

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

*Acknowledgement of registration of a rule amendment*

This document acknowledges the registration of the amendment of the attached rules under Co-operative and Community Benefit Societies Act 2014 for:

Society: Association of British Credit Unions Limited

Registration number: 23136 R

Date: **19 October 2020**



**All Previous Rules Rescinded**

**X**

**RULES OF**

**THE ASSOCIATION OF BRITISH CREDIT UNIONS LIMITED**

**A Co-operative and Community Benefit Society**

**23136R**

**September 2020**

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**Name**

- 1 The name of this society shall be the Association of British Credit Unions Limited hereinafter in these Rules referred to as "the Association".

**Registered Office**

- 2 The registered office of the Association is "Holyoake House, Hanover Street, Manchester, M60 0AS". The registered office may be changed at any time by resolution of the Board and notice of any such change shall be sent by the Secretary to the Registrar within 14 days of the change in the manner prescribed by Law.

**Objects**

- 3 The objects of the Association shall be:
- (a) To promote, extend and develop for the benefit of its Members the Credit Union Movement in Great Britain.
  - (b) To foster the formation and growth of new Credit Unions.
  - (c) To represent the British Credit Union Movement in relation to Governments, Parliaments, Assemblies and other national, local, or international authorities and organisations of all types.
  - (d) To educate the officers and members of Credit Unions and the general public in the philosophy and practices of Credit Unions and the International Credit Union Movement.
  - (e) To operate, or provide for the provision of, such services as may be necessary, expedient or desirable for its Members and their members.
  - (f) To perform any other function which shall be for the good of Credit Unions, Credit Union members, or the Credit Union Movement generally.

**Powers**

- 4 The Association has the power to do all things necessary or expedient for the fulfilment of its objects. In particular the Association has the power to:
- (a) Do all things which it deems necessary or expedient for the furtherance or attainment of one or more of the objects or to be incidental to or consequential upon one or more of the objects.
  - (b) Promote, prepare, publish and print books, brochures, newspapers, periodicals, visual aids and other literature.
  - (c) Operate the business of accountants, book-sellers, financial, commercial and general advisers to Credit Unions and their members.
  - (d) Promote and operate for the benefit of Credit Unions and their members the business of bankers, discount houses, investment agents, financiers, factors, insurance brokers and agents.
  - (e) Establish and promote societies and companies for the benefit of, or the provision of services to, Credit Unions and their members.
  - (f) Purchase, hold, lease, sub-lease, rent, sell, mortgage, manage, and develop, property and lands of any tenure in Great Britain, and to erect, pull down, repair, alter, or otherwise deal with any building thereon,
  - (g) Receive gifts and donations for any such purposes being compatible with the objects of the Association as may be specified, provided that acceptance of such a gift shall not provide any person or organisation with any right, privilege or benefit not specified in these Rules.

### **FSMA Activity**

- 5 The Association must make an authorisation application to the appropriate regulator for any activities the Association wishes to carry on which fall under those regulated by the Financial Services and Markets Act 2000.

### **Membership**

- 6 The Members of the Association are those whose names are entered in the register of Members.

### **Membership Criteria**

- 7 Membership of the Association shall be limited to Credit Unions registered in Great Britain.

### **Applications for Membership**

- 8 Applications for membership of the Association shall be made in Writing in such form as the Board of Directors may from time to time direct. Such applications shall be made in the first instance to the Chief Executive of the Association who may provisionally admit the applicant to membership of the Association subject in all cases to approval at the next meeting of the Board.
- 9 Membership of the Association shall commence from the date at which the Board approves the membership application.

### **Admission to Membership**

- 10 Members of the Association must support the objects of the Association, the Co- operative Principles and practice and each shall be required to abide generally by the provisions of these Rules and any regulations and agreements agreed from time to time, and in particular shall:
- (a) Send to the registered office of the Association copies of its annual return;
  - (b) Consent to the disclosure to the Association by the Registrar of confidential information to which the prohibition in section 348(1) of the Financial Services and Markets Act 2000 (FSMA) would otherwise apply and which relates to any matter which, in the opinion of the Registrar, involves or may involve a contravention of a requirement imposed on the Member by or under the FSMA or may otherwise constitute a ground on which the Registrar may exercise any power or institute any proceedings in respect of a Member under the FSMA, the Industrial and Provident Societies Act 1965 or the Credit Unions Act 1979 or any successor legislation; and
  - (c) If so requested by the Association at any time and from time to time execute a form of consent to such disclosure in such terms as the Association may reasonably specify.

### **Cessation of Membership**

- 11 A Member shall cease to be a Member of the Association immediately if:
- a. The Member ceases to exist.
  - b. The Member ceases to meet the requirements and criteria for membership.

- c. The Member fails to pay its annual subscription or premiums on all insurances as required by these Rules (provided that the Board shall have the discretion to allow those Members who have not paid their premiums on all insurances to remain in membership for any period as they may decide from time to time).
- d. The Member gives notice of its intention to withdraw. A Member may withdraw from the Association by informing the Association in writing giving at least 60 days prior notice of the intended date of cessation of membership. Such notice shall be provided to the Secretary of the Association who shall report the matter to the Board. Withdrawal of a Member shall take effect from the conclusion of the notice period.
- e. The Member is expelled by resolution of the Association following the procedure laid out in Rule 12.

12 Cessation of membership shall result in the loss of all rights of membership and the cancellation of all benefits and member services to the Credit Union from the date of the intended cessation.

### **Expulsion of a Member**

- 13 A Member may be expelled from the Association by resolution of the Association in general meeting for any conduct detrimental or likely to be detrimental to the Association including the wilful or persistent breach of, or non-compliance with the Rules of the Association. A Member shall be given at least 60 days prior notice of the intention to expel it, the charges against it, and the date, time and place at which the meeting is to be held, the notice being sent by recorded delivery to the registered office of the Member. The Member shall be given the opportunity of being represented and being heard at the meeting.
- 14 Those Members who have received notice of the Association's resolution to expel them shall be suspended from the Association until the date of the meeting where the resolution to expel them shall be put to the Members. Such Members shall lose all the privileges and benefits of membership, including the right to vote.
- 15 Any Member suspended or under threat of expulsion shall have the right to be represented at the general meeting at which the resolution to expel them will be voted upon, by a non-voting representative who must have the same qualifications as a Delegate. Details of this representative must be submitted to the Association not less than 30 days prior to the annual general meeting. They shall then have the right to speak on the matter of the Member's suspension or expulsion only. The chairperson shall then call for a vote to expel the Member which may be carried by a simple majority of Delegates present. If the vote is carried, or if there is no representation on its behalf, the Member shall cease to be a Member of the Association at the conclusion of the general meeting. If the vote is lost the suspension of the Member shall cease and the Member shall be considered a full Member of the Association and shall be eligible for all privileges and benefits of membership.
- 16 Withdrawal or expulsion of a Member from the Association shall not relieve such a Member from the liability thereto existing from the time of its withdrawal or expulsion provided that nothing in this rule shall contravene section 57 of the Act.

### **Register of Members**

- 17 The Association shall keep at its registered office a register containing the following particulars:
- a. The names and Addresses of its Members;
  - b. A statement of the number of shares held by each Member and the amount paid or considered to be paid on those shares;
  - c. A statement of other property in the Association, whether in loans, deposits, or otherwise, held by each Member;
  - d. The date at which each Member was entered in the register as a Member, and the date at which any Member ceased to be a Member;
  - e. The names and addresses of the Officers of the Association with the offices held by them respectively and the dates on which they assumed office.
- 18 The Board shall ensure that the register is kept in such a way permitted by the Act and that the particulars required by the Act are available for inspection and readily accessible without the need to disclose the other particulars contained in the register.

### **Shares**

- 19 Every Member shall hold one share and not more than one. The shares of the Association shall be of the nominal value of £1 which shall be paid on admission to membership of the Association. Shares shall be neither transferable nor withdrawable and shall carry no right to interest, dividend or bonus. Upon a Credit Union ceasing to be a Member of the Association, as set out in these Rules, its share shall be forfeited and shall become the property of the Association.

### **Subscriptions**

- 20 Each Member of the Association shall pay an annual subscription as follows:
- a. At such rate as the annual general meeting shall from time to time determine. Such subscription shall be calculated on total assets reported in the Credit Union's audited accounts at the end of the last financial year.
  - b. Members that are newly registered Credit Unions shall pay subscriptions on a pro-rata basis assessed from the date of registration.
  - c. Members can apply to the ABCUL Board for a temporary reduction of up to one year in their subscription, using a procedure approved by the ABCUL Board.
  - d. Subscriptions shall be due on the 1st October and payable no later than 30th November each year.

### **Forums**

- 21 For the better attainment of the objects of the Association, Members shall be organised into Forums. Forums are groupings of Members within the Association's overall structure and are not autonomous organisations. Only Credit Unions which are current Members of the Association may participate in the management and voting activities of a Forum ("participating members"). Recognition of Forums shall be at the discretion of the Association's Board of Directors. Credit Unions shall assign themselves to a Forum or Forums.
- 22 The objects of a Forum shall be generally of a social and educational nature and in particular shall be:
- a. To provide a forum for the training of participating Members in the principles and practices of the Credit Union Movement and the Association.
  - b. To promote and develop the growth and improvement of participating Members.



- c. To assist in the promotion and development of new Credit Unions within its specified area of operations.
  - d. To act as a medium of exchange of ideas, experience and help between participating Members.
  - e. To represent common concerns of participating Members to the Association.
  - f. To provide a social forum to aid the unity of participating Credit Unions.
  - g. To perform such other functions as may from time to time be allocated by the Board of the Association.
- 23 Forums shall have such powers as may be delegated to them by the Association's Board and shall operate in accordance with the Terms of Reference for Forums as laid down from time to time by the Board (which terms shall not conflict with the Act or these Rules), provided that:
- a. A Forum's delegated powers shall only be exercised in furtherance of the objects of the Association and may not be exercised in any way which is in conflict with these Rules or with the Law generally or which brings the Association into disrepute.
  - b. No Forum shall have the power to bind the Association or the Board in any way whatsoever or to incur any liability on behalf of the Association or the Board without the prior express permission in Writing of the Board, except to such extent as may be permitted in the Terms of Reference for Forums.
  - c. The Association's Board shall have the right to dissolve or suspend any Forum if
    - i. the Forum is in breach of the Terms of Reference for Forums or (ii) the Forum acts in a way which brings the name of the Association into disrepute or (iii) any reasonable evidence is brought to the attention of the Board of unlawful acts or fraud by the Forum or its Committee.
  - d. In the event of the Association's Board dissolving or suspending a Forum, all assets, property, financial and other records held by the Forum shall immediately come under the direct control of the Board.
  - e. The Association's Board shall have the right to alter the Terms of Reference for Forums or any of their provisions. The Board shall consult Forums on any proposed changes. The Board shall inform all Forums in Writing of any changes to be made to the provisions of the Terms of Reference for Forums as soon as possible after such changes are decided.
- 24 Each Forum shall provide the Association with an Address which shall be the correspondence address for the Forum.
- 25 The Terms of Reference for Forums shall provide that each Forum shall be governed by a Committee elected by participating Members and that each such Committee shall appoint a Committee Secretary. Forum Committees are sub-committees of the Association's Board and must comply with any direction or regulation issued by the Board. No employee of the Association shall be a member of a Forum Committee or be a Delegate at any meeting of a Forum. Forum Committees may only delegate powers to sub-committees with the permission of the Association's Board or to such extent as may be permitted by the Terms of Reference for Forums.
- 26 All monies and other property acquired by a Forum shall be the property of the Association but may be managed locally by agreement with the Association's Board. Forum Committees shall be responsible for the proper administration of all funds under their control and shall ensure that full and detailed records are kept of all income and expenditure and assets and liabilities.

- 27 As the Association's Board remains legally responsible for the funds administered by Forums, Forum Committees shall undertake to comply strictly with budgetary and other restrictions and with guidelines on financial matters which may be imposed by the Board. Forum Committees may only open bank and other accounts with the permission of the Board and the Board shall at all times retain ultimate control of all accounts and their contents. Forum Committees shall make available for inspection the Forum's accounts and accompanying documentation at any time to the Association's Treasurer or appointed agent. The Association Board will ensure that a procedure for auditing Forum accounts is carried out at the end of each financial year. These accounts will be consolidated into the main Association accounts.
- 28
1. Forum meetings shall be held regularly and not less often than once a quarter. One of the meetings shall be the annual meeting of the Forum at which the accounts of that Forum as consolidated into the Association's audited accounts will be presented.
  2. The Association's registered office or such persons or offices nominated by the Board shall be informed of the date, time and place at which any meeting of a Forum shall be held.
  3. Any member of the Association's Board or any person nominated by the Association shall have the right to be present, to speak and to be heard at any meeting of a Forum, Forum Committee or any sub-committee thereof.
- 29 The financial year of a Forum shall end on 30th September or such date as may be determined from time to time by the Board. Copies of the Forum accounts and reports shall be forwarded to the Association at the year end for consolidation into the Association's accounts in line with the Terms of Reference for Forums.

### **Corporate Governance Code of Best Practice**

- 30 The Board shall establish a code of best practice in corporate governance and appropriate arrangements for implementing and monitoring it.

### **General Meetings**

- 31 Meetings of the Association shall be either annual general meetings or special general meetings.

### **Annual General Meeting**

- 32 The annual general meeting shall be held no later than seven months after the end of the financial year in each year at such date, time and place as determined by a resolution of the Board, provided that no more than 15 months elapse between one annual general meeting and the next. The date, time and place shall be notified to all Members not later than 120 days preceding the annual general meeting.
- 33 The business of the annual general meeting shall include the following, subject to any resolution of the Members in general meeting or by referendum:
- a. Receiving the:
    - (i) Board of Directors' report
    - (ii) Treasurer's report
    - (iii) Auditor's report
    - (iv) Chief Executive's report;
  - b. Consideration of the accounts;
  - c. Elections to the:
    - (i) Board of Directors
  - d. Appointment of the Auditor.

- 34 Resolutions to be considered at the annual general meeting shall be dealt with in accordance with these Rules. Following the adoption of a resolution or report at any general meeting, the Board shall report to the next annual general meeting, or a special general meeting called for the purpose, all actions taken by it as a consequence of such resolution or report.

### **Special General Meetings**

- 35 All general meetings other than the annual general meeting shall be called special general meetings. The Board may convene a special general meeting for any purpose not specifically provided for elsewhere in these Rules.
- 36 The Board may at any time convene a special general meeting either on request by at least two directors or 10% of the Members or upon a written requisition to that effect signed by at least 10% of the Members and stating the purpose for which the meeting is required to be convened, delivered to the Association's registered office. If within one month of the date of receipt of such requisition the Board has not sent out notice duly convening a special general meeting for the purpose stated in the requisition, due to be held within six weeks from the requisition date, the presidents of any three Members of the Association acting on behalf of the signatories to the requisition may convene a special general meeting for that purpose and they shall be reimbursed by the Association for any costs reasonably incurred in convening such a Meeting.
- 37 No business shall be transacted at a special general meeting other than that set out in the notice convening the meeting and any matters arising therefrom. An annual general meeting may be made a special general meeting for any purpose of which due notice has been given.

### **Notice**

- 38 The Secretary shall give or cause to be given proper notice of all meetings of the Association.
- 39 Every general meeting shall be convened by delivering to every Member, each Forum and to the Auditor of the Association not less than 30 Days Notice specifying the day, hour and place of the meeting and the business to be conducted including details of any resolutions.
- 40 Notice may be delivered to the Address of each Member and the correspondence address of each Forum.
- 41 When notice is received generally by the Members of the Association the accidental omission to give notice to any Member or the non receipt of the notice by any Member shall not invalidate any resolution or any business transacted at the Meeting.

### **Quorum**

- 42 No business shall be transacted at a general meeting unless a quorum is present. Delegates representing 10% of the Members of the Association shall constitute a quorum. A general meeting may commence if a quorum is present within two hours after the time appointed for the meeting to start.
- 43 If after two hours of the time appointed for the start of the meeting a quorum is not present a special general meeting convened on the requisition of Members shall be dissolved, but if an annual general meeting or a special general meeting convened by order of the Board, it

shall stand adjourned to a time and place to be decided by the Board held not more than 30 days later. If at that meeting a quorum is not present within 30 minutes of the appointed time then the persons present shall be a quorum. No meeting shall become incompetent to transact business from the want of a quorum after the chair has been taken.

### **Adjournments**

- 44 Any meeting may for good and sufficient reason be adjourned at the discretion of the chairperson. No business shall be transacted at an adjourned meeting other than the business left unfinished at the original meeting.

### **Chairperson**

- 45 Every general meeting shall have a chairperson who shall not be entitled to vote. The President of the Association shall, if present, take the chair at any general meeting. If the President is not present, the Vice-President shall do so. If neither is present the Board shall elect one from their own number to preside at that meeting.

### **Attendance at General Meetings**

- 46 Every Member of the Association shall be entitled to be represented by one Delegate at any such meeting and to have one vote in respect of any matter dealt with at that meeting.
- 47 Any Delegate at a meeting of the Association must be:
- a. An Elected Officer or an employee of a Member credit union
  - b. Appointed to act as a Delegate at a meeting of the governing body of the Member they are representing,
  - c. Neither a Director, nor an employee of the Association.
- 48 The Committee of each Forum shall be entitled to send one of its members as its representative to any meeting of the Association. Such representative shall be entitled to all the rights of a Delegate on provision of such evidence as the Board may from time to time direct, provided that no Forum representative shall have the right to vote.

### **Voting**

- 49 All Members shall be entitled to one vote in general meetings.
- 50 (a) No Delegate may vote at any meeting unless they hold a voting card or device, as may be approved by the Board, at all times. No voting card or device shall be issued to any person other than a Delegate authorised in accordance with these Rules, and only upon the provision of such evidence of appointment as may be approved, from time to time by the Board.
- (b) A Delegate may represent up to three Members and, if they are representing more than one Member, may be issued with and use up to three voting cards or devices.
- 51 Votes at a general meeting shall be by card vote or device unless a secret ballot is demanded by 10 Delegates raising their voting cards or devices. Subject to any provision in these Rules or in Law requiring a vote on any matter to be taken in a special way or requiring a special majority for any matter, all resolutions other than those resolutions concerning an amendment to the Rules of the Association, shall be carried by a simple majority of votes cast.

- 52 Any resolution passed at a general meeting will become effective from the close of that general meeting other than those resolutions concerning an amendment to the Rules of the Association which must be registered with the Registrar, which shall become effective from the date that they are registered.

### **Referendum**

- 53 Where a matter is declared by a general meeting or the Board to be one of major policy, a proposition or resolution thereon as determined by the meeting or the Board, shall be submitted to a referendum of Members. A special voting paper setting forth such propositions or resolutions together with any explanation and/or recommendations which may be considered desirable, shall be sent to the Address of each Member, returnable to the registered office of the Association within such time as is specified on the voting paper. Each Member shall have one vote. The votes shall be counted as directed by the Board or meeting and, if two-thirds of the votes cast or one-half of the Members are in favour of the resolution or proposition it shall be deemed to be carried and be a resolution of the Association, and all Members shall be bound to take such steps as may be necessary to give effect to such a resolution.

### **Resolutions**

- 54 Resolutions may be submitted for consideration at general meetings of the Association by the Board, Members, and Forums.
- 55 Resolutions for consideration by the annual general meeting shall be received no later than 90 days prior to the annual general meeting or, if this is a non working day, the working day immediately prior to that date. Resolutions submitted from Members or Forums shall be signed by the Secretary and two Directors or Committee members of the Member or Forum concerned and seconded by a Member or Forum of the Association. Signatories for seconding a resolution shall be the Secretary and two Directors or Committee members of a Member or Forum. Not more than three resolutions may be submitted by any one Forum and not more than 10 resolutions by one Member.
- 56 The Chief Executive shall arrange for all resolutions to be circulated to Members and Forums not less than 65 days prior to the annual general meeting. Amendments to said resolutions shall be received from Members and Forums no later than 35 days prior to the annual general meeting or, if this is a non working day, the working day immediately prior to that date. Final copies of any resolutions, including any amendments previously made to them, shall be circulated to Members and Forums no later than 21 days prior to the annual general meeting.
- 57 All amendments to any resolution for which a special general meeting has been called under these Rules shall be received not less than seven days prior to the date set for such meeting or, if this is a non working day, the working day immediately prior to that date.
- 58 The Chief Executive shall arrange for all such amendments to be available to the Delegates of Members and Forums at the special general meeting prior to commencement of discussion of the item.
- 59 All reports to be presented at the annual general meeting should be submitted to the Association's registered office not later than 35 days prior to the annual general meeting or, if this is a non working day, the working day immediately prior to that date and the Chief Executive should arrange for them to be circulated to Members not later than 21 days prior to the annual general meeting.

- 60 Standing orders for every general meeting of the Association shall be as adopted by the general meeting as and when required.

### **Provisions for Elections**

- 61 All elections for the Board of Directors shall be conducted using such policies and procedures as agreed by the Board from time to time. Such policies shall include requirements with regard to notice periods, form for nominations and seconding, eligibility for nomination and special requirements for appointing Directors.

### **Board of Directors**

- 62 The Board shall comprise nine directors, each elected from and by Member Credit Unions in a specific geographic Constituency throughout Great Britain, the Constituencies being Scotland, Wales and the political regions of England, except that the London and South East political regions shall count as one Constituency. and the Yorkshire and Humber and North East political regions shall count as one Constituency.

For the purpose of this rule, Credit Unions shall be considered to be based in the Constituency in which their registered office is located.

- 63 No more than one officer or employee of any one Member may serve as an Elected Officer of the Association at any one time.
- 64 Following the close of the 2020 Annual General Meeting, and every five years thereafter, the Association shall determine the Constituencies from which directors are elected so that any changes to the composition of the Board take place from the following annual general meeting.

From that annual general meeting, all continuing directors will be deemed to have been elected by the Constituency in which their Credit Union is based, even if that has changed, except that if there are more than one continuing directors for a Constituency then the director to continue shall be determined by drawing lots

- 65 All prospective Directors shall agree to undertake such training for office as shall be prescribed by the Board, which may include a structured training programme for newly elected Directors.

### **Eligibility**

- 66 The following persons shall not be eligible to act as an Officer of the Association:
- 1 Those under the age of 18 years;
  - 2 A person who has previously been removed from the Board of the Association, unless a resolution of the Board is passed with a two thirds majority which determines that they may be; and
  - 3 A person who is an un-discharged bankrupt or who has been convicted on indictment of any offence involving fraud or dishonesty which has not been discharged under the Rehabilitation of Offenders Act.

### **Removal of a Director**

- 67 A Director may be expelled from office by a resolution of the Association that it is in the best interests of the Association that her/his office is terminated. A resolution to remove a Director from office may only be passed if:
- (a) The Director has been given at least 14 Days' Notice in Writing of the General Meeting at which the resolution to remove them from office will be proposed and the reasons why it is to be proposed; and
  - (b) The Director or, at the option of the Director, the Director's representative has been allowed to make representations to the general meeting.

### **Vacancies on the Board**

- 68 Any vacancies on the Board shall be filled according to such policies and procedures laid down from time to time by the Board.
- 69 If, solely as a result of demise or the operation of Rule 67 a significant number of vacancies arises resulting in the inability of the Board to form a quorum, such vacancies shall be filled by nominations from the floor of the Annual General Meeting or Special General Meeting. These nominations shall be in order if they are duly made by a Delegate from the Credit Union, or the ABCUL Forum within the Constituency for which a Director vacancy arises and provided the nominee is present and consents or has given prior consent in Writing which shall be presented to the Electoral Officer or Association Secretary.

### **Terms of Office**

- 70 Directors will normally serve a term of three years subject to Rule 64. All members of the Board shall normally serve a term of three years, although vacancies filled in accordance with Rule 68 will result in terms of less than three years. Thereafter all directors shall retire at the end of the third annual general meeting following their election, and shall be eligible, subject to Rule 66 for re-nomination and re-election. However, a Director who has served for nine consecutive years in any combination of terms must retire and will not be eligible for re-election for a period commencing at the close of the annual general meeting at which the Director retires until the election opens for a vacancy on the Board, the term of which commences at the close of the next annual general meeting.

### **Conflict of Interest**

- 71
- a. No Director or employee of the Association shall in any manner directly or indirectly participate in the deliberation upon or determination of any question affecting their pecuniary interest or the pecuniary interest of any person or body (other than their Credit Union) in which they are directly or indirectly interested. Such person shall withdraw from the meeting and the remaining qualified persons shall constitute a quorum while that matter is being discussed or determined should their withdrawal result in a quorum not being present.
  - b. Directors and committee members of the Association must declare any income received as a result of direct work and services provided for Credit Unions and Forums. Such declarations must be recorded, clearly and concisely, in a specific register held by the Association and be published annually as part of the Board of Directors report to the annual general meeting.

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

- 72 Subject to Law, these Rules and the decisions of the Members of the Association, the Board shall have the general control, direction and management of the affairs, funds and records of the Association and shall determine the policies to be pursued in the attainment of the objects of the Association.
- 73 The Board of the Association shall have the discretion to deem a resolution submitted by a Member or a Forum as frivolous or outside of the remit of the Membership and shall inform the Chief Executive of any decision made by them in this regard.
- 74 The Board shall meet for the dispatch of business and may adjourn and otherwise regulate its meetings as it thinks fit, provided that it shall meet at least once in every quarter. The Board may agree that its members can participate in its meetings using electronic means. Participation in a meeting in this manner shall be deemed to constitute presence in person at the meeting.
- 75 The President, or the Chief Executive in consultation with the President or Vice- President, may call a meeting of Directors at any time, but must do so on receipt of a written request, signed by at least three Directors. The President, or Chief Executive, shall fix the date, time and place of such a meeting unless the Board resolves otherwise.
- 76 All acts done by any meeting of the Directors or of a committee or sub-committee or by any Director acting in pursuance of any authority duly given shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment or qualification of any Director, be as valid as if such Director had been duly appointed or qualified.

### **Committees & Sub-Committees**

- 77 The Directors may from time to time delegate any of their powers to committees and sub-committees to carry out work on its behalf, constituted in such manner and on such timescales as it considers fit. Such committees shall come under the jurisdiction of the Board and shall make regular and prompt reports to it.
- 78 The Association, in general meeting, or the Board may from time to time make, adopt and amend such regulations in the form of byelaws, standing orders, secondary rules or otherwise as they may think fit for the management, conduct and regulation of the proceedings and affairs of general meetings or the Board respectively (including in relation to the Board any committees or sub-committees), provided that such regulations are subject to these Rules which shall prevail where there is any inconsistency or conflict. All Members of the Association and the Board shall be bound by such regulations whether or not they have received a copy of them.

### **Quorum**

- 79 No business shall be transacted at a meeting of the Board until a quorum is present.
- 80 A majority of the number of Directors at any time (inclusive of vacancies) shall constitute a quorum, but if there is not a quorum the meeting may be adjourned to any date not less than two days or more than 30 days from the date of the meeting. The quorum for such adjourned meetings shall be three Directors or such greater number as the Board may have by resolution previously determined.



### **Casting Vote**

- 81 Questions arising at Directors' meetings shall be decided by a majority vote. Each Director shall have one vote on any matter provided that the chairperson of the meeting shall have a casting vote in the case of equality of votes.

### **Remuneration of the Board**

- 82 (1) No Elected Officer of the Association shall receive from the Association any remuneration whether directly or indirectly for any service performed by them in their capacity as an elected officer, either on behalf of, or for the benefit of, the Association other than expenses necessarily incurred by them in such capacity in carrying out any duties in respect of the business of the Association and approved by a majority vote of members of the Board.

### **Senior Officers**

- 83 Within the period of seven days following its election the Board shall elect from amongst its own number a president, who shall be the chairperson of the Association, a vice-president, who shall be the vice-chairperson of the Association, a treasurer and a secretary of the Association. A person so elected shall hold office until the election of a successor.
- 84 Within 14 days of the election of the Officers, the Secretary shall notify the Members and Forums of the Association in writing of the full names of all the Directors of the Association stating any office to which they have been elected.

### **Chairperson**

- 85 Subject to any specific provision contained in these Rules the President, or if that person is absent the Vice-President, shall preside at the meetings of Members and at meetings of the Board. They shall perform such duties as they may be directed to perform by the Board not inconsistent with the provisions of Law or of these Rules. In the absence of both the President and Vice-President, or if neither is present within 15 minutes after the time appointed for the beginning of the meeting, or if neither is willing to act, the Directors shall elect one of their number to be chairperson of the meeting.

### **Secretary and Treasurer**

- 86 Following the election of the Secretary and the Treasurer the Board shall decide their remuneration (if any) and the duties to be performed by them in addition to any required by these Rules or by Law.

### **Chief Executive**

- 87 The Board shall from time to time by a two-thirds majority decision appoint or dismiss a Chief Executive who, subject to Law and these Rules:
- (a) Shall be a member, ex-officio and without vote of the Board and all committees and sub-committees thereof.
  - (b) May summon, in consultation with the President or Vice-President, meetings of the Board, including any committee or sub-committee of it.
  - (c) Shall be responsible for the day to day administration of the Association.

- (d) Shall appoint or dismiss such employees of the Association as the Board may authorise provided that all such appointments or dismissals shall be reported to the next meeting of the Board.
- (e) May be empowered by the Board to speak on behalf of the Board at any general meeting of the Association.
- (f) Shall perform such other functions and duties as may be specified in these Rules or by the Association in general meeting.

### **Code of Conduct**

- 88 The Board shall adopt a Code of Conduct for Directors, and any person wishing to serve as a Director is required to agree to comply with the Code of Conduct for Directors.

### **Termination of an Elected Officer's Appointment**

- 89 Elected Officers shall cease to be such if:
- (a) Elected before May 2017 if they cease to be a member of at least one Member;
  - (b) Elected after May 2017 if they cease to be either:
    - i An elected officer in a Member credit union or
    - ii An employee in a Member credit union or
    - iii A Significant Volunteer with a Member credit union, as confirmed by the Board of that credit union.
  - (c) They become bankrupt or make an arrangement or composition with their creditors;
  - (d) They are disqualified to serve as a company director under the Company Directors Disqualification Act 1986;
  - (e) They are in contravention of Rule 66;
  - (f) They resign their office by notice or in Writing to the Association President or Secretary;
  - (g) Being a Director, in the opinion of not less than two-thirds of the remaining Directors at a meeting of the Board (which may be called by the Board to consider the matter),
    - i they have committed a serious breach of the Code of Conduct for Directors; and
    - ii it is no longer in the interests of the Association that they should continue to be a Director;
  - (h) They are removed by a resolution of a majority of the Members of the Association in general meeting in accordance with these Rules and the Act, provided that such an individual shall be given at least 14 Days' Notice of the meeting and of the intention to remove them from office;
  - (i) Being a Director, 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 acting as a Director and may remain so for more than three months;
  - (j) By reason of that person's 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;
  - (k) They become an employee of the Association;
  - (l) They or their spouse or partner are engaged in a managerial capacity in the carrying on of any business, trade or undertaking which in the opinion of the Board competes in any way with any business, trade or undertaking carried on by the Association.

### **Conduct of Business**

- 90 The Association may have, in addition to the registered office, branch offices in any part of Great Britain, subject to Board approval, with staff having such duties and remuneration as the Board may fix from time to time.

- 91 The services rendered by the Association to its Members shall normally be rendered in consideration of the subscription to be paid by them under its Rules, but the Board shall have the power to determine that specified services shall be paid for.

### **Application of Profits**

- 92 The profits of the Association arising out of any surplus of its incomes from all sources, and after providing for all expenses connected with the conduct of the said businesses, in accordance with its Rules, shall be carried to a reserve fund. This reserve fund shall be applied in such manner as the Board shall, subject to any resolution of a general meeting, from time to time direct for the furtherance of the Credit Union Movement generally.

### **Investments**

- 93 The Board may invest in the corporate name of the Association any portion of the reserve fund, not apportioned as aforesaid, in any manner expressly authorised by the Act.

### **Borrowing**

- 94 The Board may borrow, subject to any resolution of the Members in general meeting, from any person or society, for the purposes of the Association, such sums of money, not exceeding £4,000,000, on such terms of repayment as are agreed.

### **Accounts**

- 95 The Board shall cause to be kept proper books of account with respect to the transactions of the Association, its assets and liabilities, and establish and maintain a satisfactory system of control of its books of accounts, its cash holdings and all of its receipts and remittances.
- 96 The Board shall in respect of each year of account:
- (a) Cause to be prepared a revenue account or revenue accounts which singly or together deal with the affairs of the Association as a whole for that year and which gives a true and fair view of the income and expenditure of the Association for that year.
  - (b) Cause to be prepared a balance sheet giving a true and fair view as at the date thereof of the state of affairs of the Association.
- 97 Every revenue account and balance sheet presented to a meeting of Members shall be accompanied by a report of the Board on the state of the Association's affairs and an Auditor's report confirming that they give a true and fair view of the income and expenditure, or the state of affairs of the Association and be signed by the chairperson of the meeting of the Board adopting the report.
- 98 Every revenue account and balance sheet published shall be signed by the Secretary and by two Directors acting on behalf of the Board.
- 99 The Association shall keep a copy of the latest balance sheet together with a report of the Auditor, always displayed in a conspicuous place at its registered office.

### **Audit**

- 100 The Association shall in accordance with the Act appoint in each financial year a qualified Auditor (qualified under the Act) to whom the accounts of the Association for that year shall be submitted for audit, and who shall have all such rights and duties in relation to notice of and attendance and rights of audience at general meetings of the Association, access to books, the supply of information, reporting on accounts and otherwise as provided by the Act.
- 101 The following persons shall not be eligible for appointment as an Auditor of the Association:
- (a) An Elected Officer or employee of the Association;
  - (b) A person who is:
    - i a partner of, or
    - ii in the employment of, or
    - iii the employer of an Elected Officer or employee of the Association.
- 102 Subject to the following rule, the Auditors shall be appointed by the Association at a general meeting, and the provisions of the Act shall apply to the re-appointment and removal and to any resolution removing or appointing another person in place of, any such auditors.
- 103 The Board may appoint an auditor to fill any casual vacancy occurring between general meetings.

### **Annual Return**

- 104 The Association shall make an annual return to the Registrar relating to its affairs during the period covered by the return, as required by the Act.
- 105 The Chief Executive shall provide free of charge, on application, a copy of the last annual return of the Association to every Member or person interested in the funds of the Association.

### **Copies of Rules**

- 106 Copies of these Rules, including any registered amendments, shall be available upon request to any Member and any other person making a request, either electronically or by other means considered appropriate. The Association reserves the right to request a payment for the Rules subject to such an amount permitted by the Act.

### **Right of Inspection of Books**

- 107 Any Member or person having an interest in the funds of the Association may inspect their own account and the register of Members. This may be inspected at the registered office, or at any place where the same are kept, during normal office hours.
- 108 Any ten Members, each of whom has been a Member of the Association for not less than 12 months, may apply to the Registrar for the appointment of an accountant or actuary to inspect and report on the books of the Association. Such accountant or actuary shall have the power to make copies of any books of the Association, and to take extracts therefrom at all reasonable hours at the registered office of the Association, or at any place where the books are kept.

### **Appointment of Inspectors**

- 109 It shall be the right of 10% of the membership of the Association, or 100 Members, whichever is the lesser number, each of whom has been a Member of the Association for not less than 12 months, by an application in writing to the Registrar, signed by them in the forms respectively provided by the Treasury regulations in that respect:
- (a) To apply for the appointment of one or more inspectors to investigate and report on the affairs of the Association and to report thereon.
  - (b) To apply for the calling of a special general meeting of the Association.
- 110 Every such application shall be made upon such notice to the Association, and be supported by such evidence for the purpose of showing that the applicants have good reasons for requiring such inspection to be made or meeting to be called, and that they are not actuated by malicious motives in their application, as the Registrar may direct.

### **Indemnity**

- 111 Separate from any indemnity to which a Director or employee may be entitled, and subject to what is said in the rest of this rule, every Director and employee or other Officer of the Association shall be indemnified out of the funds and assets of the Association against the following: all actions, claims, costs, demands and expenses and any personal liability whatsoever whether civil or criminal arising out of or in connection with the exercise or purported exercise of their duties as a Director or Officer of the Association. This indemnity excludes liability incurred under section 62 of the Act, and liability for wilful default, fraud or dishonesty. No Director, employee or other Officer who has given security under section 41 of said Act shall be indemnified for and to the extent of any sum of money due under such security. No person shall be indemnified against costs or expenses recovered from them by order of the Registrar. For the purposes of this rule, any reference to a section of the Act includes reference to any legislation replacing or amending it.

### **Insurance**

- 112 The Association is authorised to purchase and maintain insurance for the purpose of:
- (a) Indemnifying the Directors and Officers of the Association against any liability which they or any of them might incur, in respect of negligence, default, breach of duty or breach of trust of which they may be guilty in relation to the Association; and
  - (b) Indemnifying the Association itself as reimbursement for indemnity actually and lawfully provided to the Directors and its Officers under the paragraph above.

### **Record Keeping**

- 113 The Secretary shall keep or cause to be kept minutes of all meetings of the Association. Such minutes shall be ratified at the next appropriate meeting of the Association or the Board and signed by the chairperson of the meeting at which they are ratified. All minutes so signed shall, in absence of evidence to the contrary, be taken as between the Association and every Member to be a true statement of any matter therein contained.

- 114 The Association shall keep the following records:
- (a) Register of Members as required by the Act, and
  - (b) The registered Rules and any subsequent amendments, and
  - (c) Receipts for securities held, securities register and register of contracts of guarantee, and
  - (d) Minutes of annual general meetings and special general meetings and of meetings of the Board of Directors, and
  - (e) Copies of the annual returns.

### **Alteration of Rules**

- 115 Any of these Rules may be rescinded or altered or created by a resolution of the Association passed by a two-thirds majority at a general meeting called in accordance with these Rules or at an annual general meeting where the resolution is proposed in accordance with the Rules by:
- (a) the Board, or
  - (b) a committee authorised by Members for such purpose, or
  - (c) a Member, or
  - (d) a Forum.
- 116 No amendment of Rules is valid until it is registered by the Registrar. When submitting 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 special general meeting of the Association.

### **Seal**

- 117 The Association shall have a seal kept in such custody as directed by the Board. The seal shall be used only under the authority of a resolution of the Board, and shall be attested by the signatures of two Directors or of one Director and the Secretary. If the Association does not have seal, a document which would have previously required to be sealed, should be signed by a member of the Board and Secretary or two members of the Board and accompanied by a written statement that the document has been executed by the society as if under common seal.

### **Dispute Resolution**

- 118 Any dispute between a Member, applicant for membership or former member of the Association or a director, candidate for Board membership or former director of the Association shall be referred to the complaints procedure of the Association. If a satisfactory conclusion cannot be found following the completion of the Complaints Procedure the complainant may, by consent, refer their dispute to the County Court or in Scotland the Sheriffs Court who shall, in accordance with the Law, hear and determine such dispute. The County Court or Sheriff's Court shall have power to order the expenses of determining the same to be paid either out of the funds of the Association or by such party to the dispute as he or she shall think fit, and such determination and order shall be binding and conclusive on all parties without appeal and shall not be removable into any court of law or restrainable by injunction.

### **Membership of Other Bodies**

- 119 The Association shall be a member of the World Council of Credit Unions and shall subject to Law and these Rules, abide by the rules and by-laws of the World Council as laid down from time to time for its members. The Association may, by resolution of the Board, join other co-operative, financial and similar organisations, groups, associations and confederations.

### **Amalgamation, Transfer of Engagements and Dissolution**

- 120 The Association, may by a resolution passed in the manner prescribed in these Rules or by Law, amalgamate with or transfer its engagements to any other registered society. The Association may also accept a transfer of engagements by resolution of the Board or of the Members in general meeting.
- 121 The Association may be dissolved:
- (a) By consent of at least three-fourths of the Members testified by their signatures to an instrument of dissolution in the form prescribed by the Act;
  - (b) By winding up as is provided by the Act in pursuance of an order or resolution made as is directed in regard to companies by the Insolvency Act 1986.

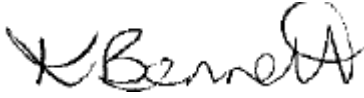
### **Interpretation of Terms**

- 122 In these Rules the following terms shall unless the context requires otherwise have the meanings ascribed to them:
- (a) "The Act" means the Industrial and Provident Societies Act, 1965 and its successors.
  - (b) "Address" means a postal address or, for the purposes of electronic communication, a fax number, email address or telephone number for receiving text messages.
  - (c) "Amendment" in relation to the Rules of the Association includes a new rule and a resolution rescinding a rule of the Association.
  - (d) "Association" means the registered society.
  - (e) "Auditor" means a person eligible for appointment as a company auditor under section 25 of the Companies Act 1989.
  - (f) "Board" and "Directors" means all those persons appointed to perform the duties of directors of the society, elected in accordance with the provisions of these Rules.
  - (g) "Chief Executive", means the Chief Executive of the Association appointed in accordance with the provisions of Rule 87.
  - (h) "Code of Conduct for Directors" means the document of this name adopted by the Association, as referred to in Rule 88 of these Rules.
  - (i) "Committee Secretary" means the person appointed as secretary of a Forum.
  - (j) "Constituency" is the area that each Member of the Association is assigned upon becoming a Member of the Association.
  - (k) "Co-operative Principles" are the principles defined in the International Co-operative Alliance Statement of Co-operative Identity. The principles are those of voluntary and open membership, democratic member control, member economic participation, autonomy and independence, education, training and information, co-operation among co-operatives and concern for the community.
  - (l) "Credit Union" means a society registered under the Industrial and Provident Societies Act, 1965 and its successors, by virtue of section 1 of the Credit Unions Act 1979.
  - (m) "Credit Union Board of Directors" and "Credit Union Director" mean the Committee of Management and members thereof of a Member of the Association.
  - (n) "Credit Union Movement" means all credit unions, regardless of whether they are Members of the Association, their members, volunteers, staff and stakeholders.
  - (o) "Days' Notice", shall be exclusive of the day on which the notice is served or deemed to be served but inclusive of the day to which the notice applies.
  - (p) "Delegate" means a representative of a Member of the Association given permission to exercise the rights of up to three Members at a general meeting of the Association on its behalf.

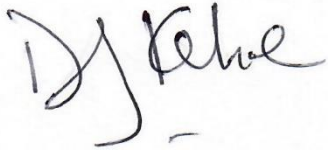
- (q) "Elected Officer", in relation to a Credit Union or the Association or a Forum means any person holding a post to which they are elected by the members of that Credit Union or, the Association or Forum, or to which they are appointed pending election to, or as a replacement for, a person elected to the post. Any employee of a Credit Union or the Association, or any auditor of a Credit Union or the Association shall be excluded from holding 'elected office' in that body.
- (r) "Electoral Officer" means a person or persons appointed by the Association Board to oversee the election of Association directors and officers.
- (s) "Financial Services and Markets Act" or "FSMA" means the Financial Services and Markets Act 2000 or any successor legislation.
- (t) "Forum" shall have the meaning ascribed by Rules 20 to 28 of these Rules.
- (u) "Forum Committees" and "Committee Members", means the Committee of Management of a Forum elected in accordance with the Terms of Reference for Forums.
- (v) "Law" means any regulation, statute or act having an effect on the operation of the Association.
- (w) "Member" means a Credit Union who has met the criteria for membership of the Association and has been accepted into membership of the Association.
- (x) "Officer" means any elected officer or Senior Employee of the Association.
- (y) "President" means any person appointed to perform the duties of the Chairperson of the Association as per Rule 44 of these Rules.
- (z) "Registrar" means the Financial Conduct Authority and includes reference to the statutory successor carrying on the relevant functions of any of them.
- (aa) "Rules" means the registered Rules of the Association.
- (bb) "Secretary" means any person appointed to perform the duties of the Secretary of the Association.
- (cc) "Significant Volunteer" means a person who is authorised by the Board of an ABCUL credit union as someone carrying out a significant volunteer role, which means it is appropriate for them to represent that credit union on the ABCUL Board.
- (dd) "Terms of Reference for Forums" means the document of this name adopted by the Association as per Rule 22 of these Rules.
- (ee) "Treasurer" means any person appointed to perform the duties of the Treasurer of the Association.
- (ff) "Treasury" means HM Treasury (or any statutory successor carrying on the relevant functions of any of them);
- (gg) "Vice-President" means any person appointed to perform the duties of the Vice- President of the Association.
- (hh) "World Council of Credit Unions" means the global trade association and development agency for credit unions.
- ii) "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 in electronic form or otherwise.



**Signatures of Three Members:**



Karen Bennett, President and Director for the North West



Don Kehoe, Treasurer and Director for London and the South East



Andy Wright, Vice President and Director for Scotland

**Signature of Secretary**



Richard Munro, Secretary and Director for the East Midlands

# Complete amendment of rules

## Section 1 – About this form

Use this form to register a complete rule change for a society registered under the Co-operative and Community Benefit Societies Act 2014 (2014 Act) (except credit unions); or for societies registered under the Co-operative and Community Benefit Societies Act (Northern Ireland) 1969 (1969 Act). A complete amendment means a whole new set of rules is registered in place of an existing rule book.

To register a complete amendment of rules we need:

- this completed form
- one signed copy of the society’s rules (or two copies where not submitting electronically)
- a marked up version of the rules tracking changes made to the model, if you are using a set of model rules
- a completed Statutory Declaration form.

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

Societies may find it helpful to read Chapter 3 of our guidance on our registration function under the 2014 Act before completing this form: <https://www.fca.org.uk/publication/finalised-guidance/fq15-12.pdf>

## Section 2 – About this application

<b>Society name</b>	Association of British Credit Unions Limited
<b>Register number</b>	23136R

**2.1 Who should we contact about this application?**

<b>Name</b>	Abbie Shelton
<b>Role</b>	<b>ABCUL Associate</b>
<b>Email address</b>	<b>abbieshel@icloud.com</b>
<b>Phone number</b>	<b>07786 384 348</b>

**2.2 If you have used a set of model rules please provide the name of the model and the name of sponsoring body.**

<b>Sponsor</b>	
<b>Model</b>	

**2.3 Please confirm you have the consent of the sponsoring body for use of their model rules.**

The sponsoring body has consented to our use of their model

### **Section 3– Conditions for registration.**

All societies are registered meeting one of two conditions for registration. These are that the society is either:

- a bona fide co-operative society ('co-operative society'); **or**
- are conducting business for the benefit of the community ('community benefit society').

We must maintain arrangements that are designed to enable us to determine whether a society is complying with the 2014 Act. One way we do this is by requiring societies to complete the questions at either section 3A or 3B of this form when submitting a rule amendment.

Please only answer one set of questions:

- section 3A for bona fide co-operatives; **or**
- section 3B for societies conducting their business for the benefit of the community.

If you are not sure which of these two conditions for registration applies to you, please read chapters 4 and 5 of our guidance:

<https://www.fca.org.uk/publication/finalised-guidance/fg15-12.pdf>

## Section 3A – Co-operative societies

Complete this section if your society is a bona fide co-operative society.

**3A.1 What is the business of the society?** For example, do you provide housing, manufacture goods, develop IT systems etc.

ABCUL is the leading trade association for credit unions in Scotland, England and Wales. It provides members (credit unions who decide to join) with a range of services including legislative and regulatory lobbying, government representation, training and business development, organisational capacity building and media links.

**3A.2 Please describe the members' common economic, social and cultural needs and aspirations.** In answering this question, please make sure it is clear what needs and aspirations members have in common.

The members of ABCUL (credit unions across the country) exist to serve the member base within their respective field of membership/common bond areas. Each credit union will have primary objectives as follows:

- (a) the promotion of thrift among the members of the society by the accumulation of their savings;
- (b) the creation of sources of credit for the benefit of the members of the society at a fair and reasonable rate of interest;
- (c) the use and control of the members' savings for their mutual benefit; and
- (d) the training and education of the members in the wise use of money and in the management of their financial affairs.

In essence credit unions are registered as deposit takers and will provide additional ethical financial services to build the financial resilience of their member base.

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

You have described the society’s business at question 3A.1, and at question 3A.2 you have described the common needs and aspirations of members. Please now describe how that business meets those common needs and aspirations.

The society provides assistance to members through an enquiry service and a discussion forum which provided answers to queries on a variety of legal, regulatory and operational queries related to the management of credit unions. ABCUL also provides a wide range of information guides and training sessions, including online webinars and sessions at conferences including the Annual General Meeting. Through regional forums of ABCUL members are given the opportunity to access training and network with other members. ABCUL also represents its members to governments, regulators and the media.

**3A.4 How do members democratically control the society?** For example, do the members elect a board at an annual general meeting; do all members collectively run the society.

Members are able to put forward Motions for discussion at the Association's AGM, speak to those Motions and vote on them. They also have opportunities to nominate and vote on candidates for director positions. The Association is governed by a board of directors selected from the membership, by the membership. Directors also feed back to regional ABCUL Forums on a regular basis, including by providing information on topics discussed at board meetings.

3A.5 What does the **society do with any surplus or profit?** For instance, do you pay a dividend to members (and if so, on what basis); does money get reinvested in the business; put into reserves; used for some other purpose?

Any surplus is transferred to general funds, not distributed to members. One of the objectives of the Association is to build reserves equal to 6 months' running costs.

**3A.6 Please state any close links which any of the directors has with any society, company or authority.** 'Close links' includes any directorships or senior positions held by directors of the society in other organisations.

Director or Manager of a credit union - All Directors  
Trustee of The Credit Union Foundation - Karen Bennett and Richard Munro  
Director of Cornerstone Mutual Services - Andy Wright

**Please go to Section 4.**

## Section 3B – Community benefit societies

Complete this section if your society conducts its business for the benefit of the community.

**3B.1 What is the business of the society?** For example, do you provide social housing, run an amateur sports club, etc.

**3B.2 Please describe the benefits to the community the society?** Here we are looking to see *what* the benefits to the community are. Community can be said to be the community at large. For example, do you relieve poverty or homelessness by providing social housing.

**3B.3 Please describe how the society's business delivers 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 5B.1) provides benefit to the community.



**3B.4 Does the society work with a specific community, and if so, please describe it here?** For instance, are the society's activities confined to a specific location; or to a specific group of people? Please note that in serving the needs of any defined community, the society should not inhibit the benefit to the community at large.

**3B.5 What does the society do with any surplus or profit?** For instance, do you donate the money; does money get reinvested in the business; put into reserves; used for some other purpose?

**3B.6 Please state any significant commercial arrangements that the society has, or had, with any other organisation that could create, or be perceived as creating, a conflict of interest.** Please tell us how you ensure that any such conflict of interest does not prevent the society from acting for the benefit of the community.

**3B.7 Please state any close links which any of the directors has with any society, company or authority.** 'Close links' includes any directorships or senior positions held by directors of the society in other organisations.

**Please go to Section 4.**

## Section 4 – Table of matters

Provision required by the Act	Number of the rule(s) covering this E.g. '2.3-2.7'
The society's name	1
The objects of the society	3
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	7-10,19
The method of holding meetings, the scale and right of voting, and the method of making, altering or rescinding rules	32-60, 115-116
The appointment and removal of a committee (by whatever name) and of managers or other officers and their respective powers and remuneration	61-89
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	19
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	94
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	19
Provision for the audit of accounts in accordance with Part 7 of the Act	100-103
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	11-12
The way in which the society's profits are to be applied	92
If the society is to have a common seal, provision for its custody and use	117
Whether any part of the society's funds may be invested, and if so by what authority and in what way	93

## Section 5 – Completing this application

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

The rules contain the required signatures

### 5.2 Please confirm which of the following you are submitting:

One electronic, scanned signed copy of the rules

**Or** two signed paper copies of the rules

### 5.3 Please confirm either:

Model rules have not been used.

Model rules have been used without amendment

An amended set of model rules have been used,  
and a marked up copy detailing the changes  
made to the model is included with the  
application.

## Section 6 – Statutory Declaration

### 6.1 Please complete this statutory declaration

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

<b>Name</b>	Richard Munro
<b>Role</b>	<b>Secretary</b>

I do solemnly and sincerely declare that the amendment of the rules of the said society or credit union, a copy of which is attached marked 'X', complies with 1969 Act/2014 Act (as applicable) and has been duly made by the society in the manner provided in its rules for the making, altering or rescinding of rules.

I make this solemn declaration conscientiously believing it to be true, and by the provisions of the Statutory Declarations Act 1835.

<b>Signature</b>	
	
<b>Date</b>	<b>29<sup>th</sup> September 2020</b>

This was declared before me, a:

- Solicitor
- Commissioner for oaths
- Notary Public
- Justice of the Peace

<b>Name</b>	
<b>Declared at:</b>	
<b>Signature</b>	

<b>Date</b>	

## Section 7 – Submitting this form

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

Or please submit by post to:

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

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

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