



---

# RULES OF JORDANS VILLAGE LIMITED

---

A Community Benefit Society – FCA Registration No. 7533 R

DECEMBER 2021  
JORDANS VILLAGE LIMITED

Estate Office, The Green, Seer Green Lane, Jordans, Buckinghamshire HP9 2ST

INDUSTRIAL AND PROVIDENT SOCIETIES ACT, 1893  
ACKNOWLEDGEMENT OF REGISTRY OF SOCIETY

JORDANS VILLAGE LIMITED was first registered  
under the Industrial and Provident Societies Act 1893,  
on the 15th day of January, 1920.

Copy kept.

Financial Conduct Authority

JORDANS VILLAGE LIMITED is currently registered  
under the Co-operative and Community Benefit Societies Act 2014,  
and regulated by the Financial Conduct Authority  
12 Endeavour Square, London E20 1JN

## Contents

NAME, OBJECTS AND REGISTERED OFFICE .....	6
Name of society .....	6
Objects .....	6
Registered office .....	6
INTERPRETATION .....	6
Interpretation.....	6
Copies of the rules .....	7
Use of the name of the society .....	7
MEMBERSHIP .....	7
Society.....	7
Shareholding .....	8
Application for membership .....	8
Ceasing to be a member .....	8
REGISTER OF MEMBERS.....	8
Register of members.....	8
Register of officers of the Society .....	8
SHARE CAPITAL .....	9
Share capital.....	9
Number of shares.....	9
Joint holders.....	9
Trusts not to be recognised .....	9
MODE OF DEALING WITH SHARES .....	9
To whom transfers may be made .....	9
Transfer of shares .....	9
Fees on transfers.....	9
BORROWING POWERS .....	9
Loans in general .....	9
Provision as to loan stock and participating loan stock.....	10
INVESTMENTS AND SUBSCRIPTIONS .....	10
Investments.....	10
NOMINATIONS .....	10
Nominations.....	10
PROCEEDINGS ON DEATH OR BANKRUPTCY OF A MEMBER .....	10
Claims arising on death or bankruptcy .....	10
Transmission on death of joint holders .....	10
Dealing with shares on transmission .....	11
CANCELLATION OF SHARES/LOAN STOCK .....	11

Cancellation .....	11
Repayment compulsory on members.....	11
Repayment on request of members.....	11
Limit of amount expended on repayments .....	11
GENERAL MEETINGS .....	11
Annual General Meeting.....	11
Functions of Annual General Meeting .....	11
Special General Meetings .....	12
Notice of General Meetings.....	12
General Meeting quorum .....	12
Adjournment for want of a quorum .....	12
Chair .....	12
Adjournment with consent of meeting .....	12
VOTES OF MEMBERS.....	12
Voting.....	12
Chair to have casting vote and to decide validity of votes .....	13
Proxy .....	13
How proxies must be signed and who may be appointed.....	13
Deposit of proxy.....	13
Form of proxy.....	13
Validity of proxy .....	13
Votes of joint holders of shares .....	14
MANAGEMENT COMMITTEE .....	14
How committee to be formed .....	14
Vacancies .....	15
Removal of a Committee Member .....	15
Disqualification of a Committee Member .....	15
Committee Members may hold office.....	16
Committee may act notwithstanding vacancy .....	16
POWERS OF MANAGEMENT COMMITTEE.....	16
Powers of Management Committee.....	16
Particular powers of Committee.....	16
PROCEEDINGS OF MANAGEMENT COMMITTEE.....	17
Time, place of meeting and quorum of Management Committee.....	17
Procedures and duties of Committee .....	17
No notice to Members out of Country .....	17
Appointment of Sub-Committees.....	17
Validity of acts of Committees and Sub-Committees .....	17

Resolution .....	17
REMUNERATION OF COMMITTEE.....	18
Remuneration .....	18
MINUTES .....	18
Minutes to be evidence of proceedings .....	18
OFFICERS OF THE SOCIETY .....	18
Secretary and clerks .....	18
Duties of Secretary.....	18
ACCOUNTS .....	18
Books of Account Act.....	18
Bank Accounts.....	19
Books of Account etc. to be kept at office.....	19
Seal, its custody and use .....	19
AUDITORS.....	19
Appointment of Auditor.....	19
Persons not eligible.....	19
Auditor’s Report.....	20
Accounts.....	20
Annual returns .....	20
Supply of copies of annual returns .....	20
Copy of last statement of account.....	20
Remuneration of Auditor .....	20
INSPECTION OF ACCOUNTS .....	20
Individual right of inspection .....	20
APPLICATIONS TO THE FCA .....	20
Inspection on order of FCA .....	20
TENANT MEMBERS .....	21
Meaning, Election, Vacancies .....	21
Cease to be a Member of the Tenant Members’ Committee.....	22
Appointment of Representatives upon the Management Committee .....	22
Duties of Tenant Members’ Committee .....	22
SECURITY OF TENURE.....	22
Undisturbed occupancy, Notice to quit.....	22
Tenancy of land.....	22
Subletting .....	22
Extra-ordinary repairs .....	22
APPLICATION OF SURPLUS.....	23
Surplus.....	23

NOTICES .....	23
What is sufficient notice .....	23
Registered Address .....	23
Members with no Registered Address.....	23
Notice to joint holders .....	23
EXPULSION OF MEMBERS.....	23
How a Member may be expelled .....	23
Payment to expelled Member .....	23
Readmission of expelled Member .....	23
AMENDMENT OF RULES .....	23
Majority requisite to make alterations .....	23
Fundamental Rules .....	24
Applications for registration of amendments.....	24
INDEMNITY.....	24
Indemnity.....	24
Individual responsibility of Committee Member .....	24
CHANGE OF NAME, AMALGAMATION, CONVERSION, INTO A COMPANY, AND DISSOLUTION.....	24
Change of Name.....	24
Dissolution .....	24

All previous rules rescinded

Register No. 7533R

## **RULES OF JORDANS VILLAGE LIMITED**

### **NAME, OBJECTS AND REGISTERED OFFICE**

#### **Name of society**

1. The name of the Society shall be Jordans Village Limited.

#### **Objects**

2. The Objects of the Society shall be to acquire, develop, maintain and govern an estate at Jordans, near Beaconsfield, in the County of Buckingham, by following ethical principles, in particular honesty integrity transparency fairness and equality; by means of a village community originally founded in accordance with Christian principles and in a manner serviceable to the national well-being; and in furtherance thereof to erect or permit the erection therein of residences and any other kind of buildings, and to promote the establishment therein of suitable industries on sound and just lines so as to give to those engaged therein scope for the growth of character, self-expression, and high standards of individual workmanship; and to establish and carry on religious, social, recreative, and educational work and institutions. The Society shall have power to do all things it deems necessary or expedient for the accomplishment of its objects.

#### **Registered office**

3. The Registered Office of the Society shall be at the Estate Office, The Village Green, Jordans, Beaconsfield, Buckinghamshire, HP9 2ST. Notice of any change in the situation of the Registered Office of the Society shall be sent to the FCA within fourteen days after such change in manner and form prescribed by the FCA.

### **INTERPRETATION**

#### **Interpretation**

4. In the construction of these Rules, including this Rule, the following words and expressions shall have respectively the meaning following unless the subject matter or context are inconsistent therewith.
  - a. Words importing the singular or plural number respectively include the plural and singular numbers. Words importing the masculine gender also include the feminine gender and references to an individual includes references to a limited company or partnership.
  - b. 'Annual General Meeting' means The Annual General Meeting of the Society as described in Rule 31.
  - c. 'Auditor' means the Society's auditor as appointed in Rule 69.
  - d. 'Chair' means the chair of the Committee as elected in Rule 47.
  - e. 'Committee' means the Management Committee of the Society as described in Rule 47.
  - f. 'Committee Member' and 'Committee Members' means a Member or Members of the Committee.
  - g. 'Court of Law' means any court of law having jurisdiction in England and Wales.
  - h. 'Domestic Partner' means spouse and/or person living permanently with a Member but excludes any meaning defined by the 1890 Partnership Act.
  - i. 'Electronic Address' means the unique electronic address including Email Address of a Member as entered in the Register, pursuant to Rule 11.
  - j. 'Electronic Communication' means a communication which uses electronic media to transmit information or a message and includes using computers, email, telephone, video calling or fax.
  - k. "Email" means a message distributed Electronic Communication from one computer user to one or more recipients via a network.

- l. 'Email Account' means an arrangement with a provider that allows the sending and receiving of Emails or other Electronic Communication.
- m. 'Email Address' means the unique identifier for an Email Account.
- n. 'FCA' means the Financial Conduct Authority of 12 Endeavour Square, London, E20 1JN.
- o. 'in writing' means an Electronic Communication from the appropriate person or a physical document signed by the appropriate person.
- p. 'Jordans Village' or 'the Society's estate' means all the land belonging to JVL.
- q. JVL means Jordans Village Limited or 'the Society'.
- r. 'Land' includes tenements and hereditaments.
- s. 'Loan Stock' is stock issued by the Society as collateral against a loan interest.
- t. 'Member' means a Member of the Society as defined in Rule 7.
- u. 'Participating Loan Stock' is stock issued as collateral against the loan interest on a long-term basis.
- v. 'Postal Address' means the postal address of a Member as entered in the Register, pursuant to Rule 11.
- w. 'Register' means the Register of Members as defined in Rule 11.
- x. 'Registered Address' means the Postal Address of a Member, unless the member has supplied an Electronic Address for the purpose for which the Registered Address is required, as entered in the register pursuant to Rule 11.
- y. 'Registered Office' means the Registered Office of the Society as defined in Rule 3.
- z. 'Rules' means the registered Rules of the Society for the time being.
- aa. 'Secretary' means the Secretary of the Society appointed under Rule 63.
- bb. 'Society' means JORDANS VILLAGE LIMITED.
- cc. 'Society's Bankers' means [ HSBC] Plc or such other bank appointed as the Society's bankers from time to time.
- dd. 'Special General Meeting' means a Special general Meeting of the Society as described in Rule 33.
- ee. 'Tenant Members' means those Members referred to in Rule 79(a)
- ff. 'The 2014 Act' means the Co-operative and Community Benefit Societies Act 2014 or any Act or Acts amending or replacing the same and/or sections and/or schedules in the same and for the time being.
- gg. 'Vice-Chair' means the vice-chair of the committee as elected in Rule 47.

## Copies of the rules

- 5. A copy of these Rules shall be delivered to every person on demand on the payment of the sum of £2 or such greater amounts as may be permitted from time to time by law.

## Use of the name of the society

- 6. The name of the Society shall be painted or affixed and kept painted or affixed on the outside of every office or place in which the business of the Society is carried on in a conspicuous position in letters easily legible, and the registered name of the Society shall be engraved in legible characters on its seal, and the registered name shall be mentioned in legible characters in all notices, advertisements, and other official publications of the Society, in all business letters of the Society, and in all bills of exchange, promissory notes, endorsements, cheques and orders for money or goods purporting to be signed by or on behalf of the Society, and on all bills, invoices, receipts and letters of credit of the Society.

## MEMBERSHIP

### Society

- 7. Members of the Society shall be the persons whose names are entered in the Register of Members at the date of registration of this complete amendment of the Rules. The Committee may admit other persons as Members from time to time who reside in Jordans Village or are children, parents or the Domestic Partner of a Member, are employed by the Society, or, in the opinion of the Committee, are closely associated with Jordans Village, provided that the Committee shall not refuse to admit to membership any person who has been residing in a property on the Society's estate or a property formerly forming



part of the Society's estate for a continuous period of one year immediately prior to making an application. Notwithstanding the above the Committee may not admit any person to membership who has not attained the age of eighteen years at the date of application for membership.

## Shareholding

8. A Member shall hold at least one share in the capital of the Society.

## Application for membership

9. An applicant for membership shall forward to the registered Office of the Society together with his application the sum of £1 for every ordinary share applied for which shall not exceed the limit specified in Rule 13 along with the administration fee of £2, or such other sum as the Committee from time to time deem appropriate (which shall be returned if the application is not approved). The said payment shall be deemed to be an application for the issue of a share/shares in the capital of the Society. Every application shall be considered by the Committee at its next meeting after the application is made. If approved the name of the applicant shall be entered in the Register of Members and the share or shares shall be issued to the applicant.

## Ceasing to be a member

10. A Member shall cease to be a Member if:
  - a. they die
  - b. they withdraw from the Society by written notice to the Society
  - c. they cease to hold a share in the capital of the Society
  - d. they are expelled pursuant to Rule 92.

# REGISTER OF MEMBERS

## Register of members

11. The Society shall keep at its Registered Office a Register of Members in which the Secretary shall enter the following particulars:
  - a. The names and addresses of the Members.
  - b. A statement of the number of shares held by each Member and of the amount paid or agreed to be considered as paid on the shares of each Member.
  - c. A statement of other property in the Society, whether in loans, deposits, or otherwise, held by each Member.
  - d. The date at which each person was entered in the Register as a Member, and the date at which any person ceased to be a Member.
  - e. The names and addresses of the officers of the Society, with the offices held by them respectively and the dates on which they assumed office.

Any Member changing their address shall notify the Society of such change.

The Society shall so construct the Register of Members that it is possible to open to inspection the particulars entered therein mentioned in paragraphs (a) (d) and (e) without so opening to inspection the other particulars entered or as an alternative a duplicate Register shall be kept containing only the particulars referred to in paragraphs (a) (d) and (e) of this Rule.

## Register of officers of the Society

The Society shall keep at its Registered Office a register of Officers of the Society with the offices held by them respectively and the dates on which they assumed office.

## SHARE CAPITAL

### Share capital

12. The share capital of the Society shall consist of ordinary shares of the nominal value of £1 each. All shares shall be transferable, subject to the provision of Rule 16 but not withdrawable. Shares shall be payable in full on allotment.

### Number of shares

13. No Member shall have or claim any interest in the shares of the Society exceeding £200.

### Joint holders

14. Shares may be held by two or more persons jointly, and the joint holders of a share shall be severally as well as jointly liable in respect of such shares.

### Trusts not to be recognised

15. Save as herein otherwise provided the Society shall be entitled to treat the registered holder of any a share as the absolute owner, and accordingly shall not, except as ordered by a Court of competent jurisdiction or as required by statute be bound to recognise any claim to or interest in such share on the part of any other person.

## MODE OF DEALING WITH SHARES

### To whom transfers may be made

16. Any share may be transferred with the approval of the Committee to any other Member, but if the transferee is not a Member they must be approved as a Member by the Committee before the transfer can be registered. The Committee may decline to approve of the transfer of any share by a Member who is indebted to the Society without being liable to repay the holder of such share under Rule 29 the sum credited on such share.

### Transfer of shares

17. The instrument of transfer of any share shall be in such form as the Committee may approve, and shall be executed by the transferor and transferee and properly stamped, and shall be left at the Registered Office of the Society accompanied by the certificate of the shares to be transferred and such other evidence as the Committee may require to prove the title of the transferor or their right to transfer the shares, and shall be retained by the Society if the transfer is registered.

### Fees on transfers

18. Upon transfer of any share or shares, including the registration of the probate of the will or letters of administration of the estate of any deceased Member, there shall be paid a fee of £2 or such other sum as the Committee may agree.

## BORROWING POWERS

### Loans in general

19.
  - a. The Committee may from time to time obtain advances of money for the purposes of the Society from any person, whether a Member of the Society or not, with or without security, upon such terms and conditions as they may think fit, provided that the rate of interest payable (except on money borrowed by way of overdraft from the Society's bankers or on mortgage from a building society, local authority or bank) shall not exceed 2% per annum above the base rate for the time being of the Society's Bankers. The total amount owing in respect of the advances of money so obtained shall not exceed £250,000 at any one time, or with the authority of a Special General Meeting £5,000,000 at any one time, but no lender shall be concerned to see or enquire whether this limit is observed.
  - b. A separate register shall be kept of all mortgages and charges on any land of the Society.

## Provision as to loan stock and participating loan stock

20. The Committee may, subject to the limit mentioned in the preceding Rule, issue loan stock to Members and other persons who may agree to accept the same subject to the conditions following:
- a. The loan stock shall be payable by instalments or otherwise and shall be issued subject to such terms and conditions as to repayment and all other matters as may from time to time be fixed by the Committee prior to the issue thereof.
  - b. The loan stock shall carry interest payable annually at such rate not exceeding the rate set out in Rule 19 (a) as may be fixed by the Committee from time to time prior to the issue thereof excepting 2%, 3% or 4% participating loan stock which shall carry interest at 2%, 3% and 4% respectively, payable annually.
  - c. Subject to any special agreement, it shall not confer a right to demand payment of the principal from the Society unless the interest aforesaid is in arrears for three consecutive years, or in the event of the liquidation of the Society.
  - d. The loan stock shall be secured by certificates sealed by the Society showing the amount of loan stock standing to the credit of the holders thereof.
  - e. The Committee shall keep a Register of the holders of loan stock for the time being containing such particulars as the Committee from time to time direct.
  - f. The same Rules shall apply to loan stock in regard to transfer as apply to shares.

## INVESTMENTS AND SUBSCRIPTIONS

### Investments

21. The Committee may, with the sanction of a Special General Meeting, purchase the business of any other society or company in which its capital might be invested falling within the objects of the Society or carry out such business in conjunction with any such society or company and (without such sanction as aforesaid) the Committee may invest the funds of the Society in any manner authorised by the 2014 Act as amended but not otherwise.
22. The Committee may subscribe to the funds of any society or association whose work is to help the increase or improvement of dwellings, smallholdings and allotments in any manner and to such amount as the Committee may from time to time determine.

## NOMINATIONS

### Nominations

- 23.
- a. A Member may in accordance with the 2014 Act as amended nominate any person or persons to whom any of his property in the Society at the time of their death shall be transferred.
  - b. On receiving satisfactory proof of death of a Member who has made a nomination the Committee 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.

## PROCEEDINGS ON DEATH OR BANKRUPTCY OF A MEMBER

### Claims arising on death or bankruptcy

24. Upon a claim being made by a 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.

### Transmission on death of joint holders

25. In the case of the death of any of the joint holders of any property in the Society the survivor or survivors shall be the only person or persons recognised by the Society as having any title to or interest

in such property, but nothing herein contained shall release the estate of a deceased joint holder from any liability of any share jointly held by them.

### Dealing with shares on transmission

26. The executor or administrator of any deceased Member or any other person to whom any property in the Society is transmitted may apply in writing to the Committee to have the property registered in their name, and in the case of shares if not already a Member, to be admitted as a Member or to transfer such property to such person or persons as they shall nominate. In the case of shares, if the Committee shall refuse to admit them or their nominee if not already a Member as a Member they shall give notice of such refusal to the applicant and they shall thereupon be at liberty to nominate some other person as transferee of such property. If within one calendar month after the giving of such notice the applicant shall have failed to nominate a transferee of such shares who is already a Member or whom the Committee are willing to admit as a Member, then, if the Committee shall find any person willing to take a transfer of the shares so transmitted at a price equal to the amount credited in respect thereof in the books of the Society and if not already a Member willing to become a Member, the applicant shall transfer such shares to such person at such price.

## CANCELLATION OF SHARES/LOAN STOCK

### Cancellation

27. The Committee may from time to time with the consent of the holder cancel either wholly or in part any fully paid shares or any Loan Stock or Participating Loan Stock for the time being issued.

### Repayment compulsory on members

28. Subject to the payment of, or on being satisfied that a sufficient provision has been made for, all subsisting claims on the Society the Committee may from time to time:
- a. pay off pro rata the loan stock being outstanding
  - b. pay off pro rata the excess of shares held by any Member beyond the limit fixed by the Committee from time to time.

### Repayment on request of members

29. The Committee may, on the application of the holder of any share, repay any sum not exceeding the amount then credited thereon, and shall repay the whole sum so credited in any case where they refuse (except as provided by Rule 16) to confirm the Transfer of any share which is fully paid up. Any person entitled to any share by transmission shall be deemed a holder of such share for the purpose of this Rule.

### Limit of amount expended on repayments

30. Any amount expended in the repayment of any shares shall not exceed any sum placed at the disposal of the Committee from time to time for that purpose by the general meetings of the Society, and shall be regularly stated in the accounts of the Society.

## GENERAL MEETINGS

### Annual General Meeting

31. The Annual General Meeting of the Society shall be held within three calendar months after the close of each financial year of the Society, at such time and place (deemed to be the nearest suitable venue within ten miles of the Village) as may be fixed by the Committee.

### Functions of Annual General Meeting

32. The functions of the Annual General Meeting shall be:
- a. To receive the statement of accounts and report referred to in Rule 72
  - b. To elect the Auditors (in accordance with Rule 69) and to receive the report on the election of Members to the Committee.

- c. To transact any other general business of the Society included in the notice convening the meeting.

### Special General Meetings

33. Special General Meetings shall be convened by the Secretary either on the order of the Committee or upon a request signed by at least fifty Members who must have been Members for a period of six months immediately preceding the date of such a requisition or order and the Secretary shall issue notice of the meeting within three weeks of the receipt of such a requisition or order. The date of the meeting will be set at such time as the Committee believes is in the best interests of Members (but in any event within three months following receipt of such request) and the meeting shall be held at the nearest suitable venue within ten miles of the Village. A Special General Meeting shall not transact any business other than that mentioned in the notice convening the meeting.

### Notice of General Meetings

34. Notice convening every general meeting shall state whether it is an Annual or Special General Meeting, the time and place thereof and every purpose for which it is convened, and shall be posted or sent to the Registered Address of each Member not less than fourteen clear days before the date of the meeting. The accidental omission to send any notice to, or non-receipt of a notice by a Member shall not invalidate the proceedings at that general meeting.

### General Meeting quorum

35. No business shall be transacted at any general meeting of the Society unless a quorum of Members is present at the time the meeting proceeds to business. Twenty Members or, if the number of Members at any time shall be less than thirty, then two-thirds of the Members for the time being shall form a quorum.

### Adjournment for want of a quorum

36. If within half an hour from the time appointed for the meeting a quorum is not present the meeting, if convened upon the requisition of Members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place, and if at such adjourned meeting a quorum be not present those Members who are present shall be deemed to be a quorum and may do all business which a full quorum might have done.

### Chair

37. The Chair of the Committee shall preside as Chair at every general meeting of the Society. If there shall be no such Chair, or if at any meeting the Chair be not present within fifteen minutes after the time appointed for holding the meeting, the Members present shall choose one of the Members of the Committee present to be Chair, or if no Committee Member shall be present and willing to take the chair, the Members present shall choose one of their number to be Chair.

### Adjournment with consent of meeting

38. The Chair may with the consent of the meeting adjourn any 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. No notice of the meeting need be given for adjournment of less than 21 days but when the meeting is adjourned for twenty-one days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.

## VOTES OF MEMBERS

### Voting

39. Every question at any general meeting shall be decided by a show of hands when each Member present, in person or by proxy, shall have one vote only, and a declaration by the Chair that a resolution has been carried or not carried by a particular majority, and an entry to that effect in the book of proceedings of the Society, shall be conclusive evidence of the facts without proof of the number or proportion of the votes recorded in favour of or against such resolution. Subject to any special direction contained in any

Rule of the Society or Act of Parliament all questions shall be determined by a simple majority. Provided that at any general meeting of the Society, ten Members present in person or by proxy, may demand a secret vote on any question. Voting thereon shall be by ballot in such manner as the Chair shall direct.

### Chair to have casting vote and to decide validity of votes

40. In case of an equality of votes at any general meeting the Chair shall be entitled to a second or casting vote except in the case of an election when Rule 47(f)iv. will apply. In case of any dispute as to the admission or rejection of any vote, the Chair shall determine the same, and such determination shall be final and conclusive.

### Proxy

41. Votes may be given personally or by proxy.

### How proxies must be signed and who may be appointed

42. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing. No person shall be appointed a proxy who is not a Member of the Society and qualified to vote.

### Deposit of proxy

43. Any instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or other authority certified as a true copy of the same by a Solicitor or Commissioner for Oaths, shall be deposited at the Registered Office of the Society not less than two clear days before the day fixed for holding the meeting at which the person named in such instrument is authorised to vote, and in default the instrument of proxy shall not be treated as valid.

### Form of proxy

44. An instrument appointing a proxy shall be in the following form, or as near thereto as circumstances permit:

I,.....of.....in the County of....., being a Member of JORDANS VILLAGE LIMITED, hereby appoint the \*Chair/.....of.....(a Member of the said Society) as my proxy to vote for me and on my behalf \*as they think fit/as indicated below, at the Annual (or Special, as the case may be) General Meeting of the Society to be held on the.....day of.....20...., and at any adjournment thereof.

\*delete as applicable

RESOLUTION AS SET OUT IN THE NOTICE OF MEETING  
FOR            AGAINST    ABSTAIN

Resolution 1  
Resolution 2  
Resolution 3

(Please indicate your voting instructions)

Signature of Member .....  
this.....day of.....20.....

### Validity of proxy

45. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death of the principal or revocation of the proxy or transfer of the share in respect of which the vote is given, provided that no notice in writing of the death, revocation or transfer shall have been received at the Registered Office of the Society one clear day before the meeting. Any question as to the admission or rejection or validity of a proxy shall be determined by the Chair, whose decision shall be final and conclusive.

## Votes of joint holders of shares

46. Where there are joint registered holders of any share any one of such persons may vote at any meeting either personally or by proxy in respect of such share as though he were solely entitled thereto, and if more than one of such joint holders be present at any meeting personally or by proxy that one of said persons so present whose name stands first on the Register in respect of such share shall alone be entitled to vote in respect thereof. Several executors or administrators of a deceased Member in whose name any share stands shall for the purpose of this clause be deemed joint holder thereof and if more than one of such joint holders then the executor first named in the will or probate of the deceased Member or in the case of letters of administration the administrator first named in the letters of administration shall alone be entitled to vote.

## MANAGEMENT COMMITTEE

### How committee to be formed

- 47.
- a. The Management Committee of the Society shall consist of not less than seven or more than twelve persons all of whom must be Members of the Society. No more than one member of the same household may be eligible to serve on the Committee at the same time.
  - b. One of the Committee Members shall be Tenant Members appointed by the Tenant Members' Committee. They shall hold office for one year only but shall be eligible for reappointment by the Tenant Members' Committee. No Tenant Member appointee shall be appointed for more than nine consecutive years and having served such term shall not be eligible for reappointment for at least three years. If the person appointed under this Rule is unable to attend a meeting of the Management Committee, the Tenant Members Committee may appoint an alternative for that meeting.
  - c. The remaining Committee Members shall hold office for three years only. One third of the number (or a proportion as near thereto as possible) shall retire annually but shall be eligible for re-election without nomination. The local Meeting of the Religious Society of Friends shall have the right to appoint one of these remaining Committee Members (called the Representative Member). The appointment of such a Member shall be confirmed by the 31st day of January preceding each Annual General Meeting (or such day as the Committee may inform the local Meeting following a change in the financial year). If such right is not exercised the vacancy shall be filled in the ordinary way and the right shall not be exercisable until the retirement of the person elected to fill the vacancy at the end of his term of office.
  - d. No Committee Member may serve for more than ten years in any twelve, and having served ten years in twelve shall not be eligible to serve for a further term unless such further term begins at least three years after his/her last term of office has expired. A Member may not stand for election when if elected such further term would take them beyond the limit of serving ten years in any twelve.
  - e. Nominations for the Committee (other than appointed Members) must be in writing and clearly state the name, address and occupation of the person nominated. They must be proposed and seconded and the written nomination must be signed by both the proposer and seconder (both of whom must be Members of the Society) and also by the person nominated signifying his willingness to act.
  - f. Such nominations must reach the Secretary not later than 31st day of January preceding each Annual General Meeting (or such other day as the Committee may inform Members following any change in financial year).  
Immediately following the closing date for nominations, the Secretary shall make known the identities of all nominees and each nominee shall declare to the Secretary, for entry on the voting paper, any known family relationships to
    - i. other nominees or
    - ii. current Committee Members or
    - iii. the spouse of other nominees or current Committee Members.

For the purpose of this Rule, family relationship shall mean parent/child, aunt/uncle, or sibling. If, with the retiring Members of the Committee willing to stand for re-election, more nominations have been received by the Secretary by the requisite date than there are vacancies to be filled, a list of the persons nominated with the names of their proposers and seconders and of the retiring Members willing to stand for re-election on the requisite date shall be sent to every Member of the Society together with a voting paper which must be returned to the Registered Office not less than three clear days before the date fixed for the Annual General Meeting addressed to the scrutineers appointed for the purpose by the Management Committee. Those nominees (to the number of vacancies to be filled) who receive the highest number of votes shall be declared elected.

- iv. In the case of equality of votes at any election the Management Committee shall decide the outcome by drawing lots i.e. random selection.
- g. If the number of persons duly nominated does not exceed the number of vacancies, the persons so nominated shall be declared elected.
- h. Members so elected shall hold office from the close of the Annual General Meeting.
- i. The Committee shall, at their first meeting after the completion of their number in accordance with this Rule elect a Chair from among their number. He or she shall be the Chair of the Society and shall during his year of office only be removable by the vote of two-thirds of the Committee present at a meeting called for that purpose. The Committee may also annually elect a Vice-Chair from among their number, who in the absence of the Chair shall have all the powers of the Chair.

## Vacancies

48.

- a. If a vacancy caused by the retirement of any Member of the Committee is not filled by the Annual General Meeting at which it ought to have been filled under these Rules the vacancy may be filled by the Committee.
- b. A vacancy occurring other than by retirement on completion of a Member's term of office, may be filled by the Committee by co-option of a Member, or left vacant, but may not be filled by election. A Committee Member so appointed shall, upon retirement, be eligible for re-election without nomination. In the event such vacancy occurs in respect of a Tenant Members' Committee appointed Member, it shall be filled by that Committee. Each Member so appointed shall hold office for the unexpired term of office of the Member whose place they fill.

## Removal of a Committee Member

49. A Committee Member (other than the Representative Member or duly appointed Representative of the Tenant Members' Committee) may be removed from office at any time by a resolution carried by two-thirds of the votes given thereon at a Special General Meeting. The Meeting may thereupon proceed to fill his place for the unexpired term of his office by a resolution carried by a majority of the votes given thereon.

## Disqualification of a Committee Member

50. The office of a Committee Member shall be vacated if:-

- a. they become bankrupt,
- b. they compound with their creditors,
- c. they become a patient within the meaning of the Mental Health Act 1983.
- d. they are convicted of an indictable offence,
- e. they cease to comply with the requirements of Rule 47,
- f. they absent themselves for a period of four consecutive months from the meetings of the Committee.
- g. they give the Committee one month's notice in writing that they resign the office.
- h. they are directly or indirectly concerned or interested in any contract with the Society and fails to declare such interest to the Committee, confirmed in writing, at the meeting at which the proposal is first taken into consideration or



- i. the Committee resolves that they be disqualified as a result of their disclosure, outside Committee, of confidential information about the personal circumstances of any tenant or resident or confidential information about any aspects of the Society to which they are privy by virtue of their position as a Member of the Committee. The Committee shall be the sole determinant as to whether sufficient evidence exists to substantiate such a resolution.

Provided that any act done in good faith by a Member of the Committee whose office is vacated as aforesaid shall be valid unless, prior to the doing of such act, written notice has been served on the Committee and an entry has been made in the Committee's minute book stating that such Member of the Committee has ceased to be a Member of the Committee.

### Committee Members may hold office

51. A Member of the Committee may hold any other office or position under the Society except that of Auditor in conjunction with the office of Committee Member and on such terms as to remuneration and otherwise as the Committee may arrange.

### Committee may act notwithstanding vacancy

52. The Committee may act, notwithstanding any vacancy, but if their number is reduced below the number fixed by these Rules as a quorum the continuing Members of the Committee may act only for the purpose of increasing their number, calling a general meeting and to pay staff salaries and to settle pre-existing obligations of the Society, but for no other purpose.

## POWERS OF MANAGEMENT COMMITTEE

### Powers of Management Committee

53. The management of the business of the Society shall be vested in the Management Committee, who may exercise all powers and authorities vested in them by these Rules or by statute or by the Society in general meeting. No resolution made in general meeting shall invalidate a prior act of the Committee which would have been valid if such resolution had not been made.

### Particular powers of Committee

54. Without prejudice to and not so as to limit or restrict the general powers conferred by the last preceding rule and the other powers conferred by these Rules, it is hereby expressly declared that the Committee shall have the following powers:
  - a. To appoint, suspend, remove or discharge all officers (except the Auditor) solicitors, managers, architects, engineers, surveyors, accountants, agents, servants and employees of every description and fix and revise their duties and remuneration (unless otherwise directed in these Rules) and require them to give such assurances as meet the approval of the Committee.
  - b. To enter into all contracts for the Society and settle the terms thereof.
  - c. To make, revoke, and alter from time to time and at all times enforce such bye-laws and regulations relating to the tenants and property of the Society as the Committee think fit, and from time to time determine the terms and conditions upon which the property of the Society is to be let.
  - d. To compromise and settle or contest either in a Court of Law or by arbitration any suit, debt, liability, or claim by or against the Society.
  - e. To convene all meetings of the Society according to the Rules thereof, subject to the provisions in these Rules as to Special General Meetings.
  - f. To provide proper books for entering the accounts of all business carried on behalf of the Society, and the minutes of all meetings thereof, and of their own proceedings, and for making all such entries as are hereby required or as any general meeting may direct.
  - g. To provide a sufficient supply of copies of the annual returns and books of Rules to comply with the directions of Rule 5 and Rule 74.
  - h. To borrow, raise, or secure the payment of money in such manner as the Committee may think fit, and to redeem or pay off any such securities, subject to the provision of Rule 19.

- i. To remunerate any Committee Member for special services to the Society as may be determined by the Committee. An entry in the minutes book of the Committee that any services rendered by a Committee Member are for special services shall be conclusive evidence thereof.
- j. To appoint any person or persons (whether incorporated or not) to accept and hold in trust for the Society or for its loan stock holders, or any other persons any property belonging to the Society, or in which it is interested or for any other purposes, and to execute and do all such deeds and things as may be requisite in relation to any such trustee or trustees.
- k. Unless specifically prohibited by these Rules, to do all such acts and things as are incidental to, or which the Committee may think conducive to, the attainment of the objects of the Society or any of them.

## PROCEEDINGS OF MANAGEMENT COMMITTEE

### Time, place of meeting and quorum of Management Committee

55. The Committee shall meet at such times and places as they or the Chair may determine. Until the Committee otherwise determine, four Members shall be a quorum. A meeting of the Committee for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the Rules of the Society for the time being vested in or exercisable by the Committee generally.

### Procedures and duties of Committee

56.

- a. If the Chair of the Committee be absent from a meeting, and unless a Vice-Chair has been appointed and is present, those Members of the Committee present shall elect one from their number to be the Chair for the occasion. The sense of the meeting or the majority of the votes shall decide all questions decided by the Committee, and in case of an equality of votes the Chair shall have a second or casting vote.
- b. It is the duty of each Committee Member to exercise their powers and to perform their functions as a Member of the Committee in the way they decide acting reasonably and in good faith would be most likely to further the Objects of the Society.

### No notice to Members out of Country

57. It shall not be necessary to give notice of any Committee meeting to any Committee Members who are not in the United Kingdom.

### Appointment of Sub-Committees

58. The Committee may delegate any of its powers hereby given to it to a Sub-Committee of three or more of its own Members who shall in the functions entrusted to them conform in all respects to the instructions and regulations given them by the Committee, and the meeting and proceedings of such Sub-Committee shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Committee. The actions and report of each Sub-Committee meeting shall be ratified by the Committee at its next meeting.

### Validity of acts of Committees and Sub-Committees

59. All acts done in good faith by any meeting of the Committee or of any Sub-Committee thereof shall, notwithstanding that it shall be afterwards discovered that there was any defect in the appointment of any Committee Member or Committee Members or that any one or more of them were disqualified, be as valid as if every Committee Member had been duly appointed and was duly qualified to be a Committee Member.

### Resolution

60. A resolution in writing signed by all the Members of the Committee or all the Members of a Sub-Committee shall be as valid and effectual as if it had been passed at a meeting of the Committee or Sub-Committee duly called and constituted.

## REMUNERATION OF COMMITTEE

### Remuneration

61. The Annual General Meetings of the Society may from time to time remunerate Members of the Committee for their services in such manner and to such amount as they may think fit. The Members of the Committee shall be entitled to the reimbursement of any expenses incurred by them in connection with any business of the Society undertaken on the authority of the Committee.

## MINUTES

### Minutes to be evidence of proceedings

62. The Minutes of all meetings of the Society, of the Committee and of every Sub-Committee containing such particulars as the Committee direct from time to time shall be regularly recorded by the Secretary, and the minutes of every general meeting and of every meeting of the Committee shall be circulated to Committee Members before the next of such meetings respectively and if agreed signed by the Chair of the meetings, and minutes of every Special General Meeting and every Sub-Committee meeting shall be circulated to Committee Members before the next meeting of the Committee and, if approved, signed by the Chair of such meeting, and all minutes so signed shall be conclusive as between the Society and every Member thereof subject to the correction of any patent error.

## OFFICERS OF THE SOCIETY

### Secretary and clerks

63. The Committee shall appoint a Secretary of the Society and such clerks and assistants as they think desirable and may remove such Secretary, clerks and assistants, or any one of them, and appoint others in their place. The Committee may fix the salary and determine the duties of the Secretary, clerks and assistants save where otherwise directed by these Rules.

### Duties of Secretary

64. The Secretary shall perform such duties as the Committee may from time to time require, and in particular, unless otherwise determined by the Committee, the Secretary shall:
- a. Summon and attend all meetings of the Society, and of the Committee and of any Sub-Committee if so required by the Committee, or Sub-Committee, and shall keep minutes thereof in such form as the Committee direct.
  - b. Make such returns relating to the business of the Society as the Committee requires over and above those required by these Rules.
  - c. Have the charge of the documents and other papers of the Society, and shall keep the accounts in such manner as the Committee direct.
  - d. Keep all books relating to shares, loans, loan stock, and deposits required to be kept under the Rules of the Society, and the Register of Members, and shall receive all contributions and other payments due from the Members and other persons to the Society, and keep the accounts thereof and pay over the amount so received into the funds of the Society.
  - e. Prepare and send all returns required to be made to the Registrar.
  - f. In all things act in the discharge of his duties under the direction and control of the Committee and to fulfil the requirements of these Rules.

## ACCOUNTS

### Books of Account Act

65. The Society shall keep proper books of accounts with respect to its transactions and to its assets and liabilities in accordance with the 2014 Act and shall establish and maintain a satisfactory system of control of its books of account, its cash holdings and all its receipts and remittances.

## Bank Accounts

66. The Society shall have one or more bank accounts which shall be operated in such manner as the Committee shall from time-to-time resolve.

## Books of Account etc. to be kept at office

67. All books of account, share, loan stock, loan, and other registers, securities, documents, and papers of the Society other than such as are exceptionally directed by the Committee to be kept elsewhere shall be kept at the Registered Office in such manner and with such provision for their security as the Committee from time to time direct.

## Seal, its custody and use

68. The Society shall have its name engraved on a seal in legible characters, left in the custody of the Secretary, and shall be used only under the authority and resolution of the Committee and shall be attested by the signatures of two Committee Members and the countersignature of the Secretary or such other person as the Committee shall from time to time appoint.

## AUDITORS

### Appointment of Auditor

69. (1) The Society shall in each year of account appoint a qualified auditor to audit its accounts and balance sheet for that year. For the purposes of this rule 'qualified auditor' means a person who is a qualified auditor under part 7 of the 2014 Act.
- (2) Save as provided in paragraph (3) of this Rule every appointment of an Auditor shall be made by resolution of a general meeting of the Society.
- (3) The Committee may appoint an Auditor to fill any casual vacancy occurring between general meetings of the Society.
- (4) An Auditor appointed to audit the accounts and balance sheet of the Society for the preceding year of account (whether by a general meeting or by the Committee) shall be re-appointed as Auditor of the Society for the current year of account (whether or not any resolution expressly re-appointing him has been passed) unless:
- a resolution has been passed at a general meeting of the Society appointing somebody instead of them or providing expressly that he shall not be re-appointed or
  - they have given to the Society notice in writing of their unwillingness to be re-appointed or
  - they are ineligible for appointment as Auditor of the Society for the current year of account or
  - they have ceased to act as Auditor of the Society by reason of incapacity.

Provided that a retiring Auditor shall not be automatically re-appointed by virtue of this rule if notice of an intended resolution to appoint another person in his place has been given in accordance with paragraph (5) of this rule and the resolution cannot be proceeded with because of the death, incapacity or ineligibility of that other person.

- (5) A resolution at a general meeting of the Society (i) appointing another person as Auditor in place of a retiring Auditor or (ii) providing expressly that a retiring Auditor shall not be re-appointed shall not be effective unless notice of the intention to move it has been given to the Society not less than twenty-eight days before the meeting at which it is moved. On receipt by the Society of notice of the intention to move any such resolution the Society shall give notice of the resolution to the Members and the retiring Auditor in accordance with part 7 of the 2014 Act and shall give notice to the Members in accordance with that section of any representations made or intended to be made by the retiring Auditor.

### Persons not eligible

70. None of the following persons shall be appointed as Auditor of the Society:
- An officer or servant of the Society.

- b. A person who is a partner of or in the employment of or who employs an officer or servant of the Society.

## Auditor's Report

71. The auditor shall in accordance with part 7 of the 2014 Act make a report to the Society on the accounts examined by them and on the revenue account or accounts and the balance sheet of the Society for the year of account in respect of which they are appointed.

## Accounts

72. The Committee shall lay a revenue account and balance sheet duly audited and signed by the Auditor and incorporating the report of the Auditor thereon before each Annual General Meeting, accompanied by a report of the Committee on the position of the affairs of the Society signed by the Chair of the Committee meeting at which the report is adopted. The account shall be made up to such date within the period 1st September to 31st January inclusive as the Committee shall determine to be the end of the financial year.

## Annual returns

73. Every year not later than 30th April the Secretary shall send to the FCA the annual return, in the form (if any) prescribed by the FCA relating to the Society's affairs for the period required by the 2014 Act to be included in the return together with:
  - a. A copy of the report of the Auditor on the Society's accounts for the period included in the return, and
  - b. A copy of each balance sheet made during that period and of the report of the Auditor on that balance sheet.

## Supply of copies of annual returns

74. The Secretary shall supply without requiring payment for the same to every Member or person interested in the funds of the Society on his application a copy of the last annual return of the Society for the time being together with a copy of the report of the Auditor on the accounts and balance sheet contained in the return.

## Copy of last statement of account

75. The Society shall keep a copy of the last statement of accounts for the time being, together with the report of the Auditor, always hung up in a conspicuous position at the Registered Office of the Society.

## Remuneration of Auditor

76. The Auditor shall receive such remuneration as the Committee may from time to time determine with the authority of the Annual General Meeting.

## INSPECTION OF ACCOUNTS

### Individual right of inspection

77. Any Member or person having an interest in the funds of the Society shall be allowed to inspect his own account and the books containing the names of the Members at all reasonable hours at the Registered Office of the Society or at any place where the same are kept, subject to such regulations as to time and manner of such inspection as may be made from time to time by the general meetings of the Society.

## APPLICATIONS TO THE FCA

### Inspection on order of FCA

78. 1. Any ten Members of the Society each of whom has been a Member of the Society for not less than twelve months immediately preceding the date of the application may apply to the Registrar in the form (if any) prescribed by the FCA to appoint an Accountant or actuary to inspect the books of the Society, and to report thereon, pursuant to the 2014 Act.

2. It shall be the right of one tenth of the whole number of Members, or if the number shall at any time exceed one thousand, it shall be the right of one hundred Members, by an application in writing to the FCA, signed by them in the forms (if any) respectively provided by the FCA in that behalf:

- a. To apply for the appointment of an inspector or inspectors to examine into the affairs of the Society and to report thereon.
- b. To apply for the calling of a Special General Meeting of the Society.

Either of such applications shall be supported by such evidence showing that the applicants have good reason for requiring such an inspection to be made, or Meeting called and are not actuated by malicious motives in their application, as the FCA shall direct.

## TENANT MEMBERS

### Meaning, Election, Vacancies

79.

- a. 'Tenant Members' are Members who are also 'tenants' within the meaning of the following definition: A 'tenant' shall include not only the actual leaseholders and tenants of the Society, but also the owners for the time being of freehold property formerly forming part of the Society's estate, the tenants and sub-tenants of such leaseholders, tenants and freeholders, as well as such persons who, being resident on the Society's estate, are adult members of the families or households of such freeholders, leaseholders, tenants and sub-tenants.
- b. Tenant Members of the Society shall elect from among their number a Tenant Members' Committee consisting of not less than six and not more than twelve members each of whom shall hold office for not more than three years but at least one-third shall retire each year. Retiring members shall be eligible for re-election without nomination. No more than one member of the same household may be eligible to serve on the Tenant Members' Committee at the same time.
- c. Vacancies on the Tenant Members' Committee shall be filled by an annual election the result of which shall be received at a meeting of the Tenant Members held at the conclusion of the business of each Annual General Meeting. Nominations shall be in writing and shall be signed by a proposer and a seconder both of whom shall be Tenant Members and by the nominee signifying his willingness to serve. Nominations must be received by the Secretary not later than the 31st day of January prior to each Annual General Meeting (or such other day as the Committee shall decide following any change in financial year). Immediately following the closing date for nominations, the Secretary shall make known the identities of all nominees and each nominee shall declare to the Secretary, for entry on the voting paper, any known family relationships to:
  - i. other nominees or
  - ii. current members of the Tenant Members' Committee or
  - iii. the spouse of other nominees or current members of the Tenant Members' Committee.

For the purpose of this Rule, family relationship shall mean parent/child, aunt/uncle, or sibling. A notice convening a meeting of Tenant Members shall form part of the notice of each Annual General Meeting and shall state the names and addresses of persons nominated for election to the Tenant Members' Committee and the names of their proposers and seconders. In the event of the number of persons nominated exceeding the number necessary to raise the membership of the committee to twelve the Secretary shall send to every Tenant Member with the notice convening the meeting a voting paper which must be returned to the Registered Office not less than three clear days before the Annual General Meeting addressed to scrutineers appointed for the purpose by the Management Committee. Those nominees (to the number of vacancies to be filled) who receive the highest number of votes shall be declared elected.

- d. In the case of equality of votes at any election the Committee shall decide the outcome by drawing lots i.e. random selection. If the number of persons duly nominated does not exceed the number of vacancies, the persons so nominated shall be declared elected.
- e. If a vacancy caused by retirement of any member of the Tenant Members' Committee is not filled by the meeting at which it ought to have been filled under the Rules the vacancy may be filled by the Tenant Members' Committee.
- f. A casual vacancy on the Tenant Members' Committee caused by the retirement of any member of the Tenant Members' Committee may be filled by that Committee and the member so appointed shall hold office for the unexpired period of office of the member whose place he fills.

### Cease to be a Member of the Tenant Members' Committee

80. A Tenant Member shall cease to be an eligible Member of the Tenant Members' Committee if they:
- a. become a patient within the meaning of the Mental Health Act 1983.
  - b. are convicted of an indictable offence.
  - c. cease to hold the necessary qualifications.
  - d. absents themselves from the meetings of the Tenant Members' Committee for a period of four consecutive calendar months or
  - e. give the Tenant Members' Committee one month's notice in writing that they resign office.

### Appointment of Representatives upon the Management Committee

81. The Tenant Members Committee shall within fourteen days after the date of the Annual General Meeting of the Society in each year appoint the representatives upon the Committee to which they are entitled under Rule 47.

### Duties of Tenant Members' Committee

82. The Tenant Members' Committee, in addition to such rights, powers and duties as are conferred on or vested in them by the Rules of the Society, shall have such further rights, powers and duties as may be delegated to them, with their concurrence, by the Management Committee.

## SECURITY OF TENURE

### Undisturbed occupancy, Notice to quit

83. Each tenant shall have undisturbed occupancy of their house and garden so long as:
- a. They fulfil the tenancy regulations made by the Management Committee.
  - b. They pay any rent or debts due from him to the Society.
  - c. They and the occupants of his house avoid any conduct detrimental to good neighbourship.
  - d. A tenant shall not be given notice to quit by the Management Committee on the grounds of conduct detrimental to good neighbourship except with the concurrence of the Tenant Members' Committee.

### Tenancy of land

84. A tenant holding land from the Society other than that immediately attached to their house shall only have undisturbed occupancy of the land so long as it is not required by the Society. If such land is so required he shall be entitled to three month's notice in writing of the determination of his tenancy of such land and to such compensation for disturbance as may be agreed upon, or failing agreement, as may be determined by arbitration.

### Subletting

85. The Management Committee shall have the right to prohibit any tenant from subletting.

### Extra-ordinary repairs

86. In any case where the Society's property has been damaged by a tenant, or allowed to suffer deterioration by neglect, the Management Committee shall compel the tenant to put the property in habitable condition, and should they refuse to do so shall carry through the repairs itself, and, if not paid for by the tenant on demand (and without prejudice to any other right of recovery) may deduct the

cost of same from the tenant's repairs fund or the tenant's share capital, loan stock, or deposit account. In case of a tenant leaving, the same Rule shall apply.

## APPLICATION OF SURPLUS

### Surplus

87. After providing for the interest upon any loans, loan stock, and deposits according to the rates respectively agreed to be paid and interest and repayment of principal on any government loan or mortgage any surplus shall be allocated to a reserve to further the object and aims of the Society.

## NOTICES

### What is sufficient notice

88. Every Member shall be deemed to have due notice of every meeting, resolution, or other matter of which notice is required by the Rules of the Society to be given or served on notice thereof being posted or sent to the Registered Address of such Member.

### Registered Address

89. This Rule has been intentionally deleted.

### Members with no Registered Address

90. As regards those Members who have no Registered Address in the United Kingdom a notice posted up in the Registered Office of the Society shall be deemed to be well served on them at the expiration of twenty-four hours after it is so posted up.

### Notice to joint holders

91. All notices shall, with respect to any shares to which persons are jointly entitled, be given to the joint holder who is named first in the Register, and notice so given shall be sufficient notice to all the holders of such shares.

## EXPULSION OF MEMBERS

### How a Member may be expelled

92. A Member may be expelled by a resolution carried by two-thirds of the votes given thereon at a Special General Meeting of the Society upon a charge in writing of conduct detrimental to the Society communicated to them by order of the Committee one calendar month before the Meeting.

### Payment to expelled Member

93. A Member so expelled shall be paid the full sum credited on any shares in the Society held by them at the date of the resolution for his expulsion, and all shares held by them shall be extinguished upon such payment being tendered, whether the Member accept the tender or not and an entry referring to the minute of expulsion and the date of such tender shall be made in the register of shares under all such shares.

### Readmission of expelled Member

94. No expelled Member shall be readmitted except by resolution (carried by two-thirds of the votes given thereon at any general meeting) of which notice has been given in the Notice convening the Meeting.

## AMENDMENT OF RULES

### Majority requisite to make alterations

95. Any Rule of the Society not declared to be fundamental in manner stated in Rule 96, may be rescinded or amended or any new Rule be made by a resolution, carried by two-thirds of the votes given thereon at any Special General Meeting.



## Fundamental Rules

96. Rules 2,39,79,100, 101 and this Rule are hereby declared to be fundamental, and shall not be amended or rescinded except by a resolution carried by three-fourths of the votes given thereon at a Special General Meeting.

## Applications for registration of amendments

97. Application for registration of every amendment, addition, repeal or alteration shall be made to the FCA in the manner and form (if any) required by the FCA so soon as it is practicable after the same has been made, and a copy thereof shall be issued with every copy of the Rules issued after the registration thereof. No amendment of rules is valid until registered.

## INDEMNITY

### Indemnity

98. Every Committee Member, manager, Secretary, officer or employee of the Society shall be indemnified by the Society against, and it shall be the duty of the Committee out of the funds of the Society to pay, all costs, losses and expenses which they may incur, or become liable to pay by reason of the discharge of their duties, including travelling expenses, and the amount for which such indemnity is provided shall immediately attach as a lien on the property of the Society and have priority as between the Members over all other claims provided that this shall not apply in the case of proven fraud or dishonesty of any Committee Member, manager, secretary, officer or employee of the Society.

### Individual responsibility of Committee Member

99. No Committee Member or other officer of the Society shall be liable for acts, receipt, neglect or defaults of any other Committee Member or officer or for joining in any receipt or other act for conformity or for any loss or expense happening to the Society through the insufficiency or deficiency of title to any property acquired by order of the Committee for or on behalf of the Society, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Society shall be invested or for any loss or damage arising from the bankruptcy, insolvency, or tortious act of any person with whom any moneys, securities or effects shall be deposited, or for any loss occasioned by any error of judgement or oversight on his part, or for any other loss, damage, or misfortune whatever which shall happen in the execution of the duties of their office or in relation thereto unless the same shall happen through his own proven fraud or dishonesty.

## CHANGE OF NAME, AMALGAMATION, CONVERSION, INTO A COMPANY, AND DISSOLUTION

### Change of Name

100. The Society may, in accordance with the provisions of the 2014 Act as amended:
- a. Change its name with the approval of the FCA, in writing, but no such change shall affect any right or obligation of the Society or any Member thereof, and any pending legal proceedings may be continued by or against the Society, notwithstanding its new name.
  - b. Amalgamate with or transfer its engagements to any other society or accept any such transfer provided by the Act
  - c. Subject to the approval of three-fourths of those Members present in person or by proxy, at a general meeting of the Society called for such a purpose, convert itself into a company under the Companies Acts, or amalgamate with or transfer its engagements to any such company as provided in the Acts.

### Dissolution

101. a. The Society may be dissolved:
- i. In accordance with part 9 section 119 of the 2014 Act;

- ii. By an order to wind up the Society or a resolution for the winding up thereof made as directed under the Insolvency Act 1986 or any act amending or replacing the same, the provisions whereof shall apply to such order or resolution .
- b. If on the winding up or dissolution of the Society there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall be disposed of in whatsoever manner as may be decided by a Special General Meeting, provided that no Member shall receive directly or indirectly any property, sum or benefit beyond the repayment of his share investment.

The marginal notes and headings are inserted for convenience and reference only and shall not affect the construction of these Rules.

.....Member

.....Member

.....Member

.....Secretary

# CO-OPERATIVE AND COMMUNITY BENEFIT SOCIETIES ACT 2014

Register No. **7533R**

The amendment of the rules of **JORDANS VILLAGE LIMITED** to which this acknowledgement is attached, is this day registered under the Co-operative and Community Benefit Societies Act 2014.

Date: **[insert date]**

## **The Financial Conduct Authority**

12 Endeavor Square

London, E20 1JN

Telephone +44 (0) 207 066 1000

<http://www.fca.org.uk>