

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: The Shaw Foundation Limited

Registration number: 25164 R

Date: **17 June 2021**



Example partial amendment

Partial amendment of rules of The Shaw Foundation Limited

Register number: **25164R**

Rule 78, line 4 add the text "...transferred to "another body or persons or trust that is recognised as a charity for tax purposes by HM Revenue & Customs pursuant to Part 1 Schedule 6 Finance Act 2010 and"


Line 6 remove text "some other charitable institution"

Line 8 remove text "charitable institution" and replace with "charity"

For clarity rule 78, amendments to rule are below. New text highlighted in bold and redundant text with strikethrough.

If on the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the members of the Association but shall be given or transferred to **another body or persons or trust that is recognised as a charity for tax purposes by HM Revenue & Customs pursuant to Part 1 Schedule 6 Finance Act 2010** and ~~some other charitable institution~~ having objects similar to the objects of the Association determined by the members of the Association at or before the time of dissolution, or if there is no such ~~charitable institution~~ **charity**, as the Charity Commission for England & Wales shall direct.

Signatures of three members



Helen Black

Sara McSweeney

P. J. Nixon

Signature of the secretary

P. J. Nixon

Partial amendment of rules

Section 1 – About this form

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

To register a partial amendment of rules we need:

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

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

Societies may find it helpful to read Chapter 3 of our guidance on our registration function under the 2014 Act before completing this form: <https://www.fca.org.uk/publication/finalised-guidance/fg15-12.pdf>

Section 2 – About this application

| | |
|------------------------|-----------------------------|
| Society name | The Shaw Foundation Limited |
| Register number | 25164R |

2.1 Who should we contact about this application?

| | |
|----------------------|--|
| Name | Nathan Evans |
| Role | Director of Partnerships and Development |
| Email address | nathan.evans@shawfoundation.org.uk |
| Phone number | 07815 120589 |

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.

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.

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.

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.

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?

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.

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.

The objects of the Company, as set out in its rules, are the advancement of the health and the relief of those in need by reason of age, disability, ill health or other disadvantage for the benefit of the public. The activities carried out by the company in furtherance of these duties during the year include;

1. Operation of Care Services
2. Object related loans
3. Object related grants

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 company approved grants to further the work of those who support unpaid carers of all ages in Wales and raise awareness of the challenges faced by young carers and are campaigning for greater support for them. The company also actively works at establishing partnership with Dementia awareness societies to help provide better care and support for those affected by Dementia and their families in their community.

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.

We issued grants to organisations who delivered the activities which met one of our four key funding areas, these are;

- Dementia
- End of Life Care
- Workforce Development
- Carers

The Foundation maintain relationships with these organisations to monitor progress of the plan which was submitted against a financial request. A regular review is undertaken and, where applicable, funding is provided where project plans or 'milestones' are met.

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 Foundation approved grants for organisations working in one of our four key funding areas, these are;

- Dementia
- End of Life Care
- Workforce Development
- Carers

Most of these grants were issued to organisations working in around Wales & the South West.

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?

The society provided grants to various organisations

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.

Our Foundation has a set of rules (attached to this submission) which outline steps taken to avoid conflict of interest and advise members of the expected behaviours.

We also have an audit & risk committee internally who review and support decision making to ensure there is no conflict. Our financial accounts are reviewed by an external auditor.

As a Foundation we issue grants to organisations to support their work across our key focus areas.

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.

| Committee Member | Company Name | Company Number | Role |
|--------------------------|--|----------------|----------|
| Philip Thomas | SHAW LIFETIME CARE LIMITED | 10340455 | Director |
| Frances Allison Cloud | PHARMACLOUDLIMITED | 06890950 | Director |
| Frances Allison Cloud | ADVANZ PHARMA CORP. LIMITED | 00130655 | Director |
| Christopher John Horlick | RYE GOLF CLUB COMPANY LIMITED () | 00041417 | Director |
| Christopher John Horlick | AXA PPP ADMINISTRATIONSERVICESLIM ITED | 05961472 | Director |
| Christopher John Horlick | AXA PPP HEALTHCAREADMINISTRATION SERVICESLIMITED | 03429917 | Director |
| Christopher John Horlick | THE PERMANENT HEALTH COMPANY LIMITED | 02933772 | Director |
| Christopher John Horlick | AXA ICAS LIMITED | 02548573 | Director |
| Christopher John Horlick | AXA ICASOCCUPAIOTNALHEALTH SERVICES LIMITED | 01336017 | Director |
| Helen Marie Black | SHAW HEALTHCARE (GROUP) LIMITED | 05391089 | Director |
| Simon John MacSorley | NORTHEN SURVEYING SERVICESLIMITED | 07053934 | Director |
| Simon John MacSorley | SHAW HEALTHCARE (GROUP) LIMITED | 05391089 | Director |
| Simon John MacSorley | CASTLE SCHOOL EDUCATION TRUST | 08397975 | Director |
| Simon John MacSorley | Shaw Healthcare EOT Limited | 12526909 | Director |
| Simon John MacSorley | Sirona Care Services Limited | 08275256 | Director |
| Simon John MacSorley | Sirona Care & Health CIC | 07585003 | Director |
| David Donald Lewis | THOMAS CARROL GROUP PLC | 00869707 | Director |
| David Donald Lewis | DAVID LEWIS CONSULTING LIMITED | 11990981 | Director |
| David Donald Lewis | SURE INSURANCESERVICESLTD | 04687399 | Director |
| Peter John Jeremy Nixey | Shaw healthcare (Group) limited | 5391089 | Director |
| Peter John Jeremy Nixey | Shaw healthcare (Barton) Limited | 5591087 | Director |
| Peter John Jeremy Nixey | Shaw healthcare (Brentry) Limited | 6898750 | Director |
| Peter John Jeremy Nixey | Shaw healthcare EOT Limited | 12526909 | Director |
| Peter John Jeremy Nixey | Shaw Community Living (DCA) Limited | 4603309 | Director |
| Peter John Jeremy Nixey | Shaw Community Living (SLS) Limited | 6281153 | Director |
| Peter John Jeremy Nixey | Shaw healthcare (de Montfort) Limited | 4469078 | Director |
| Peter John Jeremy Nixey | Shaw healthcare (Developments) Limited | 3021849 | Director |
| Peter John Jeremy Nixey | Shaw healthcare (FM Services) Limited | 4477813 | Director |
| Peter John Jeremy Nixey | Shaw healthcare Limited | 5133946 | Director |
| Peter John Jeremy Nixey | Shaw healthcare (Herefordshire) Limited | 4273170 | Director |

| | | | |
|-------------------------|---|----------|----------|
| Peter John Jeremy Nixey | Shaw healthcare (Ledbury) Limited | 3853900 | Director |
| Peter John Jeremy Nixey | Shaw healthcare (Managed Services) Limited | 3315548 | Director |
| Peter John Jeremy Nixey | Shaw healthcare (Nailsea) Limited | 6181148 | Director |
| Peter John Jeremy Nixey | Shaw healthcare (Northamptonshire) Limited | 4232198 | Director |
| Peter John Jeremy Nixey | Shaw healthcare (North Somerset) Limited | 4137497 | Director |
| Peter John Jeremy Nixey | Shaw healthcare (Specialist Services) Limited | 3526936 | Director |
| Peter John Jeremy Nixey | Shaw (Pembroke) Specialist Services Limited | 6481136 | Director |
| Peter John Jeremy Nixey | Shaw healthcare (West Sussex) Limited | 5267445 | Director |
| Peter John Jeremy Nixey | Surehaven Limited | 5829340 | Director |
| Peter John Jeremy Nixey | Surehaven Glasgow Limited | 6731003 | Director |
| Peter John Jeremy Nixey | Surehaven (Pembroke) Limited | 6481168 | Director |
| Peter John Jeremy Nixey | My Care My Home Limited | 7611603 | Director |
| Peter John Jeremy Nixey | My Care My Home Website Services | 8563160 | Director |
| Peter John Jeremy Nixey | Shaw Lifetime Care Limited | 10340455 | Director |
| Peter John Jeremy Nixey | Netherhall Gardens Mansions Association Limited | 3274169 | Director |

Please go to Section 4.

Section 4 – Completing this application

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

The rules contain the required signatures ☒

4.2 Please confirm which of the following you are submitting:

One electronic, scanned signed copy of the rules ☒

Or two signed paper copies of the rules ☐

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

A marked-up copy of the rules is enclosed ☒

Section 5 – Statutory Declaration

5.1 Please complete this statutory declaration

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

| | |
|------|-----------------|
| Name | P. J. Nixon |
| Role | Chief Executive |

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

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

| | |
|-----------|-------------|
| Signature | P. J. Nixon |
| Date | 21 May 2021 |

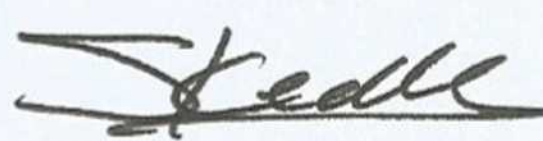
This was declared before me, a:

Solicitor ☒

Commissioner for oaths ☐

Notary Public ☐

Justice of the Peace ☐

| | |
|--------------|---|
| Name | SCOTT KEDDLE |
| Declared at: | 3 LINKS COURT FORTMAN ROAD CARDIFF CF3 0LT |
| Signature |  |
| Date | 24/05/2021 |

Section 6 – Submitting this form

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

Or please submit by post to:

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

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