

Reg. No., 19035R.

**RULES**  
OF THE  
**OXFORD & SWINDON**  
**Co-operative Society Limited**

CO-OPERATIVE PRINTING SOCIETY LIMITED, NEW MOUNT STREET  
MANCHESTER, M4 4DH:

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# RULES

The rules hereto annexed entitled "General Rules for an Industrial and Provident Society, 8th edition (Retail)" and numbered 1 to 104, together with the rules entitled "Special Rules" shall be the rules of this society.

If there shall be any inconsistency between the provisions of any Special Rules and those of any General Rules the provisions of the Special Rules shall prevail.

## THE SPECIAL RULES OF THE SOCIETY

I. General Rule 1.—"the constituent societies" shall mean Oxford and District Co-operative Society Limited and Swindon and District Co-operative Society Limited.

"the operative date" shall mean the date of merger of the constituent societies.

II. General Rule 3.—The name of the society is the Oxford and Swindon Co-operative Society Limited and its registered office shall be at 65 George Street, Oxford, ~~Oxfordshire~~. OX1 2BQ

III. General Rule 13.—An application fee for membership of the society shall not be required.

IV. General Rule 35.—The total amount of advances shall not exceed five times the nominal capital of the society.

V. General Rules 45-59.—General meetings of the society shall be ordinary or special and each general meeting shall be comprised of district meetings to be held at Oxford and Swindon, and such other places as may be determined from time to time by the Central Board, at such dates and times as shall be determined by the Central Board. The district meeting at Oxford shall be held last.

Ordinary general meetings shall be held quarterly in the months of March, June, September, and December. The meeting to be held in December shall be annual general meeting.

Any member having a proposition to submit shall send the same in writing to the secretary not later than 28 days before the date of the meeting.

The agenda for each ordinary meeting shall be published at least 21 days before the date of the first district meeting. Any amendment to the business of the meeting shall be submitted in writing to the secretary not later than 14 days before the date of the first district meeting and shall be published as the Central Board shall determine.

Members of the society shall be entitled to attend only the district meeting for the district in which they reside, except the directors, officials, auditors, and such other persons as may be determined by the Central Board, provided that no person shall vote at more than one meeting. A proposer of any motion or amendment on the agenda shall have the right to attend all district meetings for the purpose only of dealing with his motion or amendment except that at one meeting he may participate in other business.

Admittance to meetings shall be by production of share pass book, or receipt therefor, or membership card.

The same agenda of business shall be considered at all district meetings and all votes for and against matters coming before the meeting shall be added together and the matters shall be determined accordingly. In the case of motions and amendments all meetings shall vote thereon as though the amendments were separate motions and such motion or amendment voted upon as a motion shall be carried as receives the highest number of votes in support. The result of all voting shall be declared at the last district meeting held. A district meeting may also transact any business of district interest only as may be determined by the Central Board.

VI. General Rules 53 and 54.—The quorum of any district meeting shall be twenty. The adjournment provisions in General Rule 54 shall apply only to the last district meeting.

#### VII. General Rules 60-71.—

- (a) Immediately after the operative date the society shall be divided into two districts being the trading areas of the constituent societies. The districts shall be called the Oxford and Swindon districts respectively. On the merger of any other societies with this society the Central Board of Directors may form other districts and/or may vary the areas of the existing districts.
- (b) For each district there shall be a district board of directors. The first district boards shall consist respectively of the boards of directors of the constituent societies who are in office at the operative date. Commencing at the September, 1969, meeting approximately one quarter of each district board shall retire at each March and September meeting and subject to being qualified shall be eligible for re-election. The order of retirement from each district board shall be determined by the retirement rotas of the boards of directors of the constituent societies. The normal term of office of district directors shall be two years. The Central Board may determine the constitutions of district boards for any other districts which may be formed under the provisions of Clause (a) of this rule.
- (c) The following qualifications and disqualifications shall apply on nomination for election to and where applicable, during service on a

district board :

- (i) On nomination for election a candidate must have been a member of the society (or one of the constituent societies or societies which have merged with this society) for at least two years.
  - (ii) For at least 12 months before the date of nomination and subsequently a candidate must hold at least £15 paid up share capital. The share capital of husband and wife may be aggregated for the purposes of this rule. (This qualification shall not be effective until March, 1970.)
  - (iii) On nomination a candidate must have spent at least £60 on purchases during the previous 12 months, with the society (or the constituent societies or a society merging with this society). The above rate of purchases must be maintained during service on a district board. The purchases of husband and wife may be aggregated for the purpose of this rule. "Purchases" shall be evidenced only by the dividend stamp books surrendered to the society during the period.
  - (iv) At the elections in September, 1971, and subsequently no member shall be eligible for nomination who has attained or will attain the age of 65 years before the date of the last meeting at which the results of the elections will be declared. For the purposes of this rule the secretary may require any candidate to produce his birth certificate or other satisfactory evidence of his age. Failure to comply with such request shall render the candidate's nomination invalid.
  - (v) No person shall be eligible who is a bankrupt or incapable through disorder or disability of mind of managing his own affairs, or is concerned in, or participates in the profits of a contract with the society, except as a member or employee of any society, or company which contracts with or does any work for the society.
  - (vi) No person shall be eligible who is carrying on a trade or business which is in competition with any similar trade or business which is conducted by the society.
- Notwithstanding the provisions of these rules, employee members of the society shall be eligible to serve as district directors provided that at any time not more than two employee members shall serve on a district board at the same time.
- (d) A district director may be removed from office under the provisions of General Rule 61 by a special meeting of the district which elected him.
  - (e) Casual vacancies on a district board shall be filled at the next convenient election.

- (f) A district chairman and vice-chairman shall be appointed by and from the members of each district board at the first meetings of such boards after the operative date, and subsequently at the first meetings after each alternate September meeting. Any chairman shall have a casting vote in addition to his own vote as a member of the district board.
- (g) The duties of district boards shall be to watch and further the interests of the society in their districts. They are to be provided with particulars relating to the operations of the society and the names and addresses of members in their districts. They shall consider such information which may be supplied to them and arising therefrom desirable. They shall be entrusted with the implementation of local schemes, co-operative propaganda, and campaigns for increasing sales and membership. They shall assist in promoting good co-operative relations in their districts and encourage members' interest in and attendance at district meetings. They shall be empowered to meet representatives of co-operative auxiliaries and other organisations in their districts to discuss matters of mutual interest. Members' complaints which have not been dealt with by the appropriate official to the satisfaction of the member concerned may be referred to the district board which may also consider suggestions made for increasing the sales or extending the society's services. The district boards shall be subject to the authority of the Central Board and shall have no power to instruct the servants of the society or to pledge its credit or involve it in any expense except by virtue of a written order signed by the secretary on behalf of the Central Board and then only to the extent therein expressed. District boards shall meet fortnightly or as required, and one half of the district directors shall form a quorum. Each district board shall prepare a brief report of its work which shall be presented to its district quarterly meetings.
- (h) District boards shall be elected by and from the members resident in each district under such arrangements as may be determined by the Central Board. The secretary of the society shall be the returning officer and shall be responsible for conducting the elections.
- VIII. General Rules 60-71.—The management of the society shall be vested in a Central Board of Directors which shall consist of Central Directors appointed by and from the members of the district boards. The Oxford and Swindon District Boards shall each appoint five members and the Central Board may determine the number of Central Directors to be appointed from any other district board which may be formed. The appointments to the Central Board shall be made at the first meetings of the district boards after the operative date. Such Central Directors shall serve until the March, 1971, meeting when they shall retire but subject to remaining qualified shall be eligible for reappointment. Subsequently the appointments shall be made at the first meetings of the district boards after each alternate March meeting. Not more than one employee member shall be appointed to the Central Board by any district board. A Central Director ceasing to be a district director shall immediately vacate his seat on the Central Board. A Central Director may be removed from the Central Board at any time by a majority of the full district board which appointed him. A vacancy on the Central Board may be filled immediately by the appropriate district board.
- At the first meeting of the Central Board after the operative date a chairman and vice-chairman shall be appointed by and from the Central Directors. They shall remain in office until the March, 1971, meeting when they shall vacate office but shall be eligible for reappointment. At the first meeting of the Central Board after the March, 1971, meeting and biennially thereafter a chairman and vice-chairman shall be appointed as aforesaid. Any chairman shall have a casting vote in addition to his own vote as a Central Director.
- Meetings of the Central Board shall normally be held fortnightly alternately at Oxford and Swindon, or at such other places as may be determined by the Central Board. Five Central Directors, there being not less than two present from each of the districts formed by the constituent societies, shall form a quorum.
- IX.—Any committees which are or may be established in connection with the society shall be subject to the board of directors.
- X. General Rule 91, Clause (c) Education Grant.—The education fund shall be allocated the sum of £4,000 per annum or such higher amount as may be recommended by the Central Board.
- Clause (d) Political Grant.—The political fund shall be allocated the sum of £3,000 per annum or such higher amount as may be recommended by the Central Board.
- XI. Member Education.
- (a) The education fund shall be administered by a member education council and district education committees and shall be used to extend the principles of co-operation by means of propaganda, social, and educational intercourse. The council shall submit a report to each half-yearly meeting of the society.
- (b) The council and district education committees shall be formed and be appointed and/or elected under the same procedures as for the Central and district boards under the provisions of Special Rules VII and VIII. The council shall consist of five members of each of the district education committees of the constituent societies, and such other district education committeemen from any other districts which may be formed as may be determined by the Central Board. In addition two Central Directors shall be appointed to the council, and two district directors to each district education committee.

At each half-yearly election two district education committeemen shall be elected and the qualifications and disqualifications for office shall be the same as for district directors, except as follows :

- (i) At least £3 paid up share capital shall be held under Special Rule VII (c) (ii) ;
  - (ii) At least £60 purchases if married, or £30 if single, shall be required under Special Rule VII (c) (iii) ;
  - (iii) The age limit (Special Rule VII (c) (iv)) shall not apply until the September, 1975, meeting ;
  - (iv) No district director shall be a member of a district education committee, except as provided above ; and
  - (v) Employee members shall be eligible to serve on the district education committees and council.
- (c) The member education council and district education committees respectively shall determine the places, frequency, and times of their respective meetings. Six members (in the case of the council three from each of the district education committees of the districts formed by the constituent societies), shall form a quorum for the council and each district education committee.
- (d) The council shall have power to appoint and remove a secretary and such staff as shall be necessary, and shall determine their duties and remuneration under the direction of the Central Board.

XII. Co-operative Party.—The political fund shall be used to pay the affiliation fee to the Co-operative Party, and the remainder shall be administered by a society co-operative party constituted with the objects, constitution, powers, and functions laid down from time to time by the National Committee of the Co-operative Party acting on behalf of the Co-operative Union Limited.

## GENERAL RULES

for an

### Industrial and Provident Society

Registered under the Industrial and Provident  
Societies Acts, 1965—1968

©

Co-operative Union Ltd.



## GENERAL RULES

1. **Interpretation.**—In these rules, including this rule, except where the context otherwise requires :

(a) *Words importing the singular or plural include the plural or singular respectively, and words importing the masculine gender only shall include females ;*

(b) *"the Act" means the Industrial and Provident Societies Act, 1965 to 1968, as amended by any subsequent enactments ;*

(c) *"society" means any society registered under the Act ;*

(d) *"he," "him," "his," and "person" include a society ;*

(e) *"Registrar" and "Chief Registrar" shall have the same meaning as in the Act ;*

(f) *"the society" means the society named in the special rules ;*

(g) *"the special rules" means the rules herein preceding the general rules and so headed ;*

(h) *"the general rules" means rules numbered 1 to 104 hereof ;*

(i) *"these rules" or "the rules" means the registered rules for the time being of the society ;*

(j) *"officer" shall include any president, secretary, treasurer, director, manager, or servant, other than a servant appointed by the directors ;*

(k) *"Treasury Regulations" means the regulations for the time being in force made by the Treasury under the Act.*

2. **General Rules and Special Rules.**—The provisions of the general rules shall be read together with and be subject to the provisions of the special rules and, where there is a conflict or inconsistency between the two, the latter shall prevail.

### NAME, REGISTERED OFFICE AND OBJECTS.

3. **Name and Registered Office of the Society.**—The name and registered office of the society shall be those specified in the special rules.

4. **Change of Registered Office.**—The registered office may be changed by resolution of the directors and notice of any such change shall be sent by the secretary to the Registrar within fourteen days thereof in manner and form prescribed by Treasury Regulations.

5. **Use of Name of the Society.**—The name of the society shall be mentioned in legible characters in all business letters of the society, notices, advertisements, and official publications, bills of exchange, promissory

notes, endorsements, cheques, or orders for money or goods purporting to be signed by or on behalf of the society, and on all bills, invoices, receipts, or letters of credit of the society, and shall be conspicuously painted or affixed, and kept painted or affixed, in letters easily legible, on the outside of every office or place of business of the society.

6. **Objects of the Society.**—The objects of the society shall be to carry on the business of a storekeeper, general dealer, both wholesale and retail, and universal provider of goods and services of all kinds, and of manufacturer, producer, grower, cultivator, of any goods whatsoever, and generally to engage in any business, trade, industry or service as principals or agents which may seem to the society directly or indirectly conducive to the carrying out of the aforesaid objects, including hire purchase, credit sales, and rental transactions.

### POWERS.

7. **General Powers.**—The society shall have full power to do all things necessary or expedient for the accomplishment of all its objects, including the power to purchase, hold, sell, mortgage, rent, lease, or sub-lease, lands of any tenure, and to erect, pull down, repair, alter or otherwise deal with any building thereon.

8. **Power to Establish Pension Scheme.**—Without prejudice to the generality of the foregoing the society shall have power to establish a pension or superannuation scheme for the benefit of its employees and to pay contributions thereto and to enter into any contract or trust deed for this purpose and to act as trustee of such fund.

### FEDERATION.

9. The society shall be and remain a member of the Co-operative Union Limited.

### MEMBERSHIP.

10. **Who are Members.**—The society shall consist of all persons who hold at least the number of shares required to be held by Rule 11, whether singly or jointly.

11. **Shares to be held by Members.**—Every member shall hold at least one share or such greater number as may be specified in the special rules and no member other than a society shall have an interest in the shares of the society exceeding £1,000.

12. **Application for Membership.**—An application for membership shall be in such form as the directors may prescribe and shall contain an application for the number of shares a member is required to hold by virtue of the preceding rule.

13. **Application Fee.**—An application fee to be specified in the special rules shall be paid by every person applying for membership and shall be returned to him if his application is refused.

14. **Admission of Minors.**—A minor not under the age of 16 years may be admitted as a member, and execute all instruments and give all acquittances necessary to be executed or given under the rules, but may not be an officer of the society.

15. **Cesser of Membership.**—A member shall cease to be a member if for any reason whatsoever he ceases to hold any share in the society.

#### REGISTER OF MEMBERS.

16. **Duty to keep Register.**—The society shall keep at its registered office a register of members (in these rules referred to as "the register") in which the secretary shall enter the following particulars:

- (a) the names and addresses of the members;
- (b) a statement of the number of shares held by each member, of the amount paid, or agreed to be considered as paid, on the shares of each member and of the date and manner in which any share ceased to be held by any member;
- (c) a statement of other property in the society, whether in loans, deposits, or otherwise held by each member;
- (d) the date at which each person was entered in the register as a member, and the date at which any person ceased to be a member;
- (e) the names and addresses of the officers of the society, with the offices held by them respectively, and the dates on which they assumed office.

17. **Construction of Register.**—The register shall be so constructed that it is possible to open to inspection the particulars entered therein mentioned in paragraphs (a), (d), and (e) of Rule 16 without so opening to inspection the other particulars entered therein.

#### SHARE CAPITAL.

18. **Value of Shares.**—The shares of the society shall be of the nominal value of £1 and shall be paid for at the rate of 3d. per share per week and shall be withdrawable only and not transferable.

19. **Power to Pay in Anticipation.**—A member may pay the whole or any part of an instalment before it becomes due.

20. **Application of Dividends towards Payment of Shares.**—Until the share or shares which a member is required to hold by virtue of Rule 11 are fully paid, any dividends payable upon any purchases made by the member shall be applied towards the payment of the sums unpaid thereon and shall not be paid to the member.

Provided that with regard to any particular member the directors may determine to pay the whole or any part of the aforesaid dividends to the member notwithstanding that his shares are not fully paid.

21. **Dividend Stamps.**—The society may credit to any person towards payment of a share or shares such amount as the directors may from time to time specify in respect of the surrender by that person of the society's dividend stamps.

22. **Allotment of Shares.**—The directors shall allot to members upon their admission the share or shares for which they have applied, and shall allot from time to time any share or shares subsequently applied for, provided that the total number of shares allotted to any member other than a society shall not together with any shares already held by him exceed in nominal value the sum of £1,000.

23. **Shares may be held Jointly.**—Shares may be held jointly by two or more members. A notice required to be given in relation to any share or shares which are so held shall be given to such one of their number as they may jointly direct in writing or, in default of such direction, to the one whose name precedes the names of the others as joint holders in the register of members. An application for the withdrawal of any shares or part of a share held jointly shall be made by all the joint holders who alone shall be able to give a valid receipt for any share capital repaid. Any one of the joint holders of a share or shares may give a valid receipt for the payment of any interest or dividend payable thereon.

24. **Recovery of sums due under Rules.**—All sums due from any member shall be recoverable from him, his executors or administrators, as a debt due to the society.

25. **Forfeiture of Shares.**—The directors may declare any share to be forfeited if any payment thereon has been in arrear for three calendar months and notice of the forfeiture shall be given to the member holding the share not later than one week after the declaration thereof.

26. **Effect and Remission of Forfeiture.**—Upon a declaration of forfeiture of a share, all sums paid or credited thereon shall become the property of the society and the share shall be cancelled, provided that the forfeiture may be remitted if the sum in respect of which the forfeiture occurred is paid within one calendar month from the date of the service of the notice of forfeiture.

27. **Compulsory Repayment of Shares.**—Subject to the payment of, or a sufficient provision for, all subsisting claims on the society, the directors, with the approval of a general meeting, may apply any moneys for which they cannot find profitable investment in repaying to the member or members who holds or hold the largest number of shares the amount paid up or credited on that number of shares by which the number of shares held by such member or members exceeds the number of shares held by the member or members who holds or hold the next largest number of shares; provided that no such repayment shall be made

so as to reduce the number of shares held by any member below the number he is required to hold by virtue of Rule 11. Any share in respect of which the amount paid up or credited has been repaid shall be cancelled.

**28. Notice of Compulsory Repayment.**—Where repayment is to be made in accordance with the preceding rule notice thereof shall be given to the member stating the date on which repayment is to be made and no interest shall be payable on any amount so to be repaid after the date for repayment stated in the notice.

**29. Interest.**—Interest shall not be calculated on or for any fraction of £1, nor of a calendar month.

**30. Withdrawal of Shares.**—Subject to clauses (d) and (e), shares or parts of shares may be withdrawn by members upon giving the following notice to the society :

Where the amount to be repaid upon withdrawal does not exceed £2 : One week.

Where the amount to be repaid upon withdrawal exceeds £2 but does not exceed £5 : Two weeks.

Where the amount to be repaid upon withdrawal exceeds £5 but does not exceed £10 : Three weeks.

and for every additional sum of £5 or fraction thereof an additional week's notice.

Provided that :

(a) All withdrawals shall be paid in the order in which the notices were received by the society ;

(b) Except where a member withdraws from the society as provided for in Rule 32, a member shall not be entitled to withdraw shares so as to leave him with less than the number of shares he is required to hold by virtue of Rule 11 ;

(c) The directors may waive any notice required for a withdrawal and may direct payment to be made without notice or on such shorter notice as they consider fit.

(d) Except by the consent of the directors not more than one-tenth of the paid up share capital at the 1st of January in each year, including all sums under notice of withdrawal at such date, shall be withdrawable during the ensuing year ; nor except with such consent shall any member be entitled to withdraw during any year more than one-tenth of the share capital standing to his credit on the said 1st of January in such year unless the member withdraws from the society as provided for in Rule 32 ;

(e) The right to withdraw may by resolution of the directors be suspended 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 the resolution suspending the right to withdraw is passed by the directors. Where the suspension is for a fixed period such period may be extended from time to time by a resolution of the directors.

(f) During any period when the right of withdrawal has been suspended under clause (e), the shares or parts of shares of a deceased member may, if the directors so determine, be withdrawn by his personal representative upon giving such notice as the directors may require and subject as regards the amount payable on withdrawal to such deduction therefrom as the directors may from time to time determine.

(g) The amount to be paid to a member on withdrawal shall be the amount paid up or credited on the share or on the part of the share to be withdrawn ;

(h) No interest shall be payable upon any share or part of a share in respect of which a notice of withdrawal has been given after the date of the notice ;

(i) No payment of withdrawable share capital shall be made while any claim due on account of any deposit is unsatisfied.

**31. Cancellation of Withdrawn Shares.**—Any whole share withdrawn in accordance with the foregoing rule shall be cancelled and except as provided for in section 57 of the Industrial and Provident Societies Act, 1965, the amount unpaid on any such share shall cease to be due to the society.

**32. Withdrawal from Society.**—A member may withdraw from the society by withdrawing all his shares in the society in accordance with Rule 30 or, if the right to withdraw shares has been suspended as provided for in that rule, by surrendering all his shares to the society. Upon such surrender the directors may in their discretion pay to the withdrawing member any amount not exceeding the amount paid up or credited in the shares surrendered.

**33. Cancellation of surrendered Shares.**—Any share surrendered to the society for the purpose of withdrawing from the society shall be cancelled and except as provided for in section 57 of the Industrial and Provident Societies Act, 1965, the amount unpaid on any such share shall cease to be due to the society.

## LIEN ON SHARES.

**34. Lien of the Society on Shares.**—The society shall have a lien on the shares of a member for any debt due to it by the member, and may set off any sum standing to the member's credit including any loan money, interest, and dividends in or towards the payment of such debt.



### BORROWING POWERS.

35. **Power to obtain Advances.**—The society may upon such terms and conditions as the directors think fit obtain from time to time advances of money for the purposes of the society and mortgage or charge any of its property and issue debentures and other securities:

Provided that the amount of money advanced for the time being remaining undischarged shall not at any time exceed the amount, if any, specified in the special rules or, if no such amount is specified, an amount equal to twice the then nominal capital of the society.

36. **Interest Payable on Advances.**—The interest payable on advances, other than advances on Bank overdraft and loans secured by mortgage, shall not exceed a rate equivalent to 1 per cent above the Bank rate or 5 per cent per annum, whichever is the higher.

37. **Charges on Society's Property.**—Debentures may contain a specific charge upon any property of the society specified therein or in any schedule thereto and a separate register shall be kept of all such debentures.

38. **Continuing Security to Bankers.**—A debenture or other security may be issued, or mortgage or charge given, as a continuing security to cover any sum due or to become due upon the account of the society to any person with whom it may transact banking business but not exceeding the amount up to which the society may obtain advances.

39. **Deposits.**—The directors may receive from any persons, whether members or not, sums on deposit, withdrawable on such notice, being not less than two clear days, as they fix from time to time, not exceeding £2 in any one payment, nor £50 from any one depositor.

### INVESTMENTS.

40. **Power to Invest Capital.**—The capital of the society may be invested:

(a) in advances to members or others on the security of real or personal property;

(b) in or upon any of the securities or shares specified in section 31 of the Industrial and Provident Societies Act, 1965;

but not otherwise.

41. **Power to vote in respect to Investments.**—The directors may appoint a representative to act on behalf of the society in relation to any other body corporate in the shares or on the security of which the society has invested any part of its capital, although the person appointed is not a shareholder in such other body corporate.

### TRANSMISSION OF INTEREST IN SOCIETY.

42. **Nominations.**—A member may in accordance with the Act nominate any person or persons to whom (subject to the provisions of the Act as

to amount and the persons to whom a valid nomination may be made) any of his property in the society at the time of his death shall be transferred.

On receiving satisfactory proof of death of a member who has made a nomination the directors shall if and to the extent that the nomination is valid under the Act either transfer or pay in accordance with the Act the full value of the property comprised in the nomination to the person entitled thereunder.

Upon a claim being made by the personal representative of a deceased member or the trustee in bankruptcy of a bankrupt member to any property in the society belonging to the deceased or bankrupt member the directors shall transfer or pay such property to which the personal representative or trustee in bankruptcy has become entitled as the personal representative or trustee in bankruptcy may direct them.

Subject to the provisions in the last sentence of this paragraph, where in the case of a member or person claiming through such a member, the directors of the society are satisfied after considering medical evidence that such member or person is incapable through disorder or disability of mind of managing his own affairs and are also satisfied that no person has been duly appointed to administer his property on his behalf and it is proved to the satisfaction of the directors that it is just and expedient so to do, the society may pay the amount of any shares, loans, and deposits belonging to such member or person to any person whom they shall judge proper to receive it on his behalf, whose receipt shall be a good discharge to the society for any sum so paid. The foregoing shall not apply when such member or person is a patient within the meaning of Part VIII of the Mental Health Act, 1959, or is a person as to whom powers are exercisable and have been exercised under Section 104 of that Act.

43. **Fee on Nomination, Revocation, or Variation.**—The directors may charge 3d. for the recording of every nomination, revocation, or variation, whether or not accompanied by a fresh nomination.

44. **Joint Holders of Shares.**—On the decease of a joint holder of any share, it shall be transferred into the name of the survivor or survivors on his or their application.

### MEETINGS.

45. **Meetings.**—Meetings of the society shall be either ordinary meetings or special meetings. Every member who under Rule 56 has a vote (including the deputy of a society or company) shall be entitled to attend such meetings on the production of such evidence as the directors may from time to time determine.

46. **Ordinary Meetings.**—The society shall in each year hold one ordinary meeting, to be called the annual meeting, and such additional ordinary meetings, if any, as the special rules shall provide.

**47. Business of Ordinary Meetings.**—An ordinary meeting may transact the following business :

- (a) The consideration of the accounts, balance sheets, and the reports of the directors and auditor and the application of the profits ;
- (b) the appointment of the directors and of the auditor, and the fixing of their remuneration ;
- (c) any other matter of which at least 21 days' written notice has been given to the secretary by a member.

**48. Place of Ordinary Meetings.**—An ordinary meeting may from time to time fix the place at which ordinary meetings are to be held and if no such place is fixed such meetings shall be held at the registered office or at such other place as the directors determine.

**49. Special Meetings.**—Special meetings shall be convened by the secretary, either on an order of the directors, or upon a written requisition signed by 20 members, and shall be held as soon as is reasonable after the receipt of the order or delivery of the requisition at such place and time as ordinary meetings are held. A requisition must state the objects of the meeting and be delivered at the registered office.

**50. Failure to Convene Special Meetings.**—If after the expiration of 14 clear days from the delivery at the registered office of any such written requisition for a special meeting as is referred to in the previous rule the secretary has failed to convene the special meeting any of the requisitionists may convene a special meeting by giving the notice provided for in Rule 52 and shall have a claim upon the society for any costs properly incurred in giving such notice.

**51. Business of Special Meetings.**—A special meeting shall not transact any business not specified in the notice convening it. An ordinary meeting may be made a special meeting for any purpose of which due notice has been given, provided that such business is not brought on until the business of the ordinary meeting is concluded.

**52. Notice Convening Meetings.**—A meeting shall be convened by notice posted conspicuously in the registered office and in all other places of business of the society to which the members have access eight clear days at least before the day of the meeting. The notice shall specify the place, the time, and the date of the meeting, whether the meeting is an ordinary, annual, or special meeting and the business to be transacted thereat.

**53. Quorum of Meetings.**—A meeting may proceed to business if a quorum is present within half an hour after the time fixed for the meeting ; otherwise the meeting, if a special meeting convened on the requisition of the members, shall be dissolved, but if an ordinary meeting or a special meeting convened by order of the directors, shall stand adjourned to the same day in the week following, at the same time and place, and the

meeting so adjourned may proceed to business whatever is the number of members present. No meeting shall become incompetent to transact business from the want of a quorum arising after the chair has been taken. Ten members (including deputies of societies or companies) having a vote and present in person shall be a quorum.

**54. Power of Adjournment.**—Any meeting, duly constituted, may adjourn to such place, time, and day within 30 days as the members present direct, and may continue any such adjournment from time to time. No business shall be transacted at any adjourned meeting which could not have been transacted at the meeting from which the adjournment took place ; and the same notice shall be given of any meeting adjourned for more than 14 days, as is required in the case of an original meeting.

**55. Chairman of Meetings.**—Every meeting shall have a chairman, who shall not vote unless the votes are equal, when he shall have a casting vote. The president of the society shall, if present, take the chair at any meeting, or, if there is no president, or if he is not present, the chair shall be taken by such director, or if no director is present, by such member as the meeting may determine.

**56. Votes of Members.**—Every member holding the shares which he is required to hold by virtue of Rule 11 shall have one vote. Members holding shares jointly shall have one vote between them which may be exercised by such one of their number as they may determine by appointment in writing to be delivered at the registered office of the society not less than 24 hours before the meeting at which the vote is to be exercised, or in default thereof by such one of their number as appears first by name in the register of members. A society or company may exercise its vote by its deputy appointed as hereinafter provided.

**57. How Votes shall be Taken.**—At any meeting a resolution put to the vote shall be decided on a show of hands unless a ballot is demanded by the directors, or by 10 members present at the meeting. The ballot shall be taken at the meeting in such manner as the chairman of the meeting directs. Subject to any special provision contained in these rules or an Act of Parliament all resolutions shall be carried by a simple majority of votes.

**58. Appointment and Powers of Deputies.**—A member, being a society or company, may by resolution of its directors or committee of management appoint any person as deputy to act on its behalf at any meeting or meetings of the society and provided that a copy of such resolution signed by the secretary and two directors or members of the committee of management of the society making the appointment has been delivered to the society at least 24 hours before the holding of the meeting or meetings at which he is to act as deputy he shall be competent during the continuance of his appointment to act as if he were a member. The appointment of a deputy shall be taken to continue until a copy of a resolution appointing another person as deputy in his stead is delivered as aforesaid.

**59. Conduct of Members.**—Standing orders for the conduct of meetings and for the closure of business thereat may be made by the directors and subject to any resolution passed at an ordinary meeting such standing orders shall be binding on all members and their representatives.

#### **DIRECTORS.**

**60. Number and Appointment of Directors.**—The society shall have such number of directors appointed in such manner as the special rules provide.

**61. Removal of Directors.**—A director may be removed from office at any time by two-thirds of the votes cast at a special meeting of the society, and such meeting may by resolution fill the vacancy. Pending the decision of such special meeting a director may be suspended from his duties by resolution of the directors if in their opinion he has been guilty of conduct detrimental to the interests of the society or is otherwise thought to be unfit to carry out his duties.

**62. Qualifications of a Director.**—A director shall be a member of the society and shall not hold any place of profit under the society other than an office remunerated in manner provided by Rule 70. A person who is bankrupt, or incapable through disorder or disability of mind of managing his own affairs, or is concerned in, or participates in, the profits of any contract made with the society, except as a member or employee of any society or company which contracts with or does any work for it shall not be a director. No employee shall be eligible to serve as a director unless the special rules so provide and then only to the extent of such provision. A director who is absent from four successive meetings of the directors without good reason established to the satisfaction of the directors shall vacate his seat.

**63. Casual Vacancies.**—A casual vacancy in the number of directors may be filled by the directors, or if it arises at any meeting of the society, by that meeting. Any person appointed to fill any casual vacancy shall retire from office at the time when the director through whose vacation of office the vacancy occurred would have retired.

**64. Meetings and Quorum of the Directors.**—The directors shall meet and regulate their meetings as they may determine, but shall not proceed to business unless a quorum consisting of three directors is present.

**65. Voting at Meetings of Directors.**—Questions arising at any meeting of the directors shall be decided by a majority of votes and in the case of an equality of votes the chairman of the meeting shall have a second or casting vote.

**66. Chairman of the Directors.**—The directors shall elect one of their number to be chairman of their meetings and shall determine the period for which he is to hold office. Such chairman shall be the president of the society. If at any meeting of the directors the chairman is not present the

directors present may choose one of their number to be chairman of the meeting.

**67. Special Meetings of the Directors.**—A special meeting of the directors may be called by a notice in writing given to the secretary by not less than one-quarter of the directors for the time being at least one clear day before the meeting to be called. The notice shall state the objects of the meeting and the secretary shall communicate such notice to all directors as soon as possible after the receipt thereof. No other business shall be done at the meeting than the business named in the notice.

**68. Appointment of Committees.**—The directors may delegate any of the powers hereby given to them to committees consisting of such of their own number as they think fit who shall, in the functions entrusted to them, conform in all respects to the instructions given to them by the directors.

**69. Validity of Acts of Directors.**—All acts done by any meeting of the directors or of a committee or by any director acting in pursuance of any authority duly given shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any director, be as valid as if such director had been duly appointed.

**70. Remuneration of Directors.**—The society shall from time to time fix the remuneration of the directors.

#### **POWERS OF THE DIRECTORS.**

**71. Powers of the Directors.**—The directors shall have full power to conduct the business of the society and to exercise on behalf of the society for the purpose of accomplishing its objects all the powers of the society not specifically required by these rules or otherwise to be exercised by the society in meeting. Without prejudice to the generality of the foregoing the directors shall have power in particular from time to time to engage, remove, or discharge a manager, a secretary of the society and employees and fix their duties, salaries, or other remuneration and to require them to give security.

#### **THE SECRETARY AND THE MANAGER.**

**72. Duties of the Secretary and the Manager.**—The secretary and the manager shall in all things act under the direction and control of the directors. Without prejudice to the generality of the foregoing, the secretary shall prepare and send all returns to be made to the Registrar and cause to be made all the necessary entries in all registers required by these rules or by the Act, to be kept by the society.

#### **SECURITY OF OFFICERS.**

**73. Accounting by Officers.**—Every officer of the society having the receipt or charge of money, or his executors or administrators, shall at such time



as the society or the directors require, or upon demand made, or notice in writing given or left at his or their last or usual place of residence, give in his or their account, as may be required by the society or the directors, to be examined and allowed or disallowed by the society or the directors, as the case may be, and on the like demand or notice, pay over all moneys and deliver all property for the time being in his or their hands or custody to such person as the society or the directors, as the case may be, appoint.

74. **Security.**—Every officer having receipt or charge of any moneys of the society, shall before entering on the execution of his office, either enter into an agreement or become bound, with or without a surety as the directors may require, in such forms as they may approve from time to time, or give the security of a guarantee or insurance society or company in such sum as the directors determine, for rendering a full and true account of all moneys received or paid by him on account of the society, at such times as the special rules fix or as the directors require, and for the payment of all sums due from him to the society.

#### COMPLAINTS.

75. **Complaints by Members.**—A member who has any complaint to make as to the quality, quantity, or price of any goods supplied by the society, or the conduct of any officer or servant of the society, shall send the particulars of such complaint to the directors who shall inquire into and decide upon them, subject to an appeal from any such decision to an ordinary meeting of members; but no such complaint shall be brought before any such meeting except on appeal.

#### MINUTES.

76. **Minutes.**—The directors shall cause minutes of all meetings of the society or of the directors to be kept and entered in books kept for that purpose and the minutes of every meeting of the society, and of every meeting of the directors, shall be read at the next ordinary meeting or meeting of the directors respectively, and signed by the chairman of the meeting at which they are so read. All minutes so signed shall, in the absence of evidence to the contrary, be taken as between the society and every member thereof to be a true statement of any matter therein contained.

#### NOTICE.

77. **How Notice may be Given.**—A notice required to be given by the society to any member under these rules (other than a notice convening a meeting) or under the Act or otherwise shall be given by sending it by post to the member at his address in the register of members or by leaving it thereat. A notice sent by post shall be deemed to be served by properly addressing, prepaying, and posting a letter containing the notice and be deemed to have been served in the ordinary course of post.

#### AUDIT.

##### 78. **Audit.**—

(a) There shall be appointed in each year of account a qualified auditor to audit the society's accounts and balance sheet for that year. In this rule "qualified auditor" means a person who is a qualified auditor under Section 7 of the Friendly and Industrial and Provident Societies Act, 1968.

(b) None of the following persons shall be appointed as auditor of the society :

- (i) an officer or servant of the society ;
- (ii) a person who is a partner of or in the employment of or who employs an officer or servant of the society ; or
- (iii) a body corporate.

(c) Save as provided in paragraph (d) of this rule every appointment of an auditor shall be made by resolution of a general meeting of the society.

(d) The first appointment of an auditor shall be made within three months of the registration of the society and shall be made by the directors if no general meeting of the society is held within that time. The directors may appoint an auditor to fill any casual vacancy occurring between general meetings of the society.

(e) An auditor appointed to audit the accounts and balance sheet of the society for the preceding year of account (whether by a general meeting or by the directors) shall be reappointed as auditor of the society for the current year of account (whether or not any resolution expressly reappointing him has been passed) unless

- (i) a resolution has been passed at a general meeting of the society appointing somebody instead of him or providing expressly that he shall not be reappointed or
- (ii) he has given to the society notice in writing of his unwillingness to be reappointed or
- (iii) he is not a qualified auditor or is a person mentioned in paragraph (b) of this rule or
- (iv) he has ceased to act as auditor of the society by reason of incapacity.

Provided that a retiring auditor shall not be automatically reappointed if notice of an intended resolution to appoint another person in his place has been given in accordance with paragraph (f) of this rule and the resolution cannot be proceeded with because of the death or incapacity of that other person or because that other person is not a qualified auditor or is a person mentioned in paragraph (b) of this rule.

- (f) A resolution at a general meeting of the society
- (i) appointing another person as auditor in place of a retiring auditor or
- (ii) providing expressly that a retiring auditor shall not be reappointed;

shall not be effective unless notice of the intention to move it has been given to the society not less than 28 days before the meeting at which it is to be moved. On receipt by the society of notice of such an intended resolution the society shall forthwith send a copy of the notice to the retiring auditor. If it is practicable to do so the society shall give notice to its members of the intended resolution at the same time and in the same manner as it gives notice in accordance with these rules of the meeting at which the resolution is to be moved or, if that is not practicable, by advertisement not less than 14 days before the said meeting in a newspaper circulating in the area in which the society conducts its business. Where the retiring auditor makes any representations in writing to the society with respect to the intended resolution or notifies the society that he intends to make such representations, the society shall notify the members accordingly as required by Section 6 of the Friendly and Industrial and Provident Societies Act, 1968.

The auditor shall in accordance with Section 9 of the Friendly and Industrial and Provident Societies Act, 1968, make a report to the society on the accounts examined by him and on the revenue account or accounts and the balance sheet of the society for the year of account in respect of which he is appointed.

**79. Audit of Accounts.**—The directors shall cause the accounts of the society to be submitted at least once in every year to the auditor for audit.

**80. Rights and Powers of the Auditor.**—For the purposes of any audit the auditor shall be given access to and be entitled to call for and examine all books, deeds, documents, and accounts of the society. He shall be entitled to require from the officers of the society such information and explanations as he thinks necessary for the performance of his duties. The auditor shall be entitled to attend any general meeting of the society, to receive all notices of and other communications relating to any general meeting which any member of the society is entitled to receive, and to be heard at any meeting which he attends on any part of the business of the meeting which concerns him as auditor.

#### ACCOUNTS.

**81. Books of Account.**—The directors shall cause to be kept proper books of account with respect to the transactions of the society, its assets and liabilities, and establish and maintain a satisfactory system of control of its books of account, its cash holdings and all its receipts and remittances in accordance with Sections 1 and 2 of the Friendly and Industrial and Provident Societies Act, 1968.

**82. Accounts to be Audited and laid before Meetings.**—The directors shall in respect of each year of account :

- (a) Cause to be prepared a revenue account or revenue accounts which singly or together deal with the affairs of the society as a whole for that year and which give a true and fair view of the income and expenditure of the society for that year.
- (b) Cause to be prepared a balance sheet giving a true and fair view as at the date thereof of the state of the affairs of the society.

The directors shall have power to prepare in addition a revenue account or revenue accounts for less than one year of account and a balance sheet at the end of the period covered by such revenue account or revenue accounts.

Every balance sheet presented to a meeting of members shall be accompanied by a report of the directors, signed by the chairman of the meeting of directors adopting the report, on the state of the society's affairs.

**83. Publication of Accounts and Balance Sheets.**—The directors shall not cause to be published any balance sheet unless it has previously been audited by the auditor and it incorporates a report by the auditor that it gives a true and fair view of the income and expenditure, or the state of the affairs of the society, as the case may be. Every revenue account and balance sheet published shall be signed by the secretary and by two directors acting on behalf of the board of directors.

**84. Copy of Balance Sheet to be sent to Registrar.**—A copy of each balance sheet made during the period included in any annual return shall be sent by the secretary to the Registrar together with the annual return and such copy shall incorporate the report made thereon by the auditor.

**85. Copy of Balance Sheet to be displayed.**—The society shall keep a copy of the last balance sheet for the time being, together with the report of the auditor, always hung up in a conspicuous place at its registered office.

#### ANNUAL RETURN.

**86. Annual Return to be sent to Registrar.**—The society shall not later than the 31st day of March in each year send to the Registrar 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 the report of the auditor on the society's accounts for such period.

**87. Requirements of Annual Return.**—The annual return shall :

- (a) contain the revenue account(s) for the year to which the return relates and a balance sheet as at the end of that year
- (b) not contain any other account which has not been audited



(c) be made up for the period beginning with the date of the society's registration or with the date to which the society's last annual return was made up, whichever is the later, and ending—

(i) with the date of the last balance sheet published by the society before the appropriate date (31st March of the year in which that return is required to be sent or the date on which that return is sent whichever is the earlier)

(ii) if the date of that balance sheet is earlier than 31st August immediately preceding the appropriate date or later than the 31st January of the year in which the appropriate date falls, with 31st December immediately preceding the appropriate date.

#### COPIES OF ANNUAL RETURN AND OF RULES AND INSPECTION OF ACCOUNT.

88. **Copies of Annual Return and Rules.**—The secretary shall supply (1) gratuitously on application a copy of the last annual return for the time being of the society to every member or person interested in the funds (2) on payment of the sum of two shillings to any person applying therefor a copy of the rules.

In supplying a copy of an annual return as aforesaid the society shall also supply a copy of the report of the auditor on the accounts and balance sheet contained in the return.

89. **Inspection of Books.**—Any member or person having an interest in the funds of the society may inspect his own account and the books containing the names of the members, including the particulars mentioned in paragraphs (a), (d), and (e) of Rule 16, entered in the register of members, at all reasonable hours at the registered office or at any place where the same are kept, subject to such regulations as to the time and manner of such inspection as may be made from time to time by the general meetings of the society.

#### DEPRECIATION.

90. **Depreciation.**—The value of the assets of the society shall be reduced at not less than the following annual rates calculated on original values :

Land and Buildings .....	2½ per cent.
Fixtures and Fittings—	
Machinery and Plant .....	10     ,,
Rolling Stock .....	20     ,,

#### APPLICATION OF PROFITS.

91. **Applicability of Profits.**—The net profits of all business carried on by or on account of the society shall be applicable as follows :

(a) in paying interest upon the paid up share capital at such rate, not exceeding a rate equivalent to 1 per cent above the Bank rate or 5 per cent per annum whichever is the higher, as an ordinary meeting may from time to time determine ;

(b) in setting aside to a reserve fund such amount, if any, as the directors may determine ;

(c) in setting aside to an education fund an amount equivalent to 1/40th of the net profits, or such other amount as an ordinary meeting may determine, for the purpose of promoting education, culture, or recreation ;

(d) in paying, while the society continues to be a member of the Co-operative Party, such subscriptions to the funds of the Party as the rules and orders of the Party may from time to time determine and an ordinary meeting of the society may resolve to pay ;

(e) in paying out of the balance of the profits remaining after application as aforesaid such dividend upon the value of the purchases made from the society as an ordinary meeting may declare to persons who were members of the society at the time of such declaration and, where an ordinary meeting so determines, to any other persons.

Provided that—

(i) the directors may determine that no dividend or that reduced rates of dividend shall be paid in respect of such purchases as they specify from time to time, such power of determination shall extend to the specification of goods or services and/or to the places or areas in which goods are sold or services provided by the society ;

(ii) no dividend shall exceed the amount recommended by the directors ;

(iii) the directors may from time to time pay such interim dividend as appears to them to be justified by the profits of the society and purchases on which an interim dividend has been paid shall not rank for dividend in the final distribution of profits in any one year ;

(iv) any amount payable in respect of a dividend which is not withdrawn by a member within one calendar month after it has become payable may be applied towards the payment of any amount unpaid on the member's shares or the allocation of further shares ;

(f) in making payments for any lawful purpose whatsoever whether within the objects for which the society is formed or not provided that no distribution of the profits aforesaid to the members shall be made except as is expressly provided for in this rule.

Any of the aforesaid profits not required for application as aforesaid shall be carried forward.

92. **Application of Reserve Fund.**—The reserve fund shall be applied in meeting any contingency affecting the business of the society as the directors

of the members present and entitled to vote at a special meeting of the society, provided that notice of the conduct alleged against him is given to him at least one calendar month before the aforesaid meeting and he is given an opportunity thereat to answer the allegations made against him.

100. **Payment of Expelled Member.**—A member so expelled shall be paid the full sum paid or credited on any shares in the society held by him at the date of the resolution for his expulsion and his shares shall be cancelled.

### ALTERATION OF RULES.

**101. Majority Requisite to make Alterations.**—Any of these rules may be rescinded or altered, or any new rule may be made, by a resolution passed at a special meeting of the society by two-thirds of the votes cast.

102. **Registration of Alterations.**—No amendment of rules is valid until registered.

**103. Amalgamation, Transfer of Engagements, and Conversion.**—The society may, by special resolution passed in manner prescribed by the Act, amalgamate with or transfer its engagements to any other society or company, or convert itself into a company under the Companies Acts. The society may also accept a transfer of engagements and assets by resolution of the directors or of a meeting of members.

104. **Dissolution.**—The society may be dissolved:

(a) By winding up in manner provided by the Industrial and Provident Societies Act, 1965.

(b) By an instrument of dissolution signed by three-fourths of the members for the time being, in the form prescribed by the Treasury Regulations.

[illegible]

**SECRETARY.**

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Form B

**INDUSTRIAL AND PROVIDENT SOCIETIES ACT 1965**

Acknowledgment of Registration of Society

Register No. 15025.....R

Oxford and Swindon Co-operative Society..... Limited  
is this day registered under the Industrial and Provident Societies  
Act 1965.

Date 30th March 1969.....

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