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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: Triangle Wholefoods Collective Limited

Registration number: 21975 R

Date: **11 February 2020**



Triangle Wholefoods Collective Limited

(Registered under the Co-operative and Community Benefit Societies Act 2014)

Society No. 21975R

PARTIAL AMENDMENT OF RULES

Rule 10 – Delete in its entirety and replace with;

- a) There shall be regular General Meetings of all the Members of the Co-operative. These shall be called by the secretary giving each member seven clear days notice of the date, time and place of the Meeting and the issues upon which decisions are to be taken. No business shall be transacted at any General Meeting unless one half or more of the members are present. The Secretary shall also call a meeting at the request of twenty or more Members, or else at the request of the Member Council delivered to them in writing.

Each General Meeting shall elect a Chair whose functions it will be to conduct the business of the meeting in an orderly manner.

- b) The Co-operative shall have a Board constituted of nine members. Only members of the Co-operative are eligible to be on the Board. Board members shall be elected for a three year term and cannot serve more than three terms in a row.

Nominations for the Board shall be in writing and all nominees must complete a pre-specified nominations process to be eligible to stand for election.

Nominations can be refused if they do not meet internal or external requirements. Any Board member can be removed at a General Meeting by a majority vote.

The Board may exercise all such powers as may be exercised by the Co-operative and are not by these rules or statutes required to be exercised by the Co-operative in General Meeting, subject nevertheless to the provisions of these rules and any regulations not inconsistent with these rules made by the Co-operative from time to time in General Meeting. The Board will set up subcommittees at its discretion.

- c) The Board will be scrutinised and advised by an elected Member Council. Only members of the Co-operative are eligible to be on the Member Council.




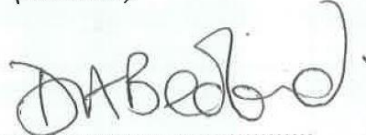
Member Council members shall be elected for a three year term and cannot serve more than three terms in a row.

Nominations for the Member Council shall be in writing and all nominees must complete a pre-specified nominations process to be eligible to stand for election. Nominations can be refused if they do not meet internal or external requirements.

Any member of the Member Council can be removed at a General Meeting by a majority vote.

- d) A General Meeting shall elect and may remove a treasurer under their direction to be responsible for the proper management of the financial affairs of the Co-operative.

Rule 12 – Delete sub rule 12 c) ‘The election of Committee Members’

Signed: 	Signed: 
(Secretary)	(Member)
Signed: 	Signed: 
(Member)	(Member)

Partial amendment of rules

Section 1 – About this form

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); or the Co-operative and Community Benefit Societies Act (Northern Ireland) 1969 (1969 Act). 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 10 for an example.
- a marked up version of the rules tracking changes made to your existing 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	Triangle Wholefoods Collective Limited
Register number	21975R

2.1 Who should we contact about this application?

Name	Dane Pollard
Role	Co-operative Governance Support Advisor
Email address	<u>advice@uk.coop</u>
Phone number	01612141772

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**
- 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 sections 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.

Wholesale organic food and non-food distributors

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.

**To provide a high quality service to customers and a rewarding working environment for all workers within a sustainable, ethical co-operative business structure.
To strive to promote a healthier lifestyle by supplying ethical, eco-friendly vegetarian products**

3A.3 How does the society's business meet those needs and aspirations?

You have described the society's business answer to question 3A.1, and in 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.

By supplying eco-friendly vegetarian products to our customers, working in a sustainable, ethical co-operative environment. Workers enjoy equal pay and an equal share of any profits that are distributed.

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.

Through quarterly and annual general meetings and electing the members of the board.

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?

Reinvested in the business, member dividends.

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.

Kari Walker - Director of Iota Business Ltd

Please go to Section 4.

Section 4 – Completing this application

4.1 Please confirm the proposed rule amendment has been signed by 3 members and the secretary (4 signatures in total)

The rules contain the required signatures ☒

4.2 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 ☐

4.3 Please confirm you have included a marked-up copy of the rules showing what changes the society is making to its existing rules.

A marked-up copy of the rules is enclosed ☒

Section 5 – Statutory Declaration

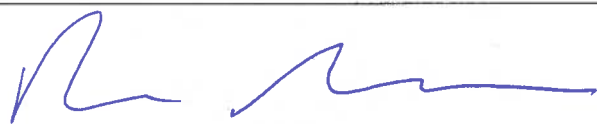
5.1 Please complete this statutory declaration

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

Name	ROSS HODGSON
Role	COMPANY SECRETARY

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	
Date	15/1/20

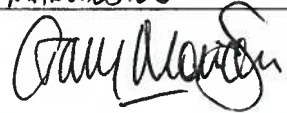
This was declared before me, a:

Solicitor ☒

Commissioner for oaths ☐

Notary Public ☐

Justice of the Peace ☐

Name	GARY MORRISON
Declared at:	HOLYTRINE HOUSE HARRISON STREET MANCHESTER M60 0AS
Signature	
Date	15 JANUARY 2020.

Section 6 – 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>