

Register No: 21798R

Copy A "All former Rules rescinded"

FULLY MUTUAL RULES

of the

West

Hampstead

Housing

Co-operative LIMITED

Registered under the Industrial and
Provident Societies Act 1965

Based on Model FM90

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SIX CO-OPERATIVE PRINCIPLES

Co-operative Principles as defined by resolution of the 24th Congress of the International Co-operative Alliance at Hamburg in September 1969.

1. Membership of a Co-operative society should be voluntary and available without artificial restriction of any social, political, racial or religious discrimination, to all persons who can make use of its services and are willing to accept the responsibilities of membership.
2. Co-operative societies are democratic organisations. Their affairs should be administered by persons elected or appointed in a manner agreed by the members and accountable to them. Members of primary societies should enjoy equal rights of voting (one member, one vote) and participation in decisions affecting their societies. In other primary societies the administration should be conducted on a democratic basis in a suitable form.
3. Share capital should receive only strictly limited rate of interest, if any.
4. The economic results arising out of the operations of a society belong to the members of that society and should be distributed in such a manner as would avoid one member gaining at the expense of others.

This may be done by decisions of the members as follows:

- a) by provision for development of the business of the Co-operative;
 - b) by provision of common services; or
 - c) by distribution among members in proportion to their transactions with the society.
5. All Co-operative societies should make provision for the education of their members, officers and employees, and of the general public in the principles and techniques of co-operation, both economic and democratic.
 6. All Co-operative organisations, in order to best serve the interest of their members and their communities should actively co-operate in every practical way with other co-operatives at local, national and international levels.

RULES

NAME AND STATUS

1. a) The name of the society shall be West Hampstead Housing Co-operative Limited (referred to in these Rules as the Co-operative).
- b) The Co-operative shall be bona fide co-operative within the meaning of section 1 (2) of the Industrial and Provident Societies Act 1965 and by virtue of its registration under that Act the liability of its members shall be limited to the extent of their shareholding.

OBJECTS

2. The objects of the Co-operative shall be as provided below. In carrying out these objects the Co-operative shall work towards the elimination of discrimination based on race, ethnic origin, nationality, gender, disability, sexuality (lesbians/gay men), age, class, appearance, religion, responsibility for dependents, unrelated criminal convictions or any other matter which causes any person to be treated with injustice.
 - a) The provision, construction, conversion, improvement, or management on the Co-operative Principles of dwellings exclusively for letting to members of the Co-operative under the terms of a tenancy or a lease which
 - i) if a tenancy, shall be granted to them by the Co-operative and shall exclude all right for the members to assign the tenancy to any person other than the Co-operative (or a member of the Co-operative) and shall require the members to surrender or assign the tenancy to the Co-operative (or a member of the Co-operative) on their ceasing to be members, or
 - ii) if a lease, shall provide that each lessee, whether individual or joint, shall apply for membership of the Co-operative and, if accepted, remain a member until they give up the Lease: and that any lessee who ceases to be a member for any reason must assign the Lease as soon as reasonably possible.
 - b) The provision and improvement on the Co-operative Principles of land, buildings, amenities, or services for the benefit of the members, either exclusively or in conjunction with other persons.
 - c) The provision of housing management services to members of the Co-operative and to the occupants of dwellings that are the subject of a management agreement under which the Co-operative is acting as managing agent for a landlord body.

POWERS

3. The Co-operative shall have the power to do all things necessary or expedient for the fulfilment of its objects and for the support and development of bodies which are concerned with the provision and management of co-operative housing or with the promotion of co-operatives, or which have objects supported by the Co-operative. If the Co-operative is or becomes a registered Housing Association under section 5 of the Housing Associations Act 1985, its powers under this Rule shall be limited so as to conform to the requirements of the said Act.

TRADING

4. The Co-operative shall not trade for profit.

REGISTERED OFFICE

5. The registered office of the Co-operative shall be at 82 Kingsgate Road, London NW6

The office may be changed by resolution of a general meeting. Notice of any change shall be sent to the Registrar of Friendly Societies within fourteen days of such change or within such other time as may be required by the Treasury Regulations and in the manner and the form thereby prescribed.

SHARE CAPITAL

6. a) The share capital of the Co-operative shall consist of shares of the nominal value of £1 each issued to members of the Co-operative upon admission to membership.
- b) Shares shall be neither withdrawable nor transferable, shall carry no right to interest, dividend or bonus, and shall be forfeited and cancelled upon cessation of membership from whatever cause and the amount paid up thereon shall become the property of the Co-operative.

MEMBERSHIP

7. a) The members of the Co-operative shall be those persons signing the application for registration of the Co-operative and those persons whose names are entered in the register of members.
- b) Only persons aged 18 or over are eligible to become members.
- c) All tenants of the Co-operative must be members and all members must be tenants or prospective tenants of the Co-operative.
- d) A member shall hold only one share in the Co-operative. Shares shall not be held jointly.
- e) The initial fee for membership shall be set from time to time by a General Meeting of members of which £1 shall be share capital. Each year thereafter a similar fee shall be payable.

APPLICATION FOR MEMBERSHIP

8. The membership arrears should in the light of circumstances be the subject of a moratorium up to this year (1992), and that in future the initial membership fee shall be £5, with a £5 annual fee thereafter (or such other sum as shall be decided at a General Meeting of the members).

TERMINATION OF MEMBERSHIP

9. A member shall cease to be a member if:
- a) they die; or
 - b) they resign either by writing to the Secretary or in person at a general meeting; or
 - c) they are expelled from membership by a general meeting; or
 - d) they cease to occupy the dwelling provided or managed by the Co-operative or their tenancy or lease is terminated, in which case they shall cease to be members 28 days thereafter, unless by that time they have either entered into a new tenancy or lease with the Co-operative or have been accepted as a prospective tenant; or
 - e) they are prospective tenants and have either:
 - i) notified the Co-operative that they no longer require accommodation, or
 - ii) failed to respond in writing within 28 days to a written request, sent to their last known address, to confirm that they still require accommodation.
 - iii) entered into a long leasehold agreement with the landlord of the property managed by, but not owned by, the Co-operative.

EXPULSION FROM MEMBERSHIP

10. a) A member may be expelled by a resolution carried by the votes of two-thirds of the members present and voting at a general meeting of the Co-operative of which notice has been duly given, provided that a complaint, in writing, of conduct detrimental to the interests of the Co-operative has been sent to them by order of the Co-operative not less than 28 days before the meeting. Such complaint shall contain particulars of the conduct complained of and shall call upon the member to answer the complaint and attend the meeting. At the meeting the members shall consider the evidence in support of the complaint and such evidence as the member may wish to place before them. If on due notice the member fails to attend the meeting without due cause the meeting may proceed in their absence.
- b) No person who has been expelled from membership shall be readmitted except by a resolution carried by the votes of at least two-thirds of the members present and voting at a general meeting of which due notice has been given.

DEATH OR BANKRUPTCY OF A MEMBER

11. a) A member may, in accordance with the Act, nominate a person or persons to whom any of their property held by the Co-operative, other than share capital, shall be transferred at their death.
- b) Upon a claim being made to any property held by the Co-operative by the personal representatives of a deceased member or the trustees in bankruptcy of a bankrupt member, the Co-operative shall pay or transfer any property to which the representative or trustee has become entitled.

GENERAL MEETINGS

12. General meetings of the Co-operative may be attended by any member, and all members present shall be entitled to speak and vote. Each member shall be given at least seven day's notice of the date, time and place of each general meeting, and of the issues upon which decisions are to be taken. The Secretary shall call a general meeting as required by the Co-operative's Rules or policies or decisions or at the written request of not less than three members or one-tenth of the members of the Co-operative, whichever is the greater, who may proceed to call the meeting if the Secretary does not do so within fourteen days of receipt of the request.

QUORUM

13. No business shall be transacted at any general meeting unless one-third of the Co-operative's members or 25 of them, whichever is the less, are present throughout the meeting. If no quorum is present within half an hour of the time appointed for the meeting, the meeting shall stand adjourned. It shall be reconvened on the same day in the next week at the same time and place, or such other time and place as shall be agreed at the meeting and notified to the members; and if at the reconvened meeting a quorum is not present within half an hour of the time appointed for the meeting then the members present shall be a quorum.

VOTING

14. Every member present in person at a general meeting shall have one vote. Except where otherwise specified in these Rules, resolutions shall be decided upon a majority vote of members present and voting by show of hands, but before a motion is put to the vote a secret ballot may be demanded by not less than one-tenth of the members present. Voting shall be conducted under the direction of the Chair in accordance with any procedures agreed by the Co-operative. A motion on which voting is tied shall be deemed to have fallen.

ANNUAL GENERAL MEETING

15. The Annual General Meeting shall be held within six months of the close of the financial year of the Co-operative and it shall:
 - a) consider the frequency of general meetings during the coming year;
 - b) consider an annual report on the business of the Co-operative during the previous financial year;
 - c) receive the accounts and balance sheet for the previous financial year;
 - d) appoint an auditor.

MANAGEMENT BY GENERAL MEETING

16. Until such time as a Committee is elected following a resolution under Rule 17:
 - a) the management of the Co-operative shall be undertaken by general meetings (at least one in every three months);

- b) a general meeting shall constitute the Committee of Management and have all the powers of the Committee under these Rules;
- c) a general meeting shall have power to appoint, replace, and remove individuals, members, or groups of members delegated to exercise certain powers on behalf of the Co-operative;
- d) the Annual General Meeting shall elect a Chair from among the members of the Co-operative to hold office until the following Annual General Meeting unless removed or replaced by a general meeting. All members must receive at least seven day's notice of any motion to remove the Chair.
- e) the Annual General Meeting shall elect a Secretary and Treasurer who shall hold office until the following Annual General Meeting unless removed or replaced by a general meeting. They shall be responsible to the general meeting for the proper performance of their duties.

MANAGEMENT BY COMMITTEE

17. A Committee to manage the Co-operative may be set up by a resolution carried by the votes of two-thirds of the members present and voting at a general meeting. Thereafter the result of elections to the Committee shall be declared at Annual General Meetings and elected Committee members shall enter upon their duties at the conclusion of the Annual General Meeting at which their election is declared. Until such time as a Committee is elected Rules 18 to 29 shall not apply.

POWERS OF COMMITTEE

18. a) *The Committee shall have power to do all things necessary in the management of the Co-operative except to determine those issues specifically designated under these Rules as the responsibility of a general meeting.*
- b) *The general meeting shall retain responsibility for the adoption of regulations and procedures governing the election and composition of the Committee and the term of office of Committee members. The general meeting may adopt a resolution delegating some or all of this responsibility to the Committee, and may revoke such delegation.*
- c) *The Committee shall report on the affairs of the Co-operative to each general meeting and shall submit an annual report to the Annual General Meeting.*

NOMINATIONS FOR COMMITTEE

19. a) *Only members of the Co-operative are eligible to be nominated for election to the Committee.*
- b) *Nomination of candidates for election to the Committee may be accepted at the Annual General Meeting unless a general meeting has passed a resolution requiring nominations to be in writing and signed by the member nominated and handed to the Secretary or delivered to the registered office of the Co-operative a specified number of days, being not less than three nor more than fourteen, before the date appointed for the Annual General Meeting.*

ELECTION OF COMMITTEE

20. a) *If the number of nominees does not exceed the number of Committee members to be elected, then each nominee shall be elected by a simple majority vote of members.*
- b) *If the number of nominees exceeds the number of Committee members to be elected, then the members to serve on the Committee shall be elected from amongst them by ballot. A general meeting shall make regulations governing the conduct of the ballot, provided that each member shall be entitled to one vote for each vacancy to be filled but shall not give more than one vote to any one candidate.*

REMOVAL OF COMMITTEE MEMBERS

21. *A general meeting may remove any one or more of the Committee members by a resolution carried by two-thirds of the members present and voting providing that at least seven day's notice of the motion has been given to all members of the Co-operative. The general meeting may proceed to fill any vacancy thus caused.*

VACANCIES ON COMMITTEE

22. a) *Except for Committee members co-opted under Rule 24, any Committee member who ceases to be a member of the Co-operative shall immediately cease to be a member of the Committee.*
- b) *Except as provided by Rules 20 and 21, any vacancy caused by the death, resignation, disqualification, retirement or removal of any Committee member may be filled by the Committee.*

SIZE AND QUORUM OF COMMITTEE

23. *The Committee shall consist of not less than seven or more than fifteen members as determined by a general meeting. The quorum of the Committee shall be one-third of the number determined as its total membership, unless a general meeting sets a higher quorum.*

CO-OPTIONS TO COMMITTEE

24. *The Committee may co-opt any persons to serve as Committee members, subject to any limitation made by a general meeting and providing that there shall always be a majority of elected Committee members on the Committee, Co-opted Committee members may be removed by resolution of the Committee or by a general meeting under Rule 21.*

SUBCOMMITTEES

25. *The Committee may establish subcommittees consisting of at least one Committee member and other persons as the Committee shall think fit, provided that a majority of any subcommittee shall be members of the Co-operative. The powers and proceedings of a subcommittee shall be determined by the Committee in written terms of reference.*

ELECTION OF CHAIR BY COMMITTEE

26. *The Committee shall, at its first meeting after the Annual General Meeting of the Co-operative, elect a Chair from amongst its number to hold office until the first Committee meeting after the following Annual General Meeting unless removed or replaced by the Committee. This person shall be the Chair of the Co-operative and may be removed from that office by the Committee at a meeting called for that purpose of which seven day's notice has been given.*

ELECTION OF SECRETARY AND TREASURER

27. *The Committee shall elect a Secretary and a Treasurer who shall serve under its direction until removed or replaced by the Committee.*

PROCEEDINGS OF COMMITTEE

28. *Except where provided otherwise in these Rules, the Committee shall determine issues by a majority of Committee members present and voting. If any vote is tied, the proposal shall be deemed to have fallen. The Chair of the Co-operative shall normally preside at Committee meetings: if at any Committee meeting the Chair is absent or declines to act, the Committee shall elect one of its number to chair the meeting.*

DECLARATION OF COMMITTEE MEMBER'S INTERESTS

29. *If any member of the Committee has an interest in a matter under discussion by the Committee they shall disclose the nature of the interest to the Committee and may be required by any Committee member to be absent from the meeting while the matter is determined.*

OFFICERS

30. The Co-operative's officers shall be the Chair, Secretary, Treasurer, and such others as may be appointed from time to time. The officers shall discharge their powers and responsibilities in accordance with these Rules and with such regulations, standing orders, policies, and procedures as may be established by the Co-operative consistently with these Rules.
- a) The chair shall normally preside at all general meetings of the Co-operative. If at any general meeting the Chair is absent or declines to act the members shall elect one of their number to chair the meeting.
 - b) The Secretary shall ensure that meetings are properly called and minutes kept, that the register of members and officers is maintained, that the use of the seal is recorded, and that the appropriate returns are made to the Registrar of Friendly Societies.
 - c) The Treasurer shall manage the financial affairs of the Co-operative and ensure that adequate records are kept.

PAYMENTS TO OFFICERS AND COMMITTEE

31. The Co-operative shall not remunerate any member of the Co-operative or any member of any committee established by the Co-operative in respect of service as a member of any such committee or as an officer. This Rule shall not prevent the reimbursement of expenses properly incurred by any person on behalf of the Co-operative.

BORROWING POWERS

32. a) The Co-operative shall have power to borrow money, including the issue of loan stock, for the purposes of the Co-operative provided that, at the time of borrowing, the sum of the amount remaining undischarged of monies borrowed and the amount of the proposed borrowing shall not exceed £20 million, and that for this purpose:
- i) the amount remaining undischarged of any index-linked monies previously borrowed by the Co-operative or on any deep discounted security shall be deemed to be the amount required to repay such borrowing in full if such borrowing became repayable at the time of the proposed borrowing, and
 - ii) the amount of any proposed borrowing intended to be index-linked or on any deep discounted security shall be deemed to be the proceeds of such proposed borrowing receivable by the Co-operative at the time of the proposed borrowing.
- b) In the case of a loan from the Co-operative's bankers, the Housing Corporation, local authority, or any other public body, or on a mortgage, the Co-operative may pay such rate of interest from time to time as may be negotiated by the Co-operative, but in the case of loans other than mortgage loans from any other source the Co-operative shall not pay interest at a rate exceeding 1% per annum above the National Westminster Bank plc base lending rate for the time being or 6½% whichever shall be the higher.
- c) The Co-operative shall have power to determine from time to time the terms and conditions upon which money is borrowed or loan stock is issued and to vary such terms and conditions subject to the provisions of this Rule.
- d) The Co-operative shall not receive money on deposit.
- e) The Co-operative may receive from any source donations towards the work of the Co-operative.

INVESTMENT

33. a) The funds of the Co-operative may, to the extent permitted by the law for the time being in force, be invested:
- i) in any manner expressly authorised by the Act;
 - ii) in any investments covered by Parts I, II and III of the First Schedule to the Trustee Investments Act 1961 or in stocks or shares or debentures of any body corporate but subject in the case of any investments under paragraphs 1 and 3 of Part III or of any body incorporated overseas to the taking of advice in accordance with the provisions of section 6 of the Trustee Investments Act 1961;

ANNUAL RETURNS

37. Every year not later than the date provided by the Act or where the return is made up to the date allowed by the Registrar not later than three months after such date the Secretary shall send the Registrar of Friendly Societies in the form prescribed the Co-operative's annual return relating to its affairs for the period required by the Act together with:
- a) a copy of the report from the auditor on the Co-operative's accounts for the period included in the return, and
 - b) a copy of each balance sheet made during the period and of the report of the auditor on that balance sheet.

MINUTES AND RECORDS

38. Sufficient records shall be maintained and left at the registered office for the purposes of the Co-operative and to comply with the Provisions of the Act.

SEAL

39. The Co-operative shall have a seal kept in the custody of the Secretary and used only by the authority of the Co-operative. Sealing shall be attested by the signatures of the Secretary and two members of the Committee, or the Secretary and two members of the Co-operative if a Committee has not been set up under Rule 17.

DISPUTES

40. a) Provided that any internal disputes procedure established by the Co-operative has been exhausted, any dispute concerning matters governed by these Rules between a member, or any person aggrieved who has not for more than six months ceased to be member, and the Co-operative or an officer thereof, may at the request of either party be submitted to an arbitrator appointed by the London Federation of Housing Co-operatives whose decision shall be binding and conclusive, and application for the enforcement thereof may be made by either part to the County Court.
- b) The costs of arbitration shall be borne as the arbitrator directs, and the complaining party shall before arbitration deposit with the Co-operative's solicitor or the London Federation of Housing Co-operatives the sum of £50 which shall be refunded provided that the complaining party complies with the decision reached by the arbitrator.

AMENDMENT OF RULES

41. Any Rule herein may be rescinded or amended or a new Rule made by resolution of two-thirds of the members present and voting at a general meeting, providing that all members of the Co-operative have been supplied with copies of the proposed amendment at least seven days before the meeting at which it is to be determined. No amendment of these Rules is valid until registered by the Registrar of Friendly Societies.

TRANSFER OF ENGAGEMENTS: DISSOLUTION

42. a) A general meeting may agree to accept a transfer of engagements from an Industrial and Provident Society having objects consistent with those of the Co-operative.
- b) A general meeting may agree by a resolution supported by two-thirds of the members present and voting to transfer the Co-operative's engagements to any Industrial and Provident Society having objects consistent with those of the Co-operative.
- c) The Co-operative may be dissolved by the consent of three-quarters of the members by their signatures to an instrument of dissolution provided for in the Treasury Regulations or by winding up in the manner provided for in the Act.

INTERPRETATION

43. In these Rules, unless the subject matter of context are inconsistent therewith:
- a) words importing the singular or plural shall include the plural or singular respectively;
- b) "the Act" refers to the Industrial and Provident Societies Acts 1965 to 1978, or any Act or Acts amending or in substitution for them for the time being in force;
- c) "the Co-operative Principles" refers to the principles adopted at the 23rd and 24th Congresses of the International Co-operative Alliance;
- d) "tenant" shall mean any person other than a body corporate who holds, either individually or jointly, a tenancy or lease entitling them to occupy residential property owned by the Co-operative;
- e) "general meeting" shall mean any meeting of the Co-operative convened under Rule 12, including Annual General Meetings and special general meetings;
- f) "Committee" shall mean a Committee of Management established under Rule 17;
- g) "Committee member" shall include any person, whether a member of the Co-operative or not, who is elected, appointed, or co-opted to serve on the Committee;
- h) "interest" in Rule 29 shall mean a direct or indirect benefit to any Committee member, or close relative of theirs, except in their capacity as a member of the Co-operative;
- i) "surpluses" shall mean any money remaining after the Co-operative's current expenses and obligations have been provided for and adequate allowance has been made for the Co-operative's reasonably foreseeable future requirements;
- j) "Treasury Regulations" shall mean regulations made in accordance with section 71 of the Industrial and Provident Societies Act 1965.

1. M McSheffrey
2. R. K. K. K. K.
3. Jan Newell
4. _____
5. _____
6. _____
7. _____
(Secretary)

Form H



INDUSTRIAL AND PROVIDENT SOCIETIES ACT 1965

Register No. 21798 R

The amendment of the rules of **West Hampstead Housing Co-operative Limited** to which this acknowledgment is attached, is this day registered under the Industrial and Provident Societies Act 1965.

Date: 11 March 1999

Registry of Friendly Societies
Victory House, 30-34 Kingsway
London WC2B 6ES



