

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: Green Pastures CBS Limited

Registration number: 31116 R

Date: **16 October 2019**



Green Pastures CBS Ltd IP31116R

Partial Rule Changes June 2019

Rule 3 In the first line after "benefit of", delete "the"; after "England", insert a comma and delete "and"; after "Wales" insert a comma and delete the full stop, then insert "Scotland, Northern Ireland and the Channel Islands."

After Rule 3.1, insert new Rules 3.2 and 3.3 (and existing 3.2 becomes 3.4, Rule 3.3 becomes 3.5 and Rule 3.4 becomes 3.6):

3.2 to promote and deliver, directly or indirectly, national, regional and local policies for community and social benefit improvement;

3.3 to support whether financially or otherwise other charitable organisations including Christian churches in their respective activities for community benefit;

Rule 4.9 In the second line after "investments," insert "loans,".

Rule 6.4 Delete "three hundred and thirty three" and insert "one hundred".

Rule 7.1 After "dividend", add a comma and delete "or"; after "bonus" insert "or any distribution on a winding up".

Rule 7.4 Delete. This rule contradicts Rule 10.1.

Rule 8.1 In the second line, delete "£333" and insert "£100".

Rule 17.1 At the end of the sentence, delete "£50,000,000" and insert "£500,000,000".

Rule 23.2 Delete "seven" and insert "thirteen".

Rule 30.1 Delete the rule and replace with:

"A director shall disclose to the Board the nature and extent of any material interest of his in any transaction or arrangement being considered by the Board and shall then not participate in the consideration and discussions of and vote on the matter in which he has an interest and shall not be counted in the quorum."

Rule 61 Replace references to "FSA" and "Financial Services Authority" with "FCA" and "Financial Conduct Authority".

Identity of Secretary

Replace Rory Paget-Wilkes with Simon Field Westmacott of Greenacre, Meopham Green, Kent DA13 0PY.

Signed

Pastor Peter Cunningham



Date 25/6 Aug 2019

Andrew Cunningham



Date 16 Aug 2019

Rory Paget-Wilkes



Date 21 Aug 2019

Simon Westmacott



Date 22 Aug 2019

Partial Rule Amendment form

Society Name: Green Pastures CBS Limited

Society Num: 31116 R

Use this form to register a partial rule change for a society registered under the Co-operative and Community Benefit Societies Act 2014 ('2014 Act') except credit unions. Partial amendments change, add to, or delete some rules from the existing registered rules. If your rule amendment involves the renumbering of rules, please apply for a complete amendment instead.

To register a partial amendment of rules we need:

- this completed form
- one signed copy of the proposed rule amendment (or two copies where not submitting electronically). The amendment should be worded as a direction to members, telling them exactly what they should do to make the necessary changes to their own copy of the rule book. Please see page x for an example.
- a marked up version of the rules tracking changes made to the model when a set of model rules is used
- 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.

Societies may find it helpful to read Chapter 3 of our guidance on our registration function under the 2014 Act before completing this [form](#)

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 in the next section of this form when submitting a rule amendment.

You must answer the questions set out in the next section of this form, depending on which condition for registration you meet.

If you are not sure which of these two conditions for registration applies to you, please read chapters 4 and 5 of our guidance [here](#).

3.1 Condition for Registration

- ☐ Co-operative society
- ☐ Community Benefits society

Community benefit societies must answer the following questions in relation to the financial year covered by this return.

3B.1 What is the business of the society?

For example, do you provide social housing, run an amateur sports club etc.

Providing housing for the homeless including pastoral support

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 through providing social housing.

Green Pastures CBS Ltd. provides housing for the homeless, giving them a sense of identity as well as support to become self-sustaining members of the community. Many such people have suffered emotional damage and we seek to repair this. This service also relieves the homeless from the physical exhaustion deriving from sleeping rough, especially in winter.

3B.3 Please describe how the society's business delivered 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 3B.1) provides benefit to the community.

The society operates either directly through its founding church in Southport, through regional offices or via other organisations which source the homeless individuals and researches the local market for suitable property, amongst other matters. If there is a financial fit, the society will buy the property and lease it. Funding comes from issuing unsecured loan stock and bank mortgages. The operation is national and has grown from housing two people in 1999 to 1,040 today.

3B.4 Did the society work with a specific community, and if so, please describe it here?

For instance, were 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.

There are no restrictions. Whilst an overtly Christian organisation, tenants include people of all faiths and none. We estimate that about 10% of tenants are migrants. One lessee houses ex-offenders. The society operates nationally.

3B.5 What did the society do with any surplus or profit?

For instance, did you pay a dividend to members (and if so, on what basis); did money get reinvested in the business; put into reserves; used for some other purpose?

The Rules prohibit any dividends being paid as well as distributions to shareholders on a winding up. All profits and surpluses are retained in the business to fund future expansion.

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 ensured that any such conflict of interest did not prevent the society from acting for the benefit of the community.

One director and shareholder, Andrew Cunningham, owns with his wife an architectural practice which carries out work from time to time for the society, invariably at a discount to market rates. All material commercial arrangements that could create, or be perceived to create, a conflict of interest are put to the Non-executive Directors for their consideration and ruling as to acceptability.

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.

Please see 3B.6. In addition, the three founders, two of whom are directors, are partners in Green Partners Partnership which arose from the original operation in 1999. From time to time the Partnership sells properties to a subsidiary of the Society at RICS market valuations. This has been approved by the Non-executive Directors. In 2015, the founders sold another company, set up before the Society and performing the same functions, to the Society at a discount to net asset value of approximately 50%.

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

☒ The rules contain the required signatures

4.2 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.

5.1 Please confirm you have completed and are submitting a Statutory Declaration along with this application form.

☒ Completed Statutory Declaration enclosed

Example Partial Rule Amendment

Please click [here](#) for an example partial rule amendment

Statutory declaration

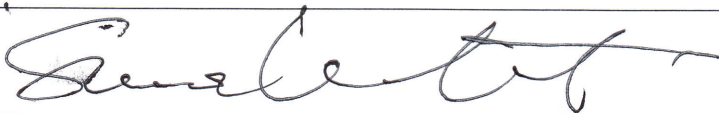
Use this form to provide a statutory declaration accompanying a rule change.

An officer of the society must complete this section:

Name	Simon Westmacott
Role	Director and Secretary

I do solemnly and sincerely declare that the amendment of rules complies with the legislative requirements 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												
Date	0	2	1	0	2	0	1	9				

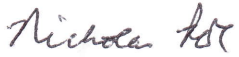
This was declared before me, a:

Solicitor ☒

Commissioner for oaths ☐

Notary Public ☐

Justice of the Peace ☐

Name	NICHOLAS PERL	<div style="border: 1px solid black; padding: 2px;"> NICHOLAS PERL LL.B.HONS SOLICITOR </div>										
Declared at:	23 THE ROW NEW ASH GREEN KENT DA3 8JB											
Signature												
Date	0	2	1	0	2	0	1	9				