

**Companies Act 2006**  
**Private Company Limited by Shares**  
**Articles of**  
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**Interpretations**

1. In these Articles:

**“Address”** means a postal address or, for the purposes of electronic communication, a fax number, email address or telephone number for receiving text messages;

**“Articles”** means the Company’s articles of association;

**“The Board of Directors” or “Board”** means all those persons appointed to perform the duties of directors of the Company;

**“Companies Acts” or “the Act”** means the Companies Acts (as defined in section 2 of the Companies Act 2006) in so far as they apply to the company;

**“The Co-operative”** means the above-named company;

**“Co-operative Principles”** are the principles defined in the International Co-operative Alliance Statement of Co-operative Identity. The principles are those of voluntary and open membership, democratic member control, member economic participation, autonomy and independence, education, training and information, co-operation among co-operatives and concern for the community;

**“Co-operative Share”** refers to an ordinary voting share held by an employee, who is a member of the company having the rights set out in these Articles;

**“Director”** means a director of the Co-operative and includes any person occupying the position of Director, by whatever name called;

**“Document”** includes, unless otherwise stated, any document sent or supplied in electronic form;

**“Electronic means”** has the meaning given in section 1168 of the Companies Act 2006;

**“Employee”** means anyone over the age of 16 holding a contract of employment with the Co-operative to perform at least eight hours of work per week for the Co-operative;

**“Entrenched”** has the meaning given by section 22 of the Companies Act 2006 and as detailed under the heading ‘Resolutions’ in these Articles;

**“Equity Share”** means a non-voting ordinary share in the Co-operative having the rights as set out in these Articles;

**“Equity Shareholder”** means a Person holding an Equity Share as defined in these Articles;

**“Member”** has the meaning given in section 112 of the Companies Act 2006 and as detailed under ‘Membership’ in these Articles;

**“Par value”** means the value of the share at the time of its issue;

**“Person”** means, unless the context requires otherwise, a natural person, unincorporated body, firm, partnership, corporate body or the nominee of an unincorporated body, firm, partnership or corporate body;

**“Regulations”** has the meaning as detailed under ‘Regulations’ in these Articles;

**“Secretary”** means any person appointed to perform the duties of the Secretary of the Co-operative;

**“Writing”** means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

2. Unless the context requires otherwise, other words or expressions contained in these Articles bear the same meaning as in the Companies Act 2006 as in force on the date when these Articles become binding on the Co-operative. Schedule 1 to the Companies (Model Articles) Regulations 2008 shall apply to the Co-operative, save where amended or replaced by these Articles. In the case of any variation or inconsistency between these Articles and the model articles, these Articles shall prevail.

#### **Offer of shares and debentures**

3. The Co-operative is a private company and accordingly shall not offer to the public any type of shares in or debentures of the Co-operative nor shall it allot or agree to allot such shares or debentures with a view to their being offered for sale to the public.

#### **Purpose**

4. The purpose of the Co-operative is to carry out its function as a co-operative and to abide by the internationally recognised co-operative values and Co-operative Principles as defined by the International Co-operative Alliance. This article is Entrenched in accordance with section 22 of the Act; any alteration to this article requires the approval of 100% of the Members.

**Do not include the following if the Co-operative wishes to have unrestricted objects and may carry out any lawful activity.**

#### **OBJECTS**

5. The objects of the Co-operative are specifically restricted to carry on the business as a co-operative.....

#### **POWERS**

6. To further its objects the Co-operative may do all such lawful things as may further the Co-operative's objects and, in particular, may borrow or raise funds for any purpose.

#### **MEMBERSHIP**

7. The first Members of the Co-operative will be the subscribers to the memorandum of association of the Co-operative. Only Employees may be Members of the Co-operative.
8. All Employees on taking up employment with the Co-operative may be admitted to membership of the Co-operative, except that the Co-operative in a general meeting may by a majority vote decide to exclude from membership:
  - (a) Newly appointed Employees during such reasonable probationary period as may be specified in their terms and conditions of employment;
  - (b) Employees working less than a prescribed number of hours per week (or per month);provided that any such criteria for exclusion is applied equally to all Employees.
9. In accordance with the Co-operative Principle of voluntary and open membership, whilst the Co-operative shall undertake to encourage its Employees to become Members, membership must be voluntary and as a result cannot be a condition of employment.

#### **Applications for Membership**

10. No natural person shall be admitted into membership of the Co-operative unless they have attained the age of 16, s/he is an Employee and has applied to hold the minimum amount of Co-operative Shares as required by these Articles. All those wishing to become a Member must support the aims of the Co-operative and applications for membership shall be in a form approved by the Directors and the Directors have approved the application.

#### **Member commitment**

11. All Members agree to attend general meetings and take an active interest in the operation and development of the Co-operative and its business. Members have a duty to respect the confidential nature of the business decisions of the Co-operative.
12. In accordance with the Co-operative Principle of education, training and information, the Co-operative shall provide Employees with information about what the role of a Member is within the Co-operative and will provide training in the skills required to be a Member and to participate in the operation of the Co-operative.
13. The Co-operative shall provide ongoing education and training in co-operative values and Co-operative Principles and associated topics. The Co-operative shall support its Members by ensuring that general meetings are accessible and encourage participation.

#### **Termination of Membership**

14. A Member shall cease to be a Member of the Co-operative immediately that s/he:
  - (a) Ceases to be an Employee of the Co-operative; or
  - (b) Resigns in Writing as a Member of the Co-operative to the Secretary; or
  - (c) Is expelled from membership in accordance with these Articles; or
  - (d) Dies, or in the opinion of the Board is unable to carry out their duties.
15. Membership shall cease on the date upon which the Member's Co-operative Share is transferred to another person in accordance with these Articles.

#### **Removal of a Member**

16. A Member may be expelled from membership by a special resolution of the Co-operative stating that it is in the best interests of the Co-operative that her/his membership is terminated. A resolution to remove a Member from membership may only be passed if:
  - (a) The Member has been given at least 21 days' notice in Writing of the general meeting at which the resolution to expel them will be proposed and the reasons why it is to be proposed; and
17. The Member or, at the option of the Member, an individual who is there to represent them (who need not be a Member of the Co-operative) has been allowed to make representations to the general meeting.

#### **CO-OPERATIVE SHARES**

18. Co-operative Shares may only be held by Employees of the Co-operative. Such holders of Co-operative Shares will be referred to as Members.

19. An Employee shall not be entitled to hold more than one Co-operative Share in the Co-operative except as a nominee. Co-operative Shares shall carry the right to one vote at general meetings of the Co-operative.

#### **Transfer of Co-operative Shares**

20. A Co-operative Share may only be transferred to a nominee for potential Members of the Co-operative or to a new Employee of the Co-operative who is eligible for membership. Any transfer of a Co-operative Share shall be approved by the Board of Directors. The Board of Directors shall be entitled in its absolute discretion to approve or refuse any transfer of a Co-operative Share. If a transfer is refused, the Board or Directors may nominate another transferee to purchase the Co-operative Share. A Co-operative Share shall only be transferred at Par value.
21. Co-operative Shares shall not be redeemable.
22. If a Co-operative Share is transferred to a nominee of the Co-operative the nominee shall not be entitled to vote at general meetings of the Co-operative by virtue of holding such Co-operative Share as nominee.
23. A person who ceases to be an Employee of the Co-operative, for any reason, shall be deemed to have given a sale notice in respect of her/his Co-operative Share.
24. Where the membership of a holder of a Co-operative Share is terminated in accordance with these Articles, their Co-operative Share will be transferred to the Secretary as nominee. The Secretary shall hold the Co-operative Share as nominee for potential Members of the Co-operative or such other Persons as the Board of Directors shall decide.
25. Within 21 days of the date of termination of membership the former Member shall deliver to the Secretary a signed instrument of transfer in respect of the Co-operative Share. If on the expiration of the 21 day period no instrument of transfer has been received from the former Member, two Directors will be deemed to be the duly appointed attorney of the former Member and shall execute an instrument of transfer on her/his behalf and deliver it to the Co-operative. The sum of £1 shall be payable to the former Member upon the date of transfer of their Co-operative Share.
26. The Co-operative is prohibited from making any alteration to the rights attached to Co-operative Shares.

#### **EQUITY SHARES**

27. Equity Shares may be held by any Person. Equity Shareholders will not be deemed to be Members of the Co-operative.
28. They shall carry no rights to vote at general meetings of the Co-operative, but will carry a right to vote at meetings of the Equity Shareholders. Each Equity Shareholder shall have only one vote at a meeting of the Equity Shareholders regardless of the number of Equity Shares held by them. The provisions of these Articles relating to general meetings of the Co-operative and their proceedings shall apply to all meetings of the Equity Shareholders.

#### **Rights of Equity Shares**

29. Dividends may be paid on Equity Shareholdings as decided by the Board of Directors and approved by the Members from time to time.

30. On the winding up of the Co-operative Equity Shareholders shall be entitled to receive their Par value but shall not otherwise participate in any distribution of any balance of assets remaining after any debts and liabilities are satisfied.
31. The rights attached to the Equity Shares may only be varied or abrogated with the consent of 75% of the Members in addition to the consent of 75% of the Equity Shareholders.
32. The Co-operative is prohibited from making any variation to the rights attached to the Equity Shares which would have the effect of:
  - (a) Enabling the Equity Shareholders to have the right to participate in a distribution of the net assets of the Co-operative above the repayment of their Equity Shares at Par value;
  - (b) Enabling the Equity Shareholders to have the right to vote at general meetings of the Co-operative.

#### **All Equity Shares to be fully paid up**

33. No Equity Share is to be issued for less than the aggregate of its nominal value and any premium to be paid to the Co-operative in consideration for its issue.

#### **Co-operative not bound by less than absolute interests**

34. Except as required by law, no Person is to be recognised by the Co-operative as holding any Equity Share upon any trust, and except as otherwise required by law or the Articles, the Co-operative is not in any way to be bound by or recognise any interest in an Equity Share other than the holder's absolute ownership of it and all the rights attached to it.

#### **Transfer of Equity Shares**

35. Any transfer of Equity Shares shall be approved by the Board of Directors. The Board of Directors shall be entitled in its absolute discretion to approve or refuse any transfer of Equity Shares in the Co-operative. If a transfer is refused, the Board of Directors may nominate another transferee to purchase the Equity Shares or may authorise the Co-operative to redeem the Equity Shares in accordance with these Articles and the Act. Equity Shares shall be transferred at Par value.
36. Within 21 days of the date of transfer of any Equity Share the former Equity Shareholder shall deliver to the Secretary a signed stock transfer form in respect of the Equity Shares. If on the expiration of the 21 day period no stock transfer form has been received from the former Equity Shareholder, two Directors will be deemed to be the duly appointed attorney of the former Equity Shareholder and shall execute a stock transfer form on her/his behalf and deliver it to the Co-operative.

#### **Redemption of Equity Shares**

37. Equity Shares shall carry no right to redemption but the Co-operative shall have the right to require redemption of all or any fully paid up Equity Shares at Par value without requiring the consent of the Equity Shareholder. Such redemption of Equity Shares shall be made out of distributable profits and will be carried out in accordance with the relevant procedures in the Act.
38. Within 21 days of the date of redemption of any Equity Share the former Equity Shareholder shall deliver to the Secretary a signed stock transfer form in respect of the Equity Shares. If on the expiration of the 21 day period no stock transfer form has been received from the former Equity Shareholder, two Directors will be deemed to be the duly appointed attorney of the

former Equity Shareholder and shall execute a stock transfer form on her/his behalf and deliver it to the Co-operative.

### **Transmission of Equity Shares**

39. If title to an Equity Share passes to a transmittee, the Co-operative may only recognise the transmittee as having any title to that Equity Share.
40. A transmittee who produces such evidence of entitlement to Equity Shares as the Directors may properly require, and subject to these Articles:
  - (a) may, choose either to become the holder of those Equity Shares or to have them transferred to another person; and
  - (b) pending any transfer of the Equity Shares to another Person, has the same rights as the holder had.
41. Transmittees do not have the right to attend or vote at a general meeting, a meeting of the Equity Shareholders, or agree to a proposed written resolution, in respect of Equity Shares to which they are entitled, by reason of the holder's death or bankruptcy or otherwise, unless they become the holder of the Equity Shares.

### **Exercise of transmittees' rights**

42. Transmittees who wish to become the holders of Equity Shares to which they have become entitled must notify the Co-operative in Writing of that wish. If the transmittee wishes to have an Equity Share transferred to another Person, the transmittee must execute an instrument of transfer in respect of it. Any transfer made or executed under this Article is to be treated as if it were made or executed by the Person from whom the transmittee has derived rights in respect of that Equity Share, and as if the event which gave rise to the transmission had not occurred.

### **Transmittees bound by prior notices**

43. If a notice is given to an Equity Shareholder in respect of Equity Shares and a transmittee is entitled to those Equity Shares, the transmittee is bound by the notice if it was given to the Equity Shareholder before the transmittee's name has been entered in the register of Members.

### **GENERAL MEETINGS**

44. The Co-operative shall in each calendar year hold a general meeting of the Members as its annual general meeting and shall specify the meeting as such in the notices calling it. The first annual general meeting shall be held within 18 months of incorporation. Every annual general meeting except the first shall be held not more than 15 months after the previous annual general meeting.
45. The business of an annual general meeting shall comprise, where appropriate:
  - (a) Consideration of accounts and balance sheets;
  - (b) Consideration of Directors' and auditor's reports;
  - (c) Elections to replace retiring Directors;
  - (d) Appointment and remuneration of the auditor (or their equivalent).

46. In accordance with the Co-operative Principle of democratic member control, the Co-operative shall ensure that, in addition to the annual general meeting, at least four other general meetings are held annually. The purpose of these meetings is to ensure that Members are given the opportunity to participate in the decision-making process of the Co-operative, review the business planning and management processes and to ensure the Co-operative manages itself in accordance with the co-operative values and Co-operative Principles.

### **Calling a General Meeting**

47. The Board of Directors may convene a general meeting or, in accordance with the Companies Acts, 10% of the membership may, in Writing, require the Directors to call a general meeting.

### **Notices**

48. The Directors shall call the annual general meeting giving 14 clear days' notice to all Members. All other general meetings shall be convened with at least 14 clear days' notice but may be held at shorter notice if so agreed in Writing by a majority of Members together holding not less than 90% of the total voting rights of the Co-operative.
49. All notices shall specify the date, time and place of the meeting along with the general nature of business to be conducted and any proposed resolutions. The notice must also contain a statement setting out the right of each Member to appoint a proxy.
50. The accidental omission to give notice of a meeting to or non-receipt of notice of a meeting by any person entitled to receive notice shall not invalidate proceedings at that meeting.

### **Proxies**

51. A Member who is absent from a general meeting may appoint any Person to act as their proxy, provided that no Person shall hold a proxy for more than five Members at any one time in any general meeting.
52. Proxies may only validly be appointed by a notice in Writing which:
- (a) States the name and Address of the Member appointing the proxy;
  - (b) Identifies the Person appointed to be that Member's proxy and the general meeting in relation to which that Person is appointed;
  - (c) Is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the Directors may determine; and
  - (d) Is delivered to the Co-operative in accordance with the Articles and any instructions contained in the notice of the general meeting to which they relate.
53. The Co-operative may require proxy notices to be delivered in a particular form and may specify different forms for different purposes.
54. Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more of the resolutions, otherwise the proxy notice shall be treated as allowing the Person appointed the discretion as how to vote on any matter.
55. A person who is entitled to attend, speak or vote (either on a show of hands or a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of the general meeting to which it relates.

56. An appointment using a proxy notice may be revoked by delivering to the Co-operative a notice in Writing given by or on behalf of the Person by whom or on whose behalf the proxy notice was given. A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or the adjourned meeting to which it relates.
57. If a proxy notice is not signed by the Person appointing the proxy, it must be accompanied by evidence in Writing that the person signing it has the authority to execute it on the appointor's behalf.

### **Quorum**

58. No business shall be transacted at a general meeting unless a quorum of Members is present, either in person or represented by proxy. Unless amended by special resolution of the Co-operative, a quorum shall be 2 Members or 50% of the membership, whichever is the greater.

### **Chairing General Meetings**

59. Members shall appoint one of their number as the chairperson to facilitate general meetings. If s/he is absent or unwilling to act at the time any meeting proceeds to business then the Members present shall choose one of their number to be the chairperson for that meeting. The appointment of a chairperson shall be the first item of business at the general meeting.

### **Attendance and Speaking at General Meetings**

60. A Member is able to exercise the right to speak at a general meeting and is deemed to be in attendance when that Person is in a position to communicate to all those attending the meeting. The Directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it including by Electronic Means. In determining attendance at a general meeting, it is immaterial whether any two or more Members attending are in the same place as each other.
61. The chairperson of the meeting may permit other persons who are not Members of the Co-operative to attend and speak at general meetings, without granting any voting rights.

### **Adjournment**

62. If a quorum is not present within half an hour of the time the general meeting was due to commence, or if during a meeting a quorum ceases to be present, the chairperson must adjourn the meeting. If within half an hour of the time the adjourned meeting was due to commence a quorum is not present, the Members present shall constitute a quorum.
63. The chairperson of a general meeting may adjourn the meeting whilst a quorum is present if:
  - (a) The meeting consents to that adjournment; or
  - (b) It appears to the chairperson that an adjournment is necessary to protect the safety of any persons attending the meeting or to ensure that the business of the meeting is conducted in an orderly manner.
64. The chairperson must adjourn the meeting if directed to do so by the meeting.
65. When adjourning a meeting the chairperson must specify the date, time and place to which it will stand adjourned or that the meeting is to continue at a date, time and place to be fixed by the Directors.



66. If the meeting is adjourned for 14 days or more, at least 7 clear days' notice of the adjourned meeting shall be given in the same manner as the notice of the original meeting.
67. No business shall be transacted at an adjourned meeting other than business which could not properly have been transacted at the meeting if the adjournment had not taken place.

### **Voting**

68. In accordance with the Co-operative Principle of democratic member control, each Member shall have one vote on any question to be decided in general meeting. This article is Entrenched in accordance with section 22 of the Act; any alteration to this article requires the approval of 100% of the Members.
69. A resolution put to the vote at a general meeting shall be decided on a show of hands unless a poll is duly demanded in accordance with these Articles.
70. In the case of an equality of votes, whether on a show of hands or a poll, the chairperson shall not have a second or casting vote and the resolution shall be deemed to have been lost.

### **Poll Votes**

71. A poll on a resolution may be demanded:
  - (a) In advance of the general meeting where the matter is to be put to the vote; or
  - (b) At a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.
72. A poll may be demanded by:
  - (a) The chairperson of the meeting;
  - (b) The Directors;
  - (c) Two or more Persons having the right to vote on a resolution.
73. A demand for a poll may be withdrawn if the poll has not yet been taken and the chairperson consents to the withdrawal.
74. Polls must be taken immediately and in such manner as the chairperson of the meeting directs, provided that each Member shall have only one vote.

### **Resolutions**

75. Decisions at general meetings shall be made by passing resolutions:
  - (a) Decisions involving an alteration to articles that have been Entrenched in accordance with section 22 of the Act require the approval of 100% of the Members.
  - (b) The following decisions must be made by special resolution:
    - (i) Decisions involving an alteration to the Articles of the Co-operative, except where an article is Entrenched as detailed above;
    - (ii) Decisions to expel Members;

- (iii) Decisions to dispose of assets of the Co-operative equivalent in value to one-third of the Co-operative's last published balance sheet, as detailed in these Articles;
  - (iv) The decision to wind up the Co-operative;
  - (v) Other decisions which are required so by statute.
- (c) All other decisions shall be made by ordinary resolution.
76. A special resolution is one passed by a majority of not less than 75% of votes cast at a general meeting and an ordinary resolution is one passed by a simple majority (51%) of votes cast.
77. Resolutions may be passed at general meetings or by written resolution.
78. A written resolution passed by Members shall be effective if it has been passed in accordance with the requirements of the Act which includes sending a copy of the proposed resolution to every Member. Written resolutions may comprise several copies to which one or more Members have signified their agreement.
79. A written resolution shall be deemed to have been passed if, within 28 days of the written resolution's circulation date:
- (a) Written approval has been received from at least 75% of the Members where the resolution is a special resolution;
  - (b) Written approval has been received from a simple majority of at least 51% of the Members where the resolution is an ordinary resolution.
80. In accordance with the Companies Acts, resolutions to remove a Director or auditor (or their equivalent) of the Co-operative before the end of his/her period of office shall not be passed by written resolution.

## **DIRECTORS**

81. The Co-operative shall have a Board of Directors comprising not less than two Directors.
82. Those persons notified to the Registrar of Companies on incorporation and such others as they may determine in writing shall be the initial Board of Directors of the Co-operative from incorporation until the first annual general meeting.
83. Only persons who are aged 16 years or more may serve on the Board of Directors.

### **OPTION 1: Elected Board of Directors**

84. The Board of Directors shall be elected by and from the Co-operative's Members. The maximum number of Directors serving on the Board shall be determined by a general meeting of the Co-operative from time to time.

#### **Retirement Cycle**

85. At the first annual general meeting all Directors shall stand down. At every subsequent annual general meeting one-third of the Board of Directors, or if their number is not a multiple of three then the number nearest to one-third, shall retire from office. The Directors to retire shall be the Directors who have been longest in office since their last election. Where Directors have held

office for the same amount of time the Director to retire shall be decided by lot. A retiring Director shall be eligible for re-election.

### **OPTION 2: Collective Management**

86. Subject to those Directors appointed for the purposes of incorporation, all Members of the Co-operative shall also be Directors. Upon becoming a Member of the Co-operative a person shall be appointed to the Board of Directors and if a person ceases to hold office as a Director they will also cease to be a Member of the Co-operative.

### **Co-option of Directors**

87. In addition the Board of Directors may co-opt up to two external independent Directors who need not be Members and are selected for their particular skills and/or experience. Such external independent Directors shall serve a fixed period determined by the Board of Directors at the time of the co-option, subject to a review at least every 12 months. External independent Directors may be removed from office at any time by a resolution of the Board of Directors.
88. The Board of Directors may at any time fill a casual vacancy on the Board by co-option. Such co-opted individuals must be Members of the Co-operative and will hold office as Director only until the next annual general meeting.

### **Board Education and Training**

89. In accordance with the Co-operative Principle of education, training and information, before accepting a position as Director an individual must agree to undertake training during their first year of office as deemed appropriate by the Co-operative. This training will include information on the roles and responsibilities of being a Director of a company which is also a co-operative.

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

90. Subject as otherwise provided in these Articles and to any direction or authority contained in the resolution of the Co-operative creating or authorising the same, the Board members are generally and unconditionally authorised for the purposes of the Act to allot, grant options, rights of subscription or otherwise deal with or dispose of any relevant securities to such persons, at such times and on such terms and conditions as they think proper provided however that the general authority hereby granted to the Board members:
- (a) Shall be limited to a maximum nominal amount of £100,000.
  - (b) Shall expire not more than five years from the date of the incorporation of the Co-operative unless varied or revoked or renewed by the Co-operative in general meeting.
91. The Directors are responsible for the management of the Co-operative's business and, subject to these Articles and directions given by special resolution, they may exercise all the powers of a company for this purpose. No such special resolution invalidates anything which the Directors have done before the passing of the special resolution.
92. All decisions made by a meeting of the Board of Directors or by any person acting as a Director shall remain valid even if it is later discovered that there was some defect in the Director's appointment or that the individual had previously been disqualified from acting as a Director.
93. In accordance with the Co-operative Principles of democratic member control and member economic participation, the Board of Directors shall not be entitled to sell or otherwise dispose

of assets (in a single transaction or series of transactions) equivalent in value to one-third or more of the total value of the last published balance sheet of the Co-operative without the approval of the Members by special resolution.

### **Delegation**

94. Subject to these Articles, the Directors may delegate any of the powers which are conferred on them under these Articles to any Person or committee consisting of Members of the Co-operative, by such means, to such an extent, in relation to such matters and on such terms and conditions as they think fit.
95. The Directors may specify that any such delegation may authorise further delegation of the powers by any person to whom they are delegated.
96. The Directors may revoke any delegation in whole or in part or alter any terms and conditions.

### **Sub-Committees**

97. A sub-committee to which the Directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of these Articles which govern the taking of decisions by Directors.
98. The Directors may make Regulations for all or any sub-committees, provided that such Regulations are not inconsistent with these Articles.
99. All acts and proceedings of any sub-committee must be fully and promptly reported to the Directors.

## **PROCEEDINGS OF THE BOARD OF DIRECTORS**

### **Calling a Meeting of the Board of Directors**

100. Any Director may, and the Secretary on the requisition of a Director shall, call a meeting of the Board of Directors by giving reasonable notice of the meeting to all Directors. Notice of any meeting of the Board of Directors must indicate the date, time and place of the meeting and, if the Directors participating in the meeting will not be in the same place, how they will communicate with each other.

### **Proceedings of a Meeting of the Board of Directors**

101. The Board of Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit.
102. A Director is able to exercise the right to speak at a meeting of the Board of Directors and is deemed to be in attendance when that person is in a position to communicate to all those attending the meeting. The Directors may make whatever arrangements they consider appropriate to enable those attending a meeting of the Board of Directors to exercise their rights to speak or vote at it including by Electronic Means. In determining attendance at a meeting of the Board of Directors, it is immaterial whether any two or more Directors attending are in the same place as each other.
103. Questions arising at any meetings shall be decided by a majority of votes. In the case of an equality of votes the status quo shall be maintained and the Board of Directors may choose to refer the matter to a general meeting of the Co-operative.

104. A written resolution, circulated to all Directors and signed by a simple majority (51%) of Directors, shall be valid and effective as if it had been passed at a Board meeting duly convened and held. A written resolution may consist of several identical Documents signed by one or more Directors.
105. The Board of Directors may, at its discretion, invite other persons to attend its meetings with or without speaking rights and without voting rights. Such attendees will not count toward the quorum.
106. The Directors must ensure that the Co-operative keeps a record, in Writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the Directors.

### **Quorum**

107. The quorum necessary for the transaction of business at a meeting of the Board of Directors shall be 50% of the Directors or 2, whichever is the greater.
108. If at any time the total number of Directors in office is less than the quorum required, the Directors must not take any decisions other than to appoint further Directors or to call a general meeting so as to enable the Members to appoint further Directors.

### **Chairperson**

109. Directors shall appoint one of their number as the chairperson to facilitate meetings of the Board of Directors. If s/he is absent or unwilling to act at the time any meeting proceeds to business then the Directors present shall choose one of their number to be the chairperson for that meeting. The appointment of a chairperson shall be the first item of business at the meeting.

### **Declaration of Interest**

110. Whenever a Director has a personal, financial or material interest, whether directly or indirectly, in a matter to be discussed at a meeting and whenever a Director has an interest in another unincorporated body, firm, partnership or corporate body whose interests are reasonably likely to conflict with those of the Co-operative in relation to a matter to be discussed at a meeting, notwithstanding matters relating to the terms of business of the Co-operative, s/he must;
  - (a) Declare the nature and extent of the interest before the discussion begins on the matter;
  - (b) Withdraw from that part of the meeting unless expressly invited by the chairperson of the meeting to remain;
  - (c) Not be counted in the quorum for that part of the meeting;
  - (d) Withdraw during the vote and have no vote on the matter.

Provided that nothing in this Article shall prevent a Director from counting towards the quorum for Board meetings and voting where the matter relates to her/his own contract of employment or in respect of her/his rights and interests as a Member or Equity Shareholder.

111. Subject to anything to the contrary in these Articles:
  - (a) In accordance with (but subject to) the Companies Acts, the Board of Directors may give authorisation in respect of a situation in which a Director has, or could have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Co-operative; and

- (b) In authorising a situation the Board of Directors may decide, whether at the time of giving the authorisation or subsequently, that if the conflicted Director has obtained any information through her/his involvement in the situation otherwise than as a Director and in respect of which s/he owes a duty of confidentiality to another Person, the Director is under no obligation to:
  - (i) Disclose that information to the Co-operative; and/or
  - (ii) Use that information for the benefit of the Co-operative;

where to do so would amount to a breach of confidence.

### **Expenses**

112. The Co-operative may pay any reasonable expenses which the Directors properly incur in connection with their attendance at meetings or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Co-operative.

### **Termination of a Director's Appointment**

113. A person ceases to be a Director of the Co-operative as soon as:
- (a) That person ceases to be a Member of the Co-operative (unless they are a co-opted independent external Director);
  - (b) That person resigns from office in Writing to the Secretary of the Co-operative, and such resignation has taken effect in accordance with its terms;
  - (c) That person is removed from office by an ordinary resolution of the Co-operative in general meeting in accordance with these Articles and the Companies Acts;
  - (d) That person ceases to be a Director by virtue of any provision of the Companies Acts or is prohibited from being a Director by law;
  - (e) A bankruptcy order is made against that person;
  - (f) A registered medical practitioner who is treating that person gives a written opinion to the Co-operative stating that the person has become physically or mentally incapable of acting as a Director and may remain so for more than three months;
  - (g) By reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have.

### **Removal of a Director**

114. A Director may be expelled from office by a resolution of the Co-operative stating that it is in the best interests of the Co-operative that her/his office is terminated. A resolution to remove a Director from office may only be passed if:
- (a) The Director has been given at least 21 days' notice in Writing of the general meeting at which the resolution to remove them from office will be proposed and the reasons why it is to be proposed; and

- (b) The Director or, at the option of the Director, the Director's representative (who need not be a Member of the Co-operative) has been allowed to make representations to the general meeting.

## **SECRETARY**

- 115. The Board of Directors shall appoint a Secretary of the Co-operative for such term and at such remuneration and upon such conditions as they think fit. Any Secretary so appointed may also be removed by them.
- 116. A provision of the Companies Acts or these Articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting in both capacities.

## **REGULATIONS**

- 117. The Co-operative in a general meeting or the Board of Directors may from time to time make, adopt and amend such regulations in the form of bye-laws, standing orders, secondary rules or otherwise as they think fit for the management, conduct and regulation of the affairs of the Co-operative and the proceedings and powers of the Board of Directors and sub-committees. No regulation shall be made which is inconsistent with these Articles or the Companies Acts. All members of the Co-operative and the Board of Directors shall be bound by such Regulations whether or not they have received a copy of them.

## **LIABILITY OF MEMBERS**

- 118. The liability of Members and Equity Shareholders is limited to the amount unpaid on shares held by them.

## **APPLICATION OF PROFIT**

- 119. The profit of the Co-operative shall be applied in the following ways, in such proportions and in such manner as the general meeting shall decide from time to time:
  - (a) To create a general reserve for the continuation and development of the Co-operative;
  - (b) In accordance with the Co-operative Principle of concern for community, to make payment for social, co-operative and community purposes.
  - (c) To Equity Shareholders in the Co-operative as payment of dividends on their investment in the Co-operative;
  - (d) In accordance with the Co-operative Principle of member economic participation, to a bonus for Members, either equally or in accordance with some other equitable formula which recognises the relative contribution made by each Member to the business of the Co-operative;
  - (e) To the redemption of Equity Shares;
- 120. In accordance with the Co-operative Principle of member economic participation, the proportion of profits paid out as dividends to Equity Shareholders shall never exceed the proportion paid out as bonuses and dividends to Members and employees who are not Members. The proportion of profits paid out to Equity Shareholders and Members combined shall never exceed 50% of the profits available for distribution.

## **DISSOLUTION**

### **OPTION 1: Common Ownership**

121. The Co-operative is a common ownership enterprise. In the event of the winding up or dissolution of the Co-operative the liquidator shall first, according to law, use the assets of the Co-operative to satisfy its debts and liabilities. Any balance of assets remaining may not be distributed among the Members but shall be transferred to some other common ownership co-operative(s) or to Co-operatives UK (or any body that succeeds to its function). If such residual assets cannot be distributed in this manner they shall be transferred to some other organisation(s) whose purpose is to promote and support the Co-operative Movement and common ownership enterprises. This article is Entrenched in accordance with section 22 of the Act; any alteration to this article requires the approval of 100% of the Members.

### **OPTION 2: Co-ownership**

122. The Co-operative is a co-ownership enterprise. In the event of the winding up or dissolution of the Co-operative the liquidator shall first, according to law, use the assets of the Co-operative to satisfy its debts and liabilities. Any balance of assets remaining may be distributed among the Members and those persons who were Members at any time during the six years prior to the date on which the Co-operative decide to wind up. Distribution shall be in proportion to the relative contribution made by Members and past Members during the six years prior to the winding up of the Co-operative, or according to some other equitable formula agreed by the Members on winding up which complies with the Co-operative Principles. If such residual assets cannot be distributed in this manner they shall be transferred to a common ownership co-operative (s) or to Co-operatives UK (or any body that succeeds to its function).

## **ADMINISTRATIVE ARRANGEMENTS**

### **Share Certificates**

123. The Co-operative must issue each Member and Equity Shareholder, free of charge, with a share certificate in respect of the shares which that Member or Equity Shareholder holds. A separate share certificate shall be issued for Co-operative Shares and Equity Shares where a Member holds shares of both classes.
124. Every certificate must specify:
- (a) In respect of how many shares, of what class, it is issued;
  - (b) The nominal value of the shares in each class;
  - (c) That the shares in each class are fully paid up; and
  - (d) Any distinguishing numbers assigned to the shares in each class.
125. Every share certificate shall have affixed to it the Co-operative's seal or be executed in accordance with the Companies Acts.
126. If more than one person holds an Equity Share, only one certificate may be issued in respect of that share.

### **Replacement Share Certificates**



127. If a share certificate issued in respect of an Equity Shareholder's shares and a share certificate issued in respect of a Member's shares is damaged, defaced, lost, stolen or destroyed the Member is entitled to be issued with a replacement share certificate.
128. In exercising their right to be issued with a replacement share certificate the Member may require a single or separate certificates. If the share certificate has been damaged or defaced the existing share certificate must be returned to the Co-operative, any Member requesting a replacement share certificate must comply with such conditions as to evidence, indemnity and the payment of a reasonable fee as the Directors decide.

### **Means of Communication**

129. A Member may provide their consent to receive communications from the Co-operative by Electronic Means.
130. Subject to these Articles, anything sent or supplied by or to the Co-operative under the Articles may be sent or supplied in any way in which the Companies Acts provides. Any notice or Document to be sent or supplied to a Director in connection with the taking of decisions by Directors may also be sent or supplied by the means by which that Director has asked to be sent or supplied with such notices or Documents for the time being. A Director may agree with the Co-operative that notices or Documents sent to her/him in a particular way are to be deemed to have been received within a specified time or their being sent, and for the specified time to be less than 48 hours.

### **Seal**

131. If the Co-operative has a seal, it shall only be used by the authority of the Board of Directors acting on behalf of the Co-operative. Every instrument to which the seal shall be attached shall be signed by a Director and countersigned by a second Director, the Secretary, or a Member of the Co-operative appointed by the Board of Directors for the purpose.

### **Registers**

132. The Board of Directors shall ensure accurate registers are maintained which shall include a register of Members, a register of Directors and such other registers as required by the Acts.

#### **Register of Members**

133. The Co-operative shall maintain a register of Members which records the details of all holders of Co-operative Shares. The register shall specify their name, address, and the dates on which s/he became a Member and ceased to be a Member. A Member shall notify the Secretary of the Co-operative in Writing within seven days of any change to her/his name or Address.
134. An entry on the register relating to a former Member of the Co-operative may be removed from the register after the expiration of 10 years from the date on which s/he ceased to be a Member.

#### **Register of Equity Shareholders**

135. The Co-operative shall maintain a register of Equity Shareholders which records their/its name, address (in the case of a corporate body the registered office address), and the dates on which s/he/it became an Equity Shareholder and ceased to be an Equity Shareholder. An Equity Shareholder shall notify the Secretary of the Co-operative within seven days of any change to her/his/its name, address or address for electronic communications.

136. An entry on the register relating to a former Equity Shareholder of the Co-operative may be removed from the register after the expiration of 10 years from the date on which s/he/it ceased to be an Equity Shareholder.

### **Register of Directors**

137. The Co-operative shall maintain a register of Directors which shall include the following particulars:
- (a) Name of the Director and any former names used by her/him for business purposes;
  - (b) Service address;
  - (c) Country of residence;
  - (d) Nationality;
  - (e) Business occupation, if any;
  - (f) Date of birth.
138. The register of Directors shall be open for inspection to any Member of the Co-operative without charge and to any other Person on payment of such fee as may be prescribed.
139. The Co-operative shall also maintain a register of Director's residential addresses which is not available for inspection.

### **Minutes**

140. The Co-operative shall ensure that minutes are kept of all:
- (a) Proceedings at meetings of the Co-operative;
  - (b) Proceedings at meeting of the Equity Shareholders; and
  - (c) Proceedings at meetings of the Board of Directors and its sub-committees which include names of the Directors present, decisions made and the reasons for those decisions.

### **Accounts**

141. The Board of Directors shall cause proper accounts to be kept and circulated in accordance with the Companies Acts with respect to:
- (a) All sums of money received and expended by the Co-operative and the matters in which the receipt and expenditure takes place;
  - (b) All sales and purchases of goods by the Co-operative;
  - (c) The assets and liabilities of the Co-operative.
142. Proper accounts shall be deemed to have been kept if they give a true and fair record of the state of the Co-operative's affairs and explain its transactions.
143. The accounts shall be kept at the registered office of the Co-operative or, subject to the Acts, at such other place or places as the Board of Directors thinks fit, and shall always be open to the

inspection of all Members and other Persons authorised by the Co-operative in a general meeting.

144. The Board of Directors shall prepare and present to the Members such regular financial reports, results and cash flow predictions showing the current financial position of the Co-operative as the Members in a general meeting shall require to be laid before them.

#### **Audit**

145. The Co-operative may decide if it meets the qualifying criteria to apply the small company audit exemptions. If not, at least once in every year the accounts of the Co-operative shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified auditors (or their equivalents).
146. Auditors (or their equivalents) shall be appointed and their duties regulated in accordance with the Companies Acts.

#### **Borrowing from Members**

147. In accordance with the Co-operative Principle of member economic participation the interest paid by the Co-operative on money borrowed from Members shall not exceed such rate as is necessary to attract and retain the capital required to further the Co-operative's purpose.

#### **Social Accounting and Reporting**

148. In addition to any financial accounts required by the Companies Acts, the Members may resolve to undertake an account of the activities of the Co-operative which will endeavour to measure its co-operative, social and environmental performance using whatever methodology the Members deem appropriate. Following the completion of such an account the Co-operative shall report any findings to its Members and other stakeholders.

#### **Indemnity and Insurance**

149. Subject to the following article, any Director or former Director of the Co-operative may be indemnified out of the Co-operative's assets against:
- (a) Any liability incurred by that Director in connection with any negligence, default, breach of duty or breach of trust in relation to the Co-operative;
  - (b) Any liability incurred by that Director in connection with the activities of the Co-operative in its capacity as a trustee of an occupational pension scheme (as defined in the Act);
  - (c) Any other liability incurred by that Director as an officer of the Co-operative.
150. The above article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or any other provision of law.
151. The Directors may decide to purchase and maintain insurance, at the expense of the Co-operative, for the benefit of any Director or former Director of the Co-operative in respect of any loss or liability which has been or may be incurred by such a Director in connection with their duties or powers in relation to the Co-operative or any pension fund or employees' share scheme of the Co-operative.