only be amended by a resolution of the Members which is passed by a majority of not less than 90% of votes cast at a general meeting.
- 50 ADMINISTRATIVE ARRANGEMENTS: MEANS OF COMMUNICATION**
- 50.1 By agreeing to these Rules, each Member gives their consent to receive communications from the Society by Electronic Means.
- 50.2 A notice sent to a Director's Address shall be deemed to have been duly served 48 hours after its posting or, if sent by Electronic Means, 8 hours after transmission. 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.
- 51 SEAL**
- 51.1 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.
- 52 REGISTERS**
- 52.1 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. Such registers may be kept in hard copy or by secure electronic storage.
- 53 REGISTER OF MEMBERS**
- 53.1 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.
- 54 REGISTER OF DIRECTORS AND OFFICERS**
- 54.1 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.



## **55 AMENDMENTS TO RULES**

- 55.1 Subject always to Rule 49.2, any of these Rules may be rescinded or amended or a new rule made by 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.
- 55.2 No amendment of these 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.

## **56 DOCUMENTATION AVAILABLE**

- 56.1 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.
- 56.2 Following the end of each tax year any Member may request a statement in Writing for tax purposes of his/her capital and income received in respect of his/her membership over the previous 12 months.

## **57 MINUTES**

- 57.1 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.

## **58 ANNUAL RETURN**

- 58.1 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.
- 58.2 The Society shall on demand supply free of charge to any Member or any Person with an interest in the funds of the Society an electronic copy of the latest annual return together with an electronic copy of the Auditor's report on the accounts and balance sheet contained in the annual return and the Auditor's Report (if any).
- 58.3 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).

## **59 AUDIT**

- 59.1 Unless the Society meets the criteria set out in section 83(2) of the Act or disappplies the audit requirement in accordance with section 84 of the Act, the Board shall in each financial year appoint an Auditor as required by section 83(1) of the Act 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.



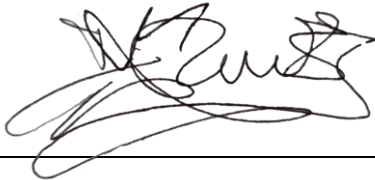


- 59.2 The following Persons shall not be appointed as Auditor of the Society:
- (a) an Officer or Employee of the Society;
  - (b) a Person who is a partner or employee of, or who employs an, Officer of the Society.
- 59.3 The Board may appoint an Auditor to fill a casual vacancy occurring between general meetings.
- 59.4 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.
- 59.5 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).

## **60 SOCIAL ACCOUNTING AND REPORTING**

- 60.1 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.

## **61 INDEMNITY AND INSURANCE**

- 61.1 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.
- 61.2 The above rule does not authorise any indemnity which would be prohibited or rendered void by any provision of law.
- 61.3 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.

<b>Signatures of Founder Members</b>	<b>Full Names of Founder Members in BLOCK CAPITALS (no initials)</b>
	DAVID BANKS
	LUKE CLARK
	DAVID CLUBB
	JOANNA DE MONTGROS
<b>Signature of Secretary</b>	<b>Full Name of Secretary in BLOCK CAPITALS (no initials)</b>
	SIMON PELTENBURG

# Register a co-operative society

## Section 1 – About this form

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

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

To register a society we need:

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

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

Before you start completing this form you may find it helpful to read Chapter 4 of our guidance on our registration function under the Co-operative and Community Benefit Societies Act 2014: <https://www.fca.org.uk/publication/finalised-guidance/fg15-12.pdf>

## Section 2 – About this application

### 2.1 What are you applying to do?

Register a new co-operative society	<input checked="" type="checkbox"/>
Convert a company to a co-operative society	<input type="checkbox"/>
Convert a friendly society into a co-operative society	<input type="checkbox"/>

## 2.2 Who should we contact about this application?

Name	Simon Peltenburg
Position	Secretary
Postal address	Co-Pilot Wind Project, c/o Ripple Energy Limited, Creative Works, 1st Floor, 7 Blackhorse Lane, London, E17 6DS
Telephone number	0774 815 4349
Email address	SimonPeltenburg@RippleEnergy.com

## Section 3 – About the society

**3.1 What will be the registered name of the society?** (This must be exactly as it appears on the society's proposed rules). Please see page 24 of our guidance for further guidance on society names.

<b>Society name</b>	CO-PILOT WIND PROJECT LIMITED
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All societies must be carrying out an industry, business or trade. Here we are looking to gain a practical understanding of what that is for your society.

**3.2 What is the business of the society?** For example, will you be providing housing, manufacturing goods, developing IT systems etc.

To own, finance, construct, install and operate one or more sustainable clean energy generation projects.

**3.3 What Standard Industrial Classification code best describes the society's main business?** Where more than one code applies, please select the code that you feel

best describes the society's main business activity. You will find a full list of codes here: <http://resources.companieshouse.gov.uk/sic/>

35110 Production of electricity

We need to be satisfied that the society is a bona fide co-operative society. Chapter 4 of our guidance provides more information about how we approach this. We generally consider something to be a bona fide co-operative where it is an autonomous association of persons united voluntarily to meet their common economic, social and cultural needs and aspirations through a jointly owned and democratically controlled enterprise.

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

To support and advance low cost, clean energy production through the collective ownership of sustainable clean energy generation projects. Being able to buy and benefit from the electricity generated by those projects.

To be able to support (and benefit from) the alleviation of fuel poverty.

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

The business will meet those needs and aspirations through the financing, construction, installation, generation, ownership or operation of sustainable energy generation project(s), for the purpose of:

- (a) providing Members with access to the value of the electricity generated by such project(s) in order to supply their homes / properties with clean, stable-priced electricity via licensed electricity suppliers;
- (b) generating electricity from renewable energy resources;
- (c) supporting, promoting and encouraging the development of resilient, sustainable communities through shared ownership of renewable energy generation projects; and
- (d) assisting to alleviate fuel poverty and / or contributing to beneficial environmental actions within the community local to such project(s).

**3.6 How will members democratically control the society?** For example, will the members elect a board at an annual general meeting; will all members collectively run the society.

Each member can only hold one single £5 share in the society and voting is therefore based on one member one vote.

The members will be entitled to elect up to five (of a maximum of nine) directors to the board, by election at a general meeting. The board will manage the day-to-day business of the society on behalf of the members.

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

The society will be paid a fixed proportion of the project's generation value at a level deemed prudent to meet the ongoing and anticipated requirements of the society; therefore it is not anticipated that the society will make significant profits on an annual basis. Members of the society will benefit primarily through receiving savings on their electricity bills rather than through dividends. Those savings will be a function of the wholesale value of the electricity generated by the project, less the value passed to the society. In the event the Society considers the savings to members to represent a greater than a reasonable return on their loan to the society then the Society may draw a greater proportion of the project's generation value to pay for actions to alleviate fuel poverty within the community local to the project(s).

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

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

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

David Banks is a senior manager at TSB Bank.

Luke Clark is the head of external affairs for Renewable UK

David Clubb is a director of the Institute of Welsh Affairs and Cymorth Clubb Cyf and a partner of Afallen LLP.

Joanna de Montgros is a director of Everoze Partners Limited and on the advisory board to Rincoin.io

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

3	1
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## Section 4 – The society's rules

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

Name of sponsoring body	N/A
Name of model rules	
Signature on behalf of sponsoring body (unless submitted by email by the sponsor)	
Date	

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

## 4.2 Please complete this table

Provision required by the Act	Number of the rule(s) covering this E.g. '2.3-2.7'
The society's name	1
The objects of the society	5
Place of the society's registered office, to which all communications and notices may be addressed	2
The terms of admission of the members, including any society or company investing funds in the society under the provisions of the Act	10 and 11
The method of holding meetings, the scale and right of voting, and the method of making, altering or rescinding rules	20, 26, 28
The appointment and removal of a committee (by whatever name) and of managers or other officers and their respective powers and remuneration	29, 30, 31, 32, 41, 42, 33
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	13
whether the society may contract loans or receive moneys on deposit subject to the provisions of this Act from members or others, and if so under what conditions, under what security, and to what limits of amount	7
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	13.3
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	17
Provision for the audit of accounts in accordance with Part 7 of the Act	59
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	14, 16
The way in which the society's profits are to be applied	47
If the society is to have a common seal, provision for its custody and use	51
Whether any part of the society's funds may be invested, and if so by what authority and in what way	9

## Section 5 – converting to a society

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

### Requirements

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

- Company name & number
- Date the resolution was passed
- Names of three members appointed to sign the society's rules and to either: accept alterations to the rules made by the FCA without further consulting the company; or lay any such alterations before a general meeting of the company for acceptance

### Details

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


Name	
Registration number	
Registered office address	
Postcode	


## Section 6 – Member details

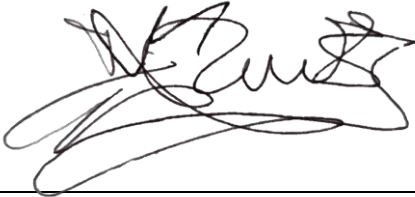
**6.1 Please provide the details of the secretary below.** All societies must have someone fulfilling the role of secretary.

Name	Simon Peltenburg
Month of birth	April
Year of birth	1974
Signature	
Date	7 <sup>th</sup> October 2019

**6.2 Please provide the details of 3 members below.**

Name	Joanna de Montgros
Month of birth	June
Year of birth	1977
Signature	
Date	7 <sup>th</sup> October 2019

Name	David Banks
Month of birth	June
Year of birth	1974
Signature	
Date	7 <sup>th</sup> October 2019

Name	David Clubb
Month of birth	January
Year of birth	1974
Signature	
Date	7 <sup>th</sup> October 2019

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

**No proposed director is disqualified** ☒

## Section 7 – Submission details

### 7.1 Please complete the submission checklist below.

Items	Options
The society's rules signed by three members and the secretary	<input type="checkbox"/> Two copies attached - submitting by post <input checked="" type="checkbox"/> One copy attached - submitting by email
Marked-up copy of rules showing what changes the society is making to the model rules	<input type="checkbox"/> One copy attached <input checked="" type="checkbox"/> Not attached - not using model rules <input type="checkbox"/> Not attached – using model rules with no changes
Special resolution to convert the company to a society, including the following information: <ul style="list-style-type: none"> <li>• Company name &amp; number</li> <li>• Date the resolution was passed</li> <li>• Names of three members appointed to sign the society's rules and to either: accept alterations to the rules made by the FCA without further consulting the company; or consult the company about any such alterations</li> </ul>	<input type="checkbox"/> Three copies attached - submitting by post <input type="checkbox"/> One copy attached - submitting by email <input checked="" type="checkbox"/> Not attached - not a company converting to a society
Cheque for registration fee made payable to the Financial Conduct Authority  Please indicate below which fee is applicable to you, then select a box on the right to show how you are paying it: <ul style="list-style-type: none"> <li><input type="checkbox"/> £40 - using model rules with no changes</li> <li><input type="checkbox"/> £120 - using model rules with 1-6 changes</li> <li><input type="checkbox"/> £350 - using model rules with 7-10 changes</li> <li><input type="checkbox"/> £950 - using model rules with 11 or more changes</li> <li><input type="checkbox"/> £950 - not using model rules</li> <li><input type="checkbox"/> No fee - Friendly society converting to a society</li> </ul>	<input type="checkbox"/> Cheque attached – submitting this form by post <input checked="" type="checkbox"/> Cheque posted separately – submitting this form by email ALREADY SUBMITTED <input type="checkbox"/> No fee - Friendly society converting to a society

## Section 8 – Submitting this form

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

Or please submit by post to:

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

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

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