

**Register No. 26673R**

**Rules of the**

# **Community Lives Consortium**

(formerly West Glamorgan Housing Consortium Limited)

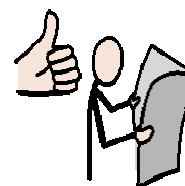
Registered under the Industrial  
and Provident Societies Act, 1965



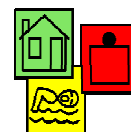
**24 Walter Rd Swansea SA1 5NN. Tel - 01792 646640. [www.wghc.co.uk](http://www.wghc.co.uk)**

## Introduction

This document contains our Rules, each of our Rules is numbered for easy reference.



To help everyone to understand our rules, there is an 'easy read' large text summary with symbols placed before 'key' or 'important' rules.



## Rules

### Name, Objects and Registered Office

The name of our agency is Community Lives Consortium.

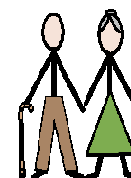


1. The name of the society shall be: Community Lives Consortium (hereinafter called "the Association").

The Consortium works mostly with people who are over 16 and who have a learning disability.



The Consortium can also work with other vulnerable adults. We support all these people to live their life in the Community.



For all these people we will make sure that they:

- Have ordinary lives in the Community
- Are treated as Individuals
- Get the extra help that they need to make the most of their potential.



2. The objects of the Association shall be to carry on for the benefit of the community the provision of services and amenities to support vulnerable adults and young persons over the age of sixteen especially, but not to the exclusion of all others, those

with severe and complex learning difficulties or mental disability, in order that they may live in any form of accommodation in the community and on the principles that such individuals:

- a) have a right to normal patterns of life within the Community;
  - b) have a right to be treated as individuals; and
  - c) require additional help from the communities in which they live and from professional services if they are to develop their maximum potential as individuals
3. The Association shall have power to do all things necessary or expedient for the fulfilment of its objects.

The Consortium does not make a profit.



4. The Association shall not trade for profit.
5. The registered office of the Association shall be at: 24 Walter Road, Swansea, SA1 5NN.

## Membership

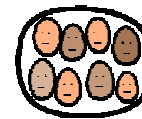
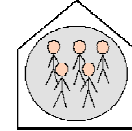
6. The members of the Association shall be the persons whose names are entered in the register of members. The Committee may in their discretion admit to membership any individual persons (including the nominees of unincorporated bodies, such as the West Glamorgan Parents Forum), Societies, Companies, Local Authorities both County and District, and Health Authorities (being bodies corporate).
7. Every member shall hold only one share in the Association.

Members are people, over 18 years old, who pay £1 and are agreed by the Management Committee. Members will be given a certificate.



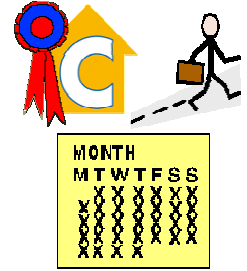
Members can be;

- Tenants or service users,
- Members of staff,
- Relatives or supporters of service users
- Representatives of other agencies or members of the public.



8. a) An applicant for membership shall forward to the registered office together with his application the sum of one pound (which shall be returned to him if the application is not approved) and every application shall be considered by the Committee at its next meeting after it is made, or so soon thereafter as is practicable. If the application is approved the name of the applicant and the other necessary particulars shall be entered in the register of members and one share in the Association shall be issued to the applicant.
- b) Each member shall with their consent, be allocated by the Committee to one of the following categories of membership for the purpose of election of Committee Members:
- i) Tenants and other recipients of services
  - ii) Staff
  - iii) Family members, Carers, Advocates and Supporters of Tenants
  - iv) all other bodies corporate, individuals and nominees of unincorporated associations interested in furthering the objects.
- c) The Committee may from time to time vary the categories of membership above or establish new categories of membership.
9. No person who is a minor shall be admitted to membership.
10. A member who is a nominee of an unincorporated body shall have entered against his name in the register of members the name of the unincorporated body by whom he has been nominated.

**A member can resign by giving 1 month's notice in writing to the Consortium, they also stop being members for some other reasons.**



11. A member shall cease to be a member if:
  - i) he dies; or
  - ii) in the case of a body corporate ceases to be a body corporate; or
  - iii) is expelled; or
  - iv) withdraws from the Association; or
  - v) in the case of the nominee or an unincorporated body, transfers his share to another nominee.
  
12. Any member may withdraw from the Association by giving the Secretary one month's notice in writing of his intention so to do.
  
13.
  - a) A member may be expelled by a resolution carried by the votes of not less than two-thirds of the members present in person or by proxy and voting on a poll at an annual or a special general meeting of the Association of which notice has been duly given, provided that a complaint in writing of conduct detrimental to the interests of the Association has been sent to him by order of the Committee not less than one calendar month before the meeting. Such complaint shall contain particulars of the conduct complained of and shall call upon the member to answer the complaint and to attend the meeting called under this Rule. At such meeting the members shall consider evidence in support of the complaint and such evidence as the member may wish to place before them. If on due notice having been served upon him the member fails to attend the meeting without due cause the meeting may proceed in his absence.
  - b) A person expelled from membership shall cease to be a member at the expiration of twenty eight days from the date at which the resolution to expel him was carried under the preceding paragraph of this rule.
  - c) Subject to there being sufficient funds for payment of all existing claims against the Association known to the Committee, a member so expelled shall at the date of the resolution for his expulsion be paid the value of any loan stock held by him.
  - d) No person who has been expelled from membership shall be re-admitted except by a resolution carried by the votes of two thirds of the members present in person or by proxy and voting on a poll at any general meeting of which notice has been duly given.

## Deputies of Bodies Corporate

14. A body corporate, being a member, may by resolution of its governing body appoint and revoke the appointment of any person it thinks fit as a deputy who shall during the continuance of his appointment be entitled to exercise at any general meeting of the Association all such rights and powers as the body corporate appointing him could exercise if it were an individual person. A copy of any such resolution signed by two members of the governing body and in the case of a local authority by the clerk of the Council shall be sent to the Secretary of the Association.

## Share Capital

15. The share capital of the Association shall be raised by the issue of shares of the nominal value of one pound each.
16.
  - a) Except as provided in this Rule shares shall be neither withdrawable nor transferable, shall carry no right to interest, dividend or bonus, and shall not be held jointly.
  - b) Shares held by nominees of unincorporated bodies shall be transferable in such manner as the Committee may from time to time determine and may be held jointly by any two persons, being nominees of any one unincorporated body.
17. On the death, expulsion or withdrawal from the Association of a member, his share, not being a share held jointly, shall be cancelled and the amount paid up thereon shall become the property of the Association.

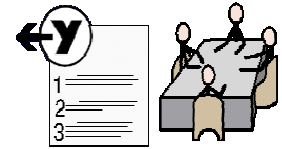
## Borrowing Powers

18.
  - a) The Association shall have power to borrow money for the purposes of the Association provided that the amount for the time being remaining undischarged of monies borrowed shall not exceed £5 million.
  - b) The Association shall not pay interest on any loan, other than from the Association's Bankers or on a mortgage from a Building Society, Local Authority or other public body, exceeding one per cent per annum above the National Westminster Bank PLC base lending rate, at the time of making the loan, or six and a half per cent per annum whichever is the higher.
  - c) The Association shall not receive money on deposit.
  - d) Subject to the preceding clauses of this rule the Committee 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.
19. The Association may receive from any person, whether a member or not, donations including property towards the work of the Association.

## General Meetings

**The Consortium must hold a meeting for all members at least once a year.**

**This is called an Annual General Meeting.**



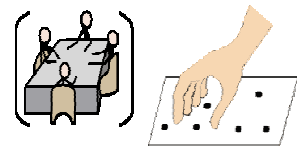
20. The Association shall within six calendar months after the close of each financial year of the Association hold a general meeting, which shall be called the annual general meeting.

**At this meeting the Consortium must:**

- **Look at the money that it has spent in the last year and choose an Auditor.**



- **Choose Committee Members**

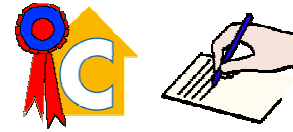


- **Deal with anything that members have agreed to discuss.**



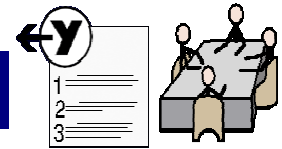
21. The functions of the annual general meeting shall be:
- a) to receive the account and balance sheet referred to in Rule 58.
  - b) to appoint the auditor;
  - c) to elect Committee Members and to fix the remuneration (if any) of the Committee;
  - d) to transact any other general business of the Association included in the notice convening the meeting.
22. All general meetings other than annual general meetings shall be called special general meetings and shall be convened either upon an order of the Committee or upon a written requisition signed by not less than one-tenth of the members stating the purpose for which the meeting is to be convened. If within fourteen days after delivery of a requisition to the Association a meeting is not convened, the members who have signed the requisition may convene a meeting in the manner provided for in Rule 23. A special meeting shall not transact any business other than that mentioned in the notice convening the meeting.

## Members must be told in writing at least 14 days before any general meeting.



23. a) A general meeting shall be convened by at least fourteen clear days' notice in writing posted or delivered to every member at his registered address, specifying whether the meeting is an annual or special general meeting, stating the time, date and place thereof, and the general nature of the business for which it is convened. The accidental omission to send any notice to, or the non-receipt of any notice by, any member shall not invalidate the proceedings at that general meeting.
- b) A notice or communication sent by post to a member at his registered address shall be deemed to have been duly served twenty-four hours after being posted.

## Proceedings at General Meetings



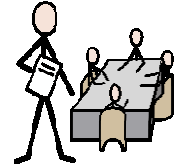
## At least 1 in 10 members need to come to a general meeting for the meeting to be able to agree any actions.



24. a) No business shall be transacted at any general meeting of the Association unless a quorum of members is present at the time the meeting proceeds to business. Six members or, if the number of members at any time exceeds sixty members, one tenth thereof shall form a quorum.
- b) If no quorum is present within half an hour of the time appointed for the meeting, the meeting, if convened on a requisition of the members, shall be dissolved, but in any other case shall stand adjourned to the same day in the next week at the same time and place. If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the members present shall be a quorum.
25. a) The chair of the meeting may with the consent of a majority of the members present adjourn any meeting, but no business shall be transacted at any adjourned meeting other than the business not reached or left unfinished at the meeting from which the adjournment took place.

- b) Every adjourned meeting shall be deemed a continuation of the original meeting and any resolution passed at an adjourned meeting shall for all purposes be treated as having been passed on the date on which it was in fact passed and shall not be deemed to have been passed on any earlier date. It shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
26. At all general meetings of the Association the chair of the Committee shall preside as chair, or if there is no such chair or if he is not present or if he is unwilling to act, the members present shall elect a member (who shall be a member of the Committee if any such person is present and willing to act) to be the chair of the meeting.

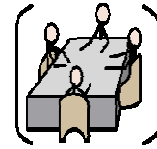
## **At general meetings things are decided by people voting when asked by the Chairperson.**



27. Subject to the provisions of these Rules or of any Act of Parliament, a resolution put to the vote at a general meeting shall, except where a poll is demanded or directed, be decided upon a show of hands.
28. On a show of hands every member present in person and on a poll every member present in person or by proxy shall have one vote. In the case of an equality of votes the chair of the meeting shall have a second or casting vote.
29. Unless a poll be demanded, a declaration by the chair that a resolution on a show of hands has been carried or carried unanimously, or by a particular majority, and an entry made to that effect in the book containing the minutes of the proceedings of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of, or against, such resolution.
30. a) A poll may be demanded either before or immediately after a vote by show of hands, by not less than one-tenth of the members present at the meeting (in person or by proxy) or may be directed by the chair. A demand for a poll may be withdrawn.
- b) If a poll be demanded or directed it shall be taken at such time and in such manner as the chair shall direct. The result of such a poll shall be deemed to be the resolution of the Association in general meeting.
31. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing and shall be deposited at the registered office of the Association 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. Any question as to the validity of a proxy shall be determined by the chair of the meeting whose decision shall be final. A proxy need not be a member of the Association.
32. Any question as to the acceptability of any vote whether tendered personally or by proxy shall be determined by the chair of the meeting, whose decision shall be final.

## Committee of Management

**The Consortium has a Committee of Management these people are elected by the Members at an Annual General Meeting.**

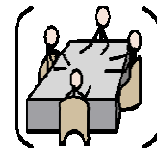


**The Committee has at least 7 members and not more than 12 members.**

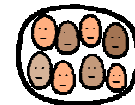
**7 to 12** ✓

33. a) The Association shall have a Committee of Management (in these Rules referred to as "The Committee") which shall manage the business of the Association.
- b) The Committee shall consist of at least seven and no more than twelve Committee Members.

**The Committee can choose extra people to attend Committee meetings who are not elected by Members. These are called 'Co-opted members'.**



**+**



**5**

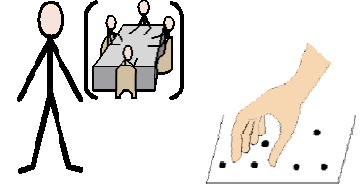
**There can't be more than 5 of these people sitting on the Committee at any time.**

34. a) The Committee may from time to time co-opt for any period any suitable persons, whether members of the Association or not, to serve on the Committee or on a sub-committee and may remove such persons and such persons may take part in the deliberations of the Committee or sub-committee as the case may be and vote at any meetings thereof, on all matters excepting those directly affecting membership of the Association or the election of officers. For the purposes of these Rules and of the Act such persons shall not be included in the expression 'Committee Members'. Not more than five such persons shall serve on the Committee nor more than two on any sub-committee at anyone time.
- b) The remuneration of Committee Members and of persons co-opted to the Committee shall be determined from time to time by the Association in general meeting, but the Committee shall have power to remunerate any particular Committee Member or person co-opted for special services rendered to the Association.

- c) Only members of the Association shall be eligible to become Committee Members.

## Election of Committee Members

**At every Annual General Meeting at least one third of Committee Members must stand for election by Members.**



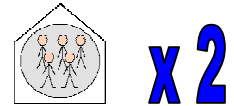
35. a) At the next annual general meeting of the Association after adoption of these rules all the Committee Members for the time being shall retire from office and at every subsequent annual general meeting one-third or the nearest number thereto of Committee Members shall retire from office. The Committee Members to retire at such annual general meeting shall be those who have been longest in office since they last became Committee Members, but as between persons who became Committee Members on the same day those to retire shall be chosen by lot. In reckoning the aforesaid one-third, any person appointed under Rule 37 (b) shall not be taken into account.
- b) A retiring Committee Member shall be eligible for re-election.

**The Management committee is made up of:**

- Up to 2 Tenants or service users,



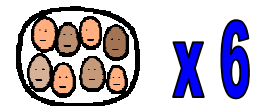
- Up to 2 Members of staff,



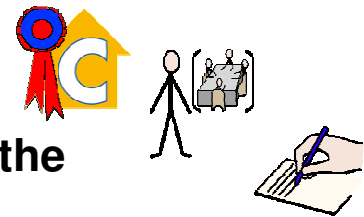
- Up to 2 Relatives or supporters of service users



- Up to 6 Representatives of other agencies or members of the public.



**If Consortium members want to become Committee Members they provide a written nomination at least 3 days before the Annual General Meeting.**



36. Until determined to the contrary by the Association the following provisions shall apply in relation to the election of Committee Members:

- a) Each of the categories of membership established by the Committee shall be entitled to elect from amongst their number the number of Committee Members listed in the table below by means of an election limited to the Members allocated to that category of membership under Rule 8(b) above and conducted under rules determined for the purpose by the Committee and under their supervision:

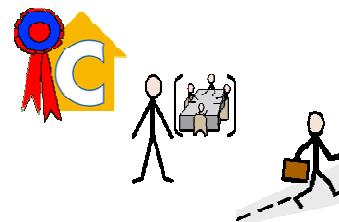
Category	No. of Committee Members
Rule 8 (b) (i)	2
Rule 8 (b) (ii)	2
Rule 8 (b) (iii)	2
Rule 8 (b) (iv)	6
	12

- b) As Committee Members retire from office, their relevant category of membership shall, during the Annual General Meeting, deal with their re-election, or election of their replacement.
- c) Nominations for the Committee shall be in writing, state the full name, address, occupation and category of membership of the member nominated, be signed by the member making the nomination, contain a signed statement by the member nominated of his willingness to be elected and be left at the registered office not later than three days before the date appointed for the general meeting at which vacancies in the Committee are to be filled.

37. a) If a vacancy caused by the retirement or removal of any Committee Member is not filled at the meeting at which he retires or is removed, the vacancy may be filled by the Committee.

- b) A casual vacancy on the Committee occurring by death or resignation or under Rule 39 may be filled by appointment of the Committee and the Committee Member appointed to fill the vacancy shall retire at the next annual general meeting.

## **Consortium members can get Committee Members to leave the Committee if two thirds of members vote for this at a Special General Meeting.**



38. A Committee Member may be removed from office by a resolution carried by two-thirds of the votes given thereon at a special general meeting which may proceed to fill the vacancy.

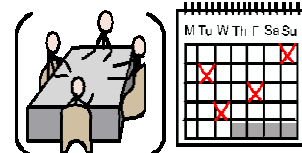
39. a) A Committee Member shall be deemed to have vacated his office if he

becomes bankrupt, or compounds with his creditors, or is convicted of an indictable offence, or ceases to be a member, or absents himself from four consecutive meetings of the Committee without special leave of absence.

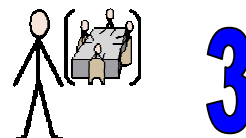
- b) Any Committee Member who is interested personally or as a member of a firm, director of a company, or officer of a bank or building society or in any other way whatsoever in any contract, arrangement or other transaction about to be discussed by the Committee shall disclose his interest and not vote upon the matter under discussion, nor (unless requested so to do by the other members of the Committee) remain during its discussion of such matter and if by inadvertence he does so remain and vote, his vote shall not be counted. Any Committee member so interested shall not be accountable for any profit he may receive from such transaction, but he shall vacate his office either for a period or permanently if requested so to do by the remaining members of the Committee, at a special meeting thereof convened to consider such request. Any act done in good faith by a Committee Member whose office is vacated as aforesaid shall be valid unless prior to the doing of such act written notice has been served upon the Committee and an entry has been made in the Committee's minute book stating that such Committee Member has ceased to be a member of the Committee.

## Proceedings of Committee

**The Committee must meet at least 3 times a year.**



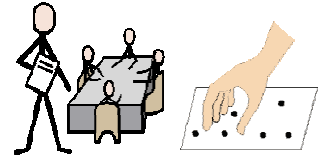
**At least 3 Committee members must attend Committee meetings for any decisions to be made and if there are less than 3 Committee members in total for any reason they can only continue to manage the Consortium for six months without more Committee members having to be appointed.**



40. The Committee shall meet at least three times in every calendar year at such times and places as they deem fit and seven clear days' notice of the date and place of such meetings shall be given in writing by the Secretary to all Committee Members and persons co-opted to the Committee. Three Committee Members or such higher number as the Committee may determine shall form a quorum.
41. Notwithstanding any vacancies on the Committee, the remaining Committee Members may continue to act. If at any time the number of Committee Members falls

below the number necessary for a quorum the remaining Committee Members may act as the Committee for a maximum period of six months, but, if at the end of that period the Committee has not appointed Committee Members to make the number up to that necessary for a quorum, the only power which the Committee may thereafter exercise shall be the convening of a general meeting of the Association which may appoint such number of Committee Members as is required to bring the number of members of the Committee to the number required to comply with Rule 33 (b).

## **The Committee chooses a Chair person at its first meeting after an Annual General Meeting.**

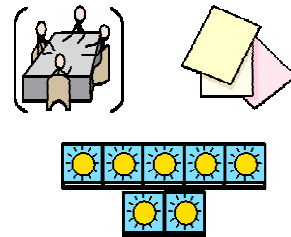


## **The Committee can ask the Chair person to stand down if two thirds of them vote at a meeting arranged to discuss their concerns.**



42. The Committee shall, at their first meeting after each annual general meeting elect a chair from their own number to hold office until the next annual general meeting. He shall be the chair of the Association, and shall be removable from the office of chair only by a vote of two-thirds of the members of the Committee present at a special meeting called for that purpose. In case of an equality of votes the chair shall have a casting vote. If at any meeting of the Committee the chair is absent the members of the Committee present shall elect one of their number to chair the meeting.

## **Committee members will be given at least 7 days notice about the date of a committee meeting.**



43. Meetings of the Committee may be called either by the Secretary or by a notice in writing given to the Secretary by the Chair of the Committee, or by two Committee Members, specifying the business to be transacted there at. The Secretary shall communicate every such notice to all Committee Members and persons co-opted to the Committee as soon as possible after the receipt thereof, and the meeting shall be held at the ordinary place for meetings of the Committee not earlier than seven clear days and not later than fourteen clear days after the receipt by the Secretary of such notice. Should the Secretary fail to convene the special meeting as provided above, the Chair of the Committee, or the two Committee Members who have given the notice in writing may call the meeting. No other business shall be done at the meeting than business named in the said notice.

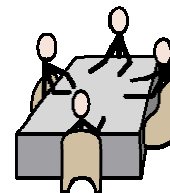
## Powers of Committee

**It is the Committee of Management which is responsible for running the Consortium (with the help of the Staff they employ).**

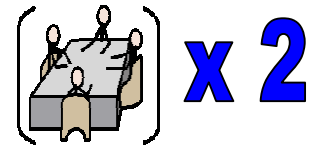


44. The business of the Association shall be conducted by the Committee which may exercise all such powers as may be exercised by the Association, and are not by these Rules or by statute required to be exercised by the Association in general meeting, subject nevertheless to the provisions of these Rules and any regulations not inconsistent with these Rules made from time to time by the Association in general meeting. Any person acting in good faith and without prior notice shall not be concerned to see or inquire whether the powers of the Committee have been restricted by any regulations so made. The Committee shall in all things act for and in the name of the Association.
45. Without prejudice to the general powers conferred on the Committee by these Rules it is hereby expressly declared that the Committee may exercise the following powers
- a) to purchase, sell, build upon, lease, mortgage, receive by donation, or exchange any property or land, and to enter into any contracts and settle the terms thereof;
  - b) to compromise, settle, conduct, enforce or resist either in a court of law or by arbitration any suit, debt, liability or claim by or against the Association;
  - b) to determine from time to time the terms and conditions upon which the property of the Association is to be let, and to make, revoke, and alter and at all times enforce as It thinks fit such terms and conditions;
  - c) to appoint and remove all solicitors, architects, surveyors and employees of every description;
  - e) to pay all such expenses, including travelling expenses, as are properly incurred by any Committee Member or person co-opted to the Committee or a sub-committee in the execution of his duties;
  - d) to affiliate the Association to the National Federation of Housing Associations and pay an appropriate fee thereto.
46. A receiver appointed by a mortgagee may assume such powers of the Committee as he deems to be necessary to carry out his duties.

**The Committee can set up sub-committees made up of Committee members and other people. It can delegate its powers to these sub-committees.**



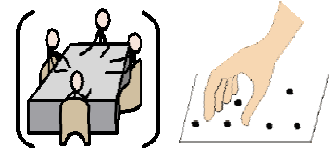
**At least 2 Committee members will take part in each of these sub-committees.**



47. The Committee may delegate any of its powers to sub-committees consisting of such Committee Members and other persons as it thinks fit, which shall in the functions entrusted to them conform to the instructions given to them by the Committee, and any such subcommittee shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Committee so far as they are applicable and by any regulations which may be imposed on it by the Committee. At least two Committee Members shall serve on any sub-committee.
48. All acts done in good faith by any meetings of the Committee or of any sub-committee shall, notwithstanding that it shall be afterwards discovered that there was any defect in the appointment of any one or more Committee Member 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 serve.
49. A resolution in writing signed by all Committee Members shall be as valid and effectual as if it had been passed at a meeting of the Committee duly called and constituted.

## Secretary and other Officers

**The Committee can appoint officers such as;**



**Chair Person,  
Treasurer,  
or Company Secretary.**

**Any Committee officer that the Committee appoints, except the secretary, shall not stay in post for more than 6 years in a row.**

**6 years**  
**X**

50. a) The Association shall have a Secretary and such other Officers as the Committee may from time to time determine who shall be appointed and may be removed by the Committee and who shall receive such remuneration (if any) as the Committee shall determine. A person shall not serve as an Officer (other than secretary) for more than six consecutive years.

- b) The Secretary and other Officers, if any, aforementioned shall act under the superintendence, control and direction of the Committee, and without prejudice thereto the Secretary shall in particular:
  - i) summon and attend all meetings of the Association and of the Committee and keep the minutes referred to in Rule 60;
  - ii) keep the register of members and other registers required to be kept by these rules; give notice to the Registrar within 14 days of any change in the situation of the registered office in the form prescribed by Treasury Regulations; prepare and send all returns required to be made to the Registrar, have charge of the seal of the Association;
  - iii) unless the Committee otherwise, direct, keep all the books of accounts and receive all contributions and other payments due from the members and other persons to the Association and pay over the amount so received as the Committee directs;
  - iv) produce or give up all books, documents and property of the Association in his possession whenever required so to do by a resolution of the Committee or of a general meeting.
- c) Unless determined to the contrary by the Committee the role of the chair shall be to chair the meetings of the Committee and the Association.

## Security by Officers and Indemnity

- 51. The Committee shall require every Officer having receipt or charge of money to become bound either with or without a surety as the Committee determines in a bond according to one of the forms set out in Schedule 4 of the Industrial and Provident Societies Act, 1965, or to give the security of a guarantee society in such sum as the Committee direct conditioned for his rendering a just and true account of all moneys received by him on account of the Association as a general meeting or the Committee requires him to do and for the payment by him of all sums due from him to the Association.
- 52. Every Officer shall be indemnified by the Association against all costs, losses and expenses which he may reasonably incur in discharge of his duties, including travelling expenses, and the amount for which such indemnity is provided shall immediately attach as a charge on the property of the Association.
- 53. No Officer shall be liable for any loss happening to the Association through the execution of the duties of this office, unless the loss be the consequence of his own dishonesty.

## Investment

- 54. The funds of the Association may with the authority of the Committee be invested in the same manner and subject to the same conditions as funds may be invested by trustees of a trust in accordance with the Trustee Act 2000.

## Application of Profits

55. a) No portion of the income or property of the Association shall be paid or transferred either directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to members of the Association.
- b) Subject to Clause (c) of this Rule an annual general meeting may out of profits:
- i) set aside to reserve such set aside to reserve such sum (not exceeding the amount recommended by the Committee) as it may direct, which may be applied in or towards carrying out the objects of the Association;
  - ii) if any amount has been set aside by the annual general meeting to reserve as aforesaid, allocate out of the remainder of the profits such sum as it may direct to a common fund to be used for such charitable purposes as the Committee shall from time to time determine.
- c) Any of the profits not so applied shall be carried forward.

## Audit

56. a) There shall be appointed in each year of account a qualified auditor to audit the Association's accounts and balance sheet for that year. In this Rule "qualified auditor" means a person who is a qualified auditor under section 7 of the Friendly and Industrial and Provident Societies Act 1968.
- b) None of the following persons shall be appointed as auditor of the Association:
- i) an Officer or servant of the Association;
  - ii) a person who is a partner of or in the employment of or who employs an officer or servant of the Association; or
  - iii) a body corporate.
- c) Save as provided in paragraph (d) of this Rule every appointment of an auditor shall be made by resolution of a general meeting of the Association.
- d) The Committee may appoint an auditor to fill any casual vacancy occurring between general meetings of the Association.
- c) An auditor appointed to audit the accounts and balance sheet of the Association for the preceding year of account (whether by a general meeting or by the Committee) shall be reappointed as auditor of the Association for the current year of account (whether or not any resolution expressly reappointing him has been passed) unless:

- i) a resolution has been passed at a general meeting of the Association appointing somebody instead of him or providing expressly that he shall not be re-appointed; or
  - ii) he has given to the Association notice in writing of his unwillingness to be re-appointed; or
  - iii) he is not a qualified auditor or is a person mentioned in paragraph (b) of this Rule; or
  - iv) he has ceased to act as auditor of the Association by reason of incapacity.
- d) A resolution at a general meeting of the Association:
- 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 Association not less than twenty-eight days before the meeting at which it is to be moved. On receipt by the Association of notice of such an intended resolution the Association shall forthwith send a copy of the notice to the retiring auditor. If it is practicable to do so the Association shall give notice to its members of the intended resolution at the same time and in the same manner as it gives notice in accordance with these Rules of the meeting at which the resolution is to be moved or, if that is not practicable, by advertisement not less than fourteen days before the said meeting in a newspaper circulating in the area in which the Association conducts its business. Where the retiring auditor makes any representations in writing to the Association with respect to the intended resolution or notifies the Association that he intends to make such representations, the Association shall notify the members accordingly as required by Section 6 of the Friendly and Industrial and Provident Societies Act 1968.

57. The auditor shall in accordance with Section 9 of the Friendly and Industrial and Provident Societies Act 1968 make a report to the Association on the accounts examined by him and on the revenue account or accounts and the balance sheet of the Association for the year of account in respect of which he is appointed.
58. 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 by the Committee on the position of the affairs of the Association signed by the chair of the Committee meeting at which the report is adopted. The account shall be made up to 31<sup>st</sup> March each year.

## Disputes

59. a) Every dispute between a member or any person aggrieved who has not for more than six months ceased to be a member, or any person claiming through such member or person aggrieved or claiming under the Rules of the Association and the Association or an officer thereof, shall be submitted to an arbitrator appointed by the National Federation of Housing Associations and

his decision shall be binding and conclusive on all parties without appeal, and shall not be removable into any Court of Law or restrainable by injunction, and application for the enforcement thereof may be made by the Association to the County Court.

- b) The costs of the arbitration shall be borne as the arbitrator directs, and the complaining party shall before the arbitration deposit with the Association the sum of £100 to abide the decision reached by the arbitrator.

## Minutes, Seal, Registers, and Books

- 60. Minutes of every general meeting and of every meeting of the Committee shall be kept and such minutes shall be read at the next of such meetings respectively and signed by the chair of the meeting at which they are so read. All minutes so signed shall be conclusive evidence of any fact stated therein.
- 61. The Association shall have a seal which shall be kept in the custody of the Secretary and shall be used only under the authority of a resolution of the Committee, and the affixing of the seal shall be attested by the signatures of two Committee Members and the countersignature of the Secretary for the time being.
- 62. The Association shall keep at its registered office:
  - a) A register of members in which the Secretary shall enter the following particulars:
    - i) the names and addresses of the members;
    - ii) a statement of the share held by each member and the amount paid therefore;
    - iii) a statement of other property in the Association whether in loans or loan stock held by each member;
    - iv) 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;
    - v) the names and addresses of the officers of the Association with the offices held by them respectively and the dates on which they assumed office.
  - b) A duplicate register of members in which the Secretary shall enter all the particulars in the original register of members other than those mentioned in paragraph (a) (ii) and (iii) of this rule. The inclusion or omission of the name of any person from the original register of members shall, in the absence of evidence to the contrary, be conclusive that such persons or is not a member of the Association.
  - c) A register of the holders of loan stock in which the Secretary shall enter such particulars as the Committee direct and register all transfers of loan stock;

- d) A register in which the Secretary shall enter such particulars of all mortgages and charges on land of the Association as the Committee direct.
- 63. The Association shall keep proper books of account with respect to its transactions and to its assets and liabilities in accordance with sections 1 and 2 of the Friendly and Industrial and Provident Societies Act 1968.
- 64. The Association shall establish and maintain a satisfactory system of control of its books of account, its cash holdings and all its receipts and remittances, including a record of all donations toward the work of the Association by any person, whether a member or not, of property.

## Annual Returns and Balance Sheets

**Every year the Consortium must prepare a report of what it has done during the last year and also accounts. Anyone can ask for a copy of the last report and accounts.**



- 65. 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 to the Registrar the annual return in the form prescribed by the Chief Registrar of Friendly Societies relating to its affairs for the period required by the Act to be included in the return together with:
  - a) a copy of the report of the auditor on the Association'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.
- 66. The Association shall supply gratuitously to every member or person interested in the funds of the Association on his application a copy of the last annual return of the Association for the time being together with a copy of the report of the auditor on the accounts and balance sheet contained in the return.
- 67. The Association shall keep a copy of the latest balance sheet for the time being together with report made thereon by the auditor, always hung up in a conspicuous place at its registered office.

## Inspection of Books

- 68. Any member or person having an interest in the funds of the Association shall be allowed to inspect his own account and the books containing the names of the members, including all particulars in the duplicate register of members, at all reasonable hours at the registered office of the Association or at any place where the same are kept, subject to such conditions as to the time and manner of such

inspection as may be made from time to time by the general meetings of the Association.

## Statutory Applications to the Registrar

69. a) Any ten members each of whom has been a member of the Association for not less than twelve months immediately preceding the date of the application may apply to the Registrar in the form prescribed by Treasury Regulations to appoint an accountant or actuary to inspect the books of the Association and to report thereon.
- b) One-tenth of the whole number of members, or if the number shall at any time exceed 1,000, 100 members may apply to the Chief Registrar in the form prescribed by Treasury Regulations:
- i) for the appointment of an inspector or inspectors to investigate the affairs of the Association and to report thereon; or
  - ii) for the calling of a special general meeting of the Association.

## Copies of Rules to be Supplied

70. The Secretary shall deliver a copy of the rules of the Association to every person on demand on payment of a sum not exceeding 10 pence.

## Proceedings on the death of a Member

71. Upon a claim being made by the personal representative of a deceased member or the trustee in bankruptcy of a bankrupt member to any property in the Association belonging to the deceased or bankrupt member the Association 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.

## Nominations

72. a) A member may in accordance with the Act nominate any person or persons to whom any of his property in the Association at the time of his death shall be transferred but such nomination shall only be valid to the extent of the amount for the time being provided in the Act.
- 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.

# Amendment of Rules

The Consortium cannot change its rules so that it stops being a charity.



73. Any rule of the Association may be rescinded or amended, or a new rule may be

made in the manner provided in the following Rule but no rule shall be amended or rescinded or a new rule made so to cause the Association to cease to be a charity.



For the Consortium to change it's rules about;

- How it support's people and who it supports



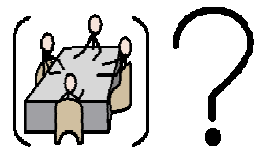
- The cost of it's £1 shares



- That the ownership of shares does not allow members to receive interest, or bonuses.



- How often the Committee meet or how many Committee members need to attend meetings



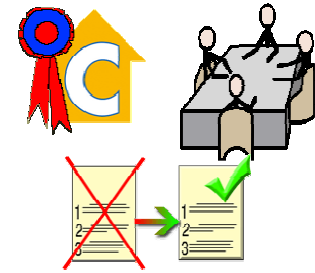
- That no members of the Consortium will make a profit from it.



- That the Consortium remains a charity.



## Three quarters of members at a Special General Meeting must vote for these changes.



74. a) Rules 2, 15, 16, 40, 55, 73 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 of which notice has been given specifying the intention to propose such amendment or rescission.

## For any other rule to be changed two thirds of members at a Special General Meeting must vote for these changes.



- b) Any rule not declared to be fundamental may be rescinded or amended, or a new rule may be made, by a resolution carried by two-thirds of the votes given thereon at any special meeting of which notice has been given specifying the intention to propose such rescission, amendment or new rule.
75. Application for the registration of every amendment of rules shall be made to the Registrar in manner and form required by Treasury Regulations as soon as practicable after the same has been made, and a copy shall be issued to every member and supplied with every copy of the rules issued after the registration thereof. No amendment of rules is valid until registered.

## Dissolution

76. Subject to Rule 78 the Association may be dissolved by the consent of three-fourths of the members testified by their signatures to an instrument of dissolution in the form provided by Treasury Regulations or by winding-up in the manner provided by the Act.
77. If on the winding-up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the members of the Association but shall be given or transferred to some other charitable institution having objects similar to the objects of the Association determined by the members of the Association at or before the time of dissolution, or if there is no such charitable institution to The Housing Associations' Charitable Trust, (Registered Charity No. 1096829) or other charitable object to be determined in like manner.

78. In so far as the Association is registered with the Housing Corporation the statutory procedure under the Act referred to in Rule 76 is subject to the consent of that body under the provisions of Section 24 of the Housing Act 1974.

## Interpretation of Terms

79. In these rules, including this rule, unless the subject matter or context are inconsistent therewith:
- a) words importing the singular or plural shall include the plural and singular respectively;
  - b) words importing the masculine gender shall include females;
  - c) "The Act" shall mean the Industrial and Provident Societies Acts 1965 to 1975 or any Act or Acts amending or in substitution for the same and for the time being in force;
  - d) "The Registrar", "Chief Registrar", "Central Office" or "Registry of Friendly Societies" shall have the meaning given by the Act and includes reference to the statutory successor carry on the relevant function of any of them;
  - e) "Property" shall include all real and personal estate (including loan stock certificates, books, and papers);
  - f) "These rules" shall mean the registered rules of the Association for the time being;
  - g) "Amendment of rules" shall include the making of a new rule and the rescission of a rule, and "amended" in relation to rules shall be constructed accordingly;
  - h) "Persons claiming through a member" shall include his personal representatives and also his nominees where a nomination has been named;
  - i) "The Association" shall mean the Association whereof these are the registered rules;
  - j) "Member" shall mean one of the persons referred to in Rule 6;
  - k) "Committee" shall mean the Committee appointed in accordance with Rule 33 and "Committee Member" or "Member of the Committee" shall mean a member of the Committee for the time being but shall not include a person co-opted to the Committee under Rule 34;
  - l) "Officer" shall include the chair and secretary of the Association and any Committee Member for the time being and such officers as the Committee may appoint under Rule 50;
  - m) "Secretary" means the officer appointed by the Committee to be the secretary of the Association or other person authorised by the Committee to act as his deputy;
  - n) "Housing Association" has the meaning given by Section 189 (1) of the Housing Act 1957;
  - o) "Register of members" means the register kept in accordance with Rule 62.

**APPENDIX  
FORMS OF INSTRUMENTS**

**Proxy**

The instrument referred to in Rule 31 shall be in the following form:-

I,

of

In the County of

, being a

member of Community Lives Support Consortium, hereby appoint

of

as my proxy to vote for me and on my behalf at the annual general meeting of the

Association to be held on the

day of

200 ,

and at any adjournment thereof.

**AS WITNESS** my hand this

day of

200[ ]

**APPENDIX**

**FORMS OF INSTRUMENTS**

**Nomination, Revocation and Variation**

The instruments of nomination, revocation and variation made by any member of the Association may be in the following form and shall be signed by the member and forthwith delivered to the Secretary of the Association - (delete sections not applicable)

a) **NOMINATION**

Name of Society

Community Lives Support Consortium

I,

of

in the county of \_\_\_\_\_, a member of the above

named Association hereby nominate

of

in the county of \_\_\_\_\_ as the person to whom there shall be transferred at my decease such property in the Association as may be mine at the time of my decease, whether in loan stock, loans or otherwise, not exceeding the limit of the amount for the time being authorised by law.

Date \_\_\_\_\_ 200[ ]

Signature .....

Witness .....

.....

(Signature, address and occupation)

b) **REVOCAATION**

Name of Association

Community Lives Support Consortium

I HEREBY REVOKE the nomination made by me on the \_\_\_\_\_ day of  
200[ ].

Dated \_\_\_\_\_ 200[ ]

Signature .....

Witness .....

.....  
(Signature, address and occupation)

c) **VARIATION**

Name of Association

Community Lives Support Consortium

I HEREBY VARY the nomination made by me on the \_\_\_\_\_ day of  
200[ ].

Dated \_\_\_\_\_ 200[ ]

Signature .....

Witness .....

.....  
(Signature, address and occupation)