

Co-operative and Community Benefit Societies Act 2014

Acknowledgement of registration of a rule amendment

This document acknowledges the registration of the amendment of the attached rules under Co-operative and Community Benefit Societies Act 2014 for:

Society: Brunswick Close Tenant Management Organisation Limited

Registration number: 29278 R

Date: **02 April 2019**





Brunswick Close Tenant Management Organisation Limited

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

Register No.

29278R

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PART A NAME AND OBJECTS

Name

- A1 The name of the Society shall be the Brunswick Close Tenant Management Organisation Limited ("the Society"). The management Board shall be called "the Board".

Objects

- A2 The society is formed for the benefit of the community living in Brunswick Close estate including Brunswick Court, Emberton Court, Harold Laski House, Mulberry Court, Wycliff Court and other properties on the estate in Islington, London EC1, which shall be called "the Area". Its objects shall be to carry on for the benefit of the community:
- A2.1 primarily the management of residential property, as the agent of the owner of such property, under the terms of the management agreement entered into by the Society with the Landlord.
 - A2.2 secondarily providing any services that contribute to wider regeneration and community development, the provision of public amenities and recreational facilities, the promotion of public safety, and the prevention of crime within the Area of benefit;
 - A2.3 generally to further the interests of residents of dwellings managed by the Society.
 - A2.4 In carrying out these objects the Society shall promote equality of opportunity and avoid discrimination against any person complying with all relevant legislation.

Non-profit

- A3 The society shall not trade for profit.
- A4 Nothing shall be paid or transferred by way of profit to shareholders of the Society.

Society Address

- A5 The registered office of the Society shall be Ground Floor, Brunswick Court, Tompion Street, London, EC1V 0ER

PART B POWERS OF SOCIETY, BOARD, AND SHAREHOLDERS

Powers

- B1 The society shall have power to do anything that a natural or corporate person can lawfully do which is necessary or expedient to achieve its objects, provided that the Society shall not trade for profit.
- B2 The society shall not have power to receive money on deposit in any way which would require authorisation under the Financial Services and Markets Act 2000 or any other authority required by statute unless it has such authorisation.

Powers of the Board

- B3 The business of the Society shall be directed by the Board.
- B4 Apart from those powers which must be exercised in general meeting:
B4.1 by statute; or
B4.2 under these rules
all the powers of the Society may be exercised by the Board for and in the name of the Society.
- B5 The Board shall have power to delegate, in writing, the exercise of any of its powers to sub-committees and to employees of the Society (subject to rule D1) on such terms as it determines. Such delegation may include any of the powers and discretions of the Board. The Board shall, in all things, act for and in the name of the Society.

Limited powers of shareholders in general meeting

- B6 The society in general meeting can only exercise the powers of the Society expressly reserved to it by these rules or by statute.

General

- B7 The certificate of an officer of the Society that a power has been properly exercised shall be conclusive as between the Society and any third party acting in good faith.
- B8 A person acting in good faith who has not been informed of any regulations shall not be obliged to see or enquire whether the Board's powers are restricted by such regulations.

PART C SHAREHOLDERS AND GENERAL MEETINGS

Obligations of shareholders (members)

- C1 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.
- C2 All members agree to be bound by the obligations on them as set out in these rules. When acting as shareholders they shall act at all times in the interests of the Society and, for the benefit of the community, as guardians of the objects of the Society.

Nature of shares

- C3 The Society's share capital shall be raised by the issue of shares. Each share has the nominal value of ten pence which shall carry no right to interest, dividend or bonus.
- C4 Shares are not transferable.
- C5 When a shareholder ceases to be a shareholder or is expelled from the Society, his or her share shall be cancelled. The amount paid up shall become the property of the Society.

Nature of shareholders

- C6 A shareholder of the Society is a person or body whose name and address is entered in the register of shareholders.
- C7 The following cannot be shareholders:
- C7.1 a person under the age of 16 years;
 - C7.2 a person who has been expelled as a shareholder, unless authorised by special resolution at a general meeting;
 - C7.3 an employee of the Society.
- C8 No shareholder shall hold more than one share and each share shall carry only one vote. A share cannot be held jointly.

Admission of shareholders

- C9 The first members of the Society shall be the signatories to the application for registration. Thereafter the Society:

- C10 shall admit to membership any lawful resident aged sixteen years or over who agrees to be bound by the provision of these rules; and
- C11 pay the sum of ten pence (which shall be returned to them if the application is not approved);
- C12 Will publish policies and admit members in accordance with those policies.

Ending of shareholding

- C13 A shareholder shall cease to be a shareholder if:
- C13.1 they die; or
 - C13.2 in the opinion of the Board they cease to qualify for membership under rule C10
 - C13.3 they are expelled under rule C14; or
 - C13.4 they withdraw from the Society in writing to the secretary; or
 - C13.5 his or her right to occupy the property is terminated, in which case he or she shall cease to be a member 28 days after the date of termination.

Expulsion of Shareholders

- C14 A shareholder may only be expelled by a special resolution at a special general meeting called by the Board.
- C14.1 The Board must give the shareholder at least one month's notice in writing of the general meeting. The notice to the shareholders must set out the particulars of the complaint of conduct detrimental to the Society, and must request the shareholder to attend the meeting to answer the complaint.
 - C14.2 At the general meeting called for this purpose the shareholders shall consider the evidence presented by the Board and by the shareholder (if any). The meeting may take place even if the shareholder does not attend.
 - C14.3 If the resolution to expel the shareholder is passed in accordance with this rule, the shareholder shall immediately cease to be a shareholder.
 - C14.4 A member may only be readmitted 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.
 - C14.5 Subject to there being sufficient funds for payment of existing claims against the Society known to the Board, a member so expelled shall at the date of the resolution for his or her expulsion be paid the value of any loan stock held by him or her.

Annual general meeting

- C15 The society shall hold a general meeting called the annual general meeting within six calendar months after the close of each of its financial years.
- C16 The functions of the annual general meeting shall be:
- C16.1 to receive the annual report which shall contain:
- the general policy of the Society
 - the annual accounts and balance sheet
 - a statement of the skills, qualities and experience required by the Board amongst its members;
- C16.2 subject to rules F3 and F4, to appoint the auditor (if one is required by law or a requirement of the Society's management agreement);
- C16.3 to elect Board members;
- C16.4 to transact any other general business of the Society set out in the notice convening the meeting including any business that requires a special resolution.

Special general meetings

- C17 All general meetings other than annual general meetings shall be special general meetings and shall be convened either:
- C17.1 upon an order of the Board; or
- C17.2 upon a written requisition signed by one quarter of shareholders stating the precise business for which the meeting is to be convened;
- C17.3 if within twenty-one days after delivery of a requisition to the secretary a meeting is not convened, the members who have signed the requisition may convene a meeting. A quorum shall be present as set out in rule C.21.
- C18 A special general meeting shall not transact any business that is not set out in the notice convening the meeting.

Calling a general meeting

- C19 All general meetings shall be convened by at least fourteen clear days' written notice posted or delivered to every member at the address given in the share register or by notice given by email or text messaging. The notice shall state whether the meeting is an annual or special general meeting, the time, date and place of the meeting, and the business for which it is convened.
- C20 A notice sent by post to a shareholder's registered address shall be deemed to have been duly served forty-eight hours after its posting. 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

- C21 Before any general meeting can start its business there must be a quorum present. A quorum is twenty percent of all shareholders or twelve members whichever is the lesser.
- C22 A meeting held as a result of a shareholders' requisition will be dissolved if too few shareholders are present half an hour after the meeting should begin.
- C23 All other general meetings with too few shareholders will be 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.
- C24 The Chair of the Society shall preside at every general meeting. In the event of her/his absence or unwillingness to act, the Vice-Chair shall preside and, in the event of her/his absence or unwillingness to act, the members present shall -agree who will be the Chair of the meeting. The Chair can:
- C24.1 take the business of the meeting in any order that the chair may decide; and
- C24.2 with the consent of the majority of members present at 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.

Proxies

- C25 A proxy can be appointed by delivering a written appointment to the registered office at least five days before the date of the meeting at which the proxy is authorised to vote. It must be signed by the shareholder 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 chair of the meeting whose decision shall be final. A proxy need not be a shareholder of the Society. A person acting as proxy shall only act as proxy for one shareholder. Proxies do not count for the purposes of calculating the meeting quorum.

Voting

- C26 Subject to the provisions of these rules or of any statute, a resolution put to the vote at a general meeting shall, except

where a ballot is demanded or directed, be decided upon a show of hands.

- C27 On a show of hands every shareholder present in person or by proxy and on a ballot every shareholder present in person or by proxy shall have one vote. In the case of an equality of votes the chair of the meeting shall have a second or casting vote
- C28 A declaration by the chair that a resolution on a show of hands has been carried or lost, unanimously or by a particular majority, is conclusive. An entry made to that effect in the book containing the minutes of the proceedings of the Society shall be conclusive evidence of that fact.
- C29 Any question as to the acceptability of any vote whether tendered personally or by proxy shall be determined by the chair of the meeting whose decision shall be final.
- C30 A ballot on a resolution may be demanded by any five shareholders at a meeting (in person or by proxy) or directed by the chair (and such demand or direction may be withdrawn)
- C31 A ballot shall be taken at the meeting at such time and in such manner as the chair shall direct. The result of such a ballot shall be deemed to be the resolution of the Society in general meeting.

PART D THE BOARD

Functions

- D1 The Society shall have a Board (in these rules referred to as “the Board”) which shall direct the affairs of the Society in accordance with its objects and rules and ensure that its functions are properly performed. Amongst its functions shall be to:
- D1.1 define and ensure compliance with the values and objectives of the Society and ensure these are set out in each annual report;
 - D1.2 establish policies and plans to achieve those objectives;
 - D1.3 approve each year’s accounts prior to publication and approve each year’s budget;
 - D1.4 establish and oversee a framework of delegation and systems of control;
 - D1.5 agree policies and make decisions on all matters that create significant financial risk to the Society or which affect material issues of principle;
 - D1.6 monitor the Society’s performance in relation to these plans, budget, controls and decisions;
 - D1.7 appoint (and if necessary remove) the TMO Manager (if any and if falling within the Society’s authority);
 - D1.8 satisfy itself that the Society’s affairs are conducted in accordance with generally accepted standards of performance and propriety;
 - D1.9 take appropriate advice.
 - D1.10 negotiate the management agreement and allowances with the Council and oversee its operation
- And none of these functions D1.1 – D1.10 inclusive shall be delegated

Composition of the Board

- D2 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 elected members plus persons co-opted in accordance with the provisions of these rules, or
- D3 A majority of Board members shall always be tenants residing in ‘the Area’ and of households under the management of the tenant management organisation.
- D4 The Board will aim to reflect the tenure composition in the “Area”.
- D5 The Board, in accordance with election procedures set out under rule D13 to D 19, shall endeavour to ensure that the

Board possesses the quality, skills, competencies and experience which the Board has from time to time determined it requires.

D6

The Board shall in its annual report set out the obligations of every Board member to the Board and to the Society. The Board shall review and may amend the obligations of Board members from time to time.

D6.1 No Board member may act as such until they have signed and delivered to the Board a statement, confirming that they will meet their obligations to the Board and to the Society. The Board may vary the form of statement from time to time.

D6.2 Any Board member who has not signed such statement without good cause within one month of election or appointment to the Board shall immediately cease to be a Board member.

D7

The Board may at any time co-opt any person, whether or not a member of the Society, to serve on the Board in addition to the elected members. The Board may also remove any person co-opted. There are two categories of co-opted Board members:

D7.1 Co-opted Board members sought to ensure the Board has appropriate skills:

D7.1a The Board may at any time co-opt board members for their skills, knowledge and qualities who may not reside in the Area provided that persons so co-opted shall never exceed one third of the total Board.

D7.1b Such co-optees shall not be counted for purposes of calculating a quorum but shall otherwise be members of the Board.

D7.1c Such co-opted Board members have full speaking rights but they do not have voting rights at meetings of the Board.

D7.1d Any person co-opted by the Board may be removed by a majority vote of the Board.

D7.2 Co-opted Board members sought to fill casual vacancies who live in the Area:

D7.2a 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.

D7.2b The Board may at any time co-opt any member to fill any casual vacancy on the Board provided that members so co-opted shall never exceed one third of the total Board.

- D7.2c Subject to rule D7.2, such co-opted members of the Board shall serve until the annual general meeting following their co-option and shall thereafter shall be eligible for further co-option. Co-opted members are eligible to stand for election to the Board on standing down.
- D7.2d Any person co-opted by the Board may be removed by a majority vote of the Board.
- D7.2e Such co-opted Board members have full speaking and voting rights at meetings of the Board and can vote on all matters including the election of officers and any matter affecting shareholders. These co-opted members shall be counted for purposes of calculating a quorum.
- D8 For the purposes of these rules and of the Act, a co-optee is a "Board member" or "member of the Board".
- D9 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 Chair.
- D10 No one can become or remain a Board member at any time if:
 - D10.1 they resign their office in writing to the Society; or
 - D10.2 they are disqualified from acting as a director of a company or as a member of a registered society or as a charity trustee for any reason; or
 - D10.3 they have been convicted of an indictable offence within the last five years; or
 - D10.4 they are a local authority tenant, leaseholder or resident and in the opinion of the Board are in material or serious breach of their tenancy or lease or are subject to a possession order or are in breach of a suspended possession order, or are subject to any of the following types of court order: anti-social behaviour order, anti-social behaviour injunction, demoted tenancy or closure order; or
 - D10.5 a registered medical practitioner who is treating that person gives a written opinion to the Society stating that the person has become physically or mentally incapable of acting as a Board member, co-optee or sub-committee member and remain so for more than three months; or
 - D10.6 they have absented themselves from three consecutive meetings of the Board without special leave of absence; or
 - D10.7 being an elected member of the Board, ceases to be a member of the Society; or
 - D10.8 becomes bankrupt or goes into administration; or

D10.9 a Board member removed by the Board in accordance with rule D11 shall not stand for election to the Board and shall not be co-opted onto the Board for a period of three years from the date of his/her removal.

D11

A Board member may be removed from the Board:

D11.1 by a two third majority vote of the members at a General Meeting of the Society, the notices of which specified that the question of such removal was to be raised; or

D11.2 by a resolution passed by three quarters of the Board provided the following conditions are satisfied:

at least fourteen days' notice of the proposed resolution has been given to all Board members; and

the notice sets out in writing the alleged breach(es) of the member's obligations in accordance with rule C2; and

the Board is satisfied that the allegation(s) is or are true. The Board may suspend a board member while investigations into allegations are carried out.

Election to the Board

D12

The initial Board of the Society from incorporation until the first annual general meeting shall be appointed by the founder members.

D13

D13.1 At every annual general meeting not less than one third of the elected Board members shall retire from office.

D13.2 Board members forming the retiring third shall be those who have been longest in office since they were last elected or re-elected to the Board. If the choice is between people who became Board members on the same day those to retire shall be chosen by lot.

D13.3 Anybody appointed to fill a casual vacancy under rule D7.2 during the year and who retires for that reason shall not count towards the one third to retire.

D14

If at an annual general meeting, the candidates for election as Board members do not exceed the number of vacancies on the Board the chair shall declare those candidates to have been duly elected. If the number of candidates exceeds the number of vacancies the meeting shall elect the Board members by ballot in such a manner as the chair directs.

D15

Nominations for election to the Board shall be invited from all members of the Society by writing to them at the address recorded in the Register of Members not less than fourteen days before the date set for the annual general meeting. If members so decide and provide an email address, nominations may be invited by email although signed paper copies of the completed nomination form must be returned as stated in rule D16.

- D16 Completed nomination forms must be received at the Registered Office of the Society not less than seven 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. Nominations forms shall also include a statement by the person nominated of her/his experience, knowledge and skills that are relevant to the work of the Board.
- D17 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.
- D18 Only members of the Society may stand for election to the Board or may nominate persons to stand for election to the Board.

Meetings of the Board

- D19 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.
- D20 No regulation 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.
- D21 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 three 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 to any regulations imposed upon it by the Board.
- D22 All cheques, promissory notes, online banking payments, drafts, bills of exchange and other negotiable instruments, and all receipts or monies 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.
- D23 Members of the Board must meet together for the dispatch of business at least 6 times a year (at least one meeting in each financial quarter) and may adjourn and otherwise regulate their meetings as they think fit. Board meetings will be open to observers to attend unless the chair of the Board considers the business to be confidential. 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. In exceptional circumstances and

as determined by the chair, an emergency meeting of the Board may be summoned on shorter notice provided every member of the Board has been duly notified.

- D24 The quorum necessary for the transaction of business at a Board Meeting shall be five board members.
- D25 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 resolution should fail.
- D26 A resolution in writing signed (including electronic signatures) by all 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 members.

Board members' interests

- D27 No Board member, co-optee or member of a sub-committee shall have any financial or material interest in any contract or other transaction with the Society or be granted a benefit by the Society, unless such interest or benefit:
- a. is expressly permitted by these rules; or
 - b. would not be in breach of, and would not be inconsistent with the code of conduct and/or governance policy adopted by the Board.
- D28 The society shall not pay or grant any benefit to anyone who is a Board member or a co-optee or a member of a sub-committee, unless it is expressly permitted by these rules.
- D29 Any Board member, co-optee or member of a sub-committee, having an interest in any arrangement between the Society and someone else shall disclose their interest, before the matter is discussed by the Board or any sub-committee. Such disclosure must comply with the code of conduct and/or governance adopted by the Board from time to time. Unless it is expressly permitted by these rules they shall not remain present unless requested to do so by the Board or sub-committee, and they shall not have any vote on the matter in question. Any decision of the Board or of a sub-committee shall not be invalid because of the subsequent discovery of an interest which should have been declared.
- D30 Every Board member, co-optee and member of a sub-committee shall ensure that the secretary at all times has a list of all other bodies in which they have an interest as:
- D30.1 a director or officer; or
 - D30.2 as a member of a firm; or
 - D30.3 as an official or elected member of any statutory body; or

D30.4 as the owner or controller of more than 2% of a company the shares in which are publicly quoted or more than 10% of any other company; or

D30.5 any other significant or material interest.

D31 If requested by a majority of the Board or members of a sub-committee at a meeting convened specially for the purpose, a Board member, co-optee or member of a sub-committee who fails to disclose an interest as required by these rules and/or who fails to remove themselves from the decision making process shall vacate their office either permanently or for a period of time to be determined by the Board.

D32 Notwithstanding rule D28, the Society may:

- a. pay properly authorised expenses to Board members, co-optees and members of sub-committees when actually incurred on the Society's business;
- b. pay insurance premiums in respect of insurance taken out to insure Board members and employees;
- c. pay recompense for loss of earnings to Board members, co-optees and members of sub-committees where evidenced to the satisfaction of the Chief Officer in accordance with the Members Expenses policy; and
- d. grant benefits to Board members, co-optees and members of sub-committees; provided that any such payment or benefit is in accordance with any code of conduct and/or code of governance adopted by the Board from time to time.

D33 Board members, co-optees or members of sub-committees who are tenants in the Area managed by the Society shall not be deemed to have an interest for the purpose of rule D28 in any decision affecting all or a substantial group of tenants.

D34 The grant of a tenancy by the Society on behalf of the landlord to a Board member, co-optee or member of a sub-committee is not the grant of a benefit for the purpose of rule D28.

Management and delegation

D35 The Board may delegate any of its powers under written terms of reference to sub-committees or to employees (subject to rule D1). Those powers shall be exercised in accordance with any written instructions given by the Board.

D36 All acts and proceedings of any sub-committee shall be reported to the Board.

D37 No sub-committee can incur expenditure on behalf of the Society unless at least one Board member or co-optee of the Board on the sub-committee has voted in favour of the resolution and the Board has previously approved a budget for the relevant expenditure.

Miscellaneous provisions

- D38 All decisions taken at a Board or any sub-committee meeting in good faith shall be valid even if it is discovered subsequently that there was a defect in the calling of the meeting, or the appointment of the members at a meeting, or
- D39 Meetings of the Board or any sub sommittee can take place in any manner that permits those attending to hear and comment on the proceedings.
- D40 A Board member acting in good faith shall not be liable to the Society for any loss.

PART E CHAIR, CHIEF OFFICER, SECRETARY, TREASURER & OTHER OFFICERS

The chair

- E1 The society shall have a chair, who shall also chair Board meetings, and shall be elected by the Board.
- E2 The chair on election shall hold office until the commencement of the first Board meeting after the next annual general meeting of the Society (or until the chair resigns as chair). The first item of business for any Board or sub-committee meeting when there is no chair or the chair is not present shall be to elect the chair. The chair shall at all times be a shareholder and a Board member and cannot be an employee. The chair shall serve for a maximum period of three consecutive years which in exceptional circumstances, may be extended for a further two consecutive years at the discretion of the Board.
- E3 The chair of the Society may be removed at a Board meeting called for the purpose provided the resolution is passed by at least two thirds of the members of the Board at the meeting.

The chair's responsibilities

- E4 The chair shall seek to ensure that:
- E4.1 the Board's business and the Society's general meetings are conducted efficiently;
 - E4.2 all Board members are given the opportunity to express their views;
 - E4.3 a constructive working relationship is established with, and support provided for the TMO manager (if any);
 - E4.4 the Board delegates sufficient authority to its sub-committees, the chair, the TMO manager (if any), and others to enable the business of the Society to be carried on effectively between Board meetings;
 - E4.5 the Board receives professional advice when it is needed;
 - E4.6 the Society is represented as required; and
 - E4.7 the Society's affairs are conducted in accordance with generally accepted codes of performance and propriety.
- E5 The Board shall ensure that there is a written statement of the chair's responsibilities which shall be agreed with the Board, and reviewed from time to time.

TMO manager

- E6 The society may have a TMO manager appointed by the Board. The TMO manager shall be appointed on a written contract of employment, which shall include a clear statement of the duties of the TMO manager.

The secretary

- E7 The society shall have a secretary who shall be appointed by the Board. The secretary shall serve for a maximum period of three consecutive years which in exceptional circumstances, may be extended for a further two consecutive years at the discretion of the Board. The secretary shall in particular:
- E7.1 summon and attend all meetings of the Society and the Board and keep the minutes of those meetings; and
 - E7.2 keep the registers and other books determined by the Board; and
 - E7.3 make any returns on behalf of the Society to the Financial Conduct Authority; and
 - E7.4 have charge of the seal of the Society; and
 - E7.5 be responsible for ensuring the compliance of the Society with these rules.

The treasurer

- E8 The society shall have a treasurer who shall be appointed by the Board. The treasurer shall serve for a maximum period of three consecutive years which in exceptional circumstances, may be extended for a further two consecutive years at the discretion of the Board. The treasurer shall:
- E8.1 ensure that all the financial aspects of the Society's activities are carried out in accordance with the Society's financial regulations;
 - E8.2 oversee the finances of the Society including reports setting out expenditure against budget and ensure that monthly bank reconciliations are carried out;
 - E8.3 take a keen interest in the work of both internal and external auditors and be available for consultation with them;
 - E8.4 oversee the audit for the Society.

Other officers

- E9 The Board may designate as officers such other officers as it from time to time decides.

Miscellaneous

- E10 Every officer or employee shall be indemnified by the Society for any amount reasonably incurred in the discharge of his or her duty.
- E11 Except for the consequences of their own dishonesty or gross negligence no officer or employee shall be liable for any losses suffered by the Society.

PART F FINANCIAL CONTROL AND AUDIT

Auditor

- F1 The society if required by law or under the agreement with Islington Council to do so shall appoint an auditor to act in each financial year. They must be qualified as provided by Section 91 of the Co-operative and Community Benefit Societies Act 2014. .
- F2 The following cannot act as auditor:
- F2.1 an officer or employee of the Society;
 - F2.2 a person employed by or employer of, or the partner of, an officer or employee of the Society.
- F3 The Society's auditor may be appointed by the Board or by a resolution of shareholders.
- F4 Where an auditor is appointed to audit the accounts for the preceding year, they shall be re-appointed to audit the current years as well unless:
- a. a general meeting has appointed someone else to act or has resolved that the auditor cannot act; or
 - b. the auditor does not want to act and has told the Society so in writing; or
 - c. the person is not qualified or falls within rule F2 (above); or
 - d. the auditor has become incapable of acting; or
 - e. notice to appoint another auditor has been given.
- F5 No less than twenty-eight days' notice shall be given for a resolution to appoint another person as auditor, or to forbid a retiring auditor being re-appointed;
- a. the Society shall send a copy of the resolution to the retiring auditor and also give notice to its shareholders at the same time and in the same manner, if possible;
 - b. if not, the Society shall give notice by advertising in a local newspaper at least 14 days before the proposed meeting. The retiring auditor can make representations to the Society which must be notified to its shareholders under Section 95 of the Co-operative and Community Benefit Societies Act 2014.

Auditor's duties

- F6 The findings of the auditor shall be reported to the Society, in accordance with Section 87 of the Co-operative and Community Benefit Societies Act 2014.
- F7 The Board shall produce the revenue account and balance sheet audited by the auditor, if required, and the auditor's report, if required, at each annual general meeting. The Board shall also produce its report on the affairs of the Society which shall

be signed by the person chairing the meeting which adopts the report.

Accounting requirements

- F8 The end of the accounting year must be a date allowed by the Act.
- F9 The Society shall keep proper books of account detailing its transactions, its assets and its liabilities, in accordance with Section 76 of the Co-operative and Community Benefit Societies Act 2014.
- F10 The Society shall establish and maintain satisfactory systems of control of its books of account, its cash and all its receipts and payments.

Annual returns and balance sheets

- F11 Every year, within the time specified by legislation, the secretary shall send the Society's annual return to the Financial Conduct Authority. The return shall be up-to-date to the time specified in the Act, or such other date allowed by the Financial Conduct Authority. The annual return shall be accompanied by the auditor's reports, if required, for the period of the return and the accounts and balance sheets to which it refers.

Borrowing

- F12 The society may receive from any person donations towards its work.
- F13 The total borrowings of the Society at any time shall not exceed £1 million (one million pounds) or such a larger sum as the Society determines from time to time in general meeting.
- F14 The rate of interest payable at the time terms of borrowing are agreed on any money borrowed shall not exceed the rate of interest which, in the opinion of the Board, is reasonable having regard to the terms of the loan. The Board may delegate the determination of the said interest rate within specified limits to an officer, Board member or a sub-committee.
- F15 In respect of any proposed borrowing, for the purposes of rule F13:
- F15.1 the amount remaining undischarged of any deferred interest or index-linked monies previously borrowed by the Society or on any deep discounted security shall be deemed to be the amount required to repay such borrowing in full if such pre-existing borrowing became repayable in full at the time of the proposed borrowing; and
- F15.2 For the purposes of rule F13 in respect of any proposed borrowing intended to be on index-linked or on any deep discounted security the amount of borrowing shall be deemed to be the proceeds of such proposed borrowing receivable by the Society at the time of the proposed borrowing.

Investment

- F16 The funds of the Society may be invested by the Board in such manner as it determines

Application of surpluses

- F17 Any surplus shall be applied in pursuance of the Society's objects.
- F18 No portion of the surplus of the Society shall be paid or transferred either directly or indirectly by way of dividend, bonus or otherwise by way of profit to members of the Society.
- F19 The Board will consult with members of the society on how surplus monies in excess of £20,000 are spent towards carrying out the objects of the Society.
- F20 The Board shall have powers to determine how surplus monies are spent up to the value of £20,000 in any one financial year.

Social audit

- F21 A social audit of the Society's activities may, by resolution of the Society in general meeting, be undertaken periodically.

PART G MISCELLANEOUS AND STATUTORY, REGISTERED OFFICE AND NAME

- G1 The Society's registered office is:
**Brunswick Close Tenant Management Organisation Limited,
Ground Floor, Brunswick Court, Tompion Street, London,
EC1V 0ER**
- G2 The Society's registered name must:
- G2.1 be placed prominently outside every office or place of business; and
 - G2.2 be engraved on its seal; and
 - G2.3 be stated on its business letters, notices, adverts, official publications, cheques, invoices, website and any other formal communication whether electronic or otherwise..

Disputes

- G3 Any dispute on a matter covered by the rules shall be referred by either party to a suitably qualified independent mediator for settlement. The mediator shall be appointed by agreement between the parties or, in default of agreement, by the Centre for Effective Dispute Resolution whether the disagreement be as to the qualifications, the identity of the mediator or otherwise. The mediation will be conducted in accordance with the requirements of the mediator. Both parties will be obliged to comply and co-operate with this procedure at each stage and to share equally the costs of appointment of the relevant mediator as referred to above. Costs thereafter will be borne as the mediator will determine. Where the dispute is not resolved by mediation, any claim shall be dealt with in the county court which shall have sole jurisdiction over any dispute arising under the rules. The costs of court action will be met by the applicant unless and until the court decides otherwise.

Minutes, seal, registers and books

- G4 The minutes of all general meetings and all Board and sub-committee meetings shall be recorded, agreed by the relevant subsequent meeting and signed by whoever chairs the meeting and stored securely.
- G5 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 any member and any Board member of the Society at all reasonable times.
- G6 The Society must keep at its registered office:

- G6.1 the register of shareholders showing:
- a. the names and addresses of all the shareholders; and
 - b. 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; and
 - c. a statement of other property in the Society held by the shareholder; and
 - d. the date that each shareholder was entered in the register of shareholders, and the date at which any person ceased to be a member.
- G6.2 a duplicate register of shareholders showing the names and addresses of shareholders and the date they became shareholders (excluding points b and c above) or construct the register in such a way that it is possible to open to inspection so much of the information in it as would be contained in a duplicate register.
- G6.3 the register should contain the names and addresses of Board members, their offices and the dates on which they assumed those offices and dates on which they retired from office.
- G6.4 a copy of the registered rules of the Society.

- G7 The Society shall have a seal kept in the custody of the secretary at the registered office and used only by the authority of the Board. Sealing should be attested by the signatures of two Board members or of one Board member and the secretary.
- G8 The Society shall give to any shareholder on request a copy of its last annual return with the auditor's report (if one is required by law) on the accounts contained in the return free of charge.
- G9 The secretary shall give a copy of the rules of the Society to any person on demand who pays such reasonable sum as permitted by law.

Statutory applications to the FCA

- G10 Ten shareholders can apply to the Financial Conduct Authority to appoint an accountant to inspect the books of the Society, provided all ten have been shareholders of the Society for a twelve month period immediately before their application. The members who make the application must deposit with the FCA as security for the costs of the proposed inspection such sum as the FCA may require.
- G11 The shareholders may apply to the Financial Conduct Authority in order to get the affairs of the Society inspected or to call a special general meeting. Seventy Eight shareholders, or one-tenth of the shareholders, whichever is the lesser, must make the application subject to an absolute minimum of 15 members.

Proceedings on death or bankruptcy of a member

- G12 a) 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 Society 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.
- b) A member may in accordance with the Act nominate any individual or individuals to whom any of her/his property in the Society at the time of her/his death shall be transferred, but such nomination shall only be valid to the extent of the amount for the time being allowed in the Act. On receiving a satisfactory proof of death of a member who has made a nomination the Society shall, in accordance with the Act, either transfer or pay the full value of the property comprised in the nomination to the person entitled thereunder.

Amendment of rules

- G13 The rules of the Society may be rescinded or amended as follows:
- G13.1 The rules may only be amended by a resolution put before the general meeting by the Board and approved by at least two thirds of the Board.
- G13.2 Rules A2; A3; A4; B1; B2; C3; C4; D3; D23; G13 and G15 can only be amended or rescinded by three fourths of the votes cast at a general meeting. Any other rule can be rescinded or amended by two thirds of the votes cast at a general meeting.
- G13.3 Amended rules shall be registered with the Financial Conduct Authority as soon as possible after the amendment has been made. An amended rule is not valid until it is registered.

Dissolution, Amalgamation and Transfer of Engagements

- G14 The Society may be dissolved by a three fourths majority of members who sign an instrument of dissolution; or by winding-up under the Act.
- G15 Any property that remains, after the Society is wound-up or dissolved and all debts and liabilities dealt with, the shareholders may resolve to give or transfer to another body with objects similar to that of the Society within or as near to the Area as possible.
- G16 The Society may (subject to the Act) by special resolution upon the agreement of three fourth majority of members transfer or

amalgamate its engagements unto any other Society having similar objects.

Interpretation of terms

- G17 In these rules, including this rule, unless the subject matter or context are inconsistent:-
- G17.1 words importing the singular or plural shall include the plural and singular respectively;
- G17.2 words importing gender shall include the male and female genders;
- G17.3 any reference to an Act shall include any amendment or re-enactment from time to time
- G17.4 "shareholder" shall mean one of the persons referred to in rule C6 and means "member" as defined by the Act
- G17.5 "the Society" shall mean the Society of which these are the registered rules;
- G17.6 "The Area" is set out in the management agreement or Right to Manage Notices
- G17.7 "Tenant" is a person living within "The Area" who is a lawful resident in one of the landlord(s) properties, and holds a tenancy agreement, licence or lease with the landlord(s) with whom the TMO has or intends to have a management agreement with
- G17.8 "Resident" is any person, over 16, who is lawfully living within "The Area" including people who are also a "tenant"
- G17.9 "Board" shall mean the Board appointed in accordance with Part D and "Board member" or "member of the Board" shall mean a member of the Board for the time being including a person co-opted to the Board under rule D.6.1 and D6.2,
- G17.10 "officer" shall include the chair, treasurer and secretary of the Society and any Board member for the time being and such other persons as the Board may appoint under rule E9;
- G17.11 "persons claiming through a shareholder" shall include their personal representatives and also their nominees where a nomination has been made;
- G17.12 "amendment of rules" shall include the making of a new rule and the rescission of a rule, and "amended" in relation to rules shall be construed accordingly;
- G17.13 "register of shareholders" means the register kept in accordance with rule G6.1

- G17.14 "secretary" means the officer appointed by the Board to be the secretary of the Society or other person authorised by the Board to act as the secretary's deputy;
- G17.15 "exceptional circumstances" as referred to in rules E2, E7 and E8 means a situation where no other Board member is willing to undertake the role of chair, treasurer or secretary;
- G17.16 "the Act" shall mean the Co-operative and Community Benefit Societies Act 2014
- G17.17 "these rules" shall mean the registered rules of the Society for the time being;
- G17.18 references to any provision in any Act shall include reference to such provision as from time to time amended, varied, replaced, extended or re-enacted and to any orders or regulations made under such provision;
- G17.19 "special resolution" means a resolution at a general meeting passed by a two thirds majority of all shareholders who vote in person or by proxy
- G17.20 "property" shall include all real and personal estate (including loan stock certificates, books and papers);
- G17.21 references to the "Financial Conduct Authority" shall include any statutory successor carrying on the relevant function of the "Financial Conduct Authority".

CO-OPERATIVE AND COMMUNITY BENEFIT SOCIETIES ACT 2014

Acknowledgement of Registration of Society

Register No.

.29278R

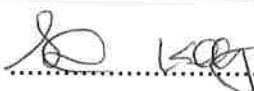
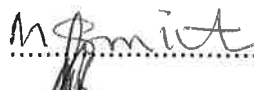


Brunswick Close Tenant Management Organisation Limited is this day registered under the Co-operative and Community Benefit Societies Act 2014.

Dated

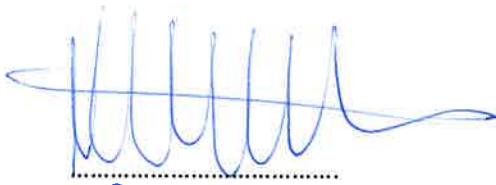
(Seal of Central Office)

Copy kept

Financial Conduct Authority

1.		Shareholder
2.		Shareholder
3.		Shareholder
4.		Secretary

This is the exhibit marked "X" referred to in the statutory declaration of
Sharron Kelly dated 14 March 2019



NADIA HUSSAIN
Solicitor

Complete amendment of rules

Section 1 – About this form

Use this form to register a complete rule change for a society registered under the Co-operative and Community Benefit Societies Act 2014 (2014 Act) (except credit unions); or for societies registered under the Co-operative and Community Benefit Societies Act (Northern Ireland) 1969 (1969 Act). A complete amendment means a whole new set of rules is registered in place of an existing rule book.

To register a complete amendment of rules we need:

- this completed form
- one signed copy of the society's rules (or two copies where not submitting electronically)
- a marked up version of the rules tracking changes made to the model, if you are using a set of model rules
- a completed Statutory Declaration form.

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

Societies may find it helpful to read Chapter 3 of our guidance on our registration function under the 2014 Act before completing this form: <https://www.fca.org.uk/publication/finalised-guidance/fq15-12.pdf>

Section 2 – About this application

Society name	Brunswick Close Tenant Management Organisation Limited
Register number	29278R

2.1 Who should we contact about this application?

Name	Liz Michael
Role	TMO Consultant Advisor to the society
Email address	lizmichael@btinternet.com
Phone number	07709441302

2.2 If you have used a set of model rules please provide the name of the model and the name of sponsoring body.

Sponsor	
Model	

2.3 Please confirm you have the consent of the sponsoring body for use of their model rules.

The sponsoring body has consented to our use of their model ☐

Section 3– Conditions for registration.

All societies are registered meeting one of two conditions for registration. These are that the society is either:

- a bona fide co-operative society ('co-operative society'); **or**
- are conducting business for the benefit of the community ('community benefit society').

We must maintain arrangements that are designed to enable us to determine whether a society is complying with the 2014 Act. One way we do this is by requiring societies to complete the questions at either section 3A or 3B of this form when submitting a rule amendment.

Please only answer one set of questions:

- section 3A for bona fide co-operatives; **or**
- section 3B for societies conducting their business for the benefit of the community.

If you are not sure which of these two conditions for registration applies to you, please read chapters 4 and 5 of our guidance:

<https://www.fca.org.uk/publication/finalised-guidance/fg15-12.pdf>

Section 3A – Co-operative societies

Complete this section if your society is a bona fide co-operative society.

3A.1 What is the business of the society? For example, do you provide housing, manufacture goods, develop IT systems etc.

3A.2 Please describe the members' common economic, social and cultural needs and aspirations. In answering this question, please make sure it is clear what needs and aspirations members have in common.

3A.3 How does the society's business meet those needs and aspirations? You have described the society's business at question 3A.1, and at question 3A.2 you have described the common needs and aspirations of members. Please now describe how that business meets those common needs and aspirations.

3A.4 How do members democratically control the society? For example, do the members elect a board at an annual general meeting; do all members collectively run the society.

3A.5 What does the society do with any surplus or profit? For instance, do you pay a dividend to members (and if so, on what basis); does money get reinvested in the business; put into reserves; used for some other purpose?

3A.6 Please state any close links which any of the directors has with any society, company or authority. 'Close links' includes any directorships or senior positions held by directors of the society in other organisations.

Please go to Section 4.

Section 3B – Community benefit societies

Complete this section if your society conducts its business for the benefit of the community.

3B.1 What is the business of the society? For example, do you provide social housing run an amateur sports club, etc.

The society manages and maintains housing and associated amenities and may provide any services that contribute to the wider regeneration and community development for the benefit of the community living within the Area of benefit i.e. Brunswick Close estate.

3B.2 Please describe the benefits to the community the society? Here we are looking to see *what* the benefits to the community are. Community can be said to be the community at large. For example, do you relieve poverty or homelessness by providing social housing.

As a Tenant Management Organisation established under the Housing Act 1985, the society provides local estate based resident controlled housing services and associated amenities to the estate residents. The society also works to support the estate community through various initiatives and activities. The society may use its surplus funds, created through achieving efficiencies, to provide benefits for the estate community such as estate improvements and community initiatives. Services and benefits are not contingent on membership of the society.

3B.3 Please describe how the society's business delivers these benefits?

The business of the society must be conducted for the benefit of the community. Please describe *how* the society's business (as described in answer to question 5B.1) provides benefit to the community.

The society provides benefit to the community through providing much improved locally based housing services that respond to the needs of the estate community. This includes a local estate based office and staff providing management and maintenance services to all estate homes and improvements to the estate environment. The society provides various community events and activities to which all members of the community are encouraged to attend. Membership of the society is not a requirement for members of the community to access any services or benefits provided by the

society.

The society uses its surplus funds, created through achieving efficiencies, to provide benefits for the estate community such as estate improvements and community initiatives.

3B.4 Does the society work with a specific community, and if so, please describe it here? For instance, are the society's activities confined to a specific location; or to a specific group of people? Please note that in serving the needs of any defined community, the society should not inhibit the benefit to the community at large.

The society is a Tenant Management Organisation established under the Right to Manage Regulations and its defined area of benefit is the Brunswick Close estate in Islington, London EC1. This includes all lawful residents living in Brunswick Court, Emberton Court, Harold Laski House, Mulberry Court, Wycliff Court and other properties on the estate.

3B.5 What does the society do with any surplus or profit? For instance, do you donate the money; does money get reinvested in the business; put into reserves; used for some other purpose?

The society uses its surplus funds to achieve its objects i.e. delivering improvements to the estate environment, to housing services and to associated estate amenities. The society seeks to create and foster a community spirit and uses its surplus funds to assist in this regard together with providing services that contribute to the wider estate regeneration for the benefit of the community as set out in its objects.

3B.6 Please state any significant commercial arrangements that the society has, or had, with any other organisation that could create, or be perceived as creating, a conflict of interest. Please tell us how you ensure that any such conflict of interest does not prevent the society from acting for the benefit of the community.

None

3B.7 Please state any close links which any of the directors has with any society, company or authority. 'Close links' includes any directorships or senior positions held by directors of the society in other organisations.

None

Please go to Section 4.

Section 4 – Table of matters

Provision required by the Act	Number of the rule(s) covering this E.g. '2.3-2.7'
The society's name	A1
The objects of the society	A2
Place of the society's registered office, to which all communications and notices may be addressed	A5, G1
The terms of admission of the members, including any society or company investing funds in the society under the provisions of the Act	C9 –C12
The method of holding meetings, the scale and right of voting, and the method of making, altering or rescinding rules	Meetings C15 -C24 Voting C31 Amend rules G13
The appointment and removal of a committee (by whatever name) and of managers or other officers and their respective powers and remuneration	Board D1 Election D12-D18 Co-option D7 Removal D11 Remuneration D28 ,D32 Chair E1 – E5 Secretary E7 Treasurer E8 TMO Manager E6 Other officers E9
The maximum amount of the interest in the shares of the society which may be held by any member otherwise than by virtue of section 24(2) of the Act	C1 10 pence share – no right of interest
whether the society may contract loans or receive moneys on deposit subject to the provisions of this Act from members or others, and if so under what conditions, under what security, and to what limits of amount	B2 no right to receive money on deposit

	Borrowing F12-F15
Whether any or all shares are transferable, and provision for the form of transfer and registration of shares, and for the consent of the committee to transfer or registration Whether any or all shares are withdrawable, and provision for the method of withdrawal and for payment of the balance due on them on withdrawing from the society	C4 Non transferable C5 not withdrawable
Provision for the audit of accounts in accordance with Part 7 of the Act	F1 to F7
Whether members may withdraw from the society and if so how, and provision for the claims of the representatives of deceased members and of the trustees of the property of bankrupt members (or, in Scotland, members whose estates have been sequestrated), and for the payment of nominees	C13.4 G12
The way in which the society's profits are to be applied	F17 –F20
If the society is to have a common seal, provision for its custody and use	G7
Whether any part of the society's funds may be invested, and if so by what authority and in what way	F16

Section 5 – Completing this application

5.1 Please confirm the rules have been signed by 3 members and the secretary (4 signatures in total)

The rules contain the required signatures ☒

5.2 Please confirm which of the following you are submitting:

One electronic, scanned signed copy of the rules ☒

Or two signed paper copies of the rules ☐

5.3 Please confirm either:

Model rules have not been used. ☒

Model rules have been used without amendment ☐

An amended set of model rules have been used, and a marked up copy detailing the changes made to the model is included with the application. ☐

Section 6 – Statutory Declaration



6.1 Please complete this statutory declaration

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

Name	Sharron Kelly
Role	Treasurer

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

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

Signature	 
Date	14/03/2019.


This was declared before me, a:

Solicitor ☒

Commissioner for oaths ☐

Notary Public ☐

Justice of the Peace ☐

Name	Nadia Hussain
Declared at:	<div style="border: 1px solid black; padding: 2px;">Akin Palmer LLP 3 Angel Gate 326 City Road London EC1V 2PT</div>
Signature	
Date	14 March 2019

Section 7 – Submitting this form

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

Or please submit by post to:

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

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

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

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