

**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: **Black Liberation Movement UK Limited**

Registration number: **8473**

Registration date: 14 September 2020

Address: 7 Bell Yard, London, WC2A 2JR

Financial year-end date: 31 May

Date: **14 September 2020**



## Co-operative and Community Benefit Societies Act 2014

### Rules of

#### Black Liberation Movement UK Limited

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#### NAME

1. The name of the society shall be Black Liberation Movement UK Limited.

#### REGISTERED OFFICE

2. The registered office of the society shall be 7 Bell Yard, London WC2A 2JR.

#### INTERPRETATIONS

3. In these rules:

**"Address"** means a postal address or, for the purposes of electronic communication, a fax number, email address or telephone number for receiving text messages;

**"the Act"** refers to the Co-operative and Community Benefit Societies Act 2014 or any Act or Acts amending or in substitution of it or them for the time being in force;

**"Auditor"** means a person eligible for appointment as a company auditor under Part 42 of the Companies Act 2006;

**"The Board of Directors"** or **"Board"** means all those persons appointed to perform the duties of directors of the society;

**"Board Meeting"** includes, except where inconsistent with any legal obligation a physical meeting, a meeting held by electronic means and a meeting held by telephone;

**"Clear Days"** in relation to the period of notice does not include the day on which the meeting is to be held and the day on which the notice is handed to someone or left at their Address, or the day on which it is sent, is in the process of being sent and is assumed to be delivered;

**"Consensus"** means a decision made with the agreement of all of those Directors voting on a resolution at a Board Meeting;

**"Director"** means a director of the society and includes any person occupying the position of director, by whatever name called;

**"Document"** includes, unless otherwise stated, any document sent or supplied in electronic form;

**"Electronic Means"** shall include, for example, email, video links and secure authenticated website transactions;

**"Employee"** means anyone holding a contract of employment with the Society;

**"Founder Member"** means a subscriber to these rules for the purposes of registration;

**"Member"** has the meaning as detailed under 'Members' in these rules;

**"Office Holder"** means a receiver, administrative receiver, liquidator, provisional liquidator or administrator of a Member of all or substantially all of the Member's assets;

**"Officer"** has the meaning as detailed under 'Officers' in these rules;

**"Ordinary Resolution"** means a resolution passed by more than two-thirds of those Members voting on the resolution either present (which shall include those present but not in person) at a general meeting or represented by proxy, or in the case of a written resolution by Members approving the resolution;

**"Person"** means, unless the context requires otherwise, a natural person, unincorporated body, firm, partnership, corporate body or the nominee of an unincorporated body, firm, partnership or corporate body;

**"Registrar"** means the Financial Conduct Authority (FCA) or any body that succeeds its function;

**"Regulations"** has the meaning as detailed under 'Regulations' in these rules;

**"Rules"** means these Rules;

**"Secretary"** means any person appointed to perform the duties of the Secretary of the society;

**"Society"** means the above named society;

**"Transferable"** means shares that are transferable to another Person who also qualifies for membership of the Society in accordance with these Rules;

**"Withdrawable"** means shares with the associated right for the Member to withdraw and receive in return the value of their shares from the Society;

**"Writing"** means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied by Electronic Means or otherwise.

## **OBJECTS**

4. The objects of the Society shall be to carry on any business for the benefit of the community by:
  - (a) establishing a national campaigning organisation for black African, black Caribbean and black diaspora people in the United Kingdom;

- (b) administering a fund to support black communities in various forms. This includes but is not limited to: funding black-led campaign groups and black activists working for social, economic and environmental justice;
  - (c) having an organising practice which challenges capitalism, imperialism, heteropatriarchy, ableism, xenophobia, colourism, religious discrimination and racism;
  - (d) working with those who are actively organising to create systemic change in, for and with black communities.
5. The Society shall be owned and controlled by its Members on a fair and equitable basis.

### **POWERS**

6. The Society may do all such lawful things as may further the Society's objects and, in particular, may borrow or raise funds for any purpose that is beneficial to the Society.

### **BORROWING**

7. The Society shall have the power to borrow money from its Members and others in order to further its objects providing that the amount outstanding at any one time shall not exceed £10,000,000.
8. The Society shall have the power to mortgage or charge any of its property, including the assets and undertakings of the Society, present and future, and to issue loan stock, debentures and other securities for money borrowed or for the performance of any contracts of the Society or its customers or Persons having dealings with the Society.
9. The rate of interest on money borrowed, except on money borrowed by way of bank loan or overdraft or from a finance house or on mortgage from a building society or local authority, shall not exceed 5% per annum or 2% above the Bank of England base rate at the commencement of the loan, whichever is the greater.
10. The Society may receive from any Person, donations or loans free of interest in order to further its objects but shall not receive money on deposit.

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

11. For the avoidance of doubt the Society shall not engage in any activity by virtue of any of these Rules that would require a permission from the Registrar to carry on that activity without first having applied for and obtained such permission.

### **INVESTMENT OF FUNDS**

12. The Society, with the authority of the Board, may invest any part of its funds in the manner set out in Section 27 of the Act.

### **MEMBERS**

13. The first Members of the Society will be the Founder Members. The Board may at its discretion admit to membership any natural person who supports the objects of the Society and who has agreed to abide by these Rules and any policies drafted by the Society under

the rule entitled “Regulations” and has paid or agreed to pay any subscription or other sum due in respect of membership (if any) for the time being in force.

### **Applications for Membership**

14. No natural person shall be admitted into membership of the Society unless they have attained the age of 16. All those wishing to become a Member must support the objects of the Society and complete an application for membership which shall include an application for one share in the Society. Such an application form must be approved by the Directors and the Directors must approve (or delegate approval of) each application for membership.

### **Member Commitment**

15. All Members agree to participate in general meetings and take an active interest in the operation and development of the Society and its business. Members have a duty to respect the confidential nature of the business decisions of the Society and to abide by these Rules and any policies drafted by the Society under the rule entitled ‘Regulations’.

### **Termination of Membership**

16. A Member shall cease to be a Member of the Society immediately that they:
- (a) Fail to hold the minimum shareholding; or
  - (b) Resign in Writing to the Secretary; or
  - (c) Are expelled from membership in accordance with these Rules; or
  - (d) Die or become bankrupt.

### **Expulsion from Membership**

17. A Member may be expelled for conduct prejudicial to the Society by an Ordinary Resolution, provided that the grounds for expulsion have been specified in the notices calling the meeting and that the Member whose expulsion is to be considered shall be given the opportunity to make representations to the meeting or, at the option of the Member, an individual who is there to represent them (who need not be a Member of the Society) has been allowed to make representations to the general meeting.
18. If on due notice having been served the Member fails to attend the meeting the meeting may proceed in the Member's absence. No Member expelled from membership shall be re-admitted except by an Ordinary Resolution.

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

19. Upon a claim being made by:
- (a) The personal representative of a deceased Member; or
  - (b) The trustee in bankruptcy of a Member who is bankrupt; or
  - (c) The Office Holder to any property in the Society belonging to such a Member,

the Society shall transfer or pay property to which the personal representative, trustee in bankruptcy or Office Holder has become entitled as that person may direct them.

### **Share Capital**

20. The shares of the Society shall be of the nominal value of £1 issued to natural persons upon admission to membership of the Society following an application process. The shares shall be fully paid prior to issue and shall be neither Transferable nor Withdrawable, shall carry no right to interest, dividend or bonus, and shall be forfeited and cancelled on cessation of membership from whatever cause, and the amount paid up on such cancelled shares shall become the property of the Society. Each Member shall hold one share only in the Society.

### **GENERAL MEETINGS**

21. The Society shall, within six months of the end of the financial year, hold a general meeting of the Members as its annual general meeting and shall specify the meeting as such in the notice calling it.
22. The business of an annual general meeting shall comprise, where appropriate:
- (a) The receipt of the accounts and balance sheet and of the reports of the Board and Auditor (if any);
  - (b) The appointment of an Auditor, if required;
  - (c) The election of the Board or the results of the election if held previously by ballot;
  - (d) The application of profits, funds and income generation;
  - (e) The transaction of any other business included in the notice convening the meeting.

### **Calling a General Meeting**

23. The Secretary, at the request of the Board of Directors, may convene a general meeting of the Society. The purpose of the general meeting shall be stated in the notice of the meeting.
24. The Board of Directors upon an application signed by 5 Members or one-tenth of the total number of Members, whichever is the greater, delivered to the registered office of the Society, shall convene a general meeting. The purpose of the general meeting shall be stated in the application for and notice of the meeting. No business other than that stated in the notice of the meeting shall be conducted at the meeting.
25. If within one month from the date of the receipt of the application the Board have not convened a general meeting to be held within six weeks of the application, any three Members of the Society acting on behalf of the signatories to the application may convene a general meeting, and shall be reimbursed by the Society for any costs incurred in convening such a meeting.

### **Notices**

26. The Directors shall call the annual general meeting giving 14 Clear Days' notice to all Members. All other general meetings shall be convened with at least 14 Clear Days' notice but may be held at shorter notice if so agreed in Writing by 90% of the Members.
27. Notices of meetings shall either be given to Members personally or sent to them at their Address or alternatively, if so agreed by the Society in general meeting, notices of general meetings may be displayed conspicuously at the registered office and in all other places of business of the Society to which Members have access. Notices shall specify the date, time and place at which the meeting is to be held, and the business which is to be transacted at that meeting. A general meeting shall not transact any business other than that specified in the notices calling the meeting.
28. A notice sent to a Member's Address shall be deemed to have been duly served 48 hours after its posting. The accidental omission to send any notice to or the non-receipt of any notice by any Person entitled to receive notice shall not invalidate the proceedings at the meeting.
29. All notices shall specify the date, time and place of the meeting along with the general nature of business to be conducted and any proposed resolutions.
30. If the Society has appointed an Auditor in accordance with these Rules they shall be entitled to attend general meetings of the Society and to receive all notices of and communications relating to any general meeting which any Member of the Society is entitled to receive. The Auditor shall be entitled to be heard at any meeting on any part of the business of the meeting which is of proper concern to an Auditor.

### **Quorum**

31. No business shall be transacted at a general meeting unless a quorum of Members is present either in person or represented by proxy. Unless amended by Ordinary Resolution, a quorum shall be 10 Members or 5% of the membership, whichever is the greater. If the Society has fewer than 10 Members then all Members must be present either in person or represented by proxy to form a quorum.

### **Facilitating General Meetings**

32. A facilitator shall facilitate general meetings. The Board may appoint a facilitator for each general meeting. If the facilitator appointed by the Board is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Members may appoint one of their number to facilitate the meeting.

### **Attendance and Speaking at General Meetings**

33. A Member is able to exercise the right to speak at a general meeting and is deemed to be in attendance and present in person when that Person is in a position to communicate to all those attending the meeting. The Directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it including by Electronic Means. In determining attendance at a general meeting, it is immaterial whether any two or more Members attending are in the same place as each other, provided that they are able to communicate with each other.

34. The facilitator of the meeting may permit other Persons who are not Members of the Society to attend and speak at general meetings, without granting any voting rights.

### **Adjournment**

35. If a quorum is not present within half an hour of the time the general meeting was due to commence, or if during a meeting a quorum ceases to be present, the facilitator must adjourn the meeting to a date, time and place to be fixed by the facilitator. If a quorum is not present within half an hour of the time the adjourned meeting is due to commence, the Members present shall constitute a quorum and the meeting shall proceed to business.
36. The facilitator of a general meeting may adjourn the meeting whilst a quorum is present if:
- (a) The meeting consents to that adjournment; or
  - (b) It appears to the facilitator that an adjournment is necessary to protect the safety of any persons attending the meeting or to ensure that the business of the meeting is conducted in an orderly manner.

### **The facilitator must adjourn the meeting if directed to do so by the meeting.**

37. When adjourning a meeting the facilitator must specify the date, time and place to which it will stand adjourned or that the meeting is to continue at a date, time and place to be fixed by the Directors.
38. If the meeting is adjourned for 14 days or more, at least 7 Clear Days' notice of the adjourned meeting shall be given in the same manner as the notice of the original meeting.
39. No business shall be transacted at an adjourned meeting other than business which could properly have been transacted at the meeting if the adjournment had not taken place.

### **Voting**

40. A resolution put to the vote at a general meeting shall be decided on a show of hands unless a ballot is demanded in accordance with these Rules. A declaration by the facilitator that a resolution has on a show of hands been carried or lost with an entry to that effect recorded in the minutes of the general meeting shall be conclusive evidence of the result. Proportions or numbers of votes in favour for or against need not be recorded.
41. In the case of an equality of votes, whether on a show of hands or a poll, the facilitator shall not have a second or casting vote and the resolution shall be deemed to have been lost.

### **Ballot**

42. A ballot on a resolution may be demanded before or on the declaration of the result of the show of hands by three Members at a general meeting.
43. If a ballot is duly demanded it shall be taken in such a manner as the facilitator directs (including by Electronic Means), provided that no Member shall have more than one vote, and the result of the ballot shall be deemed to be the resolution of the meeting at which the ballot was demanded.



44. The demand for a ballot shall not prevent the continuance of a meeting for the transaction of any other business than the question upon which a ballot has been demanded. The demand for a ballot may be withdrawn.
45. The Board may permit decisions to be taken at general meetings by a combination of postal voting, by secure electronic voting procedures, voting in person or by proxy provided that each Member has only one vote.

### **Proxy Voting**

46. Any Member entitled to attend and vote at a general meeting may appoint any other Member as their proxy to attend and vote on their behalf. A proxy shall be appointed by delivering in Writing to the registered office or such other place as may be selected by the Board and stated in the meeting notice at least two days before the date of the meeting at which the proxy is authorised to vote. It must be signed or approved and sent by the Member.

### **Resolutions**

47. Decisions at general meetings shall be made by Ordinary Resolution unless a special resolution is required by the Act.
48. Unless the Act specifically requires a special resolution to be passed at a general meeting, a resolution may be passed as a written resolution. A written resolution may consist of several identical Documents signed (or approved electronically) by one or more Members. A written Ordinary Resolution must be approved by two-thirds of all the Members.

### **BOARD OF DIRECTORS**

49. The Society shall have a Board of Directors comprising not less than three Directors.
50. The initial Directors of the Society from registration until the first annual general meeting shall be appointed by the Founder Members.
51. Only persons who are aged 18 years or more may serve on the Board of Directors.
52. The Board of Directors (other than co-opted Directors) shall be elected by and from the Society's Members in accordance with Regulations approved by the Directors. The maximum number of Directors serving on the Board shall be determined by a general meeting of the Society from time to time.

### **Retirement Cycle**

53. All elected Directors shall retire at the end of the third annual general meeting following their last appointment or reappointment, unless they are re-elected. A retiring Director shall be eligible for re-election provided that no Director holds office for more than two consecutive terms without standing down for a period of at least one year. Should the retirement of a Director cause the number of Directors to be less than the minimum specified in these Rules then the Director shall remain in office until a new appointment is made.

### **Co-option of Directors**

54. In addition to those Directors elected by the Members, the Board of Directors may co-opt up to two external independent Directors who need not be Members and are selected for their particular skills and/or experience. Such external independent Directors shall serve a fixed period determined by the Board of Directors at the time of the co-option, subject to a review at least every 12 months. External independent Directors may be removed from office at any time by a resolution of the Board of Directors.
55. The Board of Directors may at any time fill a casual vacancy on the Board by co-option. Co-opted individuals must be Members of the Society and will hold office as a Director only until the next annual general meeting.

### **Powers and Duties of the Board of Directors**

56. The business of the Society shall be managed by the Board who may exercise all such powers of the Society as may be exercised and done by the Society and as are not by statute or by these Rules required to be exercised or done by the Society in general meeting.
57. All decisions made by a meeting of the Board of Directors or by any person acting as a Director shall remain valid even if it is later discovered that there was some defect in the Director's appointment or that the individual had previously been disqualified from acting as a Director.
58. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for monies paid to the Society shall be signed, drawn, accepted, endorsed, or otherwise executed in such manner as the Board shall from time to time direct.
59. Without prejudice to its general powers, the Board may exercise all the powers of the Society to borrow money and to mortgage or charge its undertaking and property or any part of it and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Society or of any third party.
60. No Regulation made by the Society in general meeting shall invalidate any prior act of the Board which would have been valid had that Regulation not been made.
61. Any ultra vires action by the Board may be ratified by the Society by a special resolution passed in the way required by s44 of the Act. A separate special resolution must be passed in the same way should the Society wish to relieve a Director from any liability incurred as a result of a breach of duty arising from the Society acting outside its powers.

### **Delegation**

62. Subject to these Rules, the Directors may delegate any of the powers which are conferred on them under these Rules to any Person or committee consisting of Members of the Society, by such means, to such an extent, in relation to such matters and on such terms and conditions as they think fit.
63. The Directors may specify that any such delegation may authorise further delegation of the powers by any Person to whom they are delegated.

64. The Directors may revoke any delegation in whole or in part or alter any terms and conditions.

#### **Sub-Committees**

65. A sub-committee to which the Directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of these Rules which govern the taking of decisions by Directors.
66. The Directors may make Regulations for all or any sub-committees, provided that such Regulations are not inconsistent with these Rules.
67. All acts and proceedings of any sub-committee must be fully and promptly reported to the Directors.

### **PROCEEDINGS OF THE BOARD OF DIRECTORS**

#### **Calling a Meeting of the Board of Directors**

68. Any Director may, and the Secretary on the requisition of a Director shall, call a meeting of the Board of Directors by giving reasonable notice of the meeting to all Directors. Notice of any meeting of the Board of Directors must indicate the date, time and place of the meeting and, if the Directors participating in the meeting will not be in the same place, how they will communicate with each other.

#### **Proceedings of a Meeting of the Board of Directors**

69. The Board of Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit.
70. A Director is able to exercise the right to speak at a meeting of the Board of Directors and is deemed to be in attendance and present when that person is in a position to communicate to all those attending the meeting. The Directors may make whatever arrangements they consider appropriate to enable those attending a meeting of the Board of Directors to exercise their rights to speak or vote at it including by Electronic Means. In determining attendance at a meeting of the Board of Directors, it is immaterial whether any two or more Directors attending are in the same place as each other.
71. Questions arising at any meetings of the Board shall be decided by Consensus. If in the view of the facilitator, agreement on a matter cannot be reached by Consensus then the facilitator may put the decision to a vote. On a vote a resolution is passed if approved by two thirds of those voting.
72. A written resolution, circulated to all Directors and signed (or approved electronically) by a majority of 75% of Directors, shall be valid and effective as if it had been passed at a Board Meeting duly convened and held. A written resolution may consist of several identical Documents approved by one or more Directors.
73. The Board of Directors may, at its discretion, invite other natural persons to attend its meetings with or without speaking rights and without voting rights. Such attendees will not count toward the quorum.

### **Quorum**

74. The quorum necessary for the transaction of business at a meeting of the Board of Directors shall be 50% of the Directors or 3 Directors, whichever is the greater and shall include those Directors present, but not in person.
75. If at any time the total number of Directors in office is less than the quorum required, the Directors are unable to take any decisions other than to appoint further Directors or to call a general meeting so as to enable the Members to appoint further Directors.

### **Facilitating Board Meetings**

76. The facilitator shall facilitate meetings of the Board of Directors. The facilitator is chosen by the Board of Directors from one of their number.

### **Declaration of Interest**

77. A Director shall declare an interest in any contract or matter in which s/he has a personal, material or financial interest, whether directly or indirectly, and shall not vote in respect of such contract or matter.

### **Expenses**

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

### **Termination of a Director's Appointment**

79. A person ceases to be a Director of the Society as soon as:
- (a) That person resigns from office in Writing to the Secretary of the Society, and such resignation has taken effect in accordance with its terms;
  - (b) That person is removed from office by an Ordinary Resolution of the Society in general meeting, the notices for which specified that the question of the Director's removal was to be considered;
  - (c) That person is removed from office by the Board of Directors, where the person is an external independent Director co-opted for their particular skills and/or experience.
  - (d) That person is prohibited from being a Director by law;
  - (e) That person is disqualified from acting as a trustee by virtue of sections 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of those provisions);
  - (f) In the written opinion, given to the Society, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a Director and may remain so for more than three months; or

- (g) By reason of that person mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have.

## **OFFICERS**

- 80. The Members shall elect from those persons elected to the Board a Secretary and such other Officers as they may from time to time decide. These Officers shall have such duties and rights as may be bestowed on them by the Members. A serving Officer shall, subject to retaining their place on the Board, serve until the annual general meeting three years following their election, at which point they shall stand down but shall be eligible for re-election to the same or any other Officer post.

## **DISPUTES**

- 81. In the event of a dispute between the Society or its Board and a Member of the Society or a former Member, such dispute shall be resolved in good faith by the Society and the Board or Member. Where a dispute cannot be resolved internally with good faith, it may be referred to an independent arbitrator whose appointment is acceptable to both parties to the dispute or in the absence of agreement to be nominated by the Secretary General of Co-operatives UK (or any role or body that succeeds to its function). The decision of such an arbitrator shall be binding. In the event that a dispute cannot, for whatever reason, be concluded by reference to an arbitrator, the matter may be referred to the county court (or in Scotland, to the sheriff). Anybody bringing a dispute must, if so required, deposit with the Society a reasonable sum (not exceeding £100) to be determined by the Board. The arbitrator will decide how the costs of the arbitration will be paid and what should be done with the deposit.

## **REGULATIONS**

- 82. The Society in a general meeting, or the Board of Directors, may from time to time make, adopt and amend such Regulations in the form of bye-laws, standing orders secondary rules or otherwise as they think fit for the management, conduct and regulation of the affairs of the Society and the proceedings and powers of the Board of Directors and sub-committees. Such Regulations (if any) shall be made available to Members. No Regulation shall be made which is inconsistent with these Rules or the Act. All Members of the Society and the Board of Directors shall be bound by such Regulations whether or not they have received a copy of them.

## **LIABILITY OF MEMBERS**

- 83. The liability of a Member is limited to the amount of their shareholding.

## **APPLICATION OF PROFITS**

- 84. Any profits of the Society shall be applied as follows in such proportions and in such manner as may be decided by the Society at the annual general meeting:
  - (a) To a general reserve for the continuation and development of the Society; or
  - (b) To making payment for social or community purposes within the community served by the Society.

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

85. The Society may, by special resolution passed in the way required by section 111 of the Act, amalgamate with, or transfer its engagements to another registered society subject to at least the same degree of restriction on the distribution of profits and assets as imposed on this Society by virtue of these Rules. The Society may also accept a transfer of engagements and assets by a resolution of the Board or by general meeting.
86. The Society may, by a special resolution passed in a way required by section 113 of the Act, amalgamate with, or transfer its engagements to, or convert to a company, subject to at least the same degree of restriction on the distribution of profits and assets as imposed on this Society by virtue of these Rules. In relation to calling a general meeting for the purpose of such resolution, the following provisions shall apply:
- (a) The Society shall give to Members not less than two months' notice of the meeting;
  - (b) Notice of the meeting shall be posted in a prominent place at the registered office and at all trading premises of the Society to which Members have access;
  - (c) The notice shall be accompanied by a separate statement setting out for Members:
    - (i) the reasons for the proposal;
    - (ii) whether the proposal has the support of the Board of the Society;
    - (iii) what alternative proposals have been considered, and whether they are viable;
    - (iv) details of the number of shares in the Society held by Members of the Board, and Persons connected with them;
    - (v) a recommendation by reputable independent financial advisors that the Members should support the proposal rather than any alternative proposal.
  - (d) Where the separate statement is contained in another Document, information shall be provided in the notice specifying where Members can obtain a copy of the Document.

## **DISSOLUTION**

87. The Society may be dissolved:
- (a) in accordance with section 119 of the Act by an instrument of dissolution;
  - (b) in accordance with section 123 of the Act in pursuance of a winding up order or by a resolution made or passed as directed in regard to companies by the Insolvency Act 1986; or
  - (c) in accordance with section 125 of the Act, after administration and an administrator issues a notice to dissolve the Society without prior winding-up.

88. If on the winding up or dissolution of the Society any of its assets remain to be disposed of after its liabilities are satisfied, these assets shall not be distributed among the Members, but shall be transferred instead to some other non-profit body or bodies subject to at least the same degree of restriction on the distribution of profits and assets as is imposed on this Society by virtue of these Rules, as may be decided by the Members at the time of or prior to the dissolution.

#### **ADMINISTRATIVE ARRANGEMENTS Means of Communication**

89. A Member may provide their consent to receive communications from the Society by Electronic Means.
90. A notice sent to a Director's Address shall be deemed to have been duly served 48 hours after its posting. A Director may agree with the Society that notices or Documents sent to her/him in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

#### **Seal**

91. If the Society has a seal, it shall only be used by the authority of the Board of Directors acting on behalf of the Society. Every instrument to which the seal shall be attached shall be signed by a Director and countersigned by a second Director or the Secretary.

#### **Registers**

92. The Board of Directors shall ensure accurate registers are maintained which shall include a register of Members, a register of Directors, register of Officers and register of nominations. Such registers may be kept in hard copy or by secure electronic storage.

#### **Register of Members**

93. The Board shall ensure that the register is maintained in accordance with the Act and that the particulars required by the Act are available for inspection and accessible without the need to disclose other particulars contained in the register.

#### **Register of Directors and Officers**

94. The Society shall maintain a register of Directors and Officers which shall include the following particulars:
- (a) Name of the Director;
  - (b) Address of the Director;
  - (c) The date on which they assumed office;
  - (d) The date on which they vacated office; and
  - (e) The position held by a Director if s/he is also an Officer and the date on which the Director assumed and vacated his/her Officer position.

### **Amending these Rules**

95. Any of these Rules may be rescinded or amended or a new rule made by Ordinary Resolution at a general meeting of which 14 Clear Days notice has been given, such notice to include details of the changes to be proposed at that meeting. No amendment of Rules is valid until registered by the Registrar. When submitting the rule amendments for registration, the secretary may at their sole discretion accept any alterations required or suggested by the Registrar without reference back to a further general meeting of the Society.

### **Copies of the Society's Rules**

96. A copy of these Rules and any amendments made to them shall be given free of charge to every Member upon admission to membership and shall be provided to any other Person on demand and on payment of the statutory fee chargeable for the time being in force.

### **Minutes**

97. The Society shall ensure that minutes are kept of all:
- (a) Proceedings at general meetings of the Society; and
  - (b) Proceedings at meetings of the Board of Directors and its sub-committees which include names of the Directors present, decisions made and the reasons for those decisions.

### **Annual Return**

98. Every year and within the period prescribed by the Act, the Secretary shall send the annual return in the prescribed form to the Registrar. The annual return shall be accompanied by:
- (a) A copy of the Auditor's report on the Society's accounts for the period covered by the annual return or a copy of such other report (if any) as is required by statute for such a period; and
  - (b) A copy of each balance sheet made during that period and report of the Auditor or other appropriate person as required by statute on that balance sheet.
99. The Society shall on demand supply free of charge to any Member or any person with an interest in the funds of the Society a copy of the latest annual return together with a copy of the Auditor's report on the accounts and balance sheet contained in the annual return and the Auditor's Report (if any).
100. The Society shall at all times keep a copy of the latest balance sheet of the Society together with a copy of the corresponding Auditor's report (if any) hung up in a conspicuous place at the registered office and displayed on the Society's website (if any).
101. Unless the Society meets the criteria set out in section 83(2) of the Act or may disapply the audit requirement in accordance with section 84 of the Act, the Board shall in each financial year appoint an Auditor as required by section 83(1) of the Act, to audit the Society's accounts and balance sheet for the year. This provision also applies if the Society is in its first financial year.



102. The following persons shall not be appointed as Auditor of the Society:
- (a) An Officer or Employee of the Society;
  - (b) A person who is a partner or employee of, or who employs an, Officer of the Society.
103. The Board may appoint an Auditor to fill a casual vacancy occurring between general meetings.
104. An Auditor for the preceding financial year shall be re-appointed as Auditor of the Society for the current financial year unless:
- (a) S/he has given notice in Writing to the Secretary of her/his unwillingness to be re-appointed; or
  - (b) S/he is ineligible for appointment as Auditor of the Society for the current financial year; or
  - (c) S/he has ceased to act as Auditor of the Society by reason of incapacity; or
  - (d) An ordinary resolution is passed under section 93(2) of the Act; to either:
    - (i) appoint another person instead of the existing auditor,
    - (ii) expressly provide that the existing auditor is not to be re-appointed, or
    - (iii) disapply section 83 (duty to appoint auditors) in relation to the current year of account.
105. Any ordinary resolution of a general meeting of the Society either to remove an Auditor from office or to appoint another person as Auditor shall not be effective unless notice of the proposed resolution has been given to the Society at least 28 days prior to the meeting at which the resolution is to be considered. At least 14 days' notice of such resolution must then be given to Members of the Society in the manner prescribed in these Rules and in Writing to the Auditor(s).





### **Social Accounting and Reporting**

106. In addition to any financial accounts required by the Act, the Members may resolve to undertake an account of the activities of the Society which will endeavour to measure its social and environmental performance using whatever methodology the Members deem appropriate. Following the completion of such an account the Society shall report any findings to its Members and other stakeholders.

### **Indemnity and Insurance**

107. Subject to the following rule, any Director or former Director of the Society may be indemnified out of the Society's assets against:
- (a) Any liability incurred by that Director in connection with any negligence, default, breach of duty or breach of trust in relation to the Society;

- (b) Any liability incurred by that Director in connection with the activities of the Society in its capacity as a trustee of an occupational pension scheme;
- (c) Any other liability incurred by that Director as an Officer of the Society.
108. The above rule does not authorise any indemnity which would be prohibited or rendered void by any provision of law.
109. The Directors may decide to purchase and maintain insurance, at the expense of the Society, for the benefit of any Director or former Director of the Society in respect of any loss or liability which has been or may be incurred by such a Director in connection with their duties or powers in relation to the Society or any pension fund or employees' share scheme of the Society.

<b>Signatures of Founder Members</b>	<b>Full Names of Founder Members in BLOCK CAPITALS (no initials)</b>
1. 	LISA JOANNE ROBINSON
2.  Lisa Joanne Robinson (Aug 20, 2020, 7:14am)	ADAM ELLIOT-COOPER
3.  (Aug 20, 2020, 2:08pm)	ALEXANDRA WANJIKU KELBERT
<b>Signature of Secretary</b>	<b>Full Name of Secretary in BLOCK CAPITALS (no initials)</b>
1. 	LISA JOANNE ROBINSON

Lisa Joanne Robinson (Aug 20, 2020, 11:49am)

# 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 checked="" type="checkbox"/>
Convert a company to a community benefit society	<input type="checkbox"/>
Convert a friendly society into a community benefit society	<input type="checkbox"/>

## 2.2 Who should we contact about this application?

Name	Thea Longley
Position	Partner
Postal address	Bates Wells 10 Queen Street Place EC4R 1BE
Telephone number	02075517777
Email address	t.longley@bateswells.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.

<b>Society name</b>	Black Liberation Movement UK Limited
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All societies must be carrying out an industry, business or trade. Here we are looking to gain a practical understanding of what that is for your society.

**3.2 What is the business of the society?** For example, will you be providing social housing, running an amateur sports club, etc.

The society is a national campaigning organisation which supports black African and black Caribbean communities in the UK. The society will provide funding in the form of grants to community groups and campaign organisations which support and further the society's purpose.

The society may also organise events and facilitate and deliver educational resources and learning on the issues of racism and discrimination that affect black African and Caribbean communities in the UK.

The society will also engage in direct action by working with political organisations in order to deliver and achieve the purposes

of the organisation.

**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/>

85520 – cultural education

94920 - activities of political organisations

94990 – activities of other membership organisations n.e.c

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.

The society aims to alleviate racial injustice and discrimination specifically amongst the black African and black Caribbean communities. Black African and Caribbean communities have historically suffered social, economic and environmental injustice because of their race and the society aims to challenge and remove the injustices faced by these communities.

The work of the society will benefit the community at large. Creating a community which is fair and just and free from discrimination and racism for all its citizens benefits the whole community. The social, economic and political benefits of ensuring that all citizens in society are treated equally extend to the whole of society and not only those who are black.

**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 society will provide funding and support to community groups in the black community who are affected by structural racism and discrimination.

By supporting these groups, the society aims to eliminate and counter the effects of institutional racism and discrimination in society.

By supporting community groups and campaign groups which exist for similar purposes to the society, this will enable a stronger and more effective campaign against the structures which enable racism and discrimination to exist in society.

As well as direct political action, the society may also provide educational resources and training which will be made available to the benefit of the wider public, including government institutions. The aim of this is to educate wider society about the structural disadvantages experienced by black African and black Caribbean communities and how these disadvantages can be overcome.

**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.

The activities of the society will be focused on the communities of black African and black Caribbean origin or descent. This includes, but is not limited to working with black people who are working class, queer, trans, undocumented, disabled, Muslim, sex workers, women, non-binary and HIV+.

**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.

The society will raise funds through donations from individuals and corporate funders. The society does not seek to raise money through share capital from members.

**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?

The surpluses of the society are not to be distributed either directly or indirectly in anyway whatsoever among members of the society but shall be applied:

- To maintain prudent reserves;
- On expenditure to achieve the society's objects.



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.

The society does not have any significant commercial arrangements with any other entity that could create or be perceived as creating a conflict of interest.

**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.

Lisa Robinson – Director of Bright Ideas Nottingham Ltd

**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 ☐

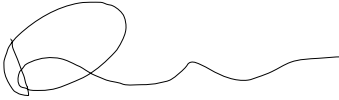
No ☒

**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.

N/A
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## Section 4 – The society's rules

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

Name of sponsoring body	Co-operatives UK
Name of model rules	Community Benefit Society Model
Signature on behalf of sponsoring body (unless submitted by email by the sponsor)	
Date	21/08/2020

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

<b>Provision required by the Act</b>	<b>Number of the rule(s) covering this E.g. '2.3-2.7'</b>
The society's name	Black Liberation Movement UK Limited
The objects of the society	4
Place of the society's registered office, to which all communications and notices may be addressed	2
The terms of admission of the members, including any society or company investing funds in the society under the provisions of the Act	13-15
The method of holding meetings, the scale and right of voting, and the method of making, altering or rescinding rules	21-48; 95
The appointment and removal of a committee (by whatever name) and of managers or other officers and their respective powers and remuneration	49-67
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	20
Whether the society may contract loans or receive moneys on deposit subject to the provisions of this Act from members or others, and if so under what conditions, under what security, and to what limits of amount	7-10
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	20
Provision for the audit of accounts in accordance with Part 7 of the Act	101 - 105
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	19 - 20

The way in which the society's profits are to be applied	84
If the society is to have a common seal, provision for its custody and use	87
Whether any part of the society's funds may be invested, and if so by what authority and in what way	12

## 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	N/A
Registration number	N/A
Registered office address	N/A
Postcode	N/A

## 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	Lisa Joanne Robinson
Month of birth	August
Year of birth	1968
Signature	<i><b>L J Robinson</b></i>
Date	20 August 2020

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

Name	Adam Elliott-Cooper
Month of birth	February
Year of birth	1987
Signature	<i>Adam Elliott-Cooper</i>
Date	20 August 2020

Name	Alexandra Wanjiku Kelbert
Month of birth	March
Year of birth	1991
Signature	
Date	20 August 2020

Name	Lisa Joanne Robinson
Month of birth	August
Year of birth	1968
Signature	<i><b>L J Robinson</b></i>
Date	20 August 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"> <li>• Company name &amp; number</li> <li>• Date the resolution was passed</li> <li>• Names of three members appointed to sign the society's rules and to either: accept alterations to the rules made by the FCA without further consulting the company; or consult the company about any such alterations</li> </ul>	<input type="checkbox"/> Three copies attached - submitting by post <input type="checkbox"/> One copy attached - submitting by email <input type="checkbox"/> Not attached - not a company converting to a society
Cheque for registration fee made payable to the Financial Conduct Authority  Please indicate below which fee is applicable to you, then select a box on the right to show how you are paying it: <ul style="list-style-type: none"> <li><input type="checkbox"/> £40 - using model rules with no changes</li> <li><input type="checkbox"/> £120 - using model rules with 1-6 changes</li> <li><input type="checkbox"/> £350 - using model rules with 7-10 changes</li> <li><input checked="" type="checkbox"/> £950 - using model rules with 11 or more changes</li> <li><input type="checkbox"/> £950 - not using model rules</li> <li><input type="checkbox"/> No fee - Friendly society converting to a society</li> </ul>	<input type="checkbox"/> Cheque attached – submitting this form by post <input checked="" type="checkbox"/> Cheque posted separately – submitting this form by email <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>