

**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: Wrexham Football Supporters' Society Limited

Registration number: 29366 R

Date: **05 February 2021**



**Partial amendment of rules of Wrexham Football Supporters' Society Limited**

Register number: 29366R

**Rule 4,**

After Rule 4.6, add the following new paragraph, which shall hereafter be Rule 4.7.

"4.7 promoting and supporting the long term future of the Club which shall include a transaction to sell the entire issued share capital of the Club to new owners resulting in the Society ceasing to own or operate the Club provided that the members have approved the sale by extraordinary resolution (a "**Members Approved Sale**"), and in the event of a Members Approved Sale, the object at this Rule 4.7 shall take precedence and prevail over the objects at Rules 4.1 to 4.6 so that a Members Approved Sale shall be permitted by the Society's objects and be in accordance with the Rules notwithstanding any inconsistency or conflict with the objects at Rules 4.1 to 4.6"

Signatures of three members

(CHAIRMAN)

BRIAN PHILLIPS

(VICE CHAIRMAN)

BRYAN STILL

(BOARD MEMBER)

GLYN WILLIAMS

Signature of the secretary

JOSHUA WILLIAMS

# Partial amendment of rules

## Section 1 – About this form

Use this form to register a partial rule change for a society registered under the Co-operative and Community Benefit Societies Act 2014 (2014 Act) (except credit unions); or the Co-operative and Community Benefit Societies Act (Northern Ireland) 1969 (1969 Act). Partial amendments change, add to, or delete some rules from the existing registered rules. If your rule amendment involves the renumbering of rules, please apply for a complete amendment instead.

To register a partial amendment of rules we need:

- this completed form
- one signed copy of the proposed rule amendment (or two copies where not submitting electronically). The amendment should be worded as a direction to members, telling them exactly what they should do to make the necessary changes to their own copy of the rule book. Please see page 10 for an example.
- a marked up version of the rules tracking changes made to your existing rules
- a completed Statutory Declaration form.

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

Societies may find it helpful to read Chapter 3 of our guidance on our registration function under the 2014 Act before completing this form:

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

## Section 2 – About this application

<b>Society name</b>	Wrexham Football Supporters' Society Limited
<b>Register number</b>	29366R

## 2.1 Who should we contact about this application?

<b>Name</b>	Rob Parry
<b>Role</b>	Vice-President
<b>Email address</b>	rob@robpconsulting.co.uk
<b>Phone number</b>	07399 151155

### Section 3– Conditions for registration.

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

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

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

Please only answer one set of questions:

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

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

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



## Section 3A – Co-operative societies

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

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

N/A

**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.

N/A

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

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

N/A

**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.

N/A

**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?

**N/A**

**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.

**N/A**

**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.

Wrexham Football Supporters' Society Limited (the "**Society**") is a society set up by the supporters of the football club Wrexham AFC Limited ("**Wrexham Football Club**") to support and promote Wrexham Football Club.

The Society was formed on 12 March 2002 and acquired the ownership of Wrexham Football Club on 30 November 2011 to save Wrexham Football Club when its previous owners went into administration. Principally, the acquisition was a safeguarding measure until new owners with additional resources were able to take on Wrexham Football Club.

The Society has supported Wrexham Football Club under its ownership and tried to make Wrexham Football Club financially independent and well-run and with the long term aspiration of returning Wrexham Football Club to the Football League.

The business of the Society is therefore to be a custodian and steward for the Club and to seek to preserve the heritage of the Club for the wider benefit of its supporters and the Wrexham community.

After the sale of Wrexham Football Club (as noted in section 3B.6 below), the Society will continue to own WST Assets Limited which holds a 99 year lease of the Racecourse Ground which is Wrexham Football Club's ground. This structure has been put in place deliberately so that instead of winding up the Society following the sale, the Society will continue to safeguard the Racecourse Ground (the oldest international stadium in the world) for the North Wales community. The Society will also continue its activities in support of the community in North Wales.

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



The supporters of Wrexham Football Club and the wider community it serves.

**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 3B.1) provides benefit to the community.

The Society's ownership has allowed Wrexham Football Club to continue to operate and participate as a football club in the National League. The Society therefore serves the supporters of Wrexham Football Club, which has a strong local following and heritage.

The Society also organises and runs a number of charitable and fundraising events related to the wider community of Wrexham and Wrexham Football Club's supporters.

**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.

The society works with the supporters of Wrexham Football Club at the Racecourse Ground to help support the work of named charities (financial and other) who provide valuable assistance to members of the wider community who require their assistance.

**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?



It is held until expenditure is approved for the good of Wrexham Football Club and the community.

**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.

The Society is in negotiations with a corporate entity owned by high profile Hollywood celebrities Rob McElhenney and Ryan Reynolds to sell Wrexham Football Club.

The basis of the proposed transaction is for the new owners to provide significant investment in Wrexham Football Club to secure its long term future and to enable Wrexham Football Club to realise its ambition to return to the Football League and hopefully bring sporting success to the supporters of Wrexham Football Club and the wider community.

It is also noted that Wrexham Football Club has an uncertain future under its current ownership and, whilst the board of the Society are proud of their accomplishments, they consider that Wrexham Football Club is now best served under new ownership and management.

It is further noted that as part of the proposed transaction, the buyer has agreed to give undertakings and commitments to the Society that certain heritage matters relating to Wrexham Football Club will be protected and safeguarded. This is particularly important because the provision of such undertakings and commitments by the buyer evidence and confirm the buyer's intentions to continue to support Wrexham Football Club and the community it serves.

The members of the Society have approved, by extraordinary resolutions, the proposed transaction and the rule changes detailed in this application. The rule change was required in order to permit the proposed transaction under the objects of the Society. Both the sale and the amendments to the rules were approved by an overwhelming majority. Out of the 2018 members of the Society, 89% of the members approved the extraordinary resolutions, and out of the 1846 members who responded to the resolutions (a turnout of 91.5%), the approval was 98%.

Accordingly, the Society does not consider there to be a conflict of interest but wanted to note the above as it is conscious that the partial amendment to the rules to permit the sale of Wrexham Football Club to the buyer is a change of direction for the Society, but a change that has been comprehensively approved by its members on the basis that it is in

the best interests of Wrexham Football Club, its supporters and the community it serves.



**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.

**Matthew Scott – Director at Barlows Electrical UK Ltd**

**James Harrison – Chairman of Ellesmere Cricket Club**

**Matthew Davies – Director of Real Ale Direct Limited**

**Mark Williams – 'Close links' with:**

**Nrexham AFC Limited**

**NST Assets Limited**

**FDKP Top Co Limited**

**FDKP Mid Co Limited**

**FDKP Bid Co Limited**

**FDKP Limited**

**Callitech Limited**

**Simp Hold Limited**

**Made Simple Group Limited**

**Callitech US Inc**

**Going Beyond LLC**

**Simply One LLC**

**Open Answer LLC**

**Voice Nation Inc**

**Ninja Number LLC**

**Sirravox LLC**

**Stephen Lloyd – trustee at The Racecourse Community Foundation**

**James Kelly - senior writer at the website These Football Times and also work for COPA90**

**Gavin Jones – close links/directorships with:**

**NST ASSETS LIMITED (09569619)**

**THE RACECOURSE COMMUNITY FOUNDATION (06931786)**

**NREXHAM AFC LIMITED (07698872)**

**GRIFFITH-JONES IT LIMITED (05372488)**

**Please go to Section 4.**



## **Section 4 – Completing this application**

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

The rules contain the required signatures ☒

### **4.2 Please confirm which of the following you are submitting:**

One electronic, scanned signed copy of the rules ☒

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

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

A marked-up copy of the rules is enclosed ☒

## Section 5 – Statutory Declaration


### 5.1 Please complete this statutory declaration

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

<b>Name</b>	Brian Phillips
<b>Role</b>	<b>Chairman</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.

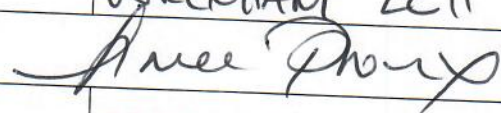
I make this solemn declaration conscientiously believing it to be true, and by the provisions of the Statutory Declarations Act 1835.

<b>Signature</b>	
<b>Date</b>	<b>26 November 2020</b>

This was declared before me, a:

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

Aimee Phoenix  
Partner  
Gittins McDonald Solicitors  
27-29 Grosvenor Road  
Wrexham  
LL11 1BT

<b>Name</b>	<del>JOSHUA WILLIAMS</del> AIMEE PHOENIX
<b>Declared at:</b>	GITTINS McDONALD 27 - 29 GROSVENOR ROAD WREXHAM LL11 1BT
<b>Signature</b>	
<b>Date</b>	<b>26 November 2020</b>