12 Endeavour Square
London
E20 1JN

Tel: +44 (0)20 7066 1000
Fax: +44 (0)20 7066 1099
www.fca.org.uk

Co-operative and Community Benefit Societies Act 2014

Registration of new society

The following society has today been registered by us under Co-operative and Community Benefit Societies Act 2014 as a Community Benefit Society:

Society: **Watlington Community Property Limited**

Registration number: **9831**

Registration date: 28 July 2026

Address: 1 Spring Lane, Watlington, OX49 5QL

Financial year-end date: 31 March

The attached copy of the special resolution for the conversion is today registered under Co-operative and Community Benefit Societies Act 2014.

Date: **28 July 2026**



Registered as a Limited Company in England and Wales No. 1920623. Registered office as above.

Company No. 17186312

THE COMPANIES ACT 2006

PRIVATE COMPANYLIMITED BY SHARES

WATLINTON PROPERTY LTD

(The "Company")

SPECIAL RESOLUTION

PASSED AT A GENERAL MEETING OF MEMBERS HELD ON TUESDAY 7 JULY 2026

It is resolved that the following amendments to the Articles of Association be adopted:-

"That the Company determines under Section 115 of the Co-operative and Community Benefit Societies Act 2014 to convert itself into a Community Benefit Society with a Statutory Asset Lock registered under that Act and provides for the conversion of shares up to the statutory maximum allowed under the Co-operative and Community Benefit Societies Act 2014 which is currently £100,000, and that the rules of the said society shall be those included with this resolution which, for the purposes of identification, are signed by the Secretary of the Company, and that the following three members of the Company, namely

Full name and signature
STEPHANIE JOHANNA VAN DE PETTE



Full name and signature
JOHN NICHOLAS RIDDELL



Full name and signature
JESSICA ANNE CARLISLE JANSON



be appointed, together with the Secretary, to sign the said Rules and to accept any alterations made in these rules by the Financial Conduct Authority without further consulting the Company.

Secretary (full name) Signature

STEPHANIE JOHANNA VAN DE PETTE



Plunkett UK
Rural Community Business

Plunkett UK

Model Rules for Community Ownership

(registered under the Co-operative and Community Benefit Societies Act 2014)

[redacted]

WATLINGTON COMMUNITY PROPERTY LIMITED

Version 7.3

October 2025

Plunkett UK | The Quadrangle | Woodstock | Oxfordshire | OX20 1LH

01993 630022 | www.Plunkett.co.uk | info@plunkett.co.uk
Registered VAT No: GB 663 6381 18

Registered Charity No: CC313743 (England and Wales) and SC045932 (Scotland)

Plunkett UK is the operating name of Plunkett Foundation, a company limited by guarantee (No:00213235)

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OVERVIEW AND DEFINITIONS

1 The Rules should be read and understood based on what is set out below.

2 Words in the singular include the plural, and words in the plural include the singular.

3 Any reference to legislation includes any subsequent enactments, amendments and modifications, or any subordinate legislation.

4 The section, rule and paragraph headings are inserted for convenience only and shall not affect the interpretation of the Rules.

5 The following words and phrases have the special meaning set out below.

"the Act" The Co-operative and Community Benefit Societies Act 2014 and any statutory modification or re-enactment thereof for the time being in force

"Company" A company registered with limited liability under the Companies Act 2006 or any previous Companies Act

"Electronic Means" shall have the meaning in s.148 of the Act. For the avoidance of doubt, reference to Electronic Means shall include communication by email, fax and social media applications including WhatsApp

"Extraordinary Resolution" means a resolution required to be passed by a two thirds majority of those voting as defined by these Rules

"Financial Conduct Authority" Financial Conduct Authority, 12 Endeavour Square, London, E20 1JN or such other body as succeeds to its functions in respect of registered societies

"In Writing" Wherever the term "in writing" is used it shall include any communication or document sent by Electronic Means unless otherwise stated in the rules

"Partner" A person living with another in the same household as a couple, irrespective of their sex or sexual orientation

"Plunkett UK" Plunkett UK a charitable company registered with Companies House with company number 00213235 and with the Charity Commission with charity number 313743 of The Quadrangle, Woodstock, Oxfordshire, OX20 1LH and any successor body

"Resolution" A matter put to the vote at a members' meeting or by written resolution. The Society Secretary is responsible for recording the outcome of the vote and whether the resolution is approved or rejected

"Society" The society named at Rule 1.1 being a society registered with limited liability under the Co-operative and Community Benefit Societies Act 2014

"Secretary" Means the person appointed to be the Secretary of the Society appointed in accordance with Rule 5.22

"Special Resolution" Means a resolution requiring a special majority approval as defined by the Act

The following words or phrases are introduced in the rule specified in each case.

Words or Phrases	**Rule**
Annual Members' Meeting	4.1
Annual Accounts	6.1
Auditor	6.2
Chairperson	5.11
Management Committee	5.1
Member	3.2
Members' Meeting	4
Membership Strategy	3.1.1
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Purpose	1.2
Register of Members	3.2
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Treasurer	5.11
Vice-Chairperson	5.11

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1 INTRODUCING THE SOCIETY AND THE RULES

Name

1.1 The society is called Watlington Community Property Limited and it is called "the Society" in these Rules.

Registration and Registered Office

The Society is registered under the law as a society for the benefit of the community with the Financial Conduct Authority.

The Society's registered office is 1 Spring Lane, Watlington, OX49 5QL.

Why the Society exists

1.2 The Society exists in order to carry on business for the benefit of the community. This is the Society's Purpose.

The Society's Objects shall be: To acquire, own and manage commercial property in Watlington and the surrounding area for the long-term benefit of the local community, by preserving commercial premises for use by local independent businesses, preventing speculative ownership, and maintaining assets in community hands in perpetuity.

Commitments

1.3 The Society is committed to

1.3.1 trading for the benefit of the community, and not for anyone's private benefit.

1.3.2 retaining profits and applying profit to advance the Society's Purpose and Objects and/or in accordance with these Rules.

Governing documents

1.4 These Rules set out the way in which the Society is owned, organized and governed.

1.5 In addition to the Rules, the Management Committee may make other provisions concerning how the Society operates, including having a code of conduct for the Management Committee and other policies necessary to the running of the community business. Such provisions must not be inconsistent with the Model Rules.

1.6 In the Rules

1.6.1 words starting with a capital letter (like Rules) refer to a defined term and the Guidance Notes identify the rule which makes this apparent; and

1.6.2 words which are highlighted in italics (like partner) have a special meaning and the Overview and Definitions section lists all of these words and explains what they mean.

2 GOVERNANCE

Overview

2.1 The Society has Members, a Management Committee, and a Society Secretary.

Members

2.2 Membership is the means by which the Society is owned by the community. Membership provides Members with access to information according to their rights under the Act and under these Rules, a voice in the Society, and the opportunity to be elected to a representative role in its governance. Membership of the Society is achieved by complying with the requirements of Rule 3.3, including the purchase of the minimum number of shares defined in Rule 8.3.

Information

2.3 Members are entitled to ask for and receive information, about the Society, and its business as provided for in the Rules. Information may be sent or supplied by Electronic Means subject to the Society's privacy policy.

Voice

2.4 Members have a voice in the Society's affairs as provided in the Rules, by

2.4.1 attending, speaking and submitting matters to be considered at Members' Meetings;

2.4.2 proposing resolutions and voting at Members' Meetings;

2.4.3 electing representatives to the Management Committee at Members' Meetings.

Representation

2.5 Subject to the Society's qualification criteria defined in these rules, Members may stand for election to the Management Committee.

Management Committee

2.6 Subject to the Rules, the Management Committee manages the affairs of the Society and may exercise all of its powers.

2.7 The Management Committee is collectively responsible for everything done by or in the name of the Society, but on that basis it may

2.7.1 delegate any of the powers which are conferred on it under these Rules, to any person or committee consisting of members of the Society, on such terms and conditions as the Management Committee sees fit;

2.7.2 delegate to any employee, member of the Management Committee or contractor or tenant responsibility for day-to-day management of some or all of the Society's business;

2.7.3 authorise members of the Management Committee to deal with specific matters;

2.7.4 make use of the services of volunteers.

2.7.5 take professional or specialist advice when the Management Committee reasonably consider that this is required.

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3 MEMBERS

3.1 The Society shall encourage people to become Members, and to that end, the Management Committee shall

3.1.1 maintain a membership strategy for that purpose;

3.1.2 update the Members at the Annual Members' Meeting about the Society's membership and the Membership Strategy.

3.1.3 ensure that residents in the community (as defined in 1.2 and 9.2) shall at all times form a majority of the total membership.

3.2 The Members of the Society are those whose names are listed in its Register of Members.

3.3 Membership is open to any person (whether an individual, a corporate body or the nominee of an unincorporated organisation) who completes an application for membership in the form required by the Management Committee and

3.3.1 is over 16 years of age;

3.3.2 supports the Society's Purpose and Objects in rule 9.2;

3.3.3 pays for the minimum number of shares required by the Rules;

3.3.4 agrees to pay an annual subscription (if there is one); and

3.3.5 whose application is accepted by the Management Committee.

3.4 The Management Committee may refuse any application for membership at its absolute discretion.

3.5 A Member which is a corporate body shall appoint a named representative to attend Members' Meetings on its behalf, and otherwise to take part in the affairs of the Society. Such appointment shall be made in writing, signed on behalf of the governing body of the corporate body. No person may be the named member representing the corporate body if they already have individual membership.

3.6 The Management Committee may divide Members into constituencies, based on geography, the nature of their interest in the Society, or any other relevant factor. If Members are divided into constituencies

3.6.1 the Members in each constituency will be able to elect at least one representative from amongst their number to the Management Committee;

3.6.2 no person may be a Member within more than one constituency; and

3.6.3 the Chairperson shall make any final decision about the constituency which a Member belongs to.

Cessation of Membership

3.7 A person ceases to be a Member of the Society in the following circumstances:

3.7.1 they resign in writing to the Secretary unless the Society has suspended the right to withdraw share capital under rule 8, and the Member concerned holds Community Shares;

3.7.2 they fail to hold the minimum shareholding following a share withdrawal process;

3.7.3 being an individual, they die;

3.7.4 being a corporate body, they cease to exist;

3.7.5 being a nominee of an unincorporated organisation, the organisation replaces them as its nominee;

3.7.6 they are expelled from membership under these Rules;

3.7.7 the Secretary removes them from the Register of Members, after completing procedures approved by the Management Committee on the grounds that the Society has lost contact with the Member after making three attempts to contact the Member within a six month period. The date membership ceased shall be noted in the membership register. The individual shall be removed from the Register of Members and the remaining amount standing to the credit of such Member in the share account of the Society, together with any sum of money representing interest or dividend credited to the Member in the records of the Society in respect of their shares, shall be forfeited to the Society.

Expulsion of members

3.8 A Member may be expelled by a resolution approved by not less than two-thirds of the members of the Management Committee present and voting at a Management Committee Meeting. The following procedure is to be adopted.

3.8.1 Any Member may complain to the Secretary in writing that another Member has acted in a way detrimental to the interests of the Society. Should the Secretary, being a member, wish to complain, this should be in writing to the Chairperson.

3.8.6 If pursuant to this rule the sub-committee considers that the conduct of the Member concerned has fallen below the expected standard then the sub-committee may:

3.8.6.1 issue such warning as to future conduct, or requirement for additional training, as it sees fit; or

3.8.6.2 for a period not exceeding twelve months suspend the rights of the Member complained of to attend Members' Meetings and vote under the Rules; or

3.8.6.3 remove the Member from membership.

3.8.7 A Member who has been so removed from membership may by written notice to the Society appeal to the next following Management Committee meeting. The Management Committee shall ensure that:

3.8.7.1 no member of the sub-committee appointed under this rule 3.8 takes part in the Management Committee deliberation or decision concerning the appeal; and

3.8.7.2 the individual concerned has the opportunity to put their case to the Management Committee if they wish to do so.

3.8.8 If the Management Committee resolves to uphold the appeal, the individual concerned shall be deemed to be re-appointed as a Member from the conclusion of the relevant Management Committee meeting.

3.9 No person who has been expelled from membership is to be re-admitted except by a resolution carried by the votes of not less than two-thirds of the members of the Management Committee present and voting at a Management Committee Meeting.

3.10 The Society shall establish and maintain a grievance and complaints policy in accordance with guidance issued from time to time by Plunkett UK.

4 MEMBERS' MEETINGS

4.1 Every year, the Society shall hold an Annual Members' Meeting, within six months of the close of their financial year end.

4.2 Any other Members' Meetings are Special Members' Meetings.

4.3 The Management Committee (except where otherwise provided in the Rules) convenes Members' Meetings, and decides the date, time and the business of any Members' Meeting and of any adjourned meeting. Members' Meetings can take place in any manner and through any medium which permits those attending to hear and comment on the proceedings. Any person who attends in this manner will be deemed to be present in person at the meeting whether or not all attendees are assembled in one place.

Annual Members' Meeting

4.4 The functions of the Annual Members' Meeting shall include:

4.4.1 receiving from the Management Committee the Annual Accounts for the previous financial year, a report on the Society's performance in the previous year, and plans for the current year and the next year;

4.4.2 receiving from the Management Committee a report on the state of the membership and the Membership Strategy;

4.4.3 considering any proposal from the Management Committee in relation to the payment of interest on shares;

4.4.4 noting any proposals in relation to the suspension of the right to withdraw share capital;

4.4.5 appointing any financial Auditors, and external Auditors of any other aspect of the performance of the Society OR passing a resolution to disapply the need for an audit, provided that the Society meets the conditions under the Act;

4.4.6 declaring the results of elections of those who are to serve on the Management Committee.

4.4.7 any other business included in the notice convening the meeting.

Special Members' Meetings

4.5 Special Members' Meetings are to be convened by the Secretary either by order of the Management Committee, or if a written requisition signed by not less than 12 Members or 10% of all Members (whichever is less) is delivered, addressed to the Secretary, at the Society's registered office or

sent by Electronic Means. In the absence of the Secretary, any member of the Management Committee may convene a Special Members' Meeting.

4.6 Any requisition must state expressly the purpose for which the meeting is to be convened and if it is intended to put a resolution to the vote by the Members, the proposed text of the resolution.

4.7 A Special Members' Meeting called in response to a Members' requisition must be held within 28 days of the date on which the requisition is delivered to the registered office. The meeting is not to transact any business other than that set out in the requisition and the notice convening the meeting. If the Secretary or the Management Committee fail to convene the requisitioned Special Members' Meeting within 28 days, then any two Members of the Society may call the Special Members' Meeting.

Notice of Members' Meetings

4.8 Notice of a Members' Meeting is to be given at least 14 clear days before the date of the meeting, by written notice posted or delivered by hand or sent by Electronic Means to every Member at the postal address or address for electronic communications given in the Register of Members.

4.9 The notice must state whether the meeting is an Annual Members' Meeting or Special Members' Meeting, give the time, date and place of the meeting, and set out the business to be dealt with at the meeting including details of any resolutions that will be voted upon.

4.10 Seventy-five per cent of Members may agree, by consenting in writing, or by confirming through Electronic Means, to a Members' Meeting being held with less notice than required by Rule 4.8.

Procedure at Members' Meetings

4.11 Members' Meetings are open to all Members. The Management Committee may invite particular individuals or representatives of particular organisations to attend a Members' Meeting but unless they are Members, they shall not vote.

4.12 Before a Members' Meeting can do business, a minimum number of Members (a quorum) must be present. Except where these Rules say otherwise a quorum is present if 5 Members or 10% of the Members entitled to vote at the meeting (whichever is greater) are present in person.

4.13 If no quorum is present within half an hour of the time fixed for the start of any Members' Meeting, the Members' Meeting shall stand adjourned to such time and place as the Chairperson of the Members' Meeting shall determine. If a quorum is not present within half an hour of the time fixed for the start of the adjourned meeting, the meeting shall be dissolved if it

has been requisitioned by the Members. Any other meeting shall proceed with the number of Members present during the meeting as a valid quorum.

4.14 The Chairperson shall chair a Members' Meeting. If neither the Chairperson, Vice- Chairperson nor any other member of the Management Committee is present, the Members present shall elect one of their number to be Chairperson (to be decided by a majority of the Members).

4.15 The Chairperson may, with the consent of the meeting at which a quorum is present, and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place. But no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. No notice of an adjourned meeting needs to be given unless the adjournment is for 21 days or more.

Voting at Members' Meetings

4.16 Subject to these Rules and to any Act of Parliament, a resolution put to the vote at a Members' Meeting shall, be decided upon by a show of hands or by proxy.

4.17 The Management Committee may introduce arrangements for Members to appoint a proxy on their behalf in accordance with Rule 4.26.

4.18 Every Member is to have one vote on a show of hands. Where proxy or electronic voting arrangements have been introduced, every Member who has voted by such method shall also have one vote. In the case of an equality of votes, the Chairperson of the meeting is to have a second or casting vote.

4.19 Unless a ballot is demanded (which may be either before or immediately after the vote), a declaration by the Chairperson that a resolution on a show of hands has been carried or lost, unanimously or by a particular majority, is conclusive. An entry made to that effect in the record of the proceedings of the Society shall be conclusive evidence of that fact.

4.20 Any question as to the acceptability of any vote whether tendered personally or by proxy, shall be determined by the Chairperson of the meeting, whose decision shall be final.

4.21 A ballot on a resolution may be demanded by any three Members at a meeting (in person or by proxy) or may be directed by the Chairperson (and such demand or direction may be withdrawn). The Chairperson may direct that a ballot take place prior to the start of the meeting. A ballot may also be demanded or directed after a vote on the show of hands, and in that case the resolution shall be decided by the ballot.

4.22 A ballot shall be taken at such time and in such manner as the Chairperson shall direct. The result of such a ballot shall be deemed to be the resolution of the Society in a Members' Meeting.

4.23 Unless these Rules or an Act of Parliament say otherwise:

4.23.1 all resolutions are to be ordinary resolutions and decided by a simple majority of the votes cast;

4.23.2 a resolution to change these Rules shall be an Extraordinary Resolution;

4.23.3 a resolution required by the Act shall be a Special Resolution.

4.24 Subject to the Act, a resolution in writing signed or confirmed by letter or by Electronic Means by or on behalf of the requisite majority of the Members for the time being entitled to vote on the relevant resolution be shall be valid and effective as if it had been passed at a Members' Meeting duly convened and held provided that a copy of the proposed resolution has been delivered in accordance with these Rules to all Members and the requisite majority of Members referred to in Rule 4.21 have delivered their agreement in accordance with these Rules. Such a resolution may consist of several documents in the same form each signed by one or more Members.

4.25 For the purposes of Rule 4.24, the requisite majorities are

4.25.1 in the case of an ordinary resolution a simple majority of Members who would have been entitled to vote had the resolution been proposed at a properly called and constituted Members' Meeting;

4.25.2 in the case of an Extraordinary Resolution, at least two-thirds of the Members who would have been entitled to vote had the resolution been proposed at a properly called and constituted general meeting; or

4.25.3 in the case of a Special Resolution, at least three-quarters of the Members who would have been entitled to vote had the resolution been proposed at a properly called and constituted general meeting subject always to any requirement of the Act that a meeting be held to consider the Special Resolution.

Proxies

4.26 Any Member entitled to attend and vote at a Members' Meeting may appoint another person, whether or not a Member as their proxy to attend and vote on their behalf. A proxy can be appointed by delivering a written appointment, which may be by way of Electronic Means, to the registered office, or such other place as may be selected by the Management

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Committee and stated in the meeting notice, at least 24 hours before the date of the meeting at which the proxy is authorised to vote. It must be signed or confirmed by Electronic Means and sent by the Member or a duly authorised attorney. Any proxy form delivered late shall be invalid. Any question as to the validity of a proxy shall be determined by the Chairperson of the meeting whose decision shall be final.

5 MANAGEMENT COMMITTEE

Composition of the Management Committee

5.1 The Management Committee shall comprise not less than three and not more than 12 members. At all times a majority of the serving members of the Management Committee shall be persons elected by the Members. Should the cessation of office of any member of the Management Committee cause this requirement to no longer be met, then a sufficient number of co-opted members of the Management Committee are to be deemed to have resigned as members of the Management Committee on the day before the Society would have had a minority of elected Management Committee members. The co-opted members who are to be treated as having resigned shall be selected by lot.

5.2 If Members are divided into constituencies, the Management Committee shall include persons elected by and from the Members in each constituency, and the Management Committee shall strive to ensure that its composition appropriately reflects the various constituencies.

5.3 If the size of the Management Committee falls below three, it may act only for the purpose of calling a Special Members' Meeting, the business of which shall be the election of new members to the Management Committee, and not for any other purpose.

Elections, appointments and removals

5.4 Subject to Rule 5.5, elected members of the Management Committee hold office for a period commencing immediately after the Members' Meeting at which their election is declared and ending at the conclusion of the third Annual Members' Meeting after that or until they resign or are removed from office in accordance with Rule 5.11.

5.5 The provisions of Rule 10 (start-up provisions) shall apply at the first Annual Members' Meeting and going forward. Subject to Rule 10, at every subsequent Annual Members' Meeting, one third of the elected members of the Management Committee, or if their number is not a multiple of three then the number nearest to one third, shall retire from office. The members of the Management Committee to retire shall be those who have been longest in office. Where members of the Management Committee have held office for the same amount of time the person to retire shall be decided by lot. A retiring member of the Management Committee shall, subject to Rule 5.7, be eligible for re-election.

5.6 Subject to Rule 5.1, further persons may be co-opted to serve on the Management Committee by the Management Committee at any time. Co-

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5.6 Subject to Rule 5.1, further persons may be co-opted to serve on the Management Committee by the Management Committee at any time. Co-

optees appointed under this Rule 5.6 shall serve until the next Annual Members' Meeting after their appointment where they may be elected.

5.7 A person retiring from office shall be eligible for re-election or re-appointment for up to three consecutive terms after which they must not be elected or appointed for a period of 12 months.

5.8 Elections (including the procedure for being nominated as a candidate for office) shall be carried out in accordance with procedures determined by the Management Committee and publicised to Members in advance of any election process.

5.9 Only a Member over the statutory minimum age may be elected or appointed to serve on the Management Committee.

5.10 The Management Committee shall adopt a code of conduct, and every member of the Management Committee must sign a copy of the code on appointment and each year and comply with the terms of such code of conduct throughout their tenure.

5.11 A member of the Management Committee shall immediately vacate their office if:

5.11.1 they resign from office in writing to the Secretary or Chairperson;

5.11.2 they cease to be a Member;

5.11.3 they become bankrupt or subject to a disqualification order made under the Company Directors Disqualification Act 1986, or are otherwise disqualified by operation of law;

5.11.4 they are removed from office on grounds of conduct under the following procedure:

5.11.4.1 Any Member may complain to the Secretary in writing that a member of the Management Committee has acted in a way detrimental to the interests of the Society. Should the Secretary, being a member, wish to complain, this should be in writing to the Chairperson.

5.11.4.2 If a complaint is made, the Management Committee shall ensure that the complaint is investigated under this rule, including taking such steps as it considers appropriate to ensure that each individual's point of view is heard.

5.11.4.3 The results of that investigation shall be placed before a sub-committee appointed by the Management Committee for the purpose, formed of no more than 3 serving

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Management Committee members and such independent persons as the Management Committee may appoint.

5.11.4.4 The sub-committee shall consider whether the conduct of the member concerned fell below the standard expected of Management Committee members under these rules, any agreed code of conduct, and the general law.

5.11.4.5 Before taking any decision, the sub-committee shall ensure that the individual concerned has the opportunity to put their case. If they decline to do so, then the sub-committee may proceed to make a decision notwithstanding this.

5.11.4.6 If pursuant to this rule the sub-committee considers that the conduct of the member concerned has fallen below the expected standard then the sub-committee may:

a) issue such warning as to future conduct, or requirement for additional training, as it sees fit; or
b) for a period not exceeding twelve months suspend the rights of the individual complained of to attend Management Committee meetings, act as a member of the Management Committee and vote under the Rules; or
c) remove the individual from membership of the Management Committee.

5.11.4.7 An individual who has been so removed from the Management Committee may by written notice to the Society appeal to the next following Management Committee meeting. The Management Committee shall ensure that:

a) no member of the sub-committee appointed under this rule 3.8 takes part in the Management Committee deliberation or decision concerning the appeal; and
b) the individual concerned has the opportunity to put their case to the Management Committee if they wish to do so.

5.11.4.8 If the Management Committee resolves to uphold the appeal, the individual concerned shall be deemed to be re-appointed to the Management Committee from the conclusion of the relevant Management Committee meeting;

5.11.5 they are removed from office by a simple majority of the Members in a Special Members Meeting, the notices for which specified that the question of the Management Committee Member removal was to be considered;

5.11.6 they come to the end of their term of office, unless they are re-elected;

5.11.7 they have absented themselves from three consecutive meetings of the Management Committee (as the case may be) in one rolling twelve-month period without special leave of absence from the Management Committee;

5.11.8 a composition is made with that person's creditors generally in satisfaction of that person's debts;

5.11.9 a registered medical practitioner who is treating that person gives a written opinion to the Society stating that that person has become physically or mentally incapable of acting as a member of the Management Committee and may remain so for more than three months.

5.12 The Management Committee shall elect from amongst themselves a Chairperson, Vice-Chairperson and a Treasurer. These officers shall have such functions as the Rules or the Management Committee specify, and they shall serve until they are removed or replaced by the Management Committee, or until they resign.

Meetings of the Management Committee

5.13 The Management Committee shall hold such meetings as it considers appropriate to discharge its roles and responsibilities. Meetings can take place in any manner and through any medium which permits those attending to hear and comment on the proceedings. Any person who attends in this manner will be deemed to be present at the meeting whether or not all are assembled in one place.

5.14 Every meeting of the Management Committee shall be chaired by the Chairperson, or in their absence the Vice-Chairperson, or in their absence another member of the Management Committee chosen by those present and minutes shall be taken.

5.15 Three members of the Management Committee present in person shall comprise a quorum.

5.16 Unless the Rules provide otherwise, in the event of a decision to be made by a vote at meetings of the Management Committee, the decision shall be decided by a simple majority of votes. Each member of the Management

Committee shall have one vote, and in the event of a tied vote, the Chairperson of the meeting shall have a second or casting vote.

5.17 A resolution sent to all members of the Management Committee and signed or confirmed by Electronic Means by a simple majority or such majority required in these Rules has the same effect as a resolution validly passed at a meeting of the Management Committee. Each member of the Management Committee may sign a separate copy of the resolution and send a signed copy to the Secretary by Electronic Means.

5.18 A technical defect in: the appointment of a member of the Management Committee (including any deemed removal under rule 5.1), the delegation of powers to a sub-committee, or the quorum requirements for any meeting of the Society or of the Management Committee, of which the Board is unaware at the time does not invalidate decisions taken in good faith.

Disclosure of Interests

5.19 A member of the Management Committee shall declare an interest and shall not vote in respect of any matter in which they, or their spouse or partner or immediate relative, have a personal, financial or other material interest. If they do vote, their vote shall not be counted.

Remuneration

5.20 Members of the Management Committee are not entitled to any remuneration, but they may be reimbursed for reasonable expenses incurred in connection with the Society's business.

Secretary

5.21 The Society shall have a Secretary who shall be appointed by the Management Committee and who shall be a member of the Management Committee, an employee, or else a Member of the society . The Management Committee may also appoint a deputy Secretary (who may also be an employee) to act as Secretary in the Secretary's absence. The Secretary's duties will be clearly set out in writing and agreed by the Management Committee. If the Secretary is a member of the Management Committee then they may join fully in the work of the Management Committee including being entitled to a vote.

5.22 The Secretary

5.22.1 has the functions set out in the Rules and any other functions that the Management Committee assigns;

5.22.2 acts as Returning Officer at all Society meetings and is responsible for the conduct of all voting described in the Rules and records the outcome of all matters put to a vote;

5.22.3 has absolute discretion to decide any issue or question which the Rules require the Secretary to decide.

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6 REPORTING

Preparation of Accounts

6.1 In respect of each year of account, the Management Committee shall cause Annual Accounts to be prepared by

1. a qualified auditor
2. an audit carried out by two or more lay auditors

or may prepare unaudited accounts, where the conditions for such exist, which in any event shall include:

6.1.1 a revenue account or revenue accounts which singly or together deal with the affairs of the Society as a whole for that year and which give a true and fair view of the income and expenditure of the Society for that year; and

6.1.2 a balance sheet giving a true and fair view as at the date thereof of the state of the affairs of the Society.

Auditors and Audit

6.2 At the Annual Members' Meeting where, as a result of the provisions of the Act the Society has the power to decide not to appoint an Auditor or Auditors to audit its Annual Accounts, a resolution shall be put to the Members to decide whether or not they wish to exercise the power.

6.3 In the event of the members voting to disapply the requirements for a full audit, the Society should appoint an independent accountant or lay auditor to prepare an annual report, as required by the law.

6.4 Where required by law or the decision of the Members, the Society shall appoint in each year a qualified Auditor or Auditors to be the Auditors, and the following provisions shall apply to them:

6.4.1 the accounts of the Society for that year shall be submitted to them for audit as required by the law;

6.4.2 they shall have all the rights and duties in relation to notice of, and attendance and right of audience at Members' Meetings, access to books, the supply of information, reporting on accounts and otherwise, as are provided by the law;

6.4.3 except where provided in the Rules, they are appointed by the Annual Members' Meeting, and the provisions of the law shall apply to the re-appointment and removal and to any resolution removing or appointing another person in their place;

6.4.4 their remuneration shall be fixed by the Management Committee in accordance with the Act.

6.5 The Management Committee may fill any casual vacancy in the office of Auditor until the next following Members' Meeting.

6.6 Where an Auditor is appointed to audit the accounts for the preceding year, they shall be reappointed to audit the current year's as well unless:

6.6.1 a Members' Meeting has appointed someone else to act or has resolved that the auditor shall not act; or

6.6.2 the auditor does not want to act and has told the Society so in writing;

6.6.3 the person is not qualified to act;

6.6.4 the auditor has become incapable of acting;

6.6.5 notice of intention to appoint another auditor or to remove the auditor has been given.

6.7 No less than twenty-eight days' notice shall be given for a resolution to appoint another person as auditor, or to forbid a retiring auditor being re-appointed.

6.8 The Society shall send a copy of the resolution to the retiring auditor and also give notice to Members at the same time and in the same manner, if possible.

6.9 If it is not possible to give the notice referred to in Rule 6.8 as specified in that Rule, the Society shall give notice by advertising in the local newspaper at least 14 days before the proposed meeting. The retiring auditor can make representations to the Society which must be notified to Members under Section 95 of the Act.

Presentation of Accounts

6.10 The Management Committee shall present the Annual Accounts and reports of the business and affairs of the Society to the Annual Members' Meetings.

6.11 The Management Committee shall lay Annual Accounts before the Annual Members' Meeting showing respectively the income and expenditure for, and the state of the affairs of the Society as at the end of, the Society's most recent financial year (or of such other period as the Management Committee may decide) and ensure Members have the opportunity to ask questions.

Publication of Accounts and Balance Sheets

6.12 Subject to the law, the Management Committee must not cause to be published any revenue account or balance sheet unless it has previously been audited by the Auditors unless the power in 6.2 not to appoint Auditors has been exercised and in its place an audit has been substituted by an accountant's report or lay auditors' report. Every revenue account and balance sheet published must be signed by the Secretary and by two Members acting on behalf of the Management Committee.

Copy of Balance Sheet to be Displayed

6.13 The Society must keep a copy of the last balance sheet for the time being, always displayed in a conspicuous place at its registered office. A copy may also be kept at an alternative address or online.

Annual Return to be sent to Financial Conduct Authority

6.14 The Society must, within the time allowed by legislation in each year, send to the Financial Conduct Authority a general statement in the prescribed form, called the annual return, relating to its affairs during the period covered by the return, together with a copy of:

6.14.1 the Society's financial statements for the period included in the return; and

6.14.2 the report of the Auditors, Accountant or Lay Auditors.

The most recent annual return of the Society shall be made available to any Member by the Secretary on request in writing free of charge.

7 CHANGE

Alterations to Rules

7.1 No new rule shall be made, nor shall any of the Rules be amended, unless it is approved by an Extraordinary Resolution of the Members present and voting at a Special Members' Meeting or via written resolution.

7.2 Notice of such a Special Members' Meeting shall specify the Rules to be amended and set out the terms of all amendments or new rules proposed.

7.3 No amendment to any of the Rules and no new rule shall be valid until registered with the Financial Conduct Authority and Plunkett UK.

7.4 The Management Committee may change the situation of the Society's registered office. The Society will send notice of any such change to the Financial Conduct Authority and to Plunkett UK.

Restrictions on use

7.5 Pursuant to regulations made under section 29 of the Act:

7.5.1 All of the Society's assets are subject to a restriction on their use.

7.5.2 The Society must not use or deal with its assets except:

7.5.2.1 where the use or dealing is, directly or indirectly, for a purpose that is for the benefit of the community;

7.5.2.2 to pay a Member of the Society the value of their withdrawable share capital or interest on such capital;

7.5.2.3 to make a payment pursuant to section 39 (proceedings on death of nominator), 40 (provision for intestacy) or 36 (payments in respect of mentally incapable persons) of the Act;

7.5.2.4 to make a payment in accordance with the Rules of the Society to trustees of the property of bankrupt Members or, in Scotland, Members whose estate has been sequestrated;

7.5.2.5 where the Society is to be dissolved or wound up, to pay its creditors; or

7.5.2.6 to transfer its assets to one or more of the following:

a) a prescribed community benefit society whose assets have been made subject to a restriction on use and which will apply that restriction to any assets so transferred;
b) a community interest company;
c) a registered social landlord which has a restriction on the use of its assets which is equivalent to a restriction on use and which will apply that restriction to any assets so transferred;
d) a charity (including a community benefit society that is a charity); or
e) a body, established in Northern Ireland or a State other than the United Kingdom, that is equivalent to any of those persons.

7.5.3 Any expression used in this Rule which is defined for the purposes of regulations made under section 29 of the Act shall have the meaning given by those regulations.

Transfers of Engagements

7.6 The Society may, by Special Resolution passed at a Special Members' Meeting in accordance with the Rules and in the way required by the law, amalgamate with or transfer its engagements to any society or convert itself into a company. Nothing in this Rule shall entitle the Society to amalgamate with, transfer its engagements to or convert itself into a type of body that is not listed in Rule 7.5.2.6.

7.7 The Society may also accept a transfer of engagements and assets from any society by resolution of the Management Committee or of a Members' Meeting, as the Management Committee shall decide.

Dissolution

7.8 The Society may be dissolved by an Instrument of Dissolution or by winding up in the way required by the law. If on the solvent dissolution or winding up of the Society there remain, after the satisfaction of all its debts and liabilities and the repayment of the paid-up share capital, any assets whatsoever, such assets shall be transferred in accordance with the provisions above headed "Restrictions on use".

7.9 Subject to those provisions, such assets shall be transferred to one or more community organisations that support the objects of the Society chosen by the Members at a Members' Meeting, which may include any society established by Plunkett UK for the purpose of the creation, promotion and development of community businesses.

8 SHARE CAPITAL

8.1 Subject to Rule 11 (Transition Provisions):

8.1.1 the Society has shares of £1 each; and

8.1.2 the Society shall have two categories of share, being Membership Shares and Community Shares.

8.2 The Society shall issue only one Membership Share to each person or corporation on admission to membership. Each Membership Share shall have the nominal value of £1 which shall carry no right to dividend, bonus or interest. The Membership Shares shall be fully paid prior to issue and shall be non-withdrawable, and only transferable in accordance with these Rules.

8.3 Only Membership Shares held by the nominee of an unincorporated body are transferable only to a new nominee of that unincorporated body.

8.4 The Society may issue Community Shares in order to raise capital for the Society. The Management Committee may determine the minimum shareholding for each offer of shares. The maximum holding of Community Shares allotted to a Member shall be defined as such number of fully paid shares as the Board may determine subject to the Act, or as may be required by a particular offer of shares.

8.5 Application for Community Shares shall be made to the Management Committee. Community Shares shall be paid for in full on application or, at the discretion of the Management Committee, Community Shares can be paid for in tranches over a period of not more than one calendar year. If the Community Shares are not fully paid for at the end of the year the Society may terminate the membership and return all monies to the Member.

8.6 Community Shares are not transferable except on death or bankruptcy, and are withdrawable at the sole discretion of the Management Committee in accordance with the Rules as follows:

8.6.1 Community Shares may be withdrawn by Members who have held them for a minimum period of three years or such other period as the Management Committee decides;

8.6.2 application for withdrawal shall be made on not less than three months' notice, on a form approved by the Management Committee;

8.6.3 the Management Committee may specify a maximum total withdrawal for each financial year;

8.6.4 all withdrawals shall be funded from trading profits, reserves, new share capital raised from Members or (subject to the provisions in

these Rules) from loan finance raised by the Society, and are at the absolute discretion of the Management Committee having regards to the long term interests of the Society, the need to maintain prudent reserves, and the Society's commitment to community benefit.

8.7 If any withdrawal is to be funded from reserves or loan finance, the Management Committee must be satisfied that:

8.7.1 as a result of such withdrawal there will be no ground upon which the Society could then be found to be unable to pay (or otherwise discharge) its debts; and

8.7.2 the Society will be able to pay (or otherwise discharge) its debts as they fall due during the year immediately following the withdrawal;

8.7.3 in relation to loan finance only, that the Society can afford the proposed loan repayments and is generating trading surpluses that match or exceed the loan repayments liability.

8.8 All withdrawals shall be paid in accordance with the Society's policy on share withdrawals. If no such policy exists, all withdrawals shall be paid in the order in which the notices were received, up to a maximum total withdrawal specified for the financial year, following which no further withdrawals may be made until the following financial year.

8.9 Except where a Member intends to terminate their membership, they shall not be permitted to withdraw shares leaving them with less than the minimum required by the Rules.

8.10 The Management Committee may in its absolute discretion waive the notice required for a withdrawal and may direct payment to be made without notice or on such shorter notice as it considers appropriate.

8.11 The Management Committee may suspend the right to withdraw either wholly or partially, and either indefinitely or for a fixed period. The suspension shall apply to all notices of withdrawal which have been received and remain unpaid at the time. Where the suspension is for a fixed period, it may be extended from time to time by the Management Committee.

8.12 During any period when the right of withdrawal has been suspended, the shares of a deceased Member may, if the Management Committee agrees, be withdrawn by their personal representatives on giving such notice as the Management Committee requires.

8.13 The Society may deduct such reasonable sum to cover administrative costs of withdrawal from the monies payable to a Member on the withdrawal of shares.

8.14 The Society may (but is under no obligation to) pay interest to holders of shares, as compensation for the use of such funds, subject to the following:

8.14.1 any payment of interest must be from trading profits and is at the discretion of the Management Committee having regard to the long term interest of the Society, the need to maintain prudent reserves and the Society's commitment to community benefit;

8.14.2 the Management Committee shall determine the basis for calculating and paying interest to members the rate of interest to be paid in any year and this decision is to be approved by resolution of the Members at the Annual Members' Meeting. The agreed rate shall not exceed 5%, or 2% above the base rate of the Bank of England, whichever is the greater and shall in any case be no greater than the rate required to attract and maintain capital;

8.14.3 the Management Committee may decide that interest shall not be paid in relation to holdings of shares below a minimal level subject to approval by resolution of the Members at the Annual Members' Meeting.

8.15 On the solvent winding-up of the Society, holders of shares will have no financial entitlement beyond the payment of outstanding interest and repayment of paid up share capital.

8.16 In the event that a Member resigns from membership, is removed from the Register of Members, or is expelled in accordance with the Rules, shares held by them at the date of resignation, removal or expulsion shall thereupon become a loan, repayable to the former Member by the Society. The terms of repayment shall be those applying to the withdrawal of share capital set out in the Rules and notice of withdrawal shall be treated as having been given at the point of resignation, removal or expulsion, but subject to any such loan being repayable over no more than three years.

9 ADMINISTRATIVE

Purpose, objects and powers

9.1 The Society's Purpose is to carry on business for the benefit of the community.

9.2 The Objects of the Society are, in accordance with its Purpose: To acquire, own and manage commercial property in Watlington and the surrounding area for the long-term benefit of the local community, by preserving commercial premises for use by local independent businesses, preventing speculative ownership, and maintaining assets in community hands in perpetuity and the work of the Society shall be focused on the following post code areas: OX49.

9.3 The Society has the power to do anything that a natural or corporate person can lawfully do which appears to it to be necessary or desirable to achieve its Objects.

9.4 Without limiting the general power under Rule 9.3, the Society shall have the power to:

9.4.1 acquire or dispose of or take or grant any interest in property and take or grant any security interest over land or any of the Society's assets including any mortgage charge, floating charge or other security whatsoever;

9.4.2 enter into contracts;

9.4.3 employ staff;

9.4.4 make use of the services of volunteers;

9.4.5 receive donations or loans free of interest for its Objects;

9.4.6 subject to Rule 9.7, borrow money or issue any other debt instrument or enter into any transaction having the effect of borrowing on such terms as the Society thinks fit;

9.4.7 subject to Rule 9.8, invest the funds of the Society.

9.5 Any power of the Society to pay remuneration and allowances to any person includes the power to make arrangements for providing or securing the provision of pensions or gratuities (including those payable by way of compensation for loss of employment or loss or reduction of pay).

9.6 The Society shall not accept deposits or conduct any activity that constitutes a 'regulated activity' for the purposes of the Financial Services and Markets Act 2000 and 2012 without first applying for, and obtaining, authorisation for the conduct of any such activity.

Borrowing

9.7 Subject to the approval of the Management Committee, the Society may borrow money from its Members and others for the purposes of or in connection with its Objects, providing that the amount outstanding at any one time shall not exceed more than 75% of the value of the Society's fixed and tangible assets as stated in the most recent accounts

9.7.1 The Society shall have the power to mortgage or charge any of its property, assets and undertakings, and to issue loan stock, debentures and other securities for money borrowed or for any contracts of the Society or its customers or persons or corporations having dealings with the Society under whatever security or conditions the Management Committee determine are necessary to obtain the capital required to fulfil the society's objects.

9.7.2 The rate of interest on money borrowed, except on money borrowed by way of bank loan or overdraft or from a finance house or on mortgage from a building society or local authority, shall not exceed a reasonable rate necessary, in the opinion of the Management Committee, to obtain and retain the capital required to carry out the objects of the Society, nor shall it risk the Society's status as a Community Benefit Society.

Investments

9.8 Subject to any restriction imposed by resolution of any Members' Meeting, the Management Committee may invest any part of the capital and funds of the Society in any manner which the Management Committee may from time to time determine, taking investment advice where appropriate and in accordance with the Society's policy on investments.

Books of Account

9.9 The Management Committee shall cause to be kept proper books of account with respect to the transactions of the Society, its assets and liabilities, and shall establish and maintain a satisfactory system of control of the books of account, the cash holdings and all receipts and remittances of the Society in accordance with the law.

Treatment of Profits

9.10 The profits of the Society shall not be distributed either directly or indirectly in any way whatsoever among Members, but shall be applied:

9.10.1 to maintain prudent reserves.

9.10.2 social payments furthering the objects of the Society.

9.10.3 on expenditure in carrying out the Society's Objects.

Minutes

9.11 The Management Committee shall cause proper minutes to be made of all Members' Meetings, meetings of the Management Committee and of any sub-committee. All such minutes shall be open to inspection by any Member at all reasonable times subject to any duty of confidentiality.

Settlement of Disputes

9.12 The Society shall maintain and follow an internal policy for dispute resolution as approved each year by the Committee.

9.13 Any dispute between the Society or an officer of the Society on the one hand and a Member or a person who has for not more than six months ceased to be a Member on the other hand, as to the interpretation of or arising out of the Rules shall be dealt with in accordance with the Society's dispute resolution policy referred to in rule 9.12 and the Society's code of conduct as follows:

9.13.1 informally between the parties;

9.13.2 by mediation by a mediator agreed by the parties. If the parties are unable to agree on a mediator then either party may apply to the Centre for Effective Dispute Resolution to appoint a mediator. The parties shall attempt to settle the dispute through the mediation process;

9.13.3 if within 28 days of the mediator being appointed the dispute has not been settled, then either party may refer the dispute to the courts for determination.

Register of Members

9.14 The Society shall keep at its registered office a register of Members as required by the law. Any Member wishing to inspect the register shall provide the Society with not less than 14 days' prior notice given in writing to the Secretary at the Society's registered office.

Copies of Rules and Regulations

9.15 The Secretary shall provide a copy of the Rules (electronic or paper based) to any person who demands it and may charge a sum (not exceeding the maximum allowed by the law) for providing such a copy. A copy of the Rules

shall be provided free of charge to any Member if that Member has not previously been provided with a copy of the Rules.

Management Committee's and Officers' Indemnity

9.16 Members of the Management Committee, Officers, Employees, and the Secretary who act honestly and in good faith will not have to meet out of their personal resources any personal civil liability which is incurred in the execution or purported execution of their functions, save where they have acted recklessly. Any costs arising in this way will be met by the Society. The Society may purchase and maintain insurance against this liability for its own benefit and for the benefit of the Management Committee and the Secretary.

Deceased and bankrupt members

9.17 Upon a claim being made by the personal representative of a deceased Member or the trustee in bankruptcy of a bankrupt Member, any property to which the personal representative or trustee in bankruptcy has become entitled may be used as the personal representative or trustee in bankruptcy may direct.

9.18 A Member may in accordance with the law nominate any person or persons to whom any of their property in the Society at the time of their death shall be transferred, but such nomination shall only be valid to the extent for the time being provided by the law. On receiving satisfactory proof of the death of a Member who has made a nomination the Society shall, in accordance with the law, either transfer or pay the full amount of such property to the person so nominated.

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10 START-UP PROVISIONS

10.1 The first Members of the Society shall be those who signed the application for registration.

10.2 The first Members shall appoint the first Management Committee who shall serve until the first Annual Members' Meeting.

10.3 At the conclusion of the first Annual Members' Meeting, all the members of the first Management Committee shall retire but shall be eligible for election to the Management Committee.

10.4 Those elected to the Management Committee shall take office immediately after the conclusion of the first Annual Members' Meeting to serve their first term of office, and the following provisions shall apply to them in order to create staggered terms:

10.4.1 One third of those so elected, who obtained the highest number of votes, shall serve until the conclusion of the fourth Annual Members' Meeting.

10.4.2 One third who obtained the next highest number of votes shall serve until the conclusion of the third Annual Members' Meeting.

10.4.3 The remainder of those elected shall serve until the conclusion of the second Annual Members' Meeting.

10.5 Where no votes are cast at the first Annual Members' Meeting to elect Management Committee members, whether because the number of candidates is the same as the number of places or for any other reason, then the period of office for each member of the Management Committee shall be decided by drawing lots.

10.6 Those elected under Rule 10.4 shall be eligible for re-election after completion of their first term of office in accordance with Rule 5.

11 TRANSITION PROVISIONS

11.1 If these model rules are adopted on a complete amendment of rules, the following provisions shall apply.

11.2 Those holding office as elected members of the Management Committee immediately prior to the adoption of these model rules shall continue in office until the next Annual Members' Meeting, and the following will then apply:

11.2.1 if, under the rules applying before the adoption of these model rules, members of the Management Committee were elected for a three-year term of office, then the elected members of the Management Committee shall serve out the term of office for which they had been elected;

11.2.2 if, under the rules applying before the adoption of these model rules, members of the Management Committee were elected for any other term of office, all elected members of the Management Committee shall retire from office at the conclusion of the next Annual Members' Meeting; elections shall be held before the Annual Members' Meeting to fill the vacancies arising; and the following provisions shall apply in respect of their first election:

11.2.2.1 one third of those elected, who polled the highest number of votes, shall serve a three-year term of office ending at the conclusion of the fourth Annual Members' Meeting following the adoption of these model rules;

11.2.2.2 one third of those elected, who polled the next highest number of votes, shall serve a two-year term of office ending at the conclusion of the third Annual Members' Meeting following the adoption of these model rules;

11.2.2.3 the remainder of those elected, who polled the lowest number of votes, shall serve a one-year term of office ending at the conclusion of the second Annual Members' Meeting following the adoption of these model rules.

11.3 Those holding office as Chairperson, Vice-Chairperson, and Treasurer immediately prior to the adoption of these model rules shall continue in office until the first meeting of the Management Committee after the next Annual Members' Meeting. At the commencement of that Management Committee meeting, they shall retire from office and the Management Committee shall elect a Chairperson, Vice-Chairperson and Treasurer in accordance with Rule 5.12.

11.4 The person holding office as Secretary immediately prior to the adoption of these model rules shall continue in office unless or until replaced by the Management Committee.

Treatment of share capital

11.5 Where the Society, immediately prior to the adoption of these Rules, has one class of withdrawable share capital only then on the adoption of these Rules the first £1 of share capital held by each Member shall be deemed to be converted to become a Membership Share as defined in these Rules. The remaining share capital held by any Member shall be deemed to be withdrawable Community Shares as defined in these Rules, and subject to the rights and privileges as set out in these Rules.

11.6 Where the Society, immediately prior to the adoption of these Rules, has both withdrawable and non-withdrawable share capital, then subject to Rules 11.7 and 11.8 on the adoption of these Rules the share capital shall be deemed to be converted as follows:

11.6.1 the first £1 of any non-withdrawable share capital shall be deemed to be converted to become a Membership Share as defined in these Rules;

11.6.2 all remaining share capital, both that which was withdrawable and that which was non-withdrawable, shall be deemed to be converted to become withdrawable Community Shares as defined in these Rules, and subject to the rights and privileges as set out in these Rules.

11.7 Any conversion of non-withdrawable shares to become withdrawable shares under these Rules is subject to the following conditions:

11.7.1 following such conversion, should the shares to be converted be withdrawn:

11.7.1.1 there will be no ground upon which the Society could then be found to be unable to pay (or otherwise discharge) its debts;

11.7.1.2 the Society will be able to pay (or otherwise discharge) its debts as they fall due during the year immediately following the withdrawal;

11.7.1.3 the Society's assets will continue to exceed its liabilities, taking into account any actual, contingent or prospective liabilities during the year immediately following the withdrawal;

11.7.2 at the adoption of these Rules, to the best of the knowledge of the Management Committee:

11.7.2.1 no corporate action has been taken or is pending and no other steps have been taken or are threatened or pending for:

a) the suspension of payments, a moratorium in respect of any indebtedness, winding-up, liquidation, dissolution, administration or reorganisation (using a voluntary arrangement, scheme of arrangement or otherwise) of the Society;
b) the appointment of a liquidator, receiver, administrative receiver, administrator, compulsory manager or other similar officer in respect of the Society or any of its property, undertaking or assets; or
c) the Society to enter into any composition, compromise, assignment or arrangement with its creditors generally;

11.7.2.2 it is not the purpose of the Society to put assets beyond the reach of a person who is making, or may at some time make, a claim against the Society or of otherwise prejudicing the interests of such a person in relation to the claim that he is making or may make in the future;

11.7.3 the value of any shares to be converted under this Rule does not exceed £10,000 in total as at the date of adoption of these Rules;

11.7.4 the conversion to withdrawable shares would cause any individual Member to hold withdrawable shares in excess of any maximum amount laid down by law.

11.8 Where immediately prior to the adoption of these Rules the Society does not comply with the conditions for the conversion to withdrawable shares as set out in Rule 11.7 in any respect, then any non-withdrawable shares in the Society shall not be converted, and the Society shall be deemed to have an additional class of Transferable Capital Shares which shall be subject to the following rights and responsibilities.

11.9 Transferable Capital Shares shall not be Withdrawable. Transferable Capital Shares shall be Transferable only:

11.9.1 on death or bankruptcy;

11.9.2 (in the case of an unincorporated organisation or partnership), on a change of nominee(s) and only to the new nominees(s);

11.9.3 subject to Rule 11.10, at the reasonable discretion of the Board, if the holder of Transferable Capital Shares applies to transfer them to a third party at a value not exceeding the amount paid up or credited

on the shares to be transferred plus any interest which has accrued on the same pursuant to these Rules, up to the date of transfer, except where the shares are subject to a reduction in their value in accordance with the provisions of these Rules.

11.10 Transferable Capital Shares may be transferred only:

11.10.1 to a person who qualifies for membership of the Society;

11.10.2 if the application to transfer the shares is signed or authorised by Electronic Means by the transferor; and

11.10.3 if the application to transfer is signed or authorised by Electronic Means by the transferee and approved by the Board.

11.11 A record of every such transfer shall be made in the register of Members and no transfer shall be valid until such entries are made.

11.12 Only a Member shall be eligible to acquire or be allotted Transferable Capital Shares.

11.13 Where the Society, immediately prior to the adoption of these Rules, has shares with a nominal value of any other value than £1, then on adoption of these Rules all existing share capital shall be deemed to be reclassified as required in order that, from adoption of these Rules, all shares shall have a nominal value of £1 (though not so as to alter the total value of the shareholding of any individual member). The Society shall ensure that the register of Members is updated accordingly.

11.14 Rule 8 shall apply to all shares issued following the adoption of these Rules.

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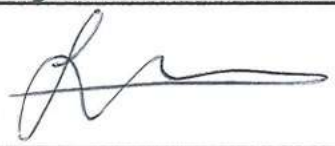
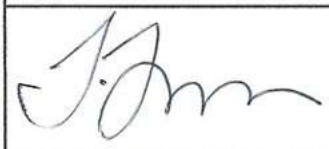
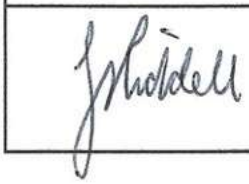
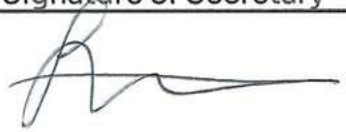
12 SIGNATURES OF MEMBERS

Signatures of Members	Full Names	Date
	STEPHANIE JOHANNA VAN DE PETTE	23/05/2026
	JESSICA ANNE CARLISLE JANSON	23/05/2026
	John Nicholas Riddell	23RD May 2026

Signature of Secretary	Full Name	Date
	STEPHANIE JOHANNA VAN DE PETTE	23/05/2026

Register a community benefit society

Section 1 – About this form

Use this form to register a community benefit society under the Co-operative and Community Benefit Societies Act 2014 or the Co-operative and Community Benefit Societies Act (Northern Ireland) 1969.

Use this form for either a new registration of a community benefit society, or for a conversion to a community benefit society from either a company or society registered under the Friendly Societies Act 1974.

To register a society we need:

- this completed form
- one signed copy of the society's rules (or two copies where not submitting electronically)

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

Before you start completing this form you may find it helpful to read Chapter 5 of our guidance on our registration function under the Co-operative and Community Benefit Societies Act 2014: https://www.fca.org.uk/publication/finalised-guidance/fg15-12.pdf

Section 2 – About this application

2.1 What are you applying to do?

Register a new community benefit society	☐
Convert a company to a community benefit society	☒
Convert a friendly society into a community benefit society	☐

2.2 Who should we contact about this application?

Name	Steph Van de Pette
Position	Secretary
Postal address	1 Spring Lane, Watlington, Oxfordshire, OX49 5QL
Telephone number	07940022037
Email address	secretary@watlingtoncpt.org.uk

Section 3 – About the society

3.1 What will be the registered name of the society? (This must be exactly as it appears on the society's proposed rules). Please see page 24 of our guidance for further guidance on society names.

Society name	Watlington Community Property Limited

All societies must be carrying out an industry, business or trade. Here we are looking to gain a practical understanding of what that is for your society.

3.2 What is the business of the society? For example, will you be providing social housing, running an amateur sports club, etc.

The society will acquire, own and manage commercial property in Watlington for the long-term benefit of the local community. The society's primary business is the purchase of the freeholds of 2 High Street, Watlington, for use as a community-owned commercial premises let to local independent businesses on commercial terms. The society intends to expand its property portfolio over time, acquiring further properties to preserve their availability for local independent use and prevent speculative ownership.

3.3 What Standard Industrial Classification code best describes the society's main business? Where more than one code applies, please select the code that you feel best describes the society's main business activity. You will find a full list of codes here: **http://resources.companieshouse.gov.uk/sic/**

68209 — Other letting and operating of own or leased real estate

We need to be satisfied that a community benefit society is conducting its business for the benefit of the community. The conduct of a community benefit society's business must be entirely for the benefit of the community.

3.4 Please describe the benefits to the community the society aims to deliver? Here we are looking to see *what* the intended benefits to the community are. Community can be said to be the community at large. For example, are you relieving poverty or homelessness through the provision of social housing.

The society aims to deliver the following benefits to the community of Watlington and the surrounding area:

Preservation of independent local businesses: by acquiring commercial properties under long-term community ownership, the society protects against speculative purchase, rent escalation, and vacancy — threats which disproportionately affect small independent businesses and the character of local communities.

Economic and social resilience: community ownership creates a stable, affordable environment for local enterprises to operate, supporting local employment and the diversity of goods and services available to residents.

Perpetual stewardship: the society's asset lock ensures that properties remain in community hands in perpetuity, preventing future disposal for private gain and securing the benefit for future generations.

Democratic participation: as a community benefit society, all members have an equal vote, giving residents a direct stake and voice in decisions about their local built environment.

3.5 Please describe how the society's business will deliver these benefits?
The business of the society must be conducted for the benefit of the community. Please describe *how* the society's business (as described in answer to question 3.2) benefits the community.

The society will deliver these benefits through the direct acquisition and management of commercial property in Watlington. Properties will be purchased using capital raised through a community share offer, supplemented where appropriate by loans, grants, and other funding sources.

Acquired properties will be let to local independent businesses on commercial leases, generating rental income to cover operating costs, service any debt, and build reserves for future acquisitions. Letting on commercial terms ensures the society operates sustainably while keeping properties in active, productive use.

The society's rules include a statutory asset lock, meaning that in the event of winding up, any surplus assets must transfer to another asset-locked organisation rather than being distributed to members. This guarantees that the community benefit is permanent and cannot be unwound by future decisions.

The Management Committee, elected by and accountable to the full membership, will oversee all property acquisitions, tenancy arrangements, and financial management. Members will receive regular reporting and have the opportunity to vote on significant decisions at Annual and Special Members' Meetings.

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

The society will primarily serve the community of Watlington, a market town in South Oxfordshire with a population of approximately 3,000. This includes residents of the town and the surrounding rural parishes who rely on Watlington for local services and employment.

While membership will be open to all who support the society's objects, the society's activities will be focused on Watlington and its immediate hinterland. The society's founding committee and initial share offer will be directed primarily at this local community, in line with the recommendation that at least 51% of members be local residents.

The society does not intend to restrict benefit to members only. The preservation of locally-owned commercial property benefits the wider community regardless of membership status.

3.7 In what ways does the society intend to raise funds to set up and run its business? For instance, are you intending to apply for grants, seek capital from members, take out a loan.

The society intends to raise funds through the following means:

Community share offer: the primary funding mechanism will be a public offer of withdrawable shares to members of the community. The share offer will be designed in accordance with the Community Shares Standard Mark and will be accompanied by a full share offer document.

Loans: the society may accept loans from members, supporters, and community finance institutions to supplement share capital. This may include a loan from one or more founding members

secured against the value of the target property, which would reduce the initial share capital required.

Grants: the society will explore grant funding from sources including the Community Ownership Fund and other public and philanthropic funders relevant to community-owned assets and rural economic resilience.

Rental income: once operational, rental income from tenants will fund ongoing running costs, debt servicing, and reserves for future acquisitions.

3.8 What will the society do with any surplus or profit? For instance, will money be reinvested in the business; put into reserves; used for some other purpose?

Any surplus generated by the society will be used for the long-term benefit of the community in the following ways:

Reinvestment in the business: surplus will primarily be reinvested to maintain and improve the society's properties, build reserves, and fund future property acquisitions in line with the society's objects.

Debt servicing and share withdrawals: surplus may be used to service any loans and, at the Management Committee's discretion, to fund withdrawals of member share capital following the initial lock-in period.

Interest on shares: the society may pay a modest rate of interest on member shares, subject to financial performance and the Management Committee's assessment of affordability. Any interest paid will be limited to a rate no greater than is reasonably required to attract and retain investment.

The society will not distribute profit to members beyond interest on shares. The statutory asset lock in the society's rules ensures that assets cannot be disposed of for private gain, and any surplus on winding up must transfer to another asset-locked organisation.

In order to satisfy ourselves that the society is conducting its business for the benefit of the community, we need to understand the society's relationships with other key stakeholders.

3.9 Please state any significant commercial arrangements that the society has, or intends to have, with any other organisation that could create, or be perceived as creating, a conflict of interest. Please tell us how you will ensure that any such conflicts of interest do not prevent the society from acting for the benefit of the community.

The society intends to enter into two commercial arrangements that could create, or be perceived as creating, a conflict of interest:

Lease to SO Sustainable: the society intends to let the ground floor commercial premises known as 2a High Street to SO Sustainable, a local independent retail business operated by Steph Van de Pette, a founding member and secretary of the society. The lease will be agreed on fully commercial terms, benchmarked against comparable market rents. Steph Van de Pette will withdraw from all Management Committee discussions and votes relating to the tenancy or lease terms.

Property acquisition from a founding member: the society intends to purchase the freehold of 2 High Street, Watlington from Jess Carlisle Janson, a founding member of the society. The society may also accept a loan from Ms Carlisle Janson secured against the property following completion. The property will be independently valued prior to acquisition, and all purchase and loan terms will be agreed on a fully arm's length basis. Jess Carlisle Janson will withdraw from all Management Committee discussions and votes relating to the acquisition and any loan arrangements.

The society's Management Committee will adopt a formal conflict of interest policy requiring all committee members to declare interests at the start of each meeting, with declarations and actions recorded in the minutes. Both arrangements will be fully disclosed in the society's share offer document.

3.10 Please state any close links which any of the founding members or directors has, or intends to have, with any society, company or authority. 'Close links' includes any directorships or senior positions held by directors or founding members of the society in other organisations.

STEPHANIE JOHANNA VAN DE PETTE
MY ANTHROPOCENE LTD (11859140) trading as SO Sustainable
Committee member WATLINGTON BUSINESS ASSOCIATION (unincorporated organisation) watlingtonba.com

Employed by the LONDON SCHOOL OF ECONOMICS & POLITICAL SCIENCE

JOHN NICHOLAS RIDDELL
THE SPIRE AND SPOKE LTD (12409299)
WATLINGTON PROPERTY LTD (17186312) set up as an interim measure pending our CBS registration
Chair WATLINGTON BUSINESS ASSOCIATION (unincorporated organisation) watlingtonba.com
Dissolved companies: BRASSEVER LIMITED (03686931), CHELSEA PUBS LIMITED (07253509), BENELUX BEER CAFE LIMITED (03806786), LOWLANDER GRAND CAFE LIMITED (03878369)

JESSICA ANNE CARLISLE JANSON
ARTISTATE LTD (12723946) not relevant to CBS application
NOMINA NO 180 LLP (OC322283) not relevant to CBS application
Dissolved companies: JESSICA CARLISLE LLP (OC407626), NOMINA NO 180 LLP (OC322283)

3.11 On what date do you want the society's financial year to end? This is the date the society's financial year will end, every year after the society is registered. If you have a preference (e.g. 31 March) please specify that here. If you do not select a date the society will be given the anniversary of the last day of the month it was registered in.

3	1	/	0	3

Asset lock

3.12 Has the society included the community benefit society statutory asset lock in its rules? Please note that a society with a statutory asset lock in its rules cannot remove it. The asset lock is only available to community benefit societies other than regulated housing associations or charities.

Yes ☒

No ☐

Charitable objects

3.13 Are the society's objects intended to be charitable? Whilst we are not responsible for regulating charities, we need to know this because societies whose objects are wholly charitable are subject to a number of requirements in the Act.

Yes ☐

No ☒

3.14 If charitable, what is your charitable purpose? Charity law in England and Wales differs to that in Scotland. If in doubt please refer to the charity legislation relevant for the area you are in. Please note that we will not assess whether your stated purpose meets the legal criteria for a charity.

Section 4 – The society's rules

4.1 If you have used a sponsoring body to submit this application please include their details here.

Name of sponsoring body	Plunkett UK
Name of model rules	Version 7
Signature on behalf of sponsoring body (unless submitted by email by the sponsor)	
Date	

The Act requires rules of societies to make provision for all of the matters listed below. If you have not made provision for all of the matters listed below we will not be able to register your society.

4.2 Please complete this table

Provision required by the Act	**Number of the rule(s) covering this E.g. '2.3-2.7'**
The society's name	1.1
The objects of the society	1.2 and 9
Place of the society's registered office, to which all communications and notices may be addressed	1.1
The terms of admission of the members, including any society or company investing funds in the society under the provisions of the Act	3
The method of holding meetings, the scale and right of voting, and the method of making, altering or rescinding rules	2.4, 4 and 7
The appointment and removal of a committee (by whatever name) and of managers or other officers and their respective powers and remuneration	2.7 and 5
The maximum amount of the interest in the shares of the society which may be held by any member otherwise than by virtue of section 24(2) of the Act	8
whether the society may contract loans or receive moneys on deposit subject to the provisions of this Act from members or others, and if so under what conditions, under what security, and to what limits of amount	8.4, 9.6 and 9.7
Whether any or all shares are transferable, and provision for the form of transfer and registration of shares, and for the consent of the committee to transfer or registration Whether any or all shares are withdrawable, and provision for the method of withdrawal and for payment of the balance due on them on withdrawing from the society	8
Provision for the audit of accounts in accordance with Part 7 of the Act	6
Whether members may withdraw from the society and if so how, and provision for the claims of the representatives of deceased members and of the trustees of the property of bankrupt members (or, in Scotland, members whose estates have been sequestrated), and for the payment of nominees	8.6, 9.17 and 9.18
The way in which the society's profits are to be applied	9.10
If the society is to have a common seal, provision for its custody and use	NA
Whether any part of the society's funds may be invested, and if so by what authority and in what way	9.8

Section 5 – Converting to a society

You only need to complete this section if you are converting from a company or friendly society to a community benefit society. If this does not apply to you please move on to section 6.

Requirements

If you are converting a company into a society, three copies of a special resolution to convert the company, with the following information included in the resolution:

- Company name & number
- Date the resolution was passed
- Names of three members appointed to sign the society's rules and to either: accept alterations to the rules made by the FCA without further consulting the company; or lay any such alterations before a general meeting of the company for acceptance

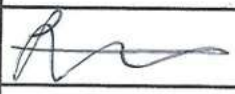
Details

5.1 Please provide details of the friendly society or company you are converting from.

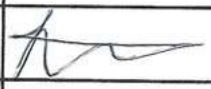
Name	Watlington Property Limited
Registration number	17186312
Registered office address	**12 High Street** **Watlington**
Postcode	**OX49 5PY**

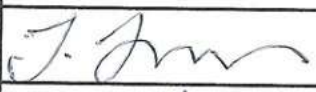
Section 6 – Member details

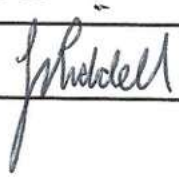
6.1 Please provide the details of the secretary below. All societies must have someone fulfilling the role of secretary.

Name	Stephanie Johanna Van de Pette
Month of birth	September
Year of birth	1985
Signature	
Date	23/05/2026

6.2 Please provide the details of 3 members below.

Name	Stephanie Johanna Van de Pette
Month of birth	September
Year of birth	1985
Signature	
Date	23/05/2026

Name	Jessica Anne Carlisle Janson
Month of birth	February
Year of birth	1980
Signature	
Date	23/05/2026

Name	John Nicholas Riddell
Month of birth	March
Year of birth	1963
Signature	

Date	23 May 2026

6.3 Societies are within the scope of the Company Directors Disqualification Act 1986 (CDDA). Please confirm that no proposed director is disqualified under that Act:

No proposed director is disqualified ☒

Section 7 – Submission details

7.1 Please complete the submission checklist below.

Items	Options
The society's rules signed by three members and the secretary	☐ Two copies attached - submitting by post ☒ One copy attached - submitting by email
Marked-up copy of rules showing what changes the society is making to the model rules	☐ One copy attached ☐ Not attached - not using model rules ☒ Not attached – using model rules with no changes
Special resolution to convert the company to a society, including the following information: • Company name & number • Date the resolution was passed • Names of three members appointed to sign the society's rules and to either: accept alterations to the rules made by the FCA without further consulting the company; or consult the company about any such alterations	☐ Three copies attached - submitting by post ☒ One copy attached - submitting by email ☐ Not attached - not a company converting to a society
Cheque for registration fee made payable to the Financial Conduct Authority Please indicate below which fee is applicable to you, then select a box on the right to show how you are paying it: x £40 - using model rules with no changes ☐ £120 - using model rules with 1-6 changes ☐ £250 - using model rules with 7-10 changes ☐ £950 - using model rules with 11 or more changes ☐ £950 - not using model rules ☐ No fee - Friendly society converting to a society	☐ Cheque attached – submitting this form by post ☒ Cheque posted separately – submitting this form by email ☐ No fee - Friendly society converting to a society

Section 8 – Submitting this form

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

Or please submit by post to:

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

This form is available on the **Mutuals Society Portal**:
https://societyportal.fca.org.uk

Registered as a Limited Company in England and Wales No. 1920623. Registered office as above.

Partial amendment of rules of Watlington Community Property Limited

Register number: 9831

Rule 8.14

After Rule 8.14.3, insert the following new Rule 8.14.4:

> ‘8.14.4 Interest may be paid in cash, or by crediting the Member with additional Community Shares to the value of the interest due, or by offering Members the choice between the two. The Management Committee shall propose the method of payment for each year, to be approved by resolution of the Members at the Annual Members' Meeting together with the rate of interest. Community Shares credited in this way shall be treated as fully paid and as issued on the same date as the Member's existing Community Shares. Where crediting additional shares would take a Member's holding above the maximum permitted under these Rules or the Act, the interest shall be paid in cash to the extent of the excess.’

Rule 8.16

Rescind the rule and substitute:

> ‘8.16 In the event that a Member resigns from membership, is removed from the Register of Members, or is expelled in accordance with the Rules, shares held by them at the date of resignation, removal or expulsion shall thereupon become a loan, repayable to the former Member by the Society. The terms of repayment shall be those applying to the withdrawal of share capital set out in the Rules, including Rules 8.6, 8.7, 8.8 and 8.11, and notice of withdrawal shall be treated as having been given at the point of resignation, removal or expulsion.’

Passed as an Extraordinary Resolution by written resolution of the Members on 17 November 2026.

Role	Signature	Name
Chair		Robin Fieith
Treasurer		Kevin Senior
Member		Jessica Carlisle Janson
Secretary		Steph Van de Pette