

## Membership Information

### Summary of the main 'Rules' clauses covering Members responsibilities and benefit

#### Becoming a member

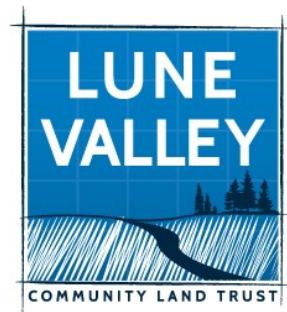
- The Society is owned and controlled by its members. (Clause 13)
- Members can be an individual (must be at least 16), a corporate body, an unincorporated body, a firm or partnership. They must support the objects of the Society, complete an application form, be approved by Directors, and have paid the membership fee [Currently £5 of £1 shares, with no further annual fee]. (Clause 15)
- If a corporate body, an unincorporated body, a firm or partnership is a member, it must by resolution of its governing body appoint someone to represent it. (Clause 16)
- There are rules/conditions for ending membership; including potentially expulsion for conduct prejudicial to the Society; and procedures for what happens on bankruptcy or death. (Clauses 18 – 21).
- Members must be given a copy of the Society's Rules. (Clause 124)

#### Shareholding [other than buying five £1 shares as a membership fee].

- If we issue a 'community' shares offer, it will be as multiples of £1 shares. Members or non-members (who would thus become members) are encouraged to buy shares, within the procedures and rules set for the offer. These will include the minimum and maximum number of shares which can be bought, share withdrawal arrangements/constraints, and the fact that they are non-transferable (except on bankruptcy or death). (Clauses 22 – 30).
- Shareholdings will not increase in value; but might in an extreme situation decrease in value, if the Society's liabilities came to exceed its assets. (Clause 31)
- The maximum liability of a member is the value of their shareholding. (Clause 110)
- We can pay interest on shareholding [but will not, on the £5 'membership fee' shares], but it will not be high; it must be limited to '*what is [just?] necessary to obtain and retain the capital needed to carry out the Society's objects*'. The interest rate must be declared in advance, and interest payment will be treated as an 'expense' in the accounts, *before* calculating any profit. (Clause 111)
- Any 'profit' must be used for the purposes of the Society; not given to members. (Clause 112)

#### Meetings and decision-making

- Members agree to participate in our business, including at General Meetings, and to respect confidentiality. (Clauses 17, 47)
- All members have one vote in decision-making at General Meetings, however many shares they own. (Clauses 61-66)
- Members can appoint a 'Voting Representative' to speak for them, if they cannot attend. (Clauses 49-53)



## Membership Information

- Decisions are by simple majority, except for some special resolutions, requiring a 75% majority. (Clauses 67-69)
- Any member can stand to be elected as a Director, at AGMs, when Directors must retire, in rotation. (Clauses 70-77).
- Day to day management decisions are delegated by members to these Directors, in Board Meetings (Clauses 78-82). Some may be delegated to sub-committees, which may be set up with powers delegated by the Board. (Clauses 83-88)
- Wider discussion and big decisions take place in General Meetings, through which members can appoint, support and direct Directors:
  - An Annual General Meeting (AGM) must take place every year, to deal with accounts, audit, election of Directors, what to do with profits, and AOB (Clauses 35-36)
  - Other General Meetings (GMs) may be called at any time, by Directors, or by at least 10% of members, for key discussions and decisions (Clauses 37-39)