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Register No. 28490R

Rules of

Bushbury Hill Estate Management Board Ltd

(Registered under the Co-operative and Community Benefit Societies Act 2014)

1 In these rules 'the Act' means the Co-operative and Community Benefit Societies Act 2014, or any Act amending or in substitution for it for the time being in force.

NAME

2 The name of the Society shall be BUSHBURY HILL ESTATE MANAGEMENT BOARD LIMITED, hereinafter called ‘the Society’. The Management Committee shall be called the Board.

OBJECTS

3 The objects of the Society shall be, for the benefit of the community primarily in Bushbury Hill, Wolverhampton (“the area of benefit”) to carry on the business of providing, maintaining, and managing housing and associated amenities and activities primarily within the area of benefit and its neighbouring areas.

POWERS

4 The Society shall have power to do all things necessary or expedient for the fulfilment of its objects, provided that the Society shall not trade for profit. Any profits shall only be applied for the purposes of furthering the Society’s objects and/or in accordance with these rules.

REGISTERED OFFICE

5 The Registered Office of the Society 14 Kempthorne Avenue, Low Hill, Wolverhampton WV10 9JG.

SHARES

6 Shares of the nominal value of ten pence each shall be issued to persons upon admission to membership of the Society. The shares shall be neither withdrawable nor transferable, shall carry no right to interest, dividend nor bonus, and shall be forfeited and cancelled on cessation of membership from whatever cause, and the amount paid-up thereon shall become the property of the Society. A member shall hold one share only in the Society.

LIMITED LIABILITY

7 The liability of a member is limited to any amount remaining unpaid on that member's single ten pence share.

MEMBERSHIP

8 The first members of the Society shall be the signatories to the application for registration. Thereafter the Board:

a. shall admit to membership any person aged eighteen years or over who is a lawful resident in one of the Local Authority properties within the area of benefit, who agrees to be bound by the provision of these rules and who the Board, in its absolute discretion, confirm meets the eligibility criteria for membership as set out by the Board from time to time; and

b. may at its discretion admit to membership any society, company, firm or Local Authority or an individual nominated as the representative of any unincorporated association which is considered able to make a contribution to the activities of the Society. A corporate body which is a member of the Society shall appoint a representative who shall during the continuance of her/his appointment be entitled to exercise at General Meetings of the Society all such rights and powers as the corporate body would be able to exercise if it were an individual person. Written notification of an organisation's choice of representative shall be sent to the Secretary of the Society.

9 A person who qualifies under Rule 8 above may apply for membership to the Board, and upon acceptance and the payment of ten pence the Society shall issue to her/him one share and a copy of these Rules, and shall enter her/his name in the register of members. Membership shall not be withheld from any individual qualifying under Rule 8(a) above.

CESSATION OF MEMBERSHIP

10 A member shall cease to be a member immediately if s/he:

a. resigns in writing to the Secretary; or
b. ceases in the opinion of the Board to qualify for membership under the provisions of Rule 8; or
c. is expelled from membership in accordance with Rule 11; or
d. dies, if an individual, or is wound up or goes into liquidation, if a corporate body;
e. is an individual nominated by an unincorporated association which is wound up or his/her nomination is revoked.

11 A member may be expelled by a resolution carried by a majority of no less than two-thirds of those members voting at a General Meeting of the Society of which due notice has been given, provided that the grounds for expulsion have been specified in the notices calling the meeting and that the member whose expulsion is to be considered shall be given the opportunity to state her/his case to the meeting. If on due notice having been served the member fails to attend the meeting, the meeting may proceed in the member's absence.

12 No member expelled from membership shall be re-admitted except by a resolution carried by a majority of not less than two-thirds of the members voting at any General Meeting of which due notice has been given.

GENERAL MEETINGS

13 An Annual General Meeting shall be held within six months of the close of the financial year of the Society the business of which shall comprise:

a. The receipt of the accounts and balance sheet and all reports of the Board and of the auditor;
b. The election of Board members;
c. The appointment of an auditor;
d. Such other business as may have been included in the notices convening the meeting.

14 All General Meetings other than the Annual General Meeting shall be called Special General Meetings.

15 A Special General Meeting shall be convened either upon an order of the Board or upon a written requisition signed by at least ten per cent of the members of the Society or 25 members whichever is the lesser. If within twenty-one days of the delivery of a requisition a meeting has not been convened, the members who have signed the requisition may convene a meeting in the manner provided for in Rule 16.

16 A General Meeting shall be convened by at least fourteen days' notice in writing posted or delivered by electronic means as defined in section 148 of the Co-operative and Community Benefit Societies Act 2014 ("Electronic Means") to the address of every member recorded in the register of members, and every Board member specifying whether the meeting is an Annual or a Special General Meeting and stating the time, date and place at which it is to be held. In the case of an Annual General Meeting, the notice shall include details of the general nature of the business to be transacted; in the case of a Special General Meeting the notice shall contain details of the precise nature of the business to be transacted, and no business may be transacted at a Special General Meeting other than that specified in the notice calling it.

17 A notice sent by post to a member's registered address shall be deemed to have been duly served forty-eight hours after its posting or if sent by Electronic Means shall be deemed to have been duly served twenty-four hours after being sent. The accidental omission to send any notice to or the non-receipt of a notice by any member shall not invalidate the proceedings at the meeting.

PROCEEDINGS AT GENERAL MEETINGS

18 No person other than a member duly registered shall be entitled to vote on any question at any General Meeting. On a show of hands and on a ballot, every member present in person or by proxy shall have one vote.

a. Any member entitled to attend and vote at a General Meeting may appoint another person, whether or not a member, as their proxy to attend and vote on their behalf. A proxy can be appointed by delivering a written appointment, which may be by way of Electronic Means, to the registered office, or such other place as may be selected by the Board and stated in the meeting notice, at least 48 hours before the date of the meeting at which the proxy is authorised to vote. It must be signed or confirmed by Electronic Means and sent by the member or a duly authorised attorney. Any proxy form delivered late shall be invalid. Any question as to the validity of a proxy shall be determined by the Chairperson of the meeting whose decision shall be final.

19 No business shall be transacted at a General Meeting unless a quorum is present. A quorum shall be five per cent of the membership or twelve members, whichever is the lesser, subject to an absolute minimum of six members present in person or by proxy.

a. General Meetings can take place in any manner and through any medium which permits those attending to hear and comment on the proceedings. Any person who attends in this manner will be deemed to be present in person at the meeting whether or not all attendees are assembled at one place.

20 If within half an hour after the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved. In any other case it shall stand adjourned until a day not more than twenty-eight days after the date set for the original meeting, and notice shall be given to all members of the adjourned meeting as of the original meeting. If at such an adjourned meeting a quorum is not present within half an hour after the time set for the meeting, then the members present shall constitute a quorum.

21 The Chairperson of the Society shall preside at every General Meeting. In the event of her/his absence or unwillingness to act then the Vice-Chairperson shall preside and, in the event of her/his absence or unwillingness to act the members present shall choose one of their number to act as Chair.

22 The Chairperson may with the consent of any meeting at which a quorum is present, and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. Where a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of the original meeting, otherwise it shall not be necessary to give any notice of any adjournment or of the business to be transacted at an adjourned meeting.

23 At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands (either in person, by proxy or by Electronic Means, such means agreed by the Board) unless a secret ballot is, before or on the declaration of the result of the show of hands, demanded by at least two members present (in person, by proxy or by Electronic Means, such means agreed by the Board). Unless a secret ballot be so demanded, a declaration by the Chairperson that a resolution has on a show of hands been carried or lost and an entry to that effect in the book containing the minutes of the proceedings of the Society shall be conclusive evidence of the fact without proof of the number of proportions of the votes recorded in favour of or against such resolutions. The demand for a secret ballot may be withdrawn.

24 If a secret ballot is duly demanded it shall be taken in such a manner as the Chairperson directs, and the result of the ballot shall be deemed to be the resolution of the meeting at which the ballot was demanded. A secret ballot may be taken by Electronic Means, such means agreed by the Board.

25 In the case of an equality of votes, whether on a show of hands or on a ballot, the Chairperson-shall have a second or casting vote.

OFFICERS

26 The Board shall at its first meeting following the Annual General Meeting elect from its own number (excluding any co-optees) a Chairperson, Vice-Chairperson, Secretary and Treasurer of the Society and of the Board, to serve until the following Annual General Meeting. The Board shall also appoint any such other officers as it may from time to time decide, who shall be under the direction of the Board and who shall have those functions specified in these Rules and such other functions as the Board may decide from time to time.

27 Any Officer elected or appointed by the Board may be removed by it. In the event of a casual vacancy occurring in any officer post, the Board may appoint such person as they think fit to fill such vacancy.

BOARD

28 Unless otherwise determined by the Society in General Meeting, the Society shall have a Board comprising not more than twelve and not less than six members elected by the members at the Annual General Meeting (“Elected Board members”) plus persons co-opted in accordance with the provisions of these rules.

29 The initial Board of the Society from incorporation until the first Annual General Meeting shall be appointed by the Founder Members.

30 At every Annual General Meeting one-third of the Elected Board members, or a number nearest to one-third, shall retire. Those to retire shall be those who have served longest. In the event of two or more Board members elected on the same day, those to retire shall, in the absence of agreement, be those who received the fewest votes when last elected to the Board. A retiring Elected Board member shall be eligible to stand for re-election.

31 The process for appointing Elected Board members shall be as follows:

a. Nominations for election to the Board shall be invited from all members of the Society by writing or by Electronic Means to them at the address recorded in the Register of Members not less than twenty-eight days before the date set for the Annual General Meeting.
b. Completed nomination forms must be received at the Registered Office of the Society in writing or by Electronic Means not less than fourteen days before the date set for the Annual General Meeting. Nomination forms must include: the name and address of the person being nominated; a signed statement by the person nominated of her/his willingness to stand for election; and the name, address and signature of the member making the nomination.
c. The election shall be conducted by secret ballot in such manner as the Board shall direct, provided that all members of the Society are given clear instructions regarding how they may participate in the election.
d. Only members of the Society or representatives of organisations which are members may stand for election to the Board or may nominate persons to stand for election to the Board.

A General Meeting of the Society may designate some or all of the available places on the Board as reserved for members who have been nominated to represent the interests of the community within defined geographical districts within the area of benefit of the Society, with a view to ensuring adequate representation on the Board for all members of the community within the area of benefit. In such an event, while nominations for available places shall be sought on a district basis, all members of the Society present at the Annual General Meeting shall be entitled to vote in respect of all available places on the Board.

32 The Board may at any time appoint individuals to the Board in accordance with the following provisions:

a. Up to two individuals, whether or not a member of the Society to serve on the Board in addition to the Elected Board members, appointed for their skills, expertise and/or experience, for such term as the Board decides. Persons appointed under this Rule 32a will be co-optees with full speaking and voting rights at meetings of the Board, provided that they cannot take part in the deliberations or vote on any matter directly affecting members.
b. The Board may at any time appoint any member to fill any casual vacancy arising for Elected Board members on the Board. Priority for appointment to fill a casual vacancy shall be given to members who were nominated but not elected at the previous Annual General Meeting (if any) in order of number of votes cast.
c. Subject to Rule 35 or earlier removal by the Board, members appointed to fill a casual vacancy on the Board shall be classed as an Elected Board member and serve until the Annual General Meeting following their appointment but shall thereafter be eligible for election to the Board.

The Board may invite other persons, whether or not members of the Society, to attend any of its meetings. Such invited persons shall not have voting rights and shall only have speaking rights at the discretion of the Chairperson.

33 A Board member shall declare an interest in and shall not vote in respect of any matter in which s/he has a personal financial or material interest and if s/he does so vote her/his vote shall not be counted.

34 Board members may be paid all reasonable expenses incurred by them in attending and returning from meetings of the Board or General Meetings of the Society or in connection with the business of the Board, but shall otherwise receive no remuneration.

35 The office of Board member shall be immediately vacated if s/he:

a. resigns her/his office in writing to the Society; or
b. being an Elected Board member, they cease to be a member of the Society, or is replaced as the representative of an organisation which is a member of the Society, or is an individual nominated as the representative of an unincorporated association which ceases to be a member; or
c. is removed by a simple majority vote of the members at a General Meeting of the Society, the notice of which specified that the question of such removal was to be raised; or
d. fails to declare her/his interest in any contract or matter as referred to in rule 33; or
e. fails to attend a Board meeting for six months; or
f. becomes bankrupt.

POWERS AND DUTIES OF THE BOARD

36 The activities of the Society shall be managed by the Board who may pay all expenses of the formation of the Society as they think fit and may exercise all such powers of the Society as may be exercised or done by the Society as are not required by statute or these rules to be exercised or done by the society in General Meeting.

37 No regulations made by the Society in General Meeting shall invalidate any prior act of the Board which would have been valid had the regulation not been made.

38 The Board may delegate any of its functions to sub-committees made up of members of the Board and such other persons as it sees fit provided that no more than two members of any sub-committee may be persons other than elected members of the Board. Any sub-committee so formed shall in the exercise of its powers conform with any regulations imposed upon it by the Board.

39 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Society shall be signed, drawn, accepted, endorsed or otherwise executed in such manner as the Board shall from time to time by resolution determine.

40 Members of the Board must meet together for the dispatch of business at least six times a year, and may adjourn and otherwise regulate their meetings as they think fit. A Board member may and the Secretary shall at the request of a Board member summon a meeting of the Board at any reasonable time provided that every member of the Board shall receive at least seven clear days' notice of any such meeting.

41 The quorum necessary for the transaction of business at a Board Meeting shall be 50% of Elected Board members for the time being in office, rounded up to the nearest whole number. Where there are co-optees appointed to the Board, to remain quorate, the meeting must maintain a majority of Elected Board members.

  a. Board Meetings or committee meetings can take place in any manner and through any medium which permits those attending to hear and comment on the proceedings. Any person who attends in this manner will be deemed to be present at the meeting whether or not all attendees are assembled in one place.

42 At every Board meeting the Chairperson shall preside, but in the event of her/his absence or unwillingness to act, the Vice-Chairperson shall preside, but in the event of her/his absence or unwillingness to act, the Board members present shall choose one of their number to be Chairperson of the meeting.

43 Questions arising at Board meetings shall be decided by a majority of votes of those present. In the case of an equality of votes the Chairperson shall have a second or casting vote.

44 If the Board falls below the minimum number as expressed in these rules, the Board shall act to fill such vacancies or to call a General Meeting of the Society, and for no other purpose.

45 A resolution in writing signed by all Board members for the time being entitled to vote at meetings of the Board shall be valid and effective as if the same had been passed at a meeting duly convened and held and may consist of several identical documents each signed by one or more Board members.

BORROWING

46 The Society may receive from any person donations towards its work.

47

a. The Society shall have the power to borrow money for the purposes of the Society provided that the amount of money borrowed for the time being remaining undischarged shall not exceed £5000
b. In the case of a loan from the Society's bankers or on a mortgage the Society may pay such rate of interest from time to time as may be negotiated by the Society, but in the case of loans from any other source the Society may not pay interest at a rate exceeding 1 % per annum above the Barclays Bank PLC base lending rate or 6.5% per annum whichever is higher.
c. The Society shall not receive money on deposit.
d. Subject to the preceding clauses of this rule the Board shall have the power to determine from time to time the terms and conditions upon which money is borrowed and to vary such terms and conditions.

INVESTMENT OF FUNDS

48. The Society may invest any part of its funds:
    a. in or upon any security in which trustees are for the time being authorised by law to invest;
    b. in or upon any mortgage, bond, debenture stock, corporation stock, rent charge, rent or other securities as the Board may decide;
    c. in the shares or on the security of any other society registered or deemed to be registered under the Act, or of any company registered under the Companies Act, or incorporated by Act of Parliament, or by Charter, provided that no such investment shall be made in the shares of any society or company other than one with limited liability. The Society may appoint any one or more of its members to vote on its behalf at any meeting of any other corporate body in which the Society has invested any part of its funds.

APPLICATION OF SURPLUS

49. Any surplus shall be applied solely to a general reserve for the continuation and development of the Society.

AUDITORS

50. The Society shall, if required by law to do so, appoint in each year one or more auditors to whom the accounts of the Society for that year shall be submitted for audit as required by the Act, and who shall be invited to General Meetings, and be given access to books and information as provided by the Act.

51. Every such auditor shall be appointed by the Society in a General Meeting, and in the case of any auditor so appointed who is a qualified auditor under Section 91 of the Act the provisions of the Act apply to her/his reappointment and removal and to any resolution removing her/him or appointing another person in her/his place.

ANNUAL RETURN

52. Every year within the time period specified by legislation, the Secretary shall send to the Registrar the annual return, in the form prescribed by the Registrar relating to its affairs for the period required by the Act to be included in the return together with:
    1. a copy of the report of the auditor on the Society's account for the period included in the return; and
    2. a copy of each balance sheet made during that period and of the report of the auditor on that balance sheet.

SOCIAL AUDIT

53. A social audit of the Society's activities may, by resolution of the Society in General Meeting, be undertaken annually in addition to the annual return. The role of such a social audit would be to attempt to identify the social costs and benefits of the Society's work, and to enable an assessment to be made of the Society's overall performance in relation to its objects more easily than may be made from financial accounts alone.

54. Such a social audit may be drawn up by an independent assessor appointed by the Society in a General Meeting, or by the Board who may submit their report for verification or comments to an independent assessor. A social audit may include an assessment of the internal management of the Society, democracy and decision making, health and safety, skill sharing and education opportunities, or other matters concerning members' welfare; and an assessment of the Society's activities externally, including its effects on people engaged in the same or similar activities, on users, customers and suppliers, and on the community.

RECORDS AND SEAL

55.

a. The Society shall keep at its registered office a Register of Members in which the Secretary shall enter the following particulars:
    1. the names and addresses of the members;
    2. a statement that one share only is held by each member and that ten pence has been paid, or agreed to be considered as paid, on each share;
    3. a statement of any other property held in the Society by each member;
    4. 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;
    5. the names and addresses of all Board members and the Secretary or the Society, with the dates on which they assumed office and dates on which they retired from office.

    The Society shall also keep at its Registered Office a duplicate copy of the Register or Members.

b. Any member or Board member changing her/his address shall notify the Society.
c. The Board shall ensure that proper minutes are kept of all General, Board and sub-committee meetings of the Society. Such minutes shall include a record of those present and of any decisions taken and shall be available for inspection by the Society at all reasonable times.
d. The Society shall have a seal kept in the custody of the Secretary and used only by the authority of the Board. Sealing shall be attested by the signature of two Board members or of one Board member and the Secretary for the time being.

AMENDMENTS TO RULES

56. Any rule herein may be rescinded or amended or a new rule made by a vote of three quarters of the members of the Society present and voting at a General Meeting of which fourteen clear days prior notice has been given, such notice to include details of the change(s) to be proposed at the meeting. No amendment of rules is valid until registered by the Registrar.

DISSOLUTION

57. The Society may be dissolved by the consent of three quarters of the members by their signatures to an instrument of dissolution, or by winding up in a manner provided by the Act. If on the winding up or dissolution of the Society any of its assets remain to be disposed of after its liabilities are satisfied, the assets shall not be distributed among the members, but shall, in accordance with the objects of the Society be transferred to such organisation or organisations having objects similar to those of the Society as may be decided by the members at or before the time of the winding up or dissolution or, in so far as the assets are not so transferred, then to some other charitable object.

DECEASED AND BANKRUPT MEMBERS

58.

   a. Upon a claim being made by the personal representative of a deceased member or the trustee in bankruptcy of a bankrupt member, any property to which a personal representative or trustee in bankruptcy has become entitled may be used as the personal representative or trustee in bankruptcy may direct.
   b. A member may in accordance with the Act nominate any person or persons to whom any of her/his property in the Society at the time or her/his death shall be transferred, but such nomination shall only be valid to the extent for the time being provided in the Act. On receiving satisfactory proof of the death of a member who has made a nomination the Society shall, in accordance with the Act, either transfer or pay the full amount of such property to the person so nominated.

Signatures

1. …………………………………….

2. …………………………………….

3. …………………………………….

Secretary

Date