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Co-operative and Community Benefit Societies Act 2014

Registration of new society

The following society has today been registered by us under Co-operative and Community Benefit Societies Act 2014 as a Community Benefit Society:

Society: **Middleton Cooperating Limited**

Registration number: **8582**

Registration date: 13 April 2021

Address: 27 Mount Road, Middleton, Manchester, M24 1DY

Financial year-end date: 31 March

Date: **13 April 2021**



Rules of Middleton Cooperating Limited

A society registered under the Co-operative and Community Benefit Societies Act 2014

Anthony Collins Solicitors
134 Edmund Street
Birmingham
B3 2ES
Ref: 29957.0023

1. INTRODUCING MIDDLETON COOPERATING

Name

- 1.1. The society is called Middleton Cooperating Limited, and it is called “Middleton Cooperating” in these Rules.

Registration

- 1.2. Middleton Cooperating is registered under the law as a society for the benefit of the community with the ***Financial Conduct Authority***. Its registered office is 27 Mount Road, Middleton, Manchester M24 1DY.

Why Middleton Cooperating exists (Purpose and Objects)

- 1.3. Middleton Cooperating exists in order to make Middleton a fairer and more cooperative place for the benefit of the community (its Purpose).
- 1.4. Middleton Cooperating is to be a catalyst for the development of cooperatives and other businesses and organisations, and any other forms of community activity that will help Middleton to become a fairer and more cooperative place for the benefit of the community. To achieve this Middleton Cooperating may carry on any trade, business or service its Management Committee considers appropriate (its Objects).

Commitments

- 1.5. Middleton Cooperating is committed to a number of objectives in pursuing its Purpose, and these are set out in a Charter of Commitments, approved by its Members, covering:
 - 1.5.1. adopting fair work and employment;
 - 1.5.2. addressing the urgency of the climate emergency now;
 - 1.5.3. ensuring affordable access to the basic requirements for a good life;
 - 1.5.4. encouraging artistic and cultural expression;
 - 1.5.5. safeguarding and protection;
 - 1.5.6. promoting play, learning, and development;
 - 1.5.7. mutual sharing of resources;
 - 1.5.8. cooperating;
 - 1.5.9. respecting everybody; and
 - 1.5.10. being responsible stewards for future generations.

Governing documents

- 1.6. These Rules set out the way in which Middleton Cooperating is owned, organised and governed.

- 1.7. In addition to the Rules, the Members or the Members' Council may make other provisions concerning how Middleton Cooperating operates. Such provisions must not be inconsistent with the Rules.
- 1.8. In the Rules:
 - 1.8.1. words starting with a capital letter (like Rules) refer to something specific, and the Appendix at the end of the Rules identifies the rule which makes this apparent; and
 - 1.8.2. words which are highlighted in italics (like ***Financial Conduct Authority***) have a special meaning and the Appendix lists all of these words and explains what they mean.
- 1.9. For the purposes of these Rules, Middleton means the area covered by the M24 postcode, with such variations as may be agreed by the Members Council.

2. HOW MIDDLETON COOPERATING WORKS (GOVERNANCE)

Overview

- 2.1. Middleton Cooperating aims to achieve its objects by encouraging and enabling Members to work together cooperatively and supporting them in their endeavours by making available the knowledge, assets and connections which Middleton Cooperating has at its disposal.
- 2.2. Middleton Cooperating works in two separate but linked ways.
 - 2.2.1. Much of the activity of Middleton Cooperating will take place through interaction between Members in seeking to address particular community needs. It is Middleton Cooperating's job to facilitate such interaction by supporting the establishment of a group of interested Members around a particular need (a Community Circle) and seeking to link such Community Circles together.
 - 2.2.2. In order to manage its own affairs, Middleton Cooperating has Members, a Members Council and a Management Committee. It also has a Secretary. These Rules set out their roles and functions.
- 2.3. In its operation and decision-making, subject to the Rules Middleton Cooperating strives to follow the principles of sociocracy as set out in policies and procedures. This includes operating through Community Circles, making decisions by consent, and a commitment to ongoing feedback and continual learning and reflection.

Members

- 2.4. The Members are those whose name and address is entered in the Register of Members.
- 2.5. The Members collectively own and control Middleton Cooperating on behalf of the community, and for these purposes, as well as being able to participate in Community Circles, they have access to information about Middleton Cooperating, a voice in

running it, and the opportunity to be elected or appointed to particular roles, as further described in the Rules.

Members Council

- 2.6. The Members Council is a representative group of all Members which meets from time to time to undertake particular tasks and to make certain decisions on behalf of all Members in relation to matters set out in the Rules, namely:
 - 2.6.1. appointing or removing members of the Management Committee;
 - 2.6.2. approving any remuneration of members of the Management Committee;
 - 2.6.3. developing future plans and strategy (including membership strategy) with the Management Committee and approving them;
 - 2.6.4. deciding whether applicants qualify for membership and other questions about compliance with the Charter of Commitments;
 - 2.6.5. approving the appointment of any auditor if required by law or the membership;
 - 2.6.6. any other matters they are asked to undertake either by the Management Committee or the Members in a Members Meeting.
- 2.7. The Members Council will appoint a Disciplinary Committee to deal with any complaints against Members or against members of the Members Council. The Disciplinary Committee shall comprise three persons who are all members of the Members Council, and its composition may be varied as may be appropriate to deal with different complaints.

Management Committee

- 2.8. Subject to the Rules, the Management Committee manages the affairs of Middleton Cooperating and may exercise all of its Powers.
- 2.9. The Management Committee is collectively responsible for everything done by or in the name of Middleton Cooperating, and it may
 - 2.9.1. employ a manager or any other staff it considers to be necessary and appropriate;
 - 2.9.2. delegate to any employee responsibility for day-to-day management of some or all of Middleton Cooperating's business;
 - 2.9.3. authorise members of the Management Committee to deal with specific matters
 - 2.9.4. establish one or more sub-committees to which it may delegate, under written terms of reference, anything which is not reserved to the Management Committee by the Rules or by any other policy reserving matters to the Management Committee. Such sub-committees may include those who are not Members.

Secretary

- 2.10. The Secretary is secretary to Middleton Cooperating, and acts as secretary to the Members Council and the Management Committee.

3. MEMBERS

- 3.1. There are the following five categories of Members:
- 3.1.1. individuals;
 - 3.1.2. private businesses;
 - 3.1.3. cooperatives;
 - 3.1.4. community groups, charities, and non-profit-distributing organisations; and
 - 3.1.5. anchor organisations.
- 3.2. Individuals: membership is open to any person who lives or works in Middleton or can demonstrate some other strong connection with Middleton.
- 3.3. Private businesses: membership is open to any **Small or Medium-sized Enterprise** which (a) has a substantial trading activity in Middleton, and (b) is either controlled, or the majority of whose shares are owned by individuals or other businesses based in Middleton or within a 25 mile radius of Middleton.
- 3.4. Cooperatives: any cooperative which is registered with the **Financial Conduct Authority** as a cooperative society, and any other enterprise which:
- 3.4.1. identifies as a cooperative; and
 - 3.4.2. is democratically controlled by its members.
- 3.5. Community groups, charities and non-profit-distributing organisations: registered and unregistered exempt charities, and such community groups and non-profit-distributing organisations that fall within criteria approved by the Members Council.
- 3.6. Anchor organisations: any statutory body, or any non-statutory body responsible for statutory services which is not a private corporation owned by investors, whose geographical area of responsibility includes Middleton.
- 3.7. Membership is open to any person or organisation who completes an application for membership in the form required by the Management Committee and:
- 3.7.1. is eligible for membership of one of the categories of Members;
 - 3.7.2. supports Middleton Cooperating's Purpose and is committed to the Charter;
 - 3.7.3. pays or agrees to pay for a £1 share; and
 - 3.7.4. whose application is accepted by the Management Committee.
- 3.8. The Management Committee may refuse any application for membership at its absolute discretion.
- 3.9. A Member which is a corporate body or an unincorporated association shall appoint a representative to attend Members Meetings on its behalf, and otherwise to take part

in the affairs of Middleton Cooperating. Such appointment shall be made in writing, signed on behalf of the governing body of the corporate body or unincorporated association.

- 3.10. Middleton Cooperating shall encourage the growth of membership, and to that end, the Management Committee shall
 - 3.10.1. maintain a Membership Strategy for that purpose;
 - 3.10.2. report to the Members at the Annual Members Meeting on the state of Middleton Cooperating's membership and on the Membership Strategy.

Cessation of Membership

- 3.11. Membership of Middleton Cooperating ceases in the following circumstances:
 - 3.11.1. a Member resigns in writing to the Secretary;
 - 3.11.2. a Member dies;
 - 3.11.3. a Member which is a corporate body, or an unincorporated association, ceases to exist;
 - 3.11.4. a Member is expelled under the Rules;
 - 3.11.5. the Secretary removes a Member from the Register of Members, after completing procedures approved by the Management Committee on the grounds that:
 - 3.11.5.1. Middleton Cooperating has lost contact with the Member; or
 - 3.11.5.2. the person no longer wishes to continue to be a Member.
- 3.12. A Member may be expelled by a resolution approved by the Disciplinary Committee . The following procedure is to be adopted.
 - 3.12.1. Any Member may complain to the Secretary that another Member has acted in a way detrimental to the interests of Middleton Cooperating, or contrary to any Code of Conduct for Members approved by the Members Council.
 - 3.12.2. If a complaint is made, the Disciplinary Committee may itself consider the complaint having taken such steps as it considers appropriate to ensure that each Member's point of view is heard and may either:
 - 3.12.2.1. dismiss the complaint and take no further action; or
 - 3.12.2.2. for a period not exceeding twelve months suspend the rights of the Member complained of to attend Members Meetings and vote under the Rules;
 - 3.12.2.3. arrange for a resolution to expel the Member complained of to be considered at a future meeting of the Disciplinary Committee.
 - 3.12.3. If a resolution to expel a member is to be considered at a Disciplinary Committee meeting, details of the complaint must be sent to the Member complained of not less than one calendar month before the meeting with an invitation to answer the complaint and attend the meeting.

- 3.12.4. At the meeting the Disciplinary Committee will consider evidence in support of the complaint and such evidence as the Member complained of may wish to place before them.
 - 3.12.5. If the Member complained of fails to attend the meeting without due cause, the meeting may proceed in their absence.
 - 3.12.6. A person expelled from membership will cease to be a member upon the declaration by the chair of the Disciplinary Committee meeting that the resolution to expel them is carried.
 - 3.12.7. Any person so expelled shall have a right of appeal to the Management Committee.
 - 3.12.8. Middleton Cooperating may adopt a policy and procedures for dealing with complaints, to be approved by the Members Council. This may provide for further options for dealing with complaints, which are not inconsistent with the rules.
- 3.13. No person who has been expelled from membership is to be re-admitted except by a resolution carried by the votes of two-thirds of the members of the Members' Council present and voting at a Members' Council Meeting.

4. MEMBERS MEETINGS

- 4.1. Every year, Middleton Cooperating shall hold an Annual Members Meeting, within six months of the close of the financial year.
- 4.2. Any other Members Meetings are Special Members Meetings.
- 4.3. The Management Committee (except where otherwise provided in the Rules) convenes Members Meetings, and decides the date, time and place of any Members Meeting and of any adjourned meeting.
- 4.4. The Management Committee may make arrangements for Members Meetings to be held in any way and through any medium which permits those attending to hear and comment on the proceedings. Any member who attends in this way is considered to be present at the meeting whether or not the Members are all assembled at one place.

Annual Members Meeting

- 4.5. The functions of the Annual Members Meeting shall include:
 - 4.5.1. receiving from the Management Committee the Annual Accounts for the previous financial year, a report on Middleton Cooperating's performance in the previous year, and plans for the current year and the next year;
 - 4.5.2. receiving from the Management Committee a report on the state of the membership and the Membership Strategy;
 - 4.5.3. appointing any financial Auditors, and external Auditors of any other aspect of the performance of Middleton Cooperating;

4.5.4. declaring the results of elections of those who are to serve on the Members Council.

Special Members Meetings

- 4.6. Special meetings are to be convened by the Secretary either by order of the Management Committee, or if a written requisition signed by not less than 12 Members or 10% of all Members (whichever is less) is delivered, addressed to the Secretary, at Middleton Cooperating's registered office.
- 4.7. Any requisition must state the purpose for which the meeting is to be convened. If the Secretary fails to convene a special meeting, any member of the Management Committee may convene a Members' meeting.
- 4.8. A special meeting called in response to a Members' requisition must be held within 28 days of the date on which the requisition is delivered to the registered office. The meeting is not to transact any business other than that set out in the requisition and the notice convening the meeting.

Notice of Society General Meetings

- 4.9. Notice of a Members Meeting is to be given at least 14 clear days before the date of the meeting, to all Members and by notice prominently displayed at the registered office, all of Middleton Cooperating's places of business, and such other places as the Management Committee decides.
- 4.10. The notice must state whether the meeting is an Annual Members Meeting or Special Members Meeting, give the time, date and place of the meeting, and set out the business to be dealt with at the meeting.

Procedure at Members Meetings

- 4.11. Members Meetings are open to all Members. The Management Committee may invite particular individuals or representatives of particular organisations to attend a Members Meeting.
- 4.12. Before a Members Meeting can do business, a minimum number of Members (a quorum) must be present. Except where these Rules say otherwise a quorum is present if 5 Members (until the second Annual Members Meeting) or 10 Members (after the second Annual Members Meeting) or 10% of the Members entitled to vote at the meeting (whichever is greater) are present.
- 4.13. If no quorum is present within half an hour of the time fixed for the start of the meeting, the meeting shall be dissolved if it has been requisitioned by the Members. Any other meeting shall stand adjourned to the same day in the next week, at the same time and place, or to such time and place as the Management Committee determine. If a quorum is not present within half an hour of the time fixed for the start of the adjourned meeting, the number of Members present during the meeting is to be a quorum.
- 4.14. The chair of the Management Committee, or in their absence another member of the Management Committee (to be decided by the members of the Management Committee present), shall chair a Members Meetings. If neither the chair nor any

other member of the Management Committee is present, the Members present shall elect one of their number to be chair.

- 4.15. The chair may, with the consent of the meeting at which a quorum is present, and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place. But no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. No notice of an adjourned meeting needs to be given unless the adjournment is for 21 days or more.

Voting at Members Meetings

- 4.16. The chair of a Members Meeting shall aim to achieve **consent** in making any decision. If **consent** cannot be achieved, the matter can be put to a formal vote.
- 4.17. Subject to these Rules and to any **Act of Parliament**, a resolution put to the vote at a Members Meeting shall, except where a poll is demanded or directed, be decided upon by a show of hands.
- 4.18. The Management Committee may introduce arrangements for Members to vote by post, or by using electronic communications.
- 4.19. On a show of hands and on a poll, every Member present is to have one vote. Where postal or electronic voting arrangements have been introduced, every Member who has voted by such method shall also have one vote. In the case of an equality of votes, the chair of the meeting is to have a second or casting vote.
- 4.20. Unless a poll is demanded, the chair of the meeting will declare the result of any vote, which will be entered in the minute book. The minute book will be conclusive evidence of the result of the vote.
- 4.21. A poll may be directed by the chair of the meeting or demanded, either before or immediately after a vote by show of hands, by not less than one-tenth of the Members present at the meeting. The chair of the meeting shall decide how a poll is taken.
- 4.22. Unless these Rules or an **Act of Parliament** say otherwise, all resolutions are to be decided by a simple majority of the votes cast.
- 4.23. A resolution in writing circulated to all Members and signed by the requisite majority of Members for the time being entitled to vote at a Members Meeting shall be valid and effective as if it had been passed at a Members Meeting duly convened and held. Such a resolution may consist of several documents in the same form each signed by one or more Members.

5. MEMBERS COUNCIL

Composition, Terms of Office, Eligibility, and Termination of Office

- 5.1. The Members Council shall comprise not more than three representatives from each category of Members, elected by those Members. A Member which is an organisation may not have more than one representative on the Members Council.

- 5.2. Election procedures may be approved by the Members Council for the holding of elections.
- 5.3. Members of the Members Council hold office for a 3 year period ending at the conclusion of the third Annual Members Meeting after their election, subject to the following:
 - 5.3.1. each year, one third of the Members Council, to be chosen by lot when needed, shall retire and be eligible for re-election;
 - 5.3.2. no individual shall serve on the Members Council for a consecutive period of more than 6 years;
 - 5.3.3. an individual who has served for 6 years becomes eligible for election again after a 12 month break.
- 5.4. If a position falls vacant during a term of office, the Members Council may co-opt a replacement until an election can be held.
- 5.5. A person is not eligible to serve on the Members Council if they are a member of the Management Committee, or the spouse or partner of another person on the Members Council or the Management Committee.
- 5.6. A member of the Members Council shall immediately cease to hold office if they:
 - 5.6.1. resign their office in writing to the Secretary;
 - 5.6.2. cease to be entitled to be a Member of Middleton Cooperating; or
 - 5.6.3. are removed from office by a decision of the Disciplinary Committee following the same procedure as that set out in these Rules for the expulsion of a Member, including the right of appeal, and a policy and procedures for dealing with complaints.

Meetings of the Members Council

- 5.7. Meetings of the Members Council will be held as often as they are needed, but not less than twice per year. Meetings are called by the Secretary, or by the chair of the Members Council, or by not less than four members of the Members Council who give written notice to the Secretary specifying the business to be carried out. Fourteen days' notice shall be given for a meeting.
- 5.8. The Members Council shall elect its own chair who holds office for a year.
- 5.9. Five members or 50% of the Members Council, whichever is higher, shall form a quorum.
- 5.10. Members of the Management Committee may attend meetings of the Members Council if requested to do so by the Members Council.
- 5.11. The Management Committee may make arrangements for meetings of the Members Council to be held in any way and through any medium which permits those attending to hear and comment on the proceedings. Any member who attends in this way is considered to be present at the meeting whether or not they are all assembled at one place.

- 5.12. The chair of a Members Council meeting shall aim to achieve **consent** in making any decision. If **consent** cannot be achieved, the matter can be put to a formal vote.
- 5.13. Unless the Rules provide otherwise, every question put to a vote at meetings of the Members Council shall be decided by a majority of votes cast. Each member of the Members Council shall have one vote, and in the event of a tied vote, the chair of the meeting shall have a second or casting vote.
- 5.14. A resolution circulated to all members of the Members Council and signed by the requisite majority has the same effect as a resolution validly passed at a meeting of the Members Council. Each member of the Members Council may sign a separate copy of the resolution and send a signed copy to the Secretary by email or other electronic means.

Disclosure of Interests

- 5.15. A member of the Members Council shall declare an interest and shall not vote in respect of any matter in which they, or their spouse or **partner**, have a personal financial or other material interest. If they do vote, their vote shall not be counted.

6. MANAGEMENT COMMITTEE

Composition of the Management Committee

- 6.1. The Management Committee shall comprise 5 persons who are appointed and may be removed by the Members Council.
- 6.2. The Management Committee may co-opt not more than 2 further persons.
- 6.3. The composition of the Management Committee shall seek to ensure that it contains the skills and experience needed to fulfil its function. The following principles will also apply:
 - 6.3.1. a person does not need to be a Member to be appointed to the Management Committee;
 - 6.3.2. not more than two members of the Management Committee may come from any single category of Members.
- 6.4. The Management Committee may invite other advisors or experts to attend their meetings, but such advisors or experts shall not be members of the Management Committee or have a vote on any decision.
- 6.5. The Management Committee shall elect from amongst themselves a chair who will chair Management Committee meetings, and a vice chair.

Terms of office, appointments and removals

- 6.6. The first members of the Management Committee shall be those who sign these rules for registration purposes together with any others they may co-opt, and who may remain in office until the second Annual Members Meeting, but will then retire and be eligible for reappointment.

- 6.7. Otherwise, members of the Management Committee hold office for a 3 year period ending at the conclusion of the third Annual Members Meeting after their appointment, subject to the following:
 - 6.7.1. each year, one third of the Management Committee, to be chosen by lot, shall retire and be eligible for re-appointment;
 - 6.7.2. no individual shall serve on the Management Committee for a consecutive period of more than 9 years;
 - 6.7.3. an individual who has served for 9 years becomes eligible for appointment again after a 12 month break.
- 6.8. Every member of the Management Committee must comply with the terms of any code of conduct approved by the Members Council from time to time.
- 6.9. A member of the Management Committee shall immediately cease to hold office if:
 - 6.9.1. they resign their office in writing to the Secretary;
 - 6.9.2. they become bankrupt, or make any arrangement or composition with their creditors, or become subject to a disqualification order made under the Company Directors Disqualification Act 1986;
 - 6.9.3. in the opinion of the Management Committee:
 - 6.9.3.1. they have become incapable of fulfilling their duties and responsibilities because of illness or injury; or
 - 6.9.3.2. they are guilty of conduct detrimental to the interests of Middleton Cooperating; or
 - 6.9.3.3. they are absent without good reason from three consecutive meetings of the Management Committee; and
- and in any of the above circumstances the Management Committee decides by a 75% majority of those present and voting at a properly convened meeting of the Management Committee that they should be removed, provided that the individual concerned has first been given an opportunity to put their case and to justify why they should not be removed.
- 6.9.4. they are removed from office by a two-thirds majority of the Members Council.
- 6.10. If the chair receives a written complaint identifying the complainant and alleging conduct by a member of the Management Committee that in the chair's reasonable opinion is detrimental to the interests of Middleton Cooperating and in the chair's opinion suggests that there is a *prima facie* case for the complaint to be investigated for the purpose of these rules the chair may suspend the individual concerned.
- 6.11. Where the chair is absent or unable or unwilling to act in relation to the complaint or the complaint is about the chair then the vice chair may exercise the power to suspend the chair or a member of the Management Committee in the same circumstances as the chair.

- 6.12. The individual whose conduct is complained of must immediately be notified in writing either by the Secretary or by the chair or the vice chair of the complaint and of any suspension which if exercised under these rules will be effective from the date of the notice. During the period of any suspension the individual must not:
 - 6.12.1. participate in any meeting of the Management Committee;
 - 6.12.2. authorise or incur expenditure, or take any action on behalf of or hold themselves out as a member of the Management Committee.
- 6.13. On receipt of a complaint as described above, the chair or the vice chair must immediately refer the matter for a fair process of investigation, which may be carried out by a panel established for the purpose, an independent person or persons, or such other body as the chair or vice chair acting reasonably shall appoint, including under such procedure for dealing with complaints as the Board may from time to time approve.

Meetings of the Management Committee

- 6.14. The Management Committee shall hold such meetings as it considers appropriate to discharge its roles and responsibilities.
- 6.15. Three members of the Management Committee shall comprise a quorum.
- 6.16. The Management Committee may make arrangements for its meetings to be held in any way and through any medium which permits those attending to hear and comment on the proceedings. Any member who attends in this way is considered to be present at the meeting whether or not they are all assembled at one place.
- 6.17. The chair of a Members Meeting shall aim to achieve **consent** in making any decision. If **consent** cannot be achieved, the matter can be put to a formal vote.
- 6.18. Unless the Rules provide otherwise, every question put to a vote at meetings of the Management Committee shall be decided by a majority of votes cast. Each member of the Management Committee shall have one vote, and in the event of a tied vote, the chair of the meeting shall have a second or casting vote.
- 6.19. A resolution circulated to all Members of the Management Committee and signed by the requisite majority has the same effect as a resolution validly passed at a meeting of the Management Committee. Each member of the Management Committee may sign a separate copy of the resolution and send a signed copy to the Secretary by email or other electronic means.

Declaration and disclosure of Interests

- 6.20. Any member of the Management Committee, having an interest in any arrangement between Middleton Cooperating and someone else shall disclose their interest, before the matter is discussed by the Management Committee. Such disclosure must comply with any Code of Conduct adopted by the Management Committee. Unless expressly permitted by these rules they shall not remain present unless requested to do so by the other members of the Management Committee, and they shall not have any vote on the matter in question.

- 6.21. Every member of the Management Committee shall ensure that the Secretary has a list of all other bodies in which they or their spouse or partner have an interest as:
 - 6.21.1. a director or officer;
 - 6.21.2. an official or elected member of a statutory body;
 - 6.21.3. the owner or controller of more than ten per cent of the shares of any company;
 - 6.21.4. the holder of any other significant or material interest.

Remuneration

- 6.22. Members of the Management Committee are not entitled to any remuneration, but they may be reimbursed for reasonable expenses incurred in connection with Middleton Cooperating's business.

Secretary

- 6.23. The Management Committee appoints and may remove the Secretary, and decides the terms of the appointment and whether any remuneration is to be paid.
- 6.24. A person does not have to be a Member in order to be appointed Secretary, and a member of the Management Committee may be appointed Secretary.
- 6.25. The Secretary
 - 6.25.1. has the functions set out in the Rules and any other functions which the Management Committee assigns;
 - 6.25.2. acts as Returning Officer at and is responsible for the conduct of all elections described in the Rules;
 - 6.25.3. has absolute discretion to decide any issue or question which the Rules require the Secretary to decide.

7. REPORTING

Preparation of Accounts

- 7.1. In respect of each year of account, the Management Committee shall cause Annual Accounts to be prepared which shall include:
 - 7.1.1. a revenue account or revenue accounts which singly or together deal with the affairs of Middleton Cooperating as a whole for that year and which give a true and fair view of the income and expenditure of Middleton Cooperating for that year; and
 - 7.1.2. a balance sheet giving a true and fair view as at the date thereof of the state of the affairs of Middleton Cooperating.

Auditors and Audit

- 7.2. Where necessary in law, or where the membership requires, an audit will be carried out by a registered auditor or by two or more lay auditors, where the conditions specified in law for appointing lay auditors prevail.

Presentation of Accounts

- 7.3. The Management Committee shall present the Annual Accounts and reports of the business and affairs of Middleton Cooperating to the Annual Members Meetings.
- 7.4. The Management Committee shall lay Annual Accounts before the Annual Members Meeting showing respectively the income and expenditure for and the state of the affairs of Middleton Cooperating as at the end of Middleton Cooperating's most recent financial year (or of such other period as the Management Committee may decide).

Publication of Accounts and Balance Sheets

- 7.5. Subject to the law, the Management Committee must not cause to be published any revenue account or balance sheet unless it has previously been audited by the auditors. Every revenue account and balance sheet published must be signed by the Secretary and by two members of the Management Committee acting on behalf of the Management Committee.

Copy of Balance Sheet to be Displayed

- 7.6. Middleton Cooperating must keep a copy of the last balance sheet for the time being, together with the report of the auditors, always displayed in a conspicuous place at its registered office.

Annual Return to be sent to Financial Services Authority

- 7.7. Middleton Cooperating must, within the time allowed by legislation in each year, send to the **Financial Conduct Authority** a general statement in the prescribed form, called the annual return, relating to its affairs during the period covered by the return, together with a copy of:

- 7.7.1. Middleton Cooperating's financial statements for the period included in the return; and
 - 7.7.2. any report of any auditors thereon

and the most recent annual return of Middleton Cooperating shall be made available to any Member by the Secretary on request in writing free of charge.

8. DEVELOPMENT AND CHANGE

Development

- 8.1. In line with its commitment to ongoing feedback and continual learning and reflection, from time to time and not less than every three years the Members, the Members Council and the Management Committee will review these Rules and other related documents with a view to:
 - 8.1.1. considering their fitness for purpose in fulfilling Middleton Cooperating's Purpose;
 - 8.1.2. if appropriate putting forward potential changes.

Alterations to Rules

- 8.2. No new rule shall be made, nor shall any of the Rules be amended, unless it is approved by a two-thirds majority of the votes cast at a Special Members Meeting.
- 8.3. Notice of such a Special Members Meeting shall specify the rules to be amended and set out the terms of all amendments or new rules proposed.
- 8.4. No amendment to any of the Rules and no new rule shall be valid until registered.
- 8.5. The Management Committee may change the situation of Middleton Cooperating's registered office. Middleton Cooperating will send notice of any such change to the **Financial Conduct Authority**.

Transfers of Engagements

- 8.6. Middleton Cooperating may, by special resolution passed at a Special Members Meeting in accordance with the Rules and in the way required by the law, amalgamate with or transfer its engagements to any **society** or convert itself into a **company**.
- 8.7. Middleton Cooperating may also accept a transfer of engagements and assets from any **society** by resolution of a Members Meeting.

Dissolution

- 8.8. Middleton Cooperating may be dissolved by winding up in the way required by the law. If on the solvent dissolution or winding up of Middleton Cooperating there remain any assets whatsoever after the satisfaction of all its debts and liabilities and the repayment of the paid-up share capital, such assets shall be transferred to:
 - 8.8.1. another community benefit society or charity whose objects are mainly focussed on the people and community of Middleton; or
 - 8.8.2. any other community benefit society or charity
in each case as determined by the Members at the time.

9. SHARE CAPITAL

- 9.1. Middleton Cooperating has Membership Shares of £1 each, which are neither withdrawable nor transferable, nor do they carry any right to interest, dividend or bonus.
- 9.2. Every member holds one Membership Share, which shall be allotted on admission to membership, but for which no payment is due unless Middleton Cooperating requests it.
- 9.3. On cessation of membership for whatever reason, their Membership Share is cancelled.
- 9.4. Subject to confirmation by the Management Committee, Middleton Cooperating may issue Ordinary Shares of £1 each which may only be held by Members and are withdrawable in accordance with the rules but not transferable. Except as permitted by law, no Member may have an interest in Ordinary Shares exceeding £100,000.

- 9.5. Ordinary shares shall be entitled to such level of interest, payable out of surpluses or profits, as may be determined by the Management Committee from time to time, but not exceeding the rate needed in the opinion of the Management Committee to obtain and retain the capital required to carry out the Purpose and Objects of Middleton Cooperating.
- 9.6. Ordinary Shares may be withdrawn by Members by giving three months' notice provided that:
 - 9.6.1. all withdrawals shall be paid in the order in which the notices were received;
 - 9.6.2. the Management Committee may waive the notice required for a withdrawal and may direct payment to be made without notice or on such shorter notice as they consider fit;
 - 9.6.3. the Management Committee may, at their sole discretion, suspend the right to withdraw either wholly or partially, and either indefinitely or for a fixed period. The suspension shall extend and apply to all notices of withdrawal which have been received and remain unpaid at the time of suspension. Where the suspension is for a fixed period, such period may be extended from time to time by the Management Committee;
 - 9.6.4. during any period when the right of withdrawal has been suspended, the shares of deceased Members may, if the Management Committee agrees, be withdrawn by their personal representatives upon giving such notice as the Management Committee may require;
 - 9.6.5. the amount to be paid to a Member on withdrawal shall be the amount paid up or credited on the shares to be withdrawn;
 - 9.6.6. any share withdrawn in accordance with the rules shall be cancelled.
- 9.7. In accordance with section 37 of **the Act**, a Member may nominate one or more persons to whom property which that Member holds in Middleton Cooperating may be transferred on death. On receiving a satisfactory proof of death of a Member who has made a nomination Middleton Cooperating shall, in accordance with **the Act**, either transfer or pay the full value of the property comprised in the nomination to the individual or individuals entitled thereunder. Any property held by a Member who dies or becomes bankrupt which is not dealt with by nomination under this Rule shall be dealt with as follows:
- 9.8. Middleton Cooperating shall transfer or pay property to which an **Officer Holder** has become entitled as the **Office Holder** may direct the Society but only upon a claim being made by:
 - 9.8.1. the personal representative of a deceased Member; or
 - 9.8.2. the trustee in bankruptcy of a Member who is bankrupt; or
 - 9.8.3. the **Office Holder** to any property in the Society belonging to such a Member.

10. ADMINISTRATIVE

Powers

- 10.1. Middleton Cooperating has the power (its Powers) to do anything which appears to it to be necessary or desirable for the purposes of or in connection with its Objects.
- 10.2. In particular it may:
 - 10.2.1. acquire and dispose of property;
 - 10.2.2. enter into contracts;
 - 10.2.3. employ staff;
 - 10.2.4. make use of the services of volunteers;
 - 10.2.5. receive donations or loans free of interest for its Objects.
- 10.3. Any power of Middleton Cooperating to pay remuneration and allowances to any person includes the power to make arrangements for providing, or securing the provision of pensions or gratuities (including those payable by way of compensation for loss of employment or loss or reduction of pay).
- 10.4. Middleton Cooperating shall not accept deposits.

Borrowing

- 10.5. Subject to the approval of the Management Committee, Middleton Cooperating may borrow money for the purposes of or in connection with its Objects, including the issuing of loan stock, subject to a limit of £5,000,000 (five million pounds).

Investments

- 10.6. Subject to any restriction imposed by resolution of any Members Meeting, the Management Committee may invest any part of the capital and funds of Middleton Cooperating in any manner which the Management Committee may from determine.

Books of Account

- 10.7. The Management Committee shall cause to be kept proper books of account with respect to the transactions of Middleton Cooperating, its assets and liabilities, and shall establish and maintain a satisfactory system of control of the books of account, the cash holdings and all receipts and remittances of Middleton Cooperating in accordance with the law.

Treatment of Net Surplus

- 10.8. The profits or surpluses of Middleton Cooperating shall not be distributed either directly or indirectly in any way whatsoever among Members, but shall be applied:
 - 10.8.1. to maintain prudent reserves;
 - 10.8.2. on expenditure in carrying out Middleton Cooperating's Objects;
 - 10.8.3. in paying interest on Ordinary Shares in accordance with the Rules.

Minutes

- 10.9. The Management Committee shall cause proper minutes to be made of all Members Meetings, meetings of the Management Committee and of any sub-committees. All such minutes shall be open to inspection by any Member at all reasonable times.

Settlement of Disputes

- 10.10. Any dispute, between Middleton Cooperating or an officer of Middleton Cooperating on the one hand and a Member or a person who has for not more than six months ceased to be a Member on the other hand, as to the interpretation of or arising out of the Rules shall (except as otherwise provided in the Rules) be referred, in default of agreement between the parties to the dispute, to a person appointed by the President of the Chartered Institute of Arbitrators, on application by any of the parties. The person so appointed shall act as sole arbitrator in accordance with the Arbitration Act 1996 and such person's decision shall (including any decision as to the costs of the arbitration) be final.

Register of Members

- 10.11. Middleton Cooperating shall keep at its registered office a register of Members as required by the law. Any Member wishing to inspect the register (or any part of it) shall provide Middleton Cooperating with not less than 14 days' prior notice given in writing to the Secretary at Middleton Cooperating's registered office.

Notices

- 10.12. Any notice required to be given by these Rules may be posted or delivered electronically to an address provided by the intended recipient for that purpose. Any accidental failure to deliver any notice to any person as required by these rules shall not invalidate the proceedings at that meeting.

Copies of Rules and Regulations

- 10.13. The Secretary will provide a copy of the Rules free of charge to every Member on admission to membership. The Secretary will provide a copy of the Rules to any other person who demands it and may charge a sum (not exceeding the maximum allowed by the law) for providing such a copy.

Directors' and Officers' Indemnity

- 10.14. Members of the Management Committee and the Secretary who act honestly and in good faith will not have to meet out of their personal resources any personal civil liability which is incurred in the execution or purported execution of their functions, save where they have acted recklessly. Any costs arising in this way will be met by Middleton Cooperating. Middleton Cooperating may purchase and maintain insurance against this liability for its own benefit and for the benefit of members of the Management Committee and the Secretary.

APPENDIX

- 1 The Rules should be read and understood on the basis of what is set out below.
- 2 Words in the singular include the plural, and words in the plural include the singular.
- 3 Any reference to legislation includes any subsequent enactments, amendments and modifications, or any subordinate legislation.
- 4 The section, rule and paragraph headings are inserted for convenience only and shall not affect the interpretation of the Rules.
- 5 The following words and phrases have the special meaning set out below.

“Act of Parliament” Any legislation, whether primary or secondary, having legal force in the United Kingdom

“company” A company registered under the Companies Act 2006 or any previous Companies Act

“consent” Those involved will work together to make a decision that, whilst it may not be the preferred option of all, falls within the tolerance of all. Failure to consent should be based on a reasonable belief that the decision would adversely affect the purpose of Middleton Cooperating.

If consent cannot be achieved, then those involved should consent to a course of action that refines the decision and/or aims to address the concerns of those who cannot consent. This may include further research or (where appropriate) a limited trial period of implementation of the decision. The guiding principle being that the decision should be good enough for now and safe enough to try.

Proceeding to a vote always remains an option where consent cannot be achieved.

“Financial Conduct Authority” Financial Conduct Authority, 12 Endeavour Square, London E20 1JN or such other body as succeeds to its functions in regard to mutual societies

“Office Holder” a receiver, administrative receiver, liquidator, provisional liquidator or administrator of a Member of all or substantially all of the Member's assets

“partner” A person living with another in the same household as a couple

“Small and Medium-sized Enterprise” An enterprise with fewer than 250 employees

“society” A society registered under the Co-operative and Community Benefit Societies Act 2014

“the Act” Co-operative and Community Benefit Societies Act 2014

6 The following words or phrases are introduced in the rule specified in each case.

Words or Phrases	Rule
Annual Members Meeting	4.1 and 4.5
Annual Accounts	7.1
Appendix	1.8.1
Charter of Commitments	1.5
Community Circle	2.2.1
Disciplinary Committee	2.7
Management Committee	2.6 and 6
Member	2.4 and 3.1
Members Council	2.5 and 5
Members Meeting	4
Membership Share	9.1
Membership Strategy	3.10.1
Middleton	1.9
Objects	1.4 and
Ordinary Share	9.4
Powers	10.1
Purpose	1.3
Register of Members	10.11
Rules	1.6
Secretary	2.10 and 6.21
Special Members Meeting	4.2

Signatures of Members	Full Names	Date
	Phillip Worthington	1 st February 2021
.....	Kallum Nolan	5th February 2021
Kallum Nolan		
Kerry Bertram	Kerry Bertram	5 th February 2021

Signature of Secretary

Mark Fraser

Mark Fraser

1st February 2021

Register a community benefit society

Section 1 – About this form

Use this form to register a community benefit society under the Co-operative and Community Benefit Societies Act 2014 or the Co-operative and Community Benefit Societies Act (Northern Ireland) 1969.

Use this form for either a new registration of a community benefit society, or for a conversion to a community benefit society from either a company or society registered under the Friendly Societies Act 1974.

To register a society we need:

- this completed form
- one signed copy of the society's rules (or two copies where not submitting electronically)

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

Before you start completing this form you may find it helpful to read Chapter 5 of our guidance on our registration function under the Co-operative and Community Benefit Societies Act 2014: <https://www.fca.org.uk/publication/finalised-guidance/fq15-12.pdf>

Section 2 – About this application

2.1 What are you applying to do?

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

2.2 Who should we contact about this application?

Name	Rumandeep Dhariwal
Position	Solicitor
Postal address	Anthony Collins Solicitors 134 Edmund Street Birmingham B3 2ES
Telephone number	0121 212 7416
Email address	Rumandeep.dhariwal@anthonycollins.com

Section 3 – About the society

3.1 What will be the registered name of the society? (This must be exactly as it appears on the society's proposed rules). Please see page 24 of our guidance for further guidance on society names.

Society name	Middleton Cooperating Limited
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All societies must be carrying out an industry, business or trade. Here we are looking to gain a practical understanding of what that is for your society.

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

The Society is to be a catalyst for the development of cooperatives and other businesses and organisations, and any other forms of community activity that will help Middleton to become a fairer and more cooperative place for the benefit of the community. To achieve this the Society may carry on any trade, business or service its Management Committee considers appropriate. (rule 1.4)

3.3 What Standard Industrial Classification code best describes the society's main business? Where more than one code applies, please select the code that you feel best describes the society's main business activity. You will find a full list of codes here: <http://resources.companieshouse.gov.uk/sic/>

82990

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

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

By the encouragement, facilitation and co-ordination of locally-based and community-led initiatives in Middleton, working together to build a fairer and co-operative local economy that enhances well-being across the town and ensures that wealth is retained and shared locally

3.5 Please describe how the society's business will deliver these benefits?
The business of the society must be conducted for the benefit of the community.
Please describe *how* the society's business (as described in answer to question 3.2) benefits the community.

The Society aims to achieve its objects by encouraging and enabling Members to work together cooperatively and supporting them in their endeavours by making available the knowledge, assets and connections which the Society has at its disposal (rule 2.1)



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

The Society exists to make Middleton a fairer and more cooperative place for the benefit of its local community, its borough, Greater Manchester, the North West, and beyond.

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

The Society will use capital from members and it It may also seek grants from public bodies and loan facilities from bank(s). The Society may also fundraise, seek sponsorship and donations

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

The profits or surpluses of the Society shall not be distributed either directly or indirectly in any way whatsoever among Members but shall be applied to maintain prudent reserves; on expenditure in carrying out the Society's Objects; or in paying interest on Ordinary Shares in accordance with the rules. (Rule 10.8)

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

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

There are no specific commercial arrangements that the society has or intends to have at this stage, but it is likely that it will work collaboratively with public sector bodies, anchor institutions and other local organisations. It will ensure that any such arrangements do not create a conflict of interest through

- **open and transparent declaration and disclosure of interests provision in the rules (rules 6.20 and 5.15),**
- **openness and transparency with and accountability to Members including individuals and local organisations (rule 2.5) and to the Members Council (rule 2.6).**

3.10 Please state any close links which any of the founding members or directors has, or intends to have, with any society, company or authority.

'Close links' includes any directorships or senior positions held by directors or founding members of the society in other organisations.

Kallum Nolan: Councillor, Rochdale Borough Council

Kerry Bertram: Strategic Lead (Rochdale), Action Together

**Phillip Worthington: Community Investment Manager,
Rochdale Boroughwide Housing**

3.11 On what date do you want the society's financial year to end? This is the date the society's financial year will end, every year after the society is registered. If you have a preference (e.g. 31 March) please specify that here. If you do not select a date the society will be given the anniversary of the last day of the month it was registered in.

3	1	/	0	3
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Asset lock

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

Yes

No

Charitable objects

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

Yes

No

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

Section 4 – The society's rules

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

Name of sponsoring body	
Name of model rules	
Signature on behalf of sponsoring body (unless submitted by email by the sponsor)	
Date	

The Act requires rules of societies to make provision for all of the matters listed below. If you have not made provision for all of the matters listed below we will not be able to register your society.

4.2 Please complete this table

Provision required by the Act	Number of the rule(s) covering this E.g. '2.3-2.7'
The society's name	1.1
The objects of the society	1.4
Place of the society's registered office, to which all communications and notices may be addressed	1.2
The terms of admission of the members, including any society or company investing funds in the society under the provisions of the Act	3.1 – 3.9
The method of holding meetings, the scale and right of voting, and the method of making, altering or rescinding rules	4.1 – 4.23 5.7 - 5.14 8.2 – 8.5
The appointment and removal of a committee (by whatever name) and of managers or other officers and their respective powers and remuneration	6
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	9.1 9.4
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	10.2 - 10.6
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	9.1 9.4 9.6
Whether any or all shares are withdrawable, and provision for the method of withdrawal and for payment of the balance due on them on withdrawing from the society	
Provision for the audit of accounts in accordance with Part 7 of the Act	7.1 – 7.7
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	9.6
The way in which the society's profits are to be applied	10.1 – 10.3 10.8
If the society is to have a common seal, provision for its custody and use	n/a
Whether any part of the society's funds may be invested, and if so by what authority and in what way	10.6

Section 5 – Converting to a society

You only need to complete this section if you are converting from a company or friendly society to a community benefit society. If this does not apply to you please move on to section 6.

Requirements

If you are converting a company into a society, three copies of a special resolution to convert the company, with the following information included in the resolution:

- Company name & number
- Date the resolution was passed
- Names of three members appointed to sign the society's rules and to either: accept alterations to the rules made by the FCA without further consulting the company; or lay any such alterations before a general meeting of the company for acceptance

Details

5.1 Please provide details of the friendly society or company you are converting from.

Name	
Registration number	
Registered office address	
Postcode	

Section 6 – Member details

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

Name	Mark Fraser
Month of birth	September
Year of birth	1959
Signature	Mark Fraser
Date	1 st February 2021

6.2 Please provide the details of 3 members below.

Name	Kallum Nolan
Month of birth	March
Year of birth	1991
Signature	Kallum Nolan
Date	5th February 2021

Name	Phillip Worthington
Month of birth	September
Year of birth	1984
Signature	
Date	1 st February 2021

Name	Kerry Bertram
Month of birth	February
Year of birth	1983
Signature	Kerry Bertram

Date	5.2.21
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6.3 Societies are within the scope of the Company Directors Disqualification Act 1986 (CDDA). Please confirm that no proposed director is disqualified under that Act:

No proposed director is disqualified

Section 7 – Submission details

7.1 Please complete the submission checklist below.

Items	Options
The society's rules signed by three members and the secretary	<input type="checkbox"/> Two copies attached - submitting by post <input checked="" type="checkbox"/> One copy attached - submitting by email
Marked-up copy of rules showing what changes the society is making to the model rules	<input type="checkbox"/> One copy attached <input checked="" type="checkbox"/> Not attached - not using model rules <input type="checkbox"/> Not attached – using model rules with no changes
Special resolution to convert the company to a society, including the following information: <ul style="list-style-type: none"> • Company name & number • Date the resolution was passed • Names of three members appointed to sign the society's rules and to either: accept alterations to the rules made by the FCA without further consulting the company; or consult the company about any such alterations 	<input type="checkbox"/> Three copies attached - submitting by post <input type="checkbox"/> One copy attached - submitting by email <input checked="" type="checkbox"/> Not attached - not a company converting to a society
Cheque for registration fee made payable to the Financial Conduct Authority Please indicate below which fee is applicable to you, then select a box on the right to show how you are paying it: <input type="checkbox"/> £40 - using model rules with no changes <input type="checkbox"/> £120 - using model rules with 1-6 changes <input type="checkbox"/> £350 - using model rules with 7-10 changes <input type="checkbox"/> £950 - using model rules with 11 or more changes <input checked="" type="checkbox"/> £950 - not using model rules <input type="checkbox"/> No fee - Friendly society converting to a society	<input type="checkbox"/> Cheque attached – submitting this form by post <input checked="" type="checkbox"/> Cheque posted separately – submitting this form by email <input type="checkbox"/> No fee - Friendly society converting to a society

Section 8 – Submitting this form

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

Or please submit by post to:

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

This form is available on the **Mutuals Society Portal**:

<https://societyportal.fca.org.uk>