

Woodgreen Community Shop Association Limited

Brief notes in respect of new model Rules 2026 explaining significant changes, the most significant being s.8 Share Capital,

Adapted from Plunkett model rules v 7.3

1. Introduction

Registered office: as currently registered

Why the Company exists – covers Objects and Purposes

Unchanged from 2005 Rules except for deletion of pubs and garages. Amended to include post office and hospitality facilities on the advice of Plunkett to facilitate possible future grant applications.

2. Governance

Commitments

As stated in our Annual Returns for many years

Contact and information may be by electronic means

3. Members

Encourage membership

Maintain a membership strategy and keep members informed of this

Membership minimum age 16. Advised by Plunkett to minimise transfer problems when children reach majority.

Corporate membership application formalised

Management Committee

Committee manages the Society with full powers

Collectively responsible but may delegate and use contractors.

May use volunteers.

May take professional advice

Introduces use of representation of constituency areas, Not required at present but not deleted.

Cessation of Membership

Death, failure of corporate body, expulsion, replacement of nominee

Ability for removal from Register of Members after procedure approved by the Committee on the grounds of loss of contact.

Resignation permitted with regard to Community Shares (please refer to later details re new share classes Section 8).

Expulsion of members by Special Members Meeting (SMM)

Member may be expelled by 2/3 majority vote at SMM.

Any member may complain to the Secretary in writing. The Management Committee may consider and dismiss, or decide to temporarily suspend the member.

Any resolution to expel a member requires due notice and consideration at a SMM. No person previously expelled to be re-admitted except by resolution at a SMM.

4. Members Meetings

Annual Members Meeting (AMM)

Any other meetings are Special Members Meetings (SMM)

Meetings are scheduled by the Committee except in particular circumstances.

Addition of presentation of Membership Strategy

Special Members Meetings (SMM)

To be convened by the the secretary by order of the Committee or by written requisition of not less than 12 Members or 10% of all Members, whichever is less.

Requisition must state exact purpose and the proposed text of any resolution.

Notice of Members Meetings

At least 14 days by by hand, post or electronic means

Shorter notice requires 75 percent Member majority

Quorum is 5 Members or 10% of Members entitled to vote, whichever is the greater

Voting at Members Meetings

Voting by show of hands or by proxy. Proxy arrangements may be introduced by the Committee

One Member, one vote on a show of hands, except for additional proxy votes.

A ballot may be demanded before or immediately after a vote otherwise the Chair to declare the resolution.

Ballot may be demanded by any 3 Members or may be directed by the Chair. Chair may direct a ballot before the meeting. Ballot may be demanded or directed after the vote on a show of hands in which case the resolution will be decided by the ballot.

The ballot to be taken at the time and in the manner as directed by the Chair.

All resolutions to be ordinary resolutions and decided by majority of votes cast.

A resolution to amend the Rules will be an Extraordinary Resolution.

Permission in respect of resolutions signed or confirmed by Electronic means.

Proportions of majorities required for resolutions: Ordinary – simple majority

Extraordinary at least 2/3 Special – at least $\frac{3}{4}$

Proxies

Member entitled to attend and vote may appoint a proxy, whether or not that person is a member. Proxy may be written or electronic to the registered office or such place selected by the Committee, at least 24 hours before the meeting.

5. Management Committee

Not less than 3 and not more than 12 members. A majority must have been elected by the Members.

Elections, appointments and removals

Committee members to be elected at the AMM for a period of 3 years, one third of Committee members retiring at each AMM, based on length in office. Transition rules apply on the change to the 3 year appointment.

Permission to co-opt.

Committee member may be elected for 3 three year terms but must then stand down for a period of 12 months.

Elections, including procedure for being nominated, to be in accordance with procedures directed by the Committee.

Minimum age 18.

Adoption of code of conduct. All Committee members must sign and comply

Procedures for Committee members to vacate office:

Resignation

Cease to be a Member

Bankruptcy etc

Misconduct, including complaint by a Member

Procedures for complaint and appeal regarding misconduct, including establishment of a sub-committee.

Removal from office at an election

Retirement under re-election rules

Absenteeism from meetings

Medical absence

Management Committee to appoint Chair, Vice – Chair and Treasurer

Meetings of the Management Committee

Meet as see fit. May meet in any appropriate medium

Chair, Vice-Chair or nominated person to chair all meetings. Meetings to be minuted

Quorum of 3

Simple majority vote. Casting vote by Chair.

Resolution may be sent and signed electronically

Technical defect in any Committee member appointment does not invalidate decisions.

Disclosure of interest

Disclosure , including family, of all personal, financial or other material interest in any matter. Any such vote not to be counted.

Remuneration

Not entitled to remuneration but may be re-imbursed expenses.

Secretary

Secretary to be appointed by the Committee must be a member of the Committee, an employee or a Member. May also appoint a deputy secretary

Secretary has functions as directed by the Management Committee, acts as returning officer at society meetings. Responsible for voting conduct and recording of voting outcomes

6. Reporting

Preparation of Accounts

Management Committee to produce Annual Accounts

Prepared by a qualified auditor to include revenue account and balance sheet showing a true and fair view

Auditors and audit

At the AMM, members may resolve to appoint auditors as Accountant not auditor if permitted by the relevant Act.

To be appointed at the AMM with the right to attend.

Remuneration to be fixed by the Committee.

Committee may fill a casual vacancy

Presentation of Accounts

Committee to present the accounts to the AMM and ensure Members may ask questions

Publication of Accounts and balance Sheets

Not to publish any accounts unless subject to the auditor's report. Every revenue account and balance sheet to be signed by the secretary and two committee members.

Copy of balance sheet to be displayed Already in place. Also available via website.

Annual Return Already in place

7. Change

Alterstions to Rules

No new Rules to be made or amended without an Extraordinary Resolution at SMM.

No amendment or change of registered address is valid unless lodged with FCA and Plunkett. As required by law.

7.5 All society's assets subject to restriction on use set out in sub clauses, including repayment of Members' withdrawable shares.

On dissolution or winding up

To transfer assets to prescribed community and charity bodies

Transfers of Engagements

Society may by Special Resolution at SMM amalgamate or transfer its engagements to any society or convert to limited company only if they comply with community benefit or charity rules.

Dissolution

May be dissolved by an Instrument of Dissolution. Any assets remaining after payment of debts and repayment of Members' share capital may be transferred in accordance with asset transfer rules.

8. Share Capital

Subject to separate transition Rules((Rule 11)

Shares of £1

2 categories of share: Membership and Community Shares

Only one membership share per person, nominal value £1, no dividend, bonus or interest. Must be fully paid before issue. Not withdrawable and limited transfer if held by corporate body.

May issue Community Shares to raise capital. Management Committee may determine the minimum holding for each offer of shares.

Applications for Community Shares to be made to the Management Committee. These shares may be paid in full or in tranches determined by the Committee.

Community shares not transferable except on death or bankruptcy. They are withdrawable at the Management Committee's discretion:

May be withdrawn after being held for 3 years or such period as Committee dictates

Not less than 3 months notice

Committee may specify total withdrawal each year, funding of withdrawal at Committee's discretion.

Committee must remain satisfied that the Society can meet its liabilities and any loan interest to be met from trading surpluses.

Society may determine a policy on withdrawals.

Committee may amend or waive its policy and may suspend the right to withdrawal wholly or partially either indefinitely or for a fixed period.

Withdrawal rights exist for deceased members.

Society may deduct administrative costs.

Society may pay interest on holdings from available profits

On a solvent winding up, holders of shares have no entitlement beyond outstanding interest and repayment of capital.

Repayment terms of withdrawn Member's shares.

9. Administrative

Purpose , Objects and Powers

Purpose to carry on business for the benefit of the community

The Objects are as set out in section 1

Society has the power to carry out all it deems necessary to further its Objects, including:

Property acquisition, disposal and attached financing

Enter into contracts

Employ staff

Make use of volunteers

Receive donations or loans

Subject to constraints elsewhere borrow money or use other debt instruments

Invest society funds

Any power to pay remuneration includes pension provisions or gratuities

May not accept any deposits that constitute 'regulated activity' in respect of Financial Services legislation.

Borrowing

Not to exceed 75% of the society's fixed and tangible assets.

Society may borrow, issue loan stock, debentures or other securities as the Management Committee determines necessary to meet the Objects.

The rate of interest not to exceed a reasonable rate deemed necessary by the Committee to obtain the capital to meet the Objects and without risk to the Society's community status.

Investments

The Committee may invest Society funds unless restricted by a Member's Meeting in accordance with its investment policy.

Books of Account

Maintain proper books of account in accordance with the law

Treatment of profits

No distribution of profits to Members

Use to:

Maintain prudent reserves

Social payments furthering the Objects

Expenditure carryout the Objects

Minutes

Proper minutes of all Member, Committee, sub-committee meetings. Open to member inspection at any reasonable time, subject to confidentiality.

Settlement of disputes

Internal policy for dispute resolution approved each year by the Committee.

Ongoing unresolved disputes may go to Mediation.

Register of Members

At registered office.

Inspection with 14 days written notice given to the Secretary.

Copies of Rules & Regulations

Secretary to provide a copy of the Rules (paper or electronic) to any person who requests. Free of charge copy to any Member not previously provided with one.

Management Committee's and Officer's Indemnity

Any such members including employees, acting in good faith indemnified against personal liability incurred in carrying out their functions

Deceased and bankrupt members

Deals with transfer of any entitlement of Member passing to representatives or trustees.

10. Start up Provisions

Not applicable

11. Transition Provisions

If these model Rules are adopted as a complete amendment, these transition rules apply.

Those officers of the Management Committee elected by members prior to adoption of these Rules will continue in office to the next AMM.

Those holding position of Chair, Vice Chair and Treasurer will continue in office until the first Management Committee meeting after the AMM at which these roles will be filled.

The Secretary will continue in office unless replaced by the Management Committee

Treatment of Share Capital

Shares in issue prior to adoption of these Rules:

First £1 deemed to become a Membership Share.

Remainder deemed to become withdrawable Community Shares

At the adoption of these Rules, to the best knowledge of the Management Committee, no action is in progress regarding dissolution, winding up, appointment of liquidator or receiver, creditor arrangements.

The value of the shares to be converted is less than £10,000.

11.8 to 11.12 do not apply

WCSA has shares of £10. On adoption of the Rules, existing share capital will be reclassified. All shares will have a nominal value of £1. The share register will be amended accordingly.

Plunkett has advised that share certificates do not need to be amended but members will be informed in writing that their shares have been reclassified.

Rule 8 will apply to all shares issued after the adoption of these Rules.