

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 Community Benefit Society:

Society: **Parasol Homes Limited**

Registration number: **8393**

Registration date: 15 May 2020

Address: 382 Silbury Court West, Silbury Boulevard, Milton Keynes, England, MK9 2AF

Financial year-end date: 30 June

The attached copy of the special resolution for the conversion is today registered under Co-operative and Community Benefit Societies Act 2014.

Date: **15 May 2020**



Parasol Homes Limited

(the "Company")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the members of the Company irrevocably agree that the Resolution below be passed as a special resolution:

THAT pursuant to section 115 of the Co-operative and Community Benefit Societies Act 2014 (the **Act**) and subject to the receipt by the Company of all necessary consents from third parties:

- a. the Company be converted from a company limited by guarantee registered under the Companies Act 2006 to a Community Benefit Society (**CBS**) registered under the Act (the **Conversion**);
- b. the CBS will be named Parasol Homes Ltd
- c. from the date on which the Conversion takes effect, the members of the CBS shall be:
 - (i) Allerton Housing Limited (Company No: 11404241); and
 - (ii) Mr Adrian Lawrence Miller; and
 - (iii) Mr Paul Frederick Reeves
- d. the rules of the CBS (the **Rules**) shall be those annexed to this resolution; and
- e. the following members
 - (i) Allerton Housing Limited (Company No: 11404241); and
 - (i) Mr Adrian Lawrence Miller; and
 - (ii) Mr Paul Frederick Reeves

together with the Secretary of the Company, are hereby appointed and authorised, to sign the Rules and to accept any alterations to the Rules made by the Financial Conduct Authority in connection with the Conversion and without further consulting the Company.

This resolution has been agreed unanimously by written resolution

Gassan Khan

Signature.....

Authorised signatory, for and on behalf of:

ALLERTON HOUSING LIMITED

Date 16 April 2020

Lawrence Miller

Signature.....

Mr Adrian Lawrence

Date 16 April 2020

Paul F. Reeves

Signature.....

Mr Paul Frederick Reeves

Date 16 April 2020

RULES of: Parasol Homes Ltd

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

Register No.

MODEL RULES 2015

National Housing Federation

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Althea Houghton and Samantha Anthony – HCA
Stephen Bull – National Housing Federation

Options and further guidance

A separate publication from the Federation is also available, which gives guidance on the use of the Rules. Advice is also available on the telephone from staff of the Registrations team.

Non charitable registered societies

For societies which are not established as charities the wording [charitable object] in square brackets in rule A2.2 should be deleted and the wording [object which is connected with or incidental to the provision of housing] should be retained, with the square brackets removed from the wording.

The wording in [square brackets] in rules A2.1, D7.1, G11.1 and G13.1 should also be deleted.

Unless these are deleted the wording square brackets will form part of the rules.

Subsidiaries

Amendments will need to be made to these Rules where a society is established as a subsidiary of another organisation. Rule G11.1 makes clear that these Rules cannot be amended so as to make the Association a subsidiary of another without the consent of the social housing regulator, the Homes and Communities Agency.

Contents

Part A Name and objects

A1	Name
A2	Objects
A3-A4	Non-profit
A5	Corporate status

Part B Powers of Association, Board and Shareholders

B 1-B3	Powers
B4-B6	Powers of the Board
B7	Limited powers of Shareholders in General Meetings
B8-B9	General

Part C Shareholders and General Meetings

C1	Obligations of Shareholders
C2-C4	Nature of shares
C5-C10	Nature of Shareholders
C11-C13	Admission of Shareholders
C14-C15	Ending of shareholding
C16-C17	Annual General Meeting
C18-C19	Special General Meetings
C20-C22	Calling a General Meeting
C23-C27	Proceedings at General Meeting
C28	Proxies
C29-C36	Voting
C37-38	Representatives and nominees

Part D The Board

D1	Functions
D2-D9	Composition of Board
D10-D13	Terms of office and appointment to the Board
	D14 Quorum for the Board
D15-D24	Board Members' interests
D25-D27	Meetings of the Board
D28-D32	Management and delegation
D33-D35	Miscellaneous provisions

Part E Chair, vice chair, chief executive, Secretary and other Officers

E1-E4	The Chair
E5	The Chair's responsibilities
E6	The chief executive
E7	The Secretary
E8	Other Officers
E9-E10	Miscellaneous

Part F Financial control and audit

F1-F5	Auditor
F6- F7	Auditor's duties
F8-10	Accounting requirements
F11	Annual returns and balance sheets
F12-F14	Borrowing
F15	Investments

Part G Miscellaneous and statutory

G1-G2	Registered office and name
G3	Disputes
G4-G8	Minutes, seal, registers and books
G9-G10	Statutory applications to the Registrar
G11	Amendment of Rules
G12-G13	Dissolution
G14	Interpretation of terms

Part A Name and objects**Name**

- A1 The name of the society shall be Parasol Homes Ltd (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, including Social Housing, and providing assistance to help house people and associated facilities, amenities and services for poor people and/or for the relief of aged, disabled (whether physically or mentally);
- A2.2 any other object which is connected with or incidental to the provision of housing that can be carried out from time to time by a registered society registered as a provider of Social Housing with the Regulator.

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.

Corporate status

- A5 The Association is a subsidiary of the parent and shall not become a subsidiary of another organisation without first amending these rules to state the name of the new parent entity.

Part B Powers of 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 F12, F13 and F14, 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 F15, 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 D29-D33, 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 Meetings

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.
- C3 Only shares held by the nominee of an unincorporated body (alone or jointly with other nominees) can be transferred and only to a new nominee of that unincorporated body (alone or jointly with other nominees).
- C4 When a Shareholder ceases to be a Shareholder or is expelled from the Association, his or her share shall be cancelled. The amount paid up on that share shall become the property of the Association.

Nature of Shareholders

- C5 A Shareholder of the Association is a person or body whose name and address is entered in the Register of Shareholders. The Parent shall be a Shareholder.
- C6 The following cannot be Shareholders:
- C6.1 a minor;
 - C6.2 a person who has been expelled as a Shareholder, unless authorised by special resolution at a General Meeting;
 - C6.3 an employee of the Association or an employee of any other group Member;
 - C6.4 a person who has been removed by the Board in accordance with rule D8;
 - C6.5 a person in respect of whom a registered medical practitioner who is treating that person gives a written opinion to the Association stating that the person has become physically or mentally incapable of exercising their rights as a Shareholder and may remain so for more than three months.
- C7 A Shareholder can be the nominee of an unincorporated body. In such cases the register shall contain the name and address of the Shareholder and shall designate the Shareholder as the nominee of a named unincorporated body. The address of the unincorporated body shall also be entered in the register if it differs from the address of the Shareholder nominee.
- C8 A corporate body can be a Shareholder. It can appoint an individual to exercise its rights at General Meetings. Any such appointment shall be in writing, and given to the Secretary.
- C9 No Shareholder shall hold more than one share and each share shall carry only one vote.

- C10 A share cannot be held jointly unless by nominees of an unincorporated body.

Admission of Shareholders

- C11 The Board shall set, review and publish its policies and objectives for admitting new Shareholders. The Board shall only admit new Shareholders in accordance with such policies.
- C12 An applicant for a share shall apply in writing to the Association's registered office:
- C12.1 setting out their reasons for applying and how they meet any criteria set by the Association's policies under rule C11; and
- C12.2 pay the sum of one pound (which shall be returned to them if the application is not approved).
- C13 Every application shall be considered by the Board in accordance with rule C11. The Board has the power in its absolute discretion to accept or reject the application. If the application is approved, the name of the applicant and the other necessary particulars shall be entered in the register of Shareholders. One share in the Association shall be issued to the applicant.

Ending of shareholding

- C14 A Shareholder shall immediately cease to be a Shareholder if:
- C14.1 they die; or
- C14.2 they are expelled under rule C15; or
- C14.3 they withdraw from the Association by giving notice to the Secretary, which shall be effective on receipt, unless they are one of the last three remaining Shareholders, in which case they must provide at least one month's written notice of the withdrawal to the Secretary; or
- C14.4 they do not attend in person or appoint a proxy in respect of, nor deliver written apologies in advance for two consecutive annual General Meetings of the Association; or
- C14.5 in the case of a body corporate it ceases to be a body corporate; or
- C14.6 in the case of the nominee of an unincorporated body, they transfer their share to another nominee of that body; or
- C14.7 they cease to be eligible to be a Shareholder under rule C6; or
- C14.8 having been a Board Member or a member of a committee, they cease to be a Board Member or member of a committee (unless the Board in its absolute discretion resolves that they shall remain as a Shareholder); or
- C14.9 they are a Resident and in the opinion of the Board are in material or serious breach of their tenancy agreement or lease or are subject to a possession order or are in breach of a suspended possession order, or are subject to any of the following types of court order: anti-social behaviour order, anti- social behaviour injunction, demoted tenancy, or closure order; or
- C14.10 they are a Resident and the Association has obtained an order of a competent court or tribunal against them for recovery of monies due from

them to the Association provided that if the order is suspended or is an order for payment in instalments they shall only cease to be a Shareholder upon failing to meet the terms of the order.

C15 Except for the Parent, who may not be expelled, a Shareholder may only be expelled by a Special Resolution at a special General Meeting called by the Board provided that the following rules apply to the process:

C15.1 The Board must give the Shareholder at least one month's notice in writing of the General Meeting. The notice to the Shareholder must set out the particulars of the complaint of conduct detrimental to the Association and must request the Shareholder to attend the meeting to answer the complaint.

C15.2 At the General Meeting called for this purpose the Shareholders shall consider the evidence presented by the Board and by the Shareholder (if any). The meeting may take place even if the Shareholder does not attend.

C15.3 If the resolution to expel the Shareholder is passed in accordance with this rule, the Shareholder shall immediately cease to be a Shareholder.

Annual General Meeting

C16 The Association shall hold a General Meeting called the annual General Meeting within six calendar months after the close of each of its financial years or such later date as may be permitted by law.

C17 The functions of the annual General Meeting shall be:

C17.1 to receive the annual report which shall contain:

- the revenue accounts and balance sheets for the last accounting period;
- the auditor's report (if one is required by law) on those accounts and balance sheets;
- the Board's report on the affairs of the Association;

C17.2 subject to rules F3 and F4, to appoint the auditor (if one is required by law);

C17.3 to appoint (or re-appoint) Board Members if applicable;

C17.4 to transact any other general business of the Association set out in the notice convening the meeting including any business that requires a Special Resolution.

Special General Meetings

C18 All General Meetings other than annual General Meetings shall be special General Meetings and shall be convened either:

C18.1 upon an order of the Board; or

C18.2 upon a written requisition signed by one-tenth of the Shareholders (to a maximum of twenty-five but not less than three) stating the business for which the meeting is to be convened; or

C18.3 upon a written requisition by the Parent to call a general meeting; or

C18.4 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.

C19 A special General Meeting shall not transact any business that is not set out in the notice convening the meeting.

Calling a General Meeting

C20 Subject to rule C22, 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 share register. The notice shall state whether the meeting is an annual General Meeting or special General Meeting, the time, date and place of the meeting, and the business for which it is convened.

C21 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 G14.13.

C22 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 C20.

Proceedings at General Meetings

C23 Before any General Meeting can start its business there must be a quorum present. A quorum is present if:

C23.1 At least three Shareholders are present in person or by proxy provided always that at least two of these Shareholders are present in person or by corporate representative; and

C23.2 The Parent's corporate representative or proxy is present, in which event the Parent shall count towards the relevant quorum requirements in rule C23.1

C24 A meeting held as a result of a Shareholder requisition (which for the avoidance of doubt does not include a meeting called by the Parent in accordance with rule 18.3)

C25 All other General Meetings with too few Shareholders (which for the avoidance of doubt does include a meeting called by the Parent in accordance with rule C18.3) will be adjourned to the same day, at the same time and at the registered office in the following week. If less than the number of Shareholders set out in rule C23 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.

C26 The Chair of any General Meeting can:

C26.1 take the business of the meeting in any order that the Chair may decide; and

C26.2 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.

- C27 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 appoint a Shareholder to chair the meeting. The person appointed shall be a Board Member if one is present and willing to act.

Proxies

- C28 Any Shareholder entitled to attend and vote at a General Meeting may appoint another person, whether or not a Shareholder, as their proxy to attend and vote on their behalf. 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

- C29 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.
- C30 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.
- C31 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.
- C32 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.
- C33 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.
- C34 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.
- C35 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 C36 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.

C36 For the purposes of rule C35 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;
- 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

C37 Under the provisions of these Rules (including rules A3, A4, C2 and C4) no Shareholder is entitled to property of the Association in that capacity, and in the event of the 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:

C37.1 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.

C37.2 No property shall be capable of transfer to any personal representative of a deceased Shareholder.

C38 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 The Board shall consist of between five and twelve Board Members (including co-optees) as may be determined by the Board.

D3 Notwithstanding any other provisions in these Rules

D3.1 a majority of Board Members shall always be capable of appointment, removal or replacement by the Parent;

D3.2 at all times a majority of the Board shall consist of independent, non-executive Board Members, subject to rule D15.

D4

D4.1 The Board shall make available the obligations (including the expected standards of conduct) of every Board Member (including co-optees) to the Board and to the Association. The Board shall review and may amend the obligations of Board Members from time to time.

D4.2 Any Board Member or co-optee who has not signed a statement confirming that they will meet their obligations (including the expected standards of conduct) to the Board of the Association without good cause within one month of appointment to the Board or, if later, within one month of adoption of these Rules, shall immediately cease to be a Board Member or co-optee unless the Board resolves to disapply this rule in respect of any Board Member or co-optee.

D5 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 five 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 be involved in the appointment of Officers nor any matter directly affecting Shareholders.

D6 For the purposes of these Rules and of the Act, a co-optee is not included in the expression "Board Member" or "Member of the Board". For the purposes of the Housing and Regeneration Act 2008, Board Members and co-optees are officers.

D7 No one can become or remain a Board Member, a committee member or co-optee at any time if:

D7.1 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

D7.2 they have been convicted of an indictable offence which is not, or cannot be, spent; or

D7.3 a composition is made with that person's creditors generally in satisfaction of that person's debts; or

D7.4 they are not a Shareholder (unless they are a co-optee or employee of the Association or any other Group Member); or

D7.5 they have absented themselves from three consecutive 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

D7.6 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

D7.7 they are a Resident and in the opinion of the Board are in material or serious breach of their tenancy agreement or lease or are subject to a possession order or are in breach of a suspended possession order, or are subject to any of the following types of court order: anti-social behaviour order, anti- social behaviour injunction, demoted tenancy, or closure order; or

D7.8 they are a Resident and the Association has obtained an order of a competent court or tribunal against them for recovery of monies due from them to the Association provided that if the order is suspended or is an order for payment in instalments they shall only cease to be a Board Member, co- optee or committee member upon failing to meet the terms of the order; or

D7.9 they are an employee and their contract of employment is terminated; or

D7.10 they are a specifically appointed as a Resident Board Member and cease to be a Resident;

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).

D7.11 Subject to rule D3, Board Members will be appointed by the Board in accordance with a recruitment and selection policy which it shall adopt and which it may review and amend from time to time. Each non-executive Board Member appointed to the Board shall serve for a fixed term of office of up to three years (each a fixed term). No fixed term shall be set which would cause the relevant Board Member to serve beyond their ninth consecutive anniversary and for this purpose, time served on the Board of another group member or on the Board of any predecessor to the Association or another group member shall be counted, save where the Board agrees that the circumstances mean that it would be in the best interests of the Association for a Board Member to serve for a longer period.

D8 A Board Member may be removed from the Board:

D8.1 by a Special Resolution at a General Meeting; or

D8.2 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 day's 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.

D9 Whenever the number of Board Members and co-optees is less than permitted by these Rules, the Board may appoint a further Board Member in addition to the Board's power to co-opt. Any Board Member so appointed shall retire at the next annual General Meeting.

Terms of office and appointment to the Board

D10 Each Board Member, save for Board Members appointed under rule D13, shall be appointed in accordance with any board membership policies adopted by the Board

from time to time and shall be appointed for a fixed term of office expiring at the conclusion of an annual General Meeting (each a “fixed term”). The fixed term shall be for a term of three annual General Meetings unless the Board has set a lower number of annual General Meetings for the relevant Board Member on their appointment. No fixed term shall be set which would cause the relevant Board Member to serve beyond their ninth consecutive annual General Meeting (and for this purpose time served on the board of another Group Member or on the board of any predecessor of the Association of another Group Member shall be counted), save

where the Board agrees that circumstances exist where it would be in the best interest of the Association for a Board Member to serve for a longer period.

D11

D11.1 Each Board Member appointed under rule D10 who has served their fixed term shall retire from office. Any Board Member who retires from office at an annual General Meeting under this rule D11 shall be eligible for re-appointment subject to any board membership policies and subject to any restrictions contained within these Rules.

D11.2 Any Board Member retiring under rule D11.1 having completed nine years' continuous service (or nine years' continuous service plus any extended period agreed by the Board under rule D10) on either the Board of the Association and/or the Board of a Group Member (or any predecessor) shall not be eligible for re-appointment for at least one full term of office.

D12

D12.1 Board Members appointed under rule D10 will be appointed in accordance with open and transparent selection criteria and appointment procedures set out in any board membership policies adopted by the Board from time to time. These may provide for prospective candidates to be approved by the Board before they are eligible to stand for appointment as Board Members.

D12.2 The Board, in accordance with the appointment procedures set under rule D12.1, shall endeavour to ensure that the Board possesses the quality, skills, competencies and experience which the Board has from time to time determined that it requires.

D12.3 In the appointment for candidates wishing to be Board Members at a General Meeting every Shareholder present in person or by proxy shall have one vote for every vacancy but shall not give more than one vote to any one candidate.

D12.4 If at appointment the number of candidates for appointment as Board Members does not exceed the number of vacancies on the Board the Chair shall declare those candidates to have been duly appointed. If the number of candidates exceeds the number of vacancies the meeting shall appoint the Board Members in such a manner as the Chair directs and in accordance with any procedures set under rule D13.1.

- D13 The Board may appoint or co-opt employees to the Board on such terms as the Board resolves but no employee may be appointed (or co-opted) to the Board if, following their appointment (or co-option), employees would be in a majority.

Quorum for the Board

D14

D14.1 Subject to the provisions of rule D14.2 three Board Members shall form a quorum. The Board may determine a higher number or impose additional requirements.

D14.2 The Board will not be quorate unless Board Members who are employees of the Association are in a minority.

D14.3 If the number and make up of Board Members falls below the number and make up necessary for a quorum, the remaining Board Members may continue to act as the Board for a maximum period of six months and the provisions of rule D14.2 shall be suspended for that time. At the end of that time the only power that the Board may exercise shall be to bring the number and make up of Board Members up to that required by these Rules.

Board Members' interests

- D15 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 with any other Group Member, or be granted a benefit by the Association, unless such interest or benefit:

D15.1 is expressly permitted by these Rules; or

D15.2 would not be in breach of, and would not be inconsistent with, any guidance, standard or code published by the Regulator, section 122 of the Housing and Regeneration Act 2008 or any code of conduct and/or governance adopted by the Board.

- D16 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.

- D17 Subject to rule 8, 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.

- D18 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 that 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.

D19 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.

D20 Every Board Member, co-optee and member of a committee shall ensure that the Secretary at all times has a list of:

D20.1 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;

D20.2 any property owned or managed by the Association which they occupy; or

D20.3 any other significant or material interest.

D21 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.

D22 Notwithstanding rule 5, the Association may:

D22.1 pay properly authorised expenses to Board Members, co-optees and members of committees when actually incurred on the Association's business;

D22.2 pay insurance premiums in respect of insurance taken out to insure Officers and employees;

D22.3 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

D22.4 subject to compliance with Section 122 of the Housing and Regeneration Act 2008, and subject to compliance with any code of conduct and/or governance adopted by the Board from time to time grant reasonable and proper benefits to Board Members, co-optees and members of committees;

D22.5 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.

D23 A Board Member, co-optee or member of a committee shall not have an interest for the purpose of rules D15 to D20 as a Board Member, director or Officer of any other Group Member.

D24 Board Members, co-optees or members of committees who are Residents shall be deemed not to have an interest for the purpose of rules D15 to D20 in any decision affecting all or a substantial group of Residents.

Meetings of the Board

- D25 The Board shall meet at least three times 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.
- D26 Meetings of the Board may be called by the Secretary, or 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.
- D27 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

- D28 The Board may delegate any powers under written terms of reference to its committees or to Officers or employees. Those powers shall be exercised in accordance with any written instructions given by the Board.
- D29 The Board may reserve to itself certain significant matters that cannot be delegated to committees or employees.
- D30 The Membership of any committee shall be determined by the Board. Every committee shall include one Board Member or co-optee to the Board. The Board will appoint the chair of any committee and shall specify the quorum.
- D31 All acts and proceedings of any committee shall be reported to the Board.
- D32 No committee 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

- D33 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.
- D34 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.
- D35 Notice may be given to Board Members or 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 member of a committee or the failure of the Board Member or committee 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 meetings, and shall be appointed by the Board on such terms as the Board determines. 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 appointed by the Board. The arrangements for appointment and removal of any vice Chair shall be determined by the Board.
- E2 The first item of business for any Board meeting when there is no Chair (or vice Chair) or the Chair (or vice Chair) is not present shall be to appoint a Chair for the purpose of the meeting. 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 (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, at each annual General Meeting. The Board shall also produce its report on the affairs of the Association which shall be signed by the person chairing the meeting which adopts the report.

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 £500 million (five hundred million) pounds sterling or such a larger sum as the Association determines from time to time in General Meeting. For the purpose of this rule F12, at any relevant time, any amount of the Association's borrowings in any currency other than pounds sterling (as may be permitted or not prohibited by the Regulator from time to time) 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 and in relation to the amount remaining un discharged 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 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, F13 or this rule 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: 382 Silbury Court West,
Silbury Boulevard, Milton Keynes, England, MK9 2AF

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 Ten Shareholders can apply to the Registrar to appoint an accountant to inspect the books of the Association, provided all ten have been Shareholders of the Association for a twelve-month period immediately before their application.
- G10 The Shareholders may apply to the Registrar in order to get the affairs of the Association inspected or to call a special General Meeting. One hundred Shareholders, or one-tenth of the Shareholders, whichever is the lesser, must make the application.

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 an exempt charity, and not without the prior consent of the Regulator where such consent is required under the Housing and Regeneration Act 2008.
- G11.2 The Rules may only be amended by a resolution put before the Shareholders by the Board.
- G11.3 Rules A2; A3; A4; B1; B2; B3; C2; C3; D16; G11 and G13 can only be amended or rescinded by way of a written resolution or by three-fourths of the votes cast at a General Meeting. Any other 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.

G11.5 A copy of the amended Rules shall be sent to the Regulator as soon as possible after registration by the Registrar.

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.

G13.3 If the Association is registered as a provider of Social Housing with the Regulator any transfer or gift must be in compliance with the Housing and Regeneration Act 2008 or any other relevant legal and Regulatory provisions which exist from time to time.

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 D5;

G14.7 **Chair** shall mean the person appointed as Chair in accordance with rule E1 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 **General Meeting** shall mean a General Meeting of the Association's Shareholders called and held in accordance with rules C16-34;
- G14.12 **Group Member** means the Association, each subsidiary of the Association, any body corporate of which the Association is a subsidiary and any subsidiary of such body corporate and for this purpose "subsidiary" has the meaning within the Act and/or the Housing and Regeneration Act 2008 and/or the Companies Act 2006;
- G14.13 **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;
- G14.14 **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 E8;
- G14.15 **Property** shall include all real and personal estate (including loan stock certificates, books and papers);
- G14.16 **Register of Shareholders** means the register kept in accordance with rule G5.1;
- G14.17 **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;
- G14.18 **Regulator** means the Regulator of Social Housing established pursuant to the Housing and Regeneration Act 2008 as amended by the Legislative Reform (Regulator of Social Housing) (England) Order 2018 or any future body or authority (including any statutory successor) carrying on similar regulatory or supervisory functions.
- G14.19 **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;

- G14.20 **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;
- G14.21 **Shareholders** shall mean one of the persons referred to in rule C5 and means member as defined by the Act;
- G14.22 **Social Housing** means low cost rental accommodation and low cost home ownership accommodation as defined in sections 68 to 77 of the Housing and Regeneration Act 2008;
- G14.23 **Special Resolution** means a resolution at a General Meeting passed by a two-thirds majority of all Shareholders who vote in person or by proxy;
- G14.24 **these Rules** shall mean the registered rules of the Association for the time being;
- G14.25 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.
- G14.26 **the Parent** means Allerton Housing Limited, a private company limited by shares incorporated in England (with Company No: 11404241)

CO-OPERATIVE AND COMMUNITY BENEFIT SOCIETIES ACT 2014**Acknowledgement of Registration of Society**

Register No.....R

Parasol Homes Ltd

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

Dated 16 April 2020**(Seal of Central Office)**Copy kept at 382 Silbury Court West, Silbury Boulevard, Milton Keynes, England, MK9 2AF
Registrar

1 Shareholder *Yaseen Khan* Yaseen Khan on behalf of 'Allerton Housing' (Parent)2 Shareholder *Adrian Lawrence Miller* Adrian Lawrence Miller3 Shareholder *Paul F. Reeves* Paul Reeves*Tanvi Joshi*

Tanvi Joshi

Secretary

Register a community benefit society

Section 1 – About this form

Use this form to register a community benefit 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 community benefit society, or for a conversion to a community benefit 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 5 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 community benefit society	<input type="checkbox"/>
Convert a company to a community benefit society	<input checked="" type="checkbox"/>
Convert a friendly society into a community benefit society	<input type="checkbox"/>

2.2 Who should we contact about this application?

Name	Tanvi Joshi
Position	Governance Officer
Postal address	Parasol Homes 382 Silbury Court West Silbury Boulevard Milton Keynes MK9 2AF
Telephone number	07718263175
Email address	tanvi@parasolhomes.co.uk

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.

Society name	Parasol Homes Ltd
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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 social housing, running an amateur sports club, etc.

The business of providing and managing housing, including Social Housing and providing assistance to help house people and associated facilities, amenities and services for poor people and/or for the relief of aged, disabled (whether physically or mentally) and any other object which is connected with or incidental to the provision of housing that can be carried out from time to time by a registered society registered as a provider of Social Housing with the Regulator.



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/>

68201 – Renting and operating of Housing Association real estate

82110 – Combined office administrative service activities

We need to be satisfied that a community benefit society is conducting its business for the benefit of the community. The conduct of a community benefit society's business must be entirely for the benefit of the community.

3.4 Please describe the benefits to the community the society aims to deliver? Here we are looking to see *what* the intended benefits to the community are. Community can be said to be the community at large. For example, are you relieving poverty or homelessness through the provision of social housing.

- 1) Relieving poverty and homelessness through the provision of social housing**
- 2) Providing intensive housing management to individuals who require medium to high levels of support services**
- 3) Providing long term homes to vulnerable adults with complex care and support needs, where the often the only alternative would be an institutional setting.**

3.5 Please describe how the society's business will deliver 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 3.2) benefits the community.

The intended benefits as stated within the answer to question 3.4 will be delivered using the following methods:

- 1) Parasol Homes will relieve poverty and homelessness by providing high quality and bespoke accommodation to vulnerable adults. Parasol Homes works with Local Authorities alongside care and support providers on Local Authority frameworks to ensure that our tenants needs are met.**
- 2) Parasol Homes has a Housing Department comprised of a Head of Housing, Regional Operations Managers and Housing Officers. Our experienced Housing Officers provide tenants who have experienced homelessness or are at the risk of experiencing homelessness with intensive housing management. Other tenants with less severe yet complex needs are also provided a form of support by our Housing Officers. Parasol Homes also works with third party care and support providers to ensure that all tenants are receiving the care and/or support specific to their needs.**
- 3) Parasol Homes properties are made available to vulnerable adults with a range of complex care and support needs. A significant proportion of our tenants require high levels of care (provided through third party CQC regulated care providers). Parasol Homes' properties ensure that the required care is provided to tenants in the comfort of their own home and not in an institutional setting.**

Parasol Homes' business as described within the answer to question 3.2 benefits the community in the following ways:

The provision of social housing in general and in particular the management of housing to accommodate vulnerable adults allows for individuals to be removed from institutional settings. The provision of housing in this case not only introduces additional properties into the social housing market but more importantly removes individuals from institutional settings and places them in a home environment. This is important for the community as many individuals with the correct care and/or support will be able to function and participate within their local communities.

Additionally, Parasol Homes also provides accommodation and support to individuals who are either experiencing homelessness or at the risk of experiencing homelessness. The provision of this support and accommodation helps Local Authorities to meet their obligations as set out within the Homelessness Reduction Act 2017.

Furthermore, Parasol Homes is focussed on providing accommodation to vulnerable adults often with complex needs. Parasol Homes' business provides homes to individual who are otherwise excluded from accommodation available within the general needs market.

3.6 Does the society intend to work with a specific community, and if so, please define it here? For instance, will the society's activities be 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.

Parasol Homes provides supporting living housing for adults with learning disabilities, physical disabilities and mental health. Parasol Homes also provides accommodation for ex-offenders alongside individuals who are either experiencing homelessness or are at the risk of homelessness.

3.7 In what ways does the society intend to raise funds to set up and run its business? For instance, are you intending to apply for grants, seek capital from members, take out a loan.

Parasol Homes raises capital to run its' operations from the service charges it receives. In addition to this, Parasol Homes also plans on applying for grants in the near future, alongside applying to become an investment partner with Homes England.

3.8 What will the society do with any surplus or profit? For instance, will money be reinvested in the business; put into reserves; used for some other purpose?

Any and all surplus or profit generated by Parasol Homes will be reinvested into the business and will be utilised for further developing the business and maintaining in ongoing operations.

In order to satisfy ourselves that the society is conducting its business for the benefit of the community, we need to understand the society's relationships with other key stakeholders.

3.9 Please state any significant commercial arrangements that the society has, or intends to have, with any other organisation that could create, or be perceived as creating, a conflict of interest. Please tell us how you will ensure that any such conflicts of interest do not prevent the society from acting for the benefit of the community.

Parasol Homes currently has service level agreements in place with a small number of care providers owned by Allerton Care. The 100% Shareholder of Allerton Care is also the 100% Shareholder of Allerton Housing which is the Parent company of Parasol Homes.

Parasol Homes has worked closely with solicitors to develop and implement a financial ring-fencing agreement between Parasol Homes and Allerton Housing. This ensures that all monies raised either via surplus or profit are reinvested directly into Parasol Homes and cannot be transferred to the Parent Company.

Additionally, majority of Parasol Homes' commercial agreements are with third party support provider whom who there is no risk of a potential conflict.

The care providers owned by Allerton Care with whom Parasol Homes currently has pre-existing service level agreements are all CQC registered and regulated care providers who operate on Local Authority frameworks. In addition to this, Parasol Homes employed Housing Officers are still fully involved with the housing management of all tenants to ensure that the tenancies are maintained to the highest standards.

3.10 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.

Yaseen Khan who is the 100% shareholder of Allerton Housing (11404241) (the Parent of Parasol Homes) is also the 100% shareholder and Chief Executive Officer of Allerton Group (11793244), which is the Parent Company of Allerton Care (11371887) (discussed within answer to question 3.9). Yaseen Khan also has the following active Directorships:

- **Allerton SPV Holdings Limited (11811969)**
- **Allerton Developments Ltd (11160457)**
- **Allerton Investments Limited (11049535)**
- **Allerton Services Limited (11811765)**
- **Fulton Investments Supported Living Limited (10788568)**
- **Allerton SPV15 Limited (11690992)**
- **Allerton SPV14 Limited (11690995)**
- **Allerton SPV11 Limited (11690742)**
- **Allerton SPV13 Limited (11691281)**
- **Allerton SPV9 Limited (11678965)**
- **Allerton SPV8 Limited (11634078)**
- **Allerton SPV6 Limited (11514137)**
- **Allerton SPV5 Limited (11494220)**

- **Allerton SPV4 Limited (11374675)**

Lawrence Miller is a Director of Lawrence Miller Ltd (09393597). Lawrence Miller has no other directorships.

Paul Reeves is currently a contractor at the Ministry of Housing, Communities and Local Government. Paul Reeves has no other directorships.

3.11 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.

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Asset lock

3.12 Has the society included the community benefit society statutory asset lock in its rules? Please note that a society with a statutory asset lock in its rules cannot remove it. The asset lock is only available to community benefit societies other than regulated housing associations or charities.

Yes ☐

No ☒

Charitable objects

3.13 Are the society's objects intended to be charitable? Whilst we are not responsible for regulating charities, we need to know this because societies whose objects are wholly charitable are subject to a number of requirements in the Act.

Yes ☒

No ☐

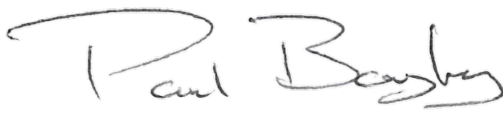
3.14 If charitable, what is your charitable purpose? Charity law in England and Wales differs to that in Scotland. If in doubt please refer to the charity legislation relevant for the area you are in. Please note that we will not assess whether your stated purpose meets the legal criteria for a charity.

The charitable purpose is the provision and management of housing, including Social Housing and providing assistance to help house people and associated facilities, amenities and services for poor people and/or for the relief of aged, disabled (whether physically or mentally).

As a separate note, 100% of Parasol Homes' residents are classified as charitable beneficiaries.

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	National Housing Federation
Name of model rules	Model Rules 2015
Signature on behalf of sponsoring body (unless submitted by email by the sponsor)	
Date	16/04/2020

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	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	C11-C13
The method of holding meetings, the scale and right of voting, and the method of making, altering or rescinding rules	D15; C16-C27; C29-C36; G11; G14.3
The appointment and removal of a committee (by whatever name) and of managers or other officers and their respective powers and remuneration	D3.1; D8.2; E1; E6-E8; D29-D33
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-C4; C9
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	F12-F14.3
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; C14.6; C37.1; C38
Provision for the audit of accounts in accordance with Part 7 of the Act	F1-F5
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	C14; C37-C38; C3
The way in which the society's profits are to be applied	A3; A4
If the society is to have a common seal, provision for its custody and use	G14

Whether any part of the society's funds may be invested, and if so by what authority and in what way	F15
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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 community benefit 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.

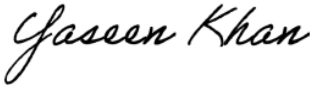
Name	Parasol Homes Ltd
Registration number	Company Number: 05802059
Registered office address	382 Silbury Court West, Silbury Boulevard, Milton Keynes
Postcode	MK9 2AF

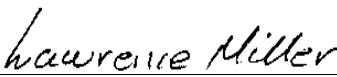
Section 6 – Member details

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

Name	Tanvi Joshi
Month of birth	August
Year of birth	1993
Signature	
Date	13/03/2020

6.2 Please provide the details of 3 members below.

Name	Yaseen Khan on behalf of Allerton Housing (Parent)
Month of birth	June
Year of birth	1990
Signature	
Date	13/03/2020

Name	Adrian Lawrence Miller
Month of birth	October
Year of birth	1969
Signature	
Date	13/03/2020

Name	Paul Frederick Reeves
Month of birth	December
Year of birth	1957

Signature	<u>Paul F. Reeves</u>
Date	13/03/2020

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 checked="" type="checkbox"/> One copy attached <input 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"> • 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 consult the company about any such alterations 	<input type="checkbox"/> Three copies attached - submitting by post <input checked="" type="checkbox"/> One copy attached - submitting by email <input 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"> <input type="checkbox"/> £40 - using model rules with no changes <input type="checkbox"/> £120 - using model rules with 1-6 changes <input checked="" type="checkbox"/> £350 - using model rules with 7-10 changes <input type="checkbox"/> £950 - using model rules with 11 or more changes <input type="checkbox"/> £950 - not using model rules <input type="checkbox"/> No fee - Friendly society converting to a society 	<input type="checkbox"/> Cheque attached – submitting this form by post <input checked="" type="checkbox"/> Cheque posted separately – submitting this form by email <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>