

BIRMINGHAM CITY COUNCIL

JOINT CABINET MEMBER AND CHIEF OFFICER

THURSDAY, 11 JULY 2019 AT 00:00 HOURS
IN CABINET MEMBERS OFFICE, COUNCIL HOUSE, VICTORIA
SQUARE, BIRMINGHAM, B1 1BB

A G E N D A

3 - 46

1 NOMINATION FOR ASSET OF COMMUNITY VALUE, ST ANDREWS
TRILLION TROPHY STADIUM ACV 38

Item Description

Birmingham City Council

Report to Leader jointly with Director - Inclusive Growth

11 July 2019



Subject: NOMINATION FOR ASSET OF COMMUNITY VALUE, ST ANDREWS TRILLION TROPHY STADIUM, ACV 38

Report of: City Solicitor

Relevant Cabinet Member: Leader Councillor Ian Ward

Relevant O &S Chair(s): Councillor Sir Albert Bore – Resources Overview and Scrutiny; Councillor Penny Holbrook- Housing & Neighbourhoods

Report author: Philip Taylor, Senior Solicitor, Telephone No: 0121 303 3471
Email Address: Philip.m.taylor@birmingham.gov.uk

Are specific wards affected?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No – All wards affected
If yes, name(s) of ward(s): Bordesley and Highgate		
Is this a key decision?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
If relevant, add Forward Plan Reference:		
Is the decision eligible for call-in?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
Does the report contain confidential or exempt information?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
If relevant, provide exempt information paragraph number or reason if confidential :		

1 Executive Summary

- 1.1 To consider a nomination from a Community Interest Group with a local connection to nominate St Andrews Trillion Trophy Stadium, Cattell Road Birmingham as shown edged red on the plan excluding the electricity substation and the telecoms sites both referred to in the schedule of notice of leases contained in the register of title to the property included within the supporting documents bundle (Appendix 3) as an Asset of Community Value as referred to by the Localism Act 2011 (the Act), and placed on the Council's List of Assets of Community Value.

- 1.2 To agree to the acceptance of the nomination to list for the reasons set out in section 4 of this report.

2 Recommendations

- 2.1 Accept the nomination to list St Andrews Trillion Trophy Stadium as an Asset of Community Value as referred to by the Localism Act 2011 so that the definition in section 88 of that Act is met.

3 Background

- 3.1 The Council has a statutory obligation to consider a nomination of an asset as an ACV, and to make a decision within 8 weeks. The nomination was made on the 28th January 2019.
- 3.2 The nominator has stated that the Stadium was on the register of Assets of Community Value, ref ACV07 following an application by the Blues Supporters Society Ltd. The original registration date ran from 21 October 2013 to 21 October 2018. This application is effectively a renewal of the previous lapsed registration. The nominator states that the stadium has been and continues to be a vital community asset.
- 3.3 The landowner, Birmingham City Football Club PLC, was notified of the nomination by letter dated 20 March 2019. No response has been received from them.
- 3.4 The ACV Group comprising senior officers within Birmingham City Council accepts that the current use of the property constitute the furtherance of social wellbeing to the community as the circumstances are unaltered since the property was previously registered as an Asset of Community Value.

4 Options considered and Recommended Proposal

- 4.1 The Council has the choice to either accept or reject the nomination for listing. If the nomination is rejected the Council must provide the nominating group with reasons for its decision based on the facts as applied to the statutory definition, listing the land is considered to be a reasonable decision.
- 4.2 Accordingly the ACV Group considered that the statutory test in section 88 of the Localism Act 2011 is met and hence the recommendation that the Property should be listed as an Asset of Community Value by the Council.

5 Consultation

- 5.1 Officers in Planning and Development, Education and Skills Infrastructure, Legal and Finance Services have been consulted on this nomination and comments have been received.

6 Risk Management

- 6.1 Although unlikely, it is possible for the owner of the listed property to claim compensation from the Council in certain circumstances (e.g. for a period of delay in entering into a binding agreement to sell which is caused by the moratorium, or for legal expenses where the listing is successfully overturned at the First Tier Tribunal).

7 Compliance Issues:

7.1 How are the recommended decisions consistent with the City Council's priorities, plans and strategies?

- 7.1.1 The nomination is aligned with the Council Plan to create a city of inclusive growth where every child, citizen and place matters. The Property Strategy will help make Birmingham: a great city to learn, work and invest in; a great city to grow up in; a great city to age well in; a great city to live in; and for residents to gain maximum benefit from hosting the Commonwealth Games.

7.2 Legal Implications

- 7.2.1 The decision will discharge the Council's functions to determine nominations for assets of community value under the Localism Act 2011. If listed, the listing will be registered as a local land charge and a restriction placed on the title ensuring compliance with the right to bid should a relevant disposal be made. The owner will have the right to seek a review of the decision to list, with the review being heard by the Review Officer with or without an oral hearing (currently the review officer role is in the process of being amended). A further avenue of appeal to the First Tier Tribunal would then be available to the landowner.
- 7.2.2 The decision to list land as an Asset of Community Value is for the Director of Property (now the Director of Inclusive Growth) in consultation with the Leader. This is pursuant to Cabinet delegations given on 14 January 2013, a sub delegation on 26th September 2014 by the Deputy Chief Executive, and changes made in the Constitution 2017 giving the Leader oversight for Assets of Community Value.

7.3 Financial Implications

- 7.3.1 It is possible for the owner of the listed property to claim compensation from the Council in certain circumstances. The likelihood of a successful claim being submitted and the value of any subsequent payment is not known however, the Council would be required to identify resources sufficient to fund this expenditure.

7.4 Procurement Implications (if required)

7.4.1 Not required

7.5 Human Resources Implications (if required)

7.5.1 Not required

7.6 Public Sector Equality Duty

7.6.1 The requirements and duties of the Equalities Act 2010 have been considered in the attached Equality Assessment reference EQUA316 attached at Appendix 4 and that since listing or not listing the land does not change how the land or services on it are used the report recommendation does not have any adverse EIA implications on the groups and characteristics protected under the Equalities Act 2010

8 Appendices

8.1 List of Appendices accompanying this Report (if any):

- 1. ACV Nomination Form
- 2. Supporters Direct Model Rules
- 3. Registers of Title
- 4. Equality Assessment

9 Background Documents

9.1



ASSETS OF COMMUNITY VALUE (ACV1) Nomination Form

Application reference number		Received date	
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Please complete the form legibly and return to the address below. Please mark as 'Asset of Community Value Nomination Form, Confidential' to:

Dianne Cull Corporate Strategy Team Birmingham City Council Room M49b, Ground Floor The Council House , Victoria Square, Birmingham B1 1BB	tel: 0121 464 6107 email: dianne_cull@birmingham.gov.uk
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1) Who you are.

a) Applicant details – please provide the following details about your organisation

Full name of applicant organisation: Blues Supporters Society Limited

Address: c/o Anthony Collins (Solicitors), 134 Edmund Street, Birmingham

Postcode...B3 2ES.....Website: www.blustrust.org

Details of person to contact about this application:

Name: Richard Stanley

Position in organisation: Director

Telephone number:

Mobile number...07710 585673

E-mail address: ... richardstanley@blustrust.org

To assist with the initial processing of this application within Birmingham City Council please attach a copy of your organisation's articles of association, memorandum, trust deed or constitution (as appropriate)

b) What kind of organisation are you? Please tick the appropriate box to indicate the kind of organisation you are to confirm your eligibility to make the nomination. **Please note that the Council may request further information regarding your eligibility before accepting this nomination**

<p>i) Parish Councils. This may be for an asset in its own area, or in the neighbouring parish council. NB there is currently only one Parish Council in Birmingham, at Frankley.</p>	
<p>ii) Neighbouring Parish Councils. If the parish council borders an un-parished area, then they may nominate an asset within the neighbouring district council or unitary council.</p>	
<p>iii) Unincorporated groups. Nominations can be accepted from any unincorporated group with membership of at least 21 local people who appear on the electoral roll within the local authority, or a neighbouring local authority. This will for instance enable nomination by a local group formed to try to save an asset, but which has not yet reached the stage of acquiring a formal charitable or corporate structure</p>	
<p>iv) Neighbourhood forums. There can only be one neighbourhood forum for an area and the way they are set up is clearly defined by the Council as a planning authority. The procedure for becoming a neighbourhood forum is set out in Section 61F of the Town and Country Planning Act 1990. NB in Birmingham most Neighbourhood Forums do not meet this definition and would fall into the category of being a community interest group.</p>	
<p>v) Community interest groups with a local connection. These must have one or more of the following structures</p> <p>a) A charity</p> <p>b) A community interest company</p> <p>c) A company limited by guarantee that is non profit distributing</p> <p>d) An industrial and provident society that is non- profit distributing (these groups will be renamed as community benefit societies by the Co-operative and Community Benefit Societies and Credit Unions Act 2010 when it comes into force) e.g. co operative societies.</p> <p>NB most organisations seeking to nominate an asset are likely to fall into this category. Non profit distributing means that any surplus of the organisation is not distributed to its members but is wholly or partly applied to Birmingham or a neighbouring authority.</p>	<p>X</p>

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c) Local Connection – please describe how your organisation has a local connection to Birmingham or a neighbouring authority. The Council may seek evidence to support your statement.

We are the official Supporters Trust for Birmingham City Football Club.

2) Details of your organisation’s governance structure

Neighbourhood Forum Registration **NB remember that in Birmingham most Neighbourhood Forums do not meet this definition and would fall into the category of being a community interest group.**

.....

Company registration number:
.....

CIC registration number:31544R

Charity registration number:
.....

Friendly Society registration number:
.....

Other:

Please note the details above may be shared with other parts of the Council, third sector organisations and other community partners for the purposes of processing your application.

3) Where is the land or building that you wish to see listed as an asset of community value?

This is to assist in the initial processing of your enquiry. Please attach a plan or map to this application – Google maps are useful for this purpose - showing the boundary of the asset to be listed indicating where possible if it has more than one owner. This is to assist with identifying the asset to be considered for listing and the freehold or leasehold ownership(s) for each part of it.

Description of the land and its boundaries:

Address.....St Andrew's Trillion Trophy Stadium, Cattell Road, Birmingham

..... Postcode... B9 4RL

4) Who owns the asset in question?

a) Is the Council the owner of the asset? If yes, please proceed to Q6.

No

This may be confirmed by contacting the Council's Property Records team based at: 10 Woodcock Street, Birmingham B7 4BL, telephone number 0121 303 3940 or email askpropertyrecords@birmingham.gov.org

b) Is the asset privately owned? If yes, please supply proof in the form of copy Title documents and plan: this information is required if the asset is listed and it would be helpful if these details could be supplied to assist the Council in contacting the owners in respect to the nomination for listing. Information may be obtained online from: www.landregistry.gov.uk/

**HM Land Registry,
Leigh Court,
Torrington Avenue,
Coventry, CV4 9XZ,
Tel: 0844 892 1111**

Owner 1 – name and address

**Birmingham City Football Club PLC, St Andrew's Trillion Trophy Stadium,
Cattell Road, Birmingham B9 4RL**

.....

Leaseholder No

Freeholder Yes

Owner 2 – name and address

.....

.....

Leaseholder Yes/no

Freeholder Yes/no

If there are more than two freehold or leasehold owners please give their details on a separate sheet to accompany this application.

5) Who are the current occupiers of the asset?

Please supply proof: this information is required if the asset is listed and it would be helpful to assist the Council in contacting the occupiers in respect to the application for listing. Information may be available from HM Land Registry at their address above.

Occupier 1 – name and address

**Birmingham City Football Club PLC, St Andrew's Trillion Trophy Stadium,
Cattell Road, Birmingham B9 4RL**

.....

Occupier 2 – name and address

.....

.....

Occupier 3 – name and address

.....

.....

Please add the details of any other occupier of the asset on a separate sheet to accompany this application.

6) What reasons do you have for nominating the asset, why do you think it is of community value?

This is to assist the Council in deciding whether or not the asset meets the criteria for listing. (See attached guidance on 'Definition of an asset of community value')

The stadium at St Andrew's was on the register of Assets of Community Value, Ref ACV07 following an application by the Blues Supporters Society Ltd. The original registration date was 21 October 2013 and ran until 21 October 2018. We wish to apply for a new registration to replace the previous registration as it has now lapsed. We believe that the Stadium at St. Andrew's has been and continues to be a vital community asset.

7) Declaration

This must be signed by the appropriate authorised officer in your organisation.

The Council would like to receive as much information as possible. Please confirm that:

- ❖ the information contained within this application is correct and complete
- ❖ the required supporting documents referred to in this application are attached:
 - Site Plan
 - Proof of ownership and occupation
 - Copy of Articles of Association/Trust Deed/Constitution As appropriate

Full Name:

RICHARD JOHN STANLEY

Signature: R. J. Stanley Date: 28.1.19

Position in organisation: DIRECTOR

E-mail: richardstanley@bluestrust.org

Telephone: 07710 585673

Nomination by post: Applications and supporting documents must be clearly marked as 'Asset of Community Value Nomination Form, Confidential' to the address given above.

Applications by electronic mail will be accepted. All supporting documents must be included as e-mail attachments with the nomination, otherwise it will not be considered. Nominations should be e-mailed to the address above.

NB please retain a copy of this form for your records and should your circumstances or contact details change then please let the appropriate contact officer know.

This information will be held in accordance with the Data Protection Act 1998 and information contained herein shared with officers and elected Members from Birmingham City Council and retained for 5 years.

Guidance

Definition of an Asset of Community Value

Section 88 (1) of the Localism Act 2011 defines an asset of community value as:

A building or other land in a local authority's area is land of community value if in the opinion of the authority—

- (a) an actual current use of the building or other land that is not an ancillary use furthers the social wellbeing or social interests of the local community, and;
- (b) it is realistic to think that there can continue to be non-ancillary use of the building or other land which will further (whether or not in the same way) the social wellbeing or social interests of the local community.

Social interests includes (in particular) cultural, recreational or sporting interests

Section 88(2) of the Act extends this definition to land which has furthered social wellbeing or interests in the recent past, and which it is realistic to consider will do so again during the next five years.. There is no definition as to what constitutes the recent past and this is left to the Council to determine.

Exclusions

There are some categories of assets that are excluded from listing. The principal one is residential property. This includes gardens, outbuildings and other associated land, including land that it is reasonable to consider as part of the land with the residence where it is separated from it only by a road, railway line, river or canal where they are in the same ownership as the associated residence. Details of this are set out in paragraphs 1 and 2 of Schedule 1 to the Assets of Community Value Regulations 2012

There is an exception to this general exclusion of residential property from listing; where an asset which could otherwise be listed contains integral residential quarters, such as an accommodation as part of a pub or a care taker's flat, the asset will not on that ground be excluded from listing.

There are two further categories of assets excluded from listing:

- a) Land licensed for use as a residential caravan site (and some types of residential caravan site which do not need a licence), in paragraph 3 of Schedule 1
- b) Operational land of statutory undertakers as defined in s 263 of the Town and Country Planning Act 1990, in paragraph 4 of Schedule 1 (e.g. land owned by utility companies, the civil aviation authority, the post office etc), which is organisations like the Post Office, Civil Aviation Authority, Transport providers, utilities, etc.



**MODEL RULES
FOR A
SUPPORTERS COMMUNITY
MUTUAL (2011 VERSION)**

**Supporters Direct
3rd Floor, Victoria House, Bloomsbury Square,
London. WC1B 4SE**

Sponsoring Bodies for registration purposes:



Register No:

RULES

of

BLUES SUPPORTERS SOCIETY

LIMITED

**Registered under the Industrial
and Provident Societies Acts 1965 - 78**

The development of the original Model Rules for a Supporters Community Mutual was promoted and funded by the Co-operative Party with help and advice from Co-operatives UK, Cobbetts Solicitors and Supporters Direct and their contribution is hereby gratefully acknowledged

RULES

NAME AND DEFINITIONS

1. The name of the Society is to be Blues Supporters Society Limited and it is called "the Society" in the rest of these Rules;

Birmingham City Football Club PLC is called "the Club"; and City of Birmingham is called "the Area"

INTERPRETATIONS

2. In these Rules:

"the Act" refers to the Industrial and Provident Societies Act 1965 or any Act or Acts amending or in substitution of it or them for the time being in force;

"Address" means a postal address or, for the purposes of electronic communication, a fax number, email address or telephone number for receiving text messages;

"The Society" means the above-named society;

"The Society Board" or "the Directors" means all those persons appointed to perform the duties of Directors of the Society;

"Director" means a director of the Society and includes any person occupying the position of Director, by whatever name called;

"Society Board Meeting" includes, except where inconsistent with any legal obligation a physical meeting, a meeting held by electronic means and a meeting held by telephone;

"Electronic Means" shall include email, video links and secure authenticated website transactions.

"Employee" means anyone over the age of 16 holding a contract of employment with the Society to perform at least eight hours of work per week for the Society;

"Independent Examination" means an independent examination of the Society's accounts which may only be carried out:

- in accordance with guidance issued by Supporters Direct; and
- in years in which the Society has disappplied the obligation to conduct an audit in accordance with section 4A of the Friendly and Industrial and Provident Societies Act 1968 (the "1968 Act").

For the avoidance of doubt, if the Society is obliged under section 9A of the 1968 Act to produce an accountant's report it must do so even if it also carries out an Independent Examination for that year of account.

"Member" has the meaning as detailed under 'Membership' in these Rules;

"Person" means, unless the context requires otherwise, a natural person, unincorporated body, firm, partnership, corporate body or any representative of an unincorporated body, firm, partnership or corporate body;

"Registrar" means the Financial Services Authority or any successor body in function;

"Rules" means the Society's Rulebook;

"Writing" means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise;

3. **COMMUNITY BENEFIT PURPOSE**

The Society's purpose is to be the vehicle through which a healthy, balanced and constructive relationship between the Club and its supporters and the communities it serves is encouraged and developed. The business of the Society is to be conducted for the benefit of the community served by the Club and not for the profit of its members.

4. **OBJECTS**

The Society's objects are to benefit the community by:

- 4.1 being the democratic and representative voice of the supporters of the Club and strengthening the bonds between the Club and the communities which it serves;
- 4.2 achieving the greatest possible supporter and community influence in the running and ownership of the Club;
- 4.3 promoting responsible and constructive community engagement by present and future members of the communities served by the Club and encouraging the Club to do the same;
- 4.4 operating democratically, fairly, sustainably, transparently and with financial responsibility and encouraging the Club to do the same;
- 4.5 being a positive, inclusive and representative organisation, open and accessible to all supporters of the Club regardless of their age, income, ethnicity, gender, disability, sexuality or religious or moral belief.

POWERS

5. The Society may achieve these objects in whole or in part through an interest or interests in companies or societies provided that the objects of the companies or societies are consistent with the Society's objects. [In particular, in pursuit of these objects (but not otherwise) the Society may:
 - 5.1 acquire an interest in or ownership of the Club;
 - 5.2 secure democratic and accountable representation on the Club's Board;
 - 5.3 take any other steps in relation to the Club which enable it to exercise the greatest possible influence in the ownership, governance and management of the Club.]
6. In order to achieve its objects the Society may either itself or through a subsidiary company or society acting under its control:
 - 6.1 buy, sell and lease property;
 - 6.2 borrow;
 - 6.3 grant security over its property and assets;
 - 6.4 establish promote and maintain for the purposes of the Society any lawful fund raising scheme;
 - 6.5 buy and hold shares in the Club;

- 6.6 hold and exercise proxies for shares in any company owning or controlling the Club either itself or through a subsidiary;
- 6.7 promote means to give supporters greater opportunity to invest in the Club;
- 6.8 award pensions, allowances, gratuities and bonuses to past and present employees (including their dependants and people connected with them) of:
 - 6.8.1 the Society;
 - 6.8.2 any predecessor of the Society; and
 - 6.8.3 any subsidiary company or society of the Society;
- 6.9 set up and maintain itself or with others trusts funds or schemes (whether contributory or non-contributory) intended to provide pension or other benefits for the people referred to in the preceding sub-paragraph;
- 6.10 indemnify or take out and maintain insurance for the benefit of people who are or were:
 - 6.10.1 members of the Society Board; or
 - 6.10.2 officers; or
 - 6.10.3 employees; or
 - 6.10.4 trustees of a pension fundof the Society or any subsidiary company or society of the Society against any liability which they may have as a result of their involvement with the Society or its subsidiaries;
- 6.11 indemnify or take out and maintain insurance for the benefit of people who are or were elected or nominated by the Society to serve on the board of any company owning or controlling the Club;
- 6.12 so far as permitted by these Rules take out and maintain insurance against any risks to which the Society may be exposed;
- 6.13 co-operate with other supporters organisations, co-operatives and societies conducted for the benefit of the community at local, national and international levels;
- 6.14 do anything else which is necessary or expedient to achieve its objects.

APPLICATION OF SURPLUS

- 7. The surpluses of the Society are not to be distributed either directly or indirectly in any way whatsoever among members of the Society but shall be applied:
 - 7.1 to maintain prudent reserves;
 - 7.2 on expenditure to achieve the Society's objects;
 - 7.3 in paying interest on or repaying issued share capital in accordance with the provisions of these Rules.

ASSET LOCK OPTION

8. Restriction on use: Pursuant to regulations made under section 1 of the Co-operatives and Community Benefit Societies Act 2003:
- 8.1 All of the society's assets are subject to a restriction on their use.
- 8.2 The society must not use or deal with its assets except:
- 8.2.1 where the use or dealing is, directly or indirectly, for the purpose that is for the benefit of the community;
- 8.2.2 to pay a member of the society the value of his withdrawable share capital or interest on such capital;
- 8.2.3 to make a payment pursuant under section 24 (proceedings on death or nominator), 25 (provision for intestacy) or 26 (payments in respect of mentally incapable persons) of the Industrial and Provident Societies Act 1965;
- 8.2.4 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;
- 8.2.5 where the society is to be dissolved or wound up, to pay its creditors; or
- 8.2.6 to transfer its assets to one or more of the following:
- 8.2.6.1 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;
- 8.2.6.2 a community interest company;
- 8.2.6.3 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;
- 8.2.6.4 a charity (including a community benefit society that is a charity); or
- 8.2.6.5 a body, established in Northern Ireland or a State other than the United Kingdom, that is equivalent to any of those persons.
- 8.3 Any expression used in this Rule which is defined for the purposes of regulations made under section 1 of the 2003 Act shall have the meaning given by those regulations.

MEMBERSHIP

9. The members of the Society are the people whose names are entered in the register of members. The first members are the people who sign these Rules in applying for registration.
10. Membership is open to any individual, unincorporated body, firm, partnership or corporate body who or which:
- 10.1 is a supporter of the Club; or

- 10.2 has an interest in the game of football in the Area and is in sympathy with the objects of the Society; and
- 10.3 is 16 years of age or older;
- 10.4 agrees to attend General Meetings and to take an active interest in the operation and development of the Society and its business;
- 10.5 agrees to respect commercial confidentiality in relation to business decisions of the Society; and
- 10.6 agrees to be bound by these Rules and by Rules 3 and 7 in particular.

The Society Board shall have power to refuse membership to any person who does not in the opinion of the Society Board meet these requirements.

- 11. Every member holds one ordinary share in the capital of the Society. No member may hold more than one ordinary share in the Society either individually or jointly
- 12. The Society Board will decide and issue a form of application for membership. Members are to pay an annual subscription of such reasonable sum as the Society Board shall decide, the first payment to be made at the time of application for membership. The sum of £1 from the first payment shall be applied to purchase an ordinary share in the Society.
- 13. The Society Board shall have the right to offer a class of junior membership with or without payment to minors under the age of 16 but no person under the age of 16 shall be entitled to a share in the Society or be entitled to vote at any general meeting of the Society.
- 14. No person under the age of 16 may be an officer of the Society.
- 15. A corporate body or firm which is a member may by resolution of its governing body appoint any person it thinks fit to be its deputy and revoke such an appointment. A copy of any such resolution signed by two members of the governing body and in the case of a local authority by the authorised officer of the Council shall be sent to the Secretary of the Society. The deputy will be entitled to exercise all rights of membership on behalf of the corporate body including seeking election as an officer and speaking and voting at any general meeting. References in these Rules to a member being present in person include members which are corporate bodies being present through their deputy.

SHARES

- 16. The Society has ordinary shares and may have Capital Funding Shares in accordance with the provisions set out at Rule 21.
- 17. The following provisions apply to shares in the Society:
 - 17.1 Shares shall be withdrawable only in accordance with the provisions of these Rules;
 - 17.2 Shares shall not be transferable except on death or bankruptcy or with the consent of the Society Board;
 - 17.3 Application for shares shall be made to the Board of the Society who shall allot to members, upon their admission, the share or shares for which they have applied provided that the total number of shares allotted to any member shall not exceed the maximum shareholding permitted by these Rules or by law;
 - 17.4 Shares shall be paid for in full on allotment.

ORDINARY SHARE PROVISIONS

18. The ordinary shares of the Society shall be of the nominal value of £1.00.
19. If a member ceases to be a member, the ordinary share registered in the name of that member is to be cancelled and the amount subscribed for the share is to become the property of the Society.
20. Ordinary shares shall not be withdrawable and do not carry any right to interest, dividend or bonus.

CAPITAL FUNDING SHARE PROVISIONS

21. In order to fund its business, the Society may issue Capital Funding Shares. Capital Funding Shares may be issued in such denomination and upon such terms as the Society Board shall decide, subject to the Rules, and in particular the following provisions:
 - 21.1 Capital Funding Shares shall not be withdrawable except with the consent of the Society Board;
 - 21.2 The Society Board may specify a date or dates on which Capital Funding Shares may be withdrawn and may make provision for the withdrawal of different issues of shares on different dates;
 - 21.3 The Society Board may pay interest to holders of Capital Funding Shares as compensation for the use of such funds, but the rate of interest shall be no higher than the Society Board considers to be necessary to attract the funding needed for the business of the Society and shall not in any event be higher than 2% above clearing bank base rate from time to time. The rate may vary within these limits between different issues of shares;
 - 21.4 No withdrawal of Capital Funding Shares or payment of interest on them shall be made except from trading surpluses and any withdrawal or payment shall be at the discretion of the Society Board having regard to the long term interests of the Society, the need to maintain prudent reserves and the Society's primary commitment to community benefit;
 - 21.5 Capital Funding Shares may only be issued to members;
 - 21.6 On the solvent dissolution or winding up of the Society, holders of Capital Funding Shares shall have no financial entitlement beyond payment of outstanding interest and repayment of paid-up share capital.

REMOVAL OF MEMBERS

22. A member shall cease to be a member if they:
 - 22.1 fail after written demand to pay their annual subscription;
 - 22.2 die (in the case of the individual);
 - 22.3 cease to exist (in the case of a body corporate);
 - 22.4 are the nominee of an unincorporated Society or firm which is wound up or dissolved;
 - 22.5 are the nominee of an unincorporated organisation or firm which removes or replaces them as its nominee;
 - 22.6 are not the holder of a fully paid up share;

- 22.7 are expelled under these Rules; or
- 22.8 withdraw from membership by giving at least one month's written notice to the Secretary.
- 23. A member may be expelled for conduct prejudicial to the Society in accordance with any Disciplinary Policy adopted by the Society (which is to comply with any guidance issued by Supporters Direct).

ORGANISATION

- 24. The powers of the Society are to be exercised by the members and the Board of the Society in the way set out in the Rules which follow.

RIGHTS AND POWERS OF MEMBERS

- 25. The members have the rights and powers available to them under the law relating to Community Benefit Societies and are to decide in particular the issues specifically reserved to them by these Rules.
- 26. The members may by a resolution carried by not less than two-thirds of the members voting at a general meeting but not otherwise give directions to the Society Board. A member wishing to propose a members' resolution for consideration at a general meeting shall give notice in writing to the Secretary of such wish, and of the justification for, form and content of the resolution, not later than noon 28 days before that meeting is to be held. The following provisions apply to any directions given:
 - 26.1 any direction must:
 - 26.1.1 be consistent with these Rules and with the Society's contractual, statutory and other legal obligations; and
 - 26.1.2 not affect the powers and responsibilities of the Society Board under Rule
 - 26.2 Any person who deals with the Society in good faith and is not aware that a direction has been given may deal with the Society on the basis that no direction has been given.

DUTIES AND POWERS OF BOARD OF DIRECTORS

- 27. The Society Board is to ensure that the business of the Society is conducted in accordance with these Rules and with the interests of the community and in accordance with the Board Membership and Conduct Policy adopted by the Society (which is to comply with any guidance issued by Supporters Direct). The Society Board:
 - 27.1 may exercise all the Society's powers which are not required by these Rules or by statute to be exercised by the Society in general meeting;
 - 27.2 may delegate any of its powers to committees consisting of such of its own number (and others, provided that Society Board members remain in a majority on such committees) as it thinks fit who shall, in the function entrusted to them, conform in all respects to the instruction given to them by the Society Board. The following provisions apply to any such delegation:
 - 27.2.1 any delegation may be revoked and its terms may be varied;

- 27.2.2 the proceedings of any sub-committee shall be governed by the rules regulating the proceedings of the Society Board so far as they are capable of applying;
- 27.3 shall determine from time to time the categories of transaction which require the approval of the Society Board
- 27.4 shall approve the use of the Society's seal (if any).

GENERAL MEETINGS

- 28. The Society shall, within six months of the end of the financial year, hold a general meeting of the Members as its annual general meeting and shall specify the meeting as such in the notices calling it. The first annual general meeting may be called by the Society Board at any time within this period. The Society is to ensure that all general meetings are accessible so as to encourage participation in them by members. All general meetings are to be held in accordance with the Society's Standing Orders for General Meetings, which shall be determined by the Board of Directors and must comply with any guidance issued by Supporters Direct.
- 29. The business of an annual general meeting shall normally comprise, where appropriate:
 - 29.1 the receipt of the accounts and balance sheet and of the reports of the Society Board and auditor (if any);
 - 29.2 the appointment of an auditor, if required;
 - 29.3 the election of the Society Board or the results of the election if held previously by ballot;
 - 29.4 the audit of any other aspect of the performance of the Society;
 - 29.5 the application of surplus; and
 - 29.6 the transaction of any other business included in the notice convening the meeting.The business of any general meeting shall comprise:
 - 29.7 consideration of any member's resolution, notice of which has been given to the Secretary in accordance with Rule 26;
 - 29.8 consideration of any resolution proposed by the Board; and
 - 29.9 consideration of any other business relating to the affairs of the Society which any member or the Board may wish to raise but no resolution may be put to the vote of the meeting under this item.
- 30. All general meetings other than annual general meetings are called special general meetings.
- 31. The Secretary, at the request of the Board of Directors may convene a general meeting of the Society. The purpose of the general meeting shall be stated in the application and notice of the meeting.
- 32. The Board of Directors upon an application by not less than 20 members or 5% of the membership, whichever is the greater, delivered to the Society's registered office, shall convene a general meeting. The purpose of the special general meeting shall be stated in the application and notice of the meeting. No business other than that stated in the notice of the meeting shall be conducted at the meeting.

33. A special general 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.
34. If, within one month from the date of the receipt of the application, the Society Board have not convened a special general meeting, any three Members of the Society acting on behalf of the signatories to the application may convene a special general meeting, and shall be reimbursed by the Society for any costs incurred in convening such a meeting.
35. Notice of a general meeting is to be given either:
 - 35.1 in writing; or
 - 35.2 where a member has agreed to receive notice in this way, by such electronic means as the Society Board shall decide
 - at least 14 clear days before the date of the meeting. The notice must:
 - 35.2.1 be given to all members and to the members of the Society Board and to the auditors (if any);
 - 35.2.2 state whether the meeting is an annual or special general meeting;
 - 35.2.3 give the time, date and place of the meeting; and
 - 35.2.4 indicate the business to be dealt with at the meeting.
36. Any notice to a member may be given either:
 - 36.1 personally; or
 - 36.2 by sending it by post in a prepaid envelope addressed to the member at their registered address; or
 - 36.3 by leaving it at that address; or
 - 36.4 (if a register of e-mail addresses is maintained by the Society and the member has notified the Society of an e-mail address) by e-mail to their registered e-mail address.

Notices or communications sent by first class post to members at their registered address are deemed to have been duly served 48 hours (excluding Sundays) after being posted. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. The proceedings at a general meeting are not invalid if:

 - 36.4.1 there has been an accidental omission to send a notice to a member or members; or
 - 36.4.2 the notice is not received by a member or members.
37. A member present either in person or by proxy at any meeting of the Society shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.
38. Before a general meeting can do business there must be a quorum present. Except where these Rules say otherwise a quorum is 20 members or 5% of the members entitled to vote at the meeting whichever is lower.

39. The Society Board may decide where a general meeting is to be held.
40. If the Society has appointed an auditor in accordance with these Rules they shall be entitled to attend general meetings of the Society and to receive all notices of and communications relating to any general meeting which any Member of the Society is entitled to receive. The auditor shall be entitled to be heard at any meeting on any part of the business of the meeting which is of proper concern to an auditor.
41. The Chair shall facilitate general meetings. If he or she is absent or unwilling to act at the time any meeting proceeds to business then another Society Board member shall facilitate the meeting. If no other Society Board member is present or willing to act, the members present shall choose either one of their number or an independent person recommended by the Society Board to be the Chair for that meeting. If a quorum is not present within half an hour of the time the general meeting was due to commence, or if during a meeting a quorum ceases to be present, the Chair must adjourn the meeting for at least 7 days. If within half an hour of the time the adjourned meeting was due to commence a quorum is not present, the Members present shall constitute a quorum.
42. The Chair of a general meeting may adjourn the meeting whilst a quorum is present if:
 - 42.1 The meeting consents to that adjournment; or
 - 42.2 It appears to the Chair that an adjournment is necessary to protect the safety of any persons attending the meeting or to ensure that the business of the meeting is conducted in an orderly manner.
43. When adjourning a meeting the Chair must specify the date, time and place to which it will stand adjourned or that the meeting is to continue at a date, time and place to be fixed by the Society Board.
44. If the meeting is adjourned for 14 days or more, at least 7 clear days' notice of the adjourned meeting shall be given in the same manner as the notice of the original meeting.
45. No business shall be transacted at an adjourned meeting other than business which could properly have been transacted at the meeting if the adjournment had not taken place.
46. Each Member shall have one vote on any question to be decided in general meeting.
47. A resolution put to the vote at a general meeting shall be decided on a show of hands unless a paper poll is demanded in accordance with these Rules. Unless a paper poll is demanded, a declaration by the Chair that a resolution has on a show of hands been carried or lost recorded in the minutes of the proceedings of the general meeting shall be conclusive evidence of the fact without proof of the number or proportions of the votes recorded in favour or against such resolution.
48. In the case of an equality of votes, whether on a show of hands or a poll, the Chair shall not have a second or casting vote and the resolution shall be deemed to have been lost.

RESOLUTIONS

49. Decisions at general meetings shall be made by passing resolutions:
 - 49.1 The following decisions must be made by extraordinary resolution:
 - 49.1.1 Any amendment to the Society's Rules;
 - 49.1.2 The decision to wind up the Society.

- 49.2 All other decisions shall be made by ordinary resolution.
50. An extraordinary resolution is one passed by a majority of not less than 75% of votes cast at a general meeting and an ordinary resolution is one passed by a simple majority (51%) of votes cast.
51. Resolutions may be passed at general meetings or by written resolution. A written resolution may consist of several identical documents signed by one or more Members.
52. A proxy may be appointed and the appointment may instruct the proxy to vote in a particular way or as he or she thinks fit. A proxy is to be appointed as follows:
- 52.1 in writing;
 - 52.2 in any usual form or any other form which the Society Board may approve;
 - 52.3 under the hand of the appointor or of their attorney duly authorised in writing; and
 - 52.4 by depositing the appointment document at the registered office of the Society or at such other place within the United Kingdom as the Society shall specify not less than two clear days before the day fixed for the meeting at which the proxy is authorised to vote. Where the appointment document is exercised by an attorney on behalf of the appointor the authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the Society Board is to be lodged with the appointment document.
 - 52.5 If this procedure is not followed the appointment of the proxy will be invalid.
53. The following further rules apply to proxies.
- 53.1 No person other than the Chair of the meeting can act as proxy for more than 3 members.
 - 53.2 Any question as to the validity of a proxy is to be determined by the Chair of the meeting whose decision is to be final.
 - 53.3 A proxy need not be a member of the Society.
54. A vote given or poll demanded by proxy or by the duly authorised deputy of a corporate body, shall be valid unless notice of termination of the authority is received by the Society at the registered office or at any other place at which the instrument of proxy was duly deposited before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded.
55. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered. Any objection made in due time about any vote whether tendered personally or by proxy is to be determined by the Chair of the meeting, whose decision is to be final. Every vote not disallowed at the meeting will be valid.

POSTAL BALLOTS

56. Where:
- 56.1 the Society Board considers that a significant issue has arisen which should be determined by the members of the Society the issue shall be determined by a postal ballot of the members of the Society conducted in accordance with such procedure as the Society Board shall determine subject to the following principles:

- 56.1.1 Notice of the ballot shall be given to each member of the Society in the same way as notice of a meeting is to be given;
 - 56.1.2 The notice must set out clearly the issue to be decided;
 - 56.1.3 Sufficient information must be provided to members to enable an informed decision to be made; and
 - 56.1.4 The date by which voting papers are to be returned must be clearly stated.
- 56.2 In any case where a postal ballot is appropriate the Society Board may make such provision as it thinks fit to permit notice of the ballot to be given and voting to be conducted by electronic means.

CONSTITUTION OF BOARD

- 57. The Society shall have a Board of Directors comprising not less than 6 and not more than 10 persons.
- 58. The initial Directors of the Society from registration until the first Annual General Meeting shall be appointed by the members on whose application the Society is registered.
- 59. Only Members of the Society who are aged 16 years or more may serve on the Board of Directors.
- 60. Elected directors shall be elected only in accordance with the Election Policy adopted by the Society.
- 61. Members of the Board of Directors will normally serve for periods of two years, according to the Society's Board Membership and Conduct Policy.
- 62. At the first Annual General Meeting all members of the Board of Directors shall stand down. A retiring Society Board member shall be eligible for re-election.
- 63. At the annual general meetings following the first annual general meeting of the Society [half or one third] of the members of the Society Board first elected by the members (to be chosen by lot) will resign from office. Thereafter the half of the members of the Society Board elected by the members who have served the longest at the date of the annual general meeting each year will resign. If at any time there is an uneven number of elected directors, the Society Board shall decide the number of elected directors to resign in accordance with this Rule, which shall be approximately half of the total number.
- 64. New Directors shall be elected in accordance with the Society's Election Policy including by authenticated electronic means and postal ballot. The Society's Election Policy is to comply with any guidance issued by Supporters Direct.
- 65. The Society Board may at any time co-opt any Member of the Society or the representative of an organisation which is a Member to fill a casual vacancy in the Board of Directors, provided that at no time shall more than one-third of the members of the Society Board be co-opted members. A casual vacancy shall be deemed to exist if the number of Directors should drop below the minimum prescribed in these Rules or below the number elected at the preceding Annual General Meeting.
- 66. The Society Board may co-opt up to 4 external Directors to the Society Board in addition to the number of Directors specified in these Rules provided that at all times the total number of external directors and Members co-opted under Rule 65 shall be in the minority. A Director co-opted in accordance with this rule shall serve for a fixed period determined by the Society

Board at the time of co-option, subject to a review at least every twelve months, may be removed from office at any time by a resolution passed by a majority of the members of the Society Board, and may be remunerated in an amount (to be disclosed in the published accounts) from time to time, as fixed by the Society Board. External Directors shall be selected by virtue of their specialist skills and experience considered to be of benefit to the Society.

67. In the event that the size of the Society Board should drop below the minimum number of members prescribed in these Rules, the Directors may act to increase their number or to call a General Meeting of the Society, but for no other purpose.
68. The Society Board shall ensure that the business of the Society is conducted in accordance with these Rules and with the interests of the community and in accordance with any bye-laws, policies or procedures adopted by the Society.

BOARD MEETINGS

69. Any two Directors may, and the Secretary on the requisition of a Director shall, call a meeting of the Board of Directors by giving reasonable notice of the meeting to all Directors. Notice of any meeting of the Board of Directors must indicate the date, time and place of the meeting and, if the directors participating in the meeting will not be in the same place, how they will communicate with each other
70. The Board of Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. All Board meetings are to be held in accordance with the Society's Standing Orders for Board Meetings, which shall be determined by the Board of Directors and must comply with any guidance issued by Supporters Direct.
71. A Director is able to exercise the right to speak at a meeting of the Board of Directors and is deemed to be in attendance when that person is in a position to communicate to all those attending the meeting. The Directors may make whatever arrangements they consider appropriate to enable those attending a meeting of the Board of Directors to exercise their rights to speak or vote at it including by electronic means. In determining attendance at a meeting of the Board of Directors, it is immaterial whether any two or more Directors attending are in the same place as each other.
72. Questions arising at any meetings shall be decided by a majority of votes cast. For the avoidance of doubt, abstentions are not to be classed as votes cast. In the case of an equality of votes the Chair shall have a casting vote.
73. A written resolution, circulated to all Directors and signed by a simple majority (51%) of Directors, shall be valid and effective as if it had been passed at a Society Board meeting duly convened and held. A written resolution may consist of several identical documents signed by one or more Directors.
74. The Board of Directors may, at its discretion, invite other persons to attend its meetings with or without speaking rights and without voting rights. Such attendees will not count toward the quorum.

QUORUM

75. The quorum necessary for the transaction of business at a meeting of the Board of Directors shall be 50% of the Directors or 3 Elected Directors, whichever is the greater.
76. If at any time the total number of Directors in office is less than the quorum required, the Directors must not take any decisions other than to appoint further Directors or to call a general meeting so as to enable the Members to appoint further Directors.

CHAIR

77. The Chair shall facilitate meetings of the Board of Directors. If he or she is absent or unwilling to act at the time any meeting proceeds to business then the Directors present shall choose one of their number to be the Chair for that meeting. The appointment of a Chair shall be an item of business at the meeting.

DECLARATION OF INTEREST

78. A Director shall declare an interest in any contract or matter in which s/he has a personal, material or financial interest in accordance with the Society's Board Membership and Conduct Policy.

EXPENSES

79. The Society may pay any reasonable expenses in accordance with the Society's Board Membership and Conduct Policy.

TERMINATION OF A DIRECTOR'S APPOINTMENT

80. A person ceases to be a Director of the Society as soon as one of the matters listed in the Board Membership and Conduct Policy as bringing a directorship to an end applies.

OFFICERS

81. The Society Board shall elect from among their own number a Chair, treasurer and such other Officers as they may from time to time decide in accordance with the Society's Board Membership and Conduct Policy. These Officers shall have such duties and rights as may be bestowed on them by the Society Board or by statute and any officer appointed may be removed by the Society Board.

SECRETARY

82. The Board of Directors shall appoint a Secretary of the Society for such term at such remuneration and upon such conditions as they think fit. Any Secretary so appointed may be removed by them. A provision of the Act or these Rules requiring or authorising a thing to be done by or to a Society Board member and the Secretary shall not be satisfied by its being done by or to the same person acting in both capacities.

COMMITTEES OF THE BOARD

83. The Society Board may delegate any of its powers to committees of the Society Board and in particular may appoint a sealing committee.
84. The Society Board will:
- 84.1 decide the membership of each committee;
 - 84.2 appoint the Chair of each committee;
 - 84.3 lay down the procedure to be adopted by each committee (including the quorum);
 - 84.4 produce a written record of the scope and authority of each committee.

FINANCIAL AUDIT

85. The Society Board will in respect of each year of account ending on 31st May:
- 85.1 cause to be prepared a revenue account or revenue accounts which:

- 85.1.1 deal with the affairs of the Society and any subsidiary company or society as a whole for that year; and
 - 85.1.2 give a true and fair view of the income and expenditure of the Society and any subsidiary company or society for that year;
 - 85.2 cause to be prepared a balance sheet giving at that date a true and fair view of the state of the affairs of the Society and any subsidiary company or society.
 - 85.3 in any year of account the Society shall not be required to appoint auditors if it is exempt under the 1968 Act and has disapplied the obligation to do so in accordance with the 1968 Act.
 - 85.4 in any such year, an Independent Examination shall be carried out and all references in Rules 29, 35, 40, 86, 87 and 90 to "auditor(s)" and "audited" shall be read as "Independent Examiner" and "Independently Examined" respectively and Rules 88, 89, 91 and 92 shall not apply.
 - 85.5 for the first year of account, provided the Society is exempt from the requirement to appoint auditors in accordance with the 1968 Act, the Society Board may resolve, by a majority of at least three-quarters, to disapply the obligations to do so in accordance with the Act.
 - 85.6 for the first year of account, where the Society Board has disapplied the obligation to appoint auditors in 84.5 above, this decision must be ratified by the members so resolving by the appropriate margins laid down under the 1968 Act at the First Annual General Meeting. Should the resolution to ratify not be passed, then auditors must be appointed and the first Annual General Meeting adjourned until the earliest practicable date at which audited accounts can be presented.
 - 85.7 for any year of account after the first, any decision to disapply the requirement for audit must be passed by the appropriate margins laid down under the 1968 Act at the Annual General Meeting prior to the Annual General Meeting at which the accounts for the year in question are to be laid before members.
 - 85.8 no decision to disapply shall be valid if the accounts laid before the Annual General Meeting at which the decision is being taken indicate that the turnover of the Society in that financial year is higher than the specified threshold for audit exemption in the Supporters Direct Membership Policy, should such exemption be allowed under that policy.
86. The Board is to lay a revenue account and balance sheet duly audited and signed by the auditor and incorporating the report of the auditor thereon, (if an audit is required) before each annual general meeting, accompanied by a report by the Board on the position of the affairs of the Society and any subsidiary or holding company or society signed by the Chair of the Board meeting at which the report is adopted.
 87. The Society Board is not to cause to be published any balance sheet unless it has previously been audited by the auditor and it incorporates a report by the auditor that it gives a true and fair view of the income and expenditure, or the state of the affairs of the Society, as the case may be. Every revenue account and balance sheet published is to be signed by the Secretary and by two Society Board members acting on behalf of the Society Board.
 88. Subject to Rule 85.4, a qualified auditor must be appointed to audit the Society's accounts and a balance sheet for each financial year. In this Rule "qualified auditor" means a person who is a qualified auditor under Section 7 of the Friendly and Industrial and Provident Societies Act 1968 and Section 25 of the Companies Act 1989.

89. Subject to Rule 85.4, the auditor shall, in accordance with Section 9 of the Friendly and Industrial and Provident Societies Act 1968, make a report to the Society on the accounts examined by them and on the revenue account or accounts and the balance sheet of the Society for the year in question.
90. None of the following persons is to be appointed as auditor of the Society:
 - 90.1 an officer or servant of the Society; or
 - 90.2 a person who is a partner or close relative of or in the employment of or who employs an officer or servant of the Society.
91. Subject to Rule 85.4, the first appointment of an auditor shall be made within three months of the registration of the Society and shall be made by the Society Board if no General Meeting is held within that time. The Society Board may appoint an auditor to fill a casual vacancy occurring between General Meetings. Except as specified in these cases, every appointment of an auditor shall be made by a resolution of a General Meeting of the Society.
92. Subject to Rule 85.4, an auditor for the preceding financial year shall be re-appointed as auditor of the Society for the current financial year unless:
 - 92.1 a resolution has been passed at a General Meeting appointing someone else as auditor or providing expressly that s/he shall not be re-appointed; or
 - 92.2 s/he has given notice in writing to the Society of her/his unwillingness to be re-appointed; or
 - 92.3 s/he is ineligible for appointment as auditor of the Society for the current financial year; or
 - 92.4 s/he has ceased to act as auditor of the Society by reason of incapacity.
93. Any resolution of a General Meeting of the Society either to remove an auditor from office or to appoint another person as auditor shall not be effective unless notice of the proposed resolution has been given to the Society at least twenty-eight days prior to the meeting at which the resolution is to be considered. At least fourteen days' notice of such resolution must then be given to Members of the Society in the manner prescribed in these Rules and in writing to the auditors.

PERFORMANCE AUDIT

94. A general meeting of the Society may require the Society Board to appoint appropriate people to act as auditors of the achievement by the Society of its objects or any aspect of the Society's performance of its obligations under these Rules.

ANNUAL RETURNS

95. The Society will make an annual return to the Registrar as required by the Act.
96. The Society will supply a copy of the last annual return with all supporting documents to any member on request and without charge.

AMENDMENT TO RULES

97. Unless these Rules say otherwise any Rule may be altered or rescinded, or any new rule may be made, by extraordinary resolution. No change to these Rules shall be valid until registered.

98. In the case of this Rule, Rule 3, and Rule 7 the quorum at any general meeting called to consider a resolution to amend shall be not less than one half of the members entitled to vote at the meeting if the Society has up to 200 members when the meeting is called; not less than one third of the members entitled to vote at the meeting if the Society has more than 200 but less than 1000 members when the meeting is called; and not less than one quarter of the members entitled to vote at the meeting if the Society has more than 1000 members when the meeting is called. [Rule 8 may not be amended or rescinded.]

CHANGES TO THE CONSTITUTION

99. The Act provides that the Society may by special resolution as defined in the Act:
- 99.1 amalgamate with another society or a company registered under the Companies Acts
 - 99.2 transfer its engagements to another society or a company registered under the Companies Acts
 - 99.3 convert itself into a company registered under the Companies Acts

The quorum at any general meeting called to consider such a resolution shall be 50% of the members entitled to attend and vote at the meeting unless the resolution proposes an amalgamation with or transfer of engagements to another industrial and provident society trading for the benefit of the community and having provisions in its rules substantially identical to Rule 3, Rule 7, Rule 8 and this Rule.

INVESTMENT AND BORROWING

100. The funds of the Society may, to the extent permitted by the law for the time being in force and with the authority of the Society Board, be invested:
- 100.1 in the shares of any company or society;
 - 100.2 in any manner expressly authorised by the Act;
- but are not to be invested otherwise.
101. The Society may borrow money on such terms as the Society Board shall authorise save that any borrowing that would require a significant proportion of the society's turnover to be apportioned to repaying such borrowing, or that would use the assets of the society (and/or any subsidiaries) as security for such borrowing, shall require the approval of the society in general meeting.
102. A duly appointed receiver or manager of the whole or part of the Society's property may assume such powers of the Society Board as he or she considers necessary to carry out his or her duties under the instrument of appointment.

DISSOLUTION

103. The Society may be dissolved by the consent of three-quarters of the members who sign an instrument of dissolution in the form provided by the Registrar or by winding-up in the manner provided by the Act.
104. Subject to Rule 8, if on the winding up or dissolution of the Society there remains, after the satisfaction of all its debts and liabilities any property whatsoever the same is to be transferred to:
- 104.1 a sporting charity or sporting charities operating in the Area: and/or

104.2 one or more societies established for the benefit of the community operating in the Area; and/or

104.3 one or more societies established for the benefit of the community

in each case as determined by the members at a meeting called to decide the issue. Nothing belonging to the Society shall be transferred to any other society unless that society has in its rules a rule substantially in the terms of this Rule.

INDEMNITY

105. Subject to the following rule, any Director or former Director of the Society may be indemnified out of the Society's assets against:

105.1 Any liability incurred by that Director in connection with any negligence, default, breach of duty or breach of trust in relation to the Society;

105.2 Any liability incurred by that Director in connection with the activities of the Society in its capacity as a trustee of an occupational pension scheme;

105.3 Any other liability incurred by that Director as an officer of the Society.

106. The above Rule does not authorise any indemnity which would be prohibited or rendered void by any provision of law.

107. The Society Board may decide to purchase and maintain insurance, at the expense of the Society, for the benefit of any Director or former Director of the Society in respect of any loss or liability which has been or may be incurred by such a Director in connection with their duties or powers in relation to the Society or any pension fund or employees' share scheme (if established) of the Society.

MISCELLANEOUS ADMINISTRATIVE PROVISIONS

108. The Society Board may make or adopt bye-laws, policies or procedures for the conduct of the Society's business and may where it considers it to be necessary or appropriate arrange for them to be ratified by members in general meeting. Details of all bye-laws, policies and procedures in force shall be made available to members.

109. Anything done in good faith by any meeting of the Society Board shall be valid, notwithstanding that it is afterwards discovered that there was any defect in the appointment of any board member or board members or that any one or more of them were disqualified and shall be as valid as if every board member had been duly appointed and was duly qualified to serve.

110. The Society will not be entitled to rely against other persons on any amendment to its Rules if the amendment had not been registered at the material time and the fact that the amendment had not been registered is not shown by the Society to have been known at that time to the person concerned.

111. The Society shall ensure that minutes are kept of all:

111.1 Proceedings at meetings of the Society; and

111.2 Proceedings at meetings of the Board of Directors and its sub-committees which include names of the Directors present, decisions made and the reasons for those decisions.

- 111.3 Minutes of meetings will be read at the next meeting and signed by the Chair of that meeting. The signed minutes will be conclusive evidence of the events of the meeting.
112. If the Society has a seal it shall be kept in the custody of the Secretary and used only by the authority of the Society Board. Sealing shall be attested by the signature of two Members of the Society Board or of one Member of the Society Board and the Secretary for the time being. If the Society does not have seal, a document which would have previously required to be sealed, should be signed by a Director and secretary or two Directors and accompanied by a written statement that the document has been executed by the society as if under common seal.
113. The Society's registered office is at Cornwall Buildings, 45-51 Newhall Street, Birmingham. B3 3QR. The Society is to keep at its registered office:
- 113.1 a register in which the Secretary is to enter the following particulars:
- 113.1.1 the names and addresses of the members;
 - 113.1.2 details of the share held by each member and of the amount paid or agreed to be considered as paid for that share;
 - 113.1.3 a statement of other property in the Society whether in loans or loan stock held by each member;
 - 113.1.4 the date at which each person was entered in the register as a member and the date at which any person ceased to be a member;
 - 113.1.5 details of any deputy appointed by any corporate member;
 - 113.1.6 the names and addresses of the members of the Society Board with the offices held by them and the dates on which they assumed office.
- 113.2 a duplicate register in which the Secretary is to enter all the particulars in the original register of members other than those referred to in 113.1.2 and 113.1.3 above;
- 113.3 a register of the holders of loan stock in which the Secretary is to enter such particulars as the Society Board direct and register all transfers of loan stock;
- 113.4 a register in which the Secretary is to enter such particulars of all mortgages and charges on land of the Society as the Society Board directs.
114. Subject to the provisions of the Data Protection Act the registers to be maintained by the Society may be kept in electronic form. The Society is to comply with any guidance issued by Supporters Direct in relation to the maintenance of records.
115. The inclusion or omission of the name of any person from the original register of members shall, in the absence of evidence to the contrary, be conclusive evidence that such person is or is not a member of the Society.
116. The Society is to keep proper books of account with respect to its transactions and to its assets and liabilities in accordance with Sections 1 and 2 of the Friendly and Industrial and Provident Societies Act 1968.
117. Members are entitled to inspect:
- 117.1 their own account
 - 117.2 the duplicate register
- at the registered office at any reasonable time.

118. The Secretary is to deliver a copy of these Rules to every person on demand on payment of an amount fixed by the Society Board subject to the statutory maximum.
119. No change in the address of the registered office is valid until registered by the Registrar. The Secretary shall notify the Registrar in the form prescribed.
120. The registered name of the Society is to be engraved in legible characters on its seal if it has one.
121. The registered name of the Society is to be displayed on the outside of the registered office and every other office or place in which the business of the Society is carried on. The registered name of the Society is also to be mentioned in legible characters in all:
 - 121.1 business letters, notices, advertisements and other official publications
 - 121.2 bills of exchange, promissory notes, endorsements, cheques and orders for money or goods purporting to be signed by or on behalf of the Society
 - 121.3 bills, invoices, receipts and letters of credit of the Society.
122. The Society is registered under the Industrial and Provident Societies Acts 1965-78 (referred to as "the Act" in these Rules). Any references to the Act include reference to any statutory re-enactment and/or modification.
123. For the avoidance of doubt the Society shall not engage in any activity by virtue of any of these Rules that would require a permission from the Financial Services Authority (or any body that succeeds its function) to carry on that regulated activity without first having applied for and obtained such permission.

DISPUTES

124. Every unresolved dispute which arises out of these Rules between the Society and:
 - 124.1 a member; or
 - 124.2 any person aggrieved who has ceased to be a member within the six months prior to the date of the dispute; or
 - 124.3 any person claiming through such member or person aggrieved; or
 - 124.4 any person bringing a claim under the Rules of the Society; or
 - 124.5 an officer of the Societyis to be submitted to an arbitrator agreed by the parties or nominated by the Chief Executive (or equivalent) of Supporters Direct. The arbitrator's decision will be binding and conclusive on all parties.


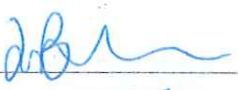



125. Any person bringing a dispute must deposit with the Society the sum of £500 or such other reasonable sum as the Society Board shall decide. The arbitrator will decide how the costs of the arbitration will be paid and what should be done with the deposit.

SIGNATURES OF MEMBERS

FULL NAMES

DATE

<u></u>	<u>ROBERT VALENTINE HUGHES</u>	<u>1/2/12</u>
<u></u>	<u>LEE PAUL BRADSHAW</u>	<u>1/02/12</u>
<u></u>	<u>STEVEN MCCARTHY</u>	<u>1/02/12</u>

SIGNATURE OF SECRETARY

FULL NAME

DATE

<u></u>	<u>MARGARET DECKER</u>	<u>1/2/2012</u>
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Financial Services Authority

Form B

R/IP/RA/2

212s



INDUSTRIAL AND PROVIDENT SOCIETIES ACT 1965

Acknowledgement of Registration of Society

Register No. **31544 R**

Blues Supporters Society Limited is this day registered under the Industrial and Provident Societies Act 1965.

C. H. J.

Date: **21 February 2012**

Financial Services Authority
25 The North Colonnade
Canary Wharf
London, E14 5HS



Official copy of register of title

Title number WM679958

Edition date 30.05.2017

This official copy shows the entries on the register of title on 30 NOV 2018 at 16:20:05.

This date must be quoted as the "search from date" in any official search application based on this copy.

The date at the beginning of an entry is the date on which the entry was made in the register.

Issued on 30 Nov 2018.

Under s.67 of the Land Registration Act 2002, this copy is admissible in evidence to the same extent as the original.

This title is dealt with by HM Land Registry, Coventry Office.

A: Property Register

This register describes the land and estate comprised in the title.

WEST MIDLANDS : BIRMINGHAM

- 1 (09.07.1998) The Freehold land shown edged with red on the plan of the above Title filed at the Registry and being St Andrews Stadium, Cattell Road, Birmingham (B9 4NH).
- 2 (09.07.1998) The Conveyance dated 8 July 1921 referred to in the Charges Register contains the following provision:-

"And it is hereby declared that no right of light support drainage or other easement over any adjoining land of the Vendors shall be deemed to run with the land hereby conveyed or to be granted in this Conveyance to the Purchasers And also that the walls fences and gates to be erected on the pieces of land coloured brown and blue on the said plan shall be not less than six feet high and maintained in good repair by the Purchasers at their own expense to the satisfaction of the Vendors Surveyor And the Purchasers shall at all times hereafter save harmless and keep indemnified the Vendors their estates and their Testators estate and effects from and against all costs charges claims or demands whatsoever for or in respect of road making as aforesaid in connection with the said strips of land coloured blue and brown on the said plan or either of them".

NOTE: The land coloured brown referred to is tinted mauve and the land coloured blue referred to is tinted yellow on the filed plan.

B: Proprietorship Register

This register specifies the class of title and identifies the owner. It contains any entries that affect the right of disposal.

Title absolute

- 1 (09.07.1998) PROPRIETOR: BIRMINGHAM CITY FOOTBALL CLUB PLC (Co. Regn. No. 27318) of St. Andrews Stadium, Cattell Road, Birmingham B9 4NH.
- 2 (09.07.1998) The Conveyance dated 8 July 1921 referred to in the Charges Register contains Purchaser's personal covenant(s) details of which are set out in the schedule of personal covenants hereto.

B: Proprietorship Register continued

- 3 (19.08.2014) RESTRICTION: No transfer or lease of the registered title other than that shown edged and numbered 1 in blue on the title plan is to be registered without a certificate signed by a conveyancer that the transfer or lease did not contravene section 95(1) of the Localism Act 2011.

Schedule of personal covenants

- 1 The following are details of the personal covenants contained in the Conveyance dated 8 July 1921 referred to in the Proprietorship Register:-
- "The Purchasers hereby covenant with the Vendors that they the Purchasers their successors and assigns shall and will within one calendar month after the request in writing of the Vendors or their Agent properly wall or fence off the said strip of land coloured Brown on the said plan from the adjoining land of the Vendors and provided proper gates so as to afford convenient access to the adjoining land and if the said strip of land is scheduled for completion as a public road by the Local Authorities then the Purchasers shall properly make channel pave sewer and complete the same at their own cost and will maintain and keep the said approach in a reasonable state of repair And also shall and will within one calendar month after the request in writing of the Vendors properly wall and fence off the said strip of land coloured blue on the said plan from the adjoining land of the Vendors and if the said strip of land is scheduled for completion as a public road by the Local Authorities the Purchasers shall properly make channel pave sewer and complete the same at their own expense".

NOTE: The land coloured brown referred to is tinted mauve and the land coloured blue referred to is tinted yellow on the filed plan.

C: Charges Register

This register contains any charges and other matters that affect the land.

- 1 (09.07.1998) The land is subject to the following rights reserved by a Conveyance of the land in this title dated 8 July 1921 made between (1) Henry Williams and John Herbert (Vendors) (2) Spencer John Newey and (3) The Birmingham Football Club Limited (Purchasers):-

"Excepting and reserving out of this Conveyance to the Vendors the right of roadway and drainage over and through the strip of land coloured Brown on the said plan into St Andrews Street".

NOTE: The land coloured brown referred to is tinted mauve on the filed plan.

- 2 (09.07.1998) The parts of the land affected thereby are subject to the leases set out in the schedule of leases hereto.
The leases grant and reserve easements as therein mentioned.
- 3 (09.07.1998) A Agreement under Seal made pursuant to Section 106 of The Town and Country Planning Act 1990 dated 6 December 1994 made between (1) Birmingham Heartlands Development Corporation (the Corporation) (2) Birmingham City Football Club PLC (the Owner) and (3) Midland Bank PLC (the Bank) contains the following covenants:-

"The owner covenants with the Council to observe and perform the restrictions and obligations set out in the Schedule hereto

No person shall be liable for any breach of the covenants restrictions or obligations contained in this Agreement occurring after he has parted with his interest in the land or the part in respect of which such breach occurs and has so informed the Corporation in writing but this clause shall not prejudice the rights of the Corporation in respect of any breach occurring prior to parting with their said interest

SCHEDULE

C: Charges Register continued

(Restrictions and obligations)

(1) The Emmeline Street Bridge entrance to the Birmingham City Football Club St. Andrews ground shall be gated with two pairs of double gates and one single gate (in accordance with details shown on Drawing AS(0)002 which have been previously approved by the Corporation)

(2) The double gates shall be kept permanently locked (save for emergency use only)

(3) Whenever a football match is being played at the St. Andrews ground the single gate shall be supervised by a steward of Birmingham City Football Club for the duration of the match being played and for one hour before the start and one hour after the end of each match."

NOTE: Drawing AS(0)002 referred to was not produced on first registration.

Schedule of notices of leases

1	09.07.1998 edged and numbered 1 in blue	electricity sub-station	15.01.1957 99 years from 29.9.1956	WM972616
2	09.07.1998 tinted blue (first floor only) and tinted pink	Land and part of building on the north west side of St Andrew's Ground	27.06.1987 25 years from 27.6.1989	WM551579

End of register

These are the notes referred to on the following official copy

The electronic official copy of the title plan follows this message.

Please note that this is the only official copy we will issue. We will not issue a paper official copy.

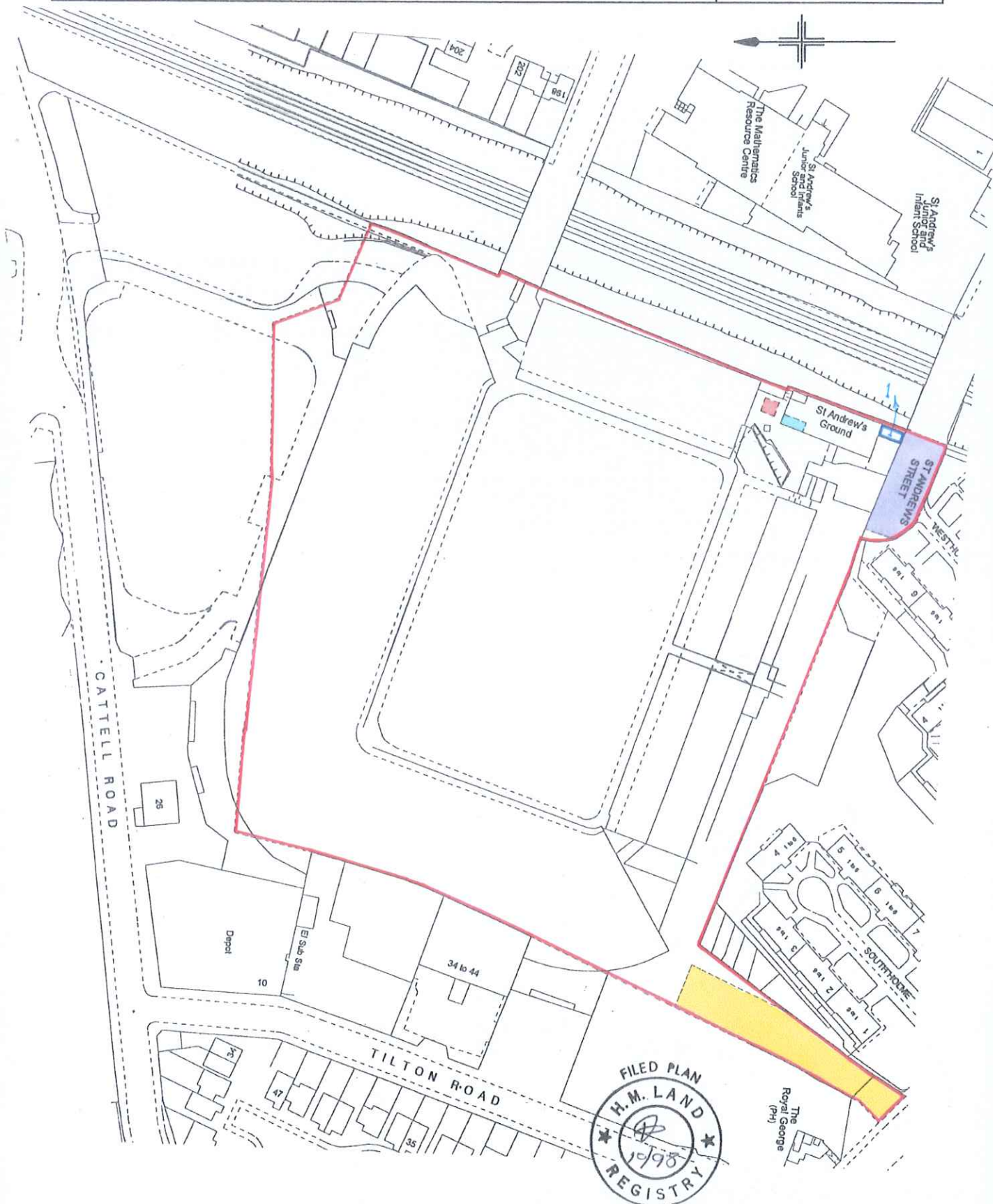
This official copy was delivered electronically and when printed will not be to scale. You can obtain a paper official copy by ordering one from HM Land Registry.

This official copy is issued on 30 November 2018 shows the state of this title plan on 30 November 2018 at 16:20:05. It is admissible in evidence to the same extent as the original (s.67 Land Registration Act 2002). This title plan shows the general position, not the exact line, of the boundaries. It may be subject to distortions in scale. Measurements scaled from this plan may not match measurements between the same points on the ground.

This title is dealt with by the HM Land Registry, Coventry Office .

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H.M. LAND REGISTRY		TITLE NUMBER	
		WM 679958	
ORDNANCE SURVEY PLAN REFERENCE	SP 0986 SW		Scale 1/1250
COUNTY	WEST MIDLANDS	DISTRICT	BIRMINGHAM
			© Crown Copyright



Title of proposed EIA	ACV for St Andrews Stadium
Reference No	EQUA316
EA is in support of	New Policy
Review Frequency	Annually
Date of first review	19/06/2020
Directorate	Neighbourhoods
Division	
Service Area	
Responsible Officer(s)	<input type="checkbox"/> Philip M. Taylor
Quality Control Officer(s)	<input type="checkbox"/> Leroy Pearce
Accountable Officer(s)	<input type="checkbox"/> Chris Jordan
Purpose of proposal	nomination of property as an ACV
Data sources	Other (please specify)
Please include any other sources of data	nomination form from applicants

ASSESS THE POTENTIAL IMPACT AGAINST THE PROTECTED CHARACTERISTICS

Protected characteristic: Age	Not Applicable
-------------------------------	----------------

Age details:

Protected characteristic: Disability	Not Applicable
--------------------------------------	----------------

Disability details:

Protected characteristic: Gender	Not Applicable
----------------------------------	----------------

Gender details:

Protected characteristics: Gender Reassignment	Not Applicable
--	----------------

Gender reassignment details:

Protected characteristics: Marriage and Civil Partnership	Not Applicable
---	----------------

Marriage and civil partnership details:

Protected characteristics: Pregnancy and Maternity	Not Applicable
--	----------------

Pregnancy and maternity details:

Protected characteristics: Race	Not Applicable
---------------------------------	----------------

Race details:

Protected characteristics: Religion or Beliefs	Not Applicable
--	----------------

Religion or beliefs details:

Protected characteristics: Sexual Orientation	Not Applicable
---	----------------

Sexual orientation details:

Please indicate any actions arising from completing this screening exercise.

Please indicate whether a full impact assessment is recommended	NO
What data has been collected to facilitate the assessment of this policy/proposal?	the representations in the nomination application
Consultation analysis	ACV Group. Nomination for the ACV accep
Adverse impact on any people with protected characteristics.	no
Could the policy/proposal be modified to reduce or eliminate any adverse impact?	no
How will the effect(s) of this policy/proposal on equality be monitored?	on an application by application basis
What data is required in the future?	
Are there any adverse impacts on any particular group(s)	No
If yes, please explain your reasons for going ahead.	
Initial equality impact assessment of your proposal	
Consulted People or Groups	
Informed People or Groups	
Summary and evidence of findings from your EIA	The nomination of the property as an ACV is not considered to have an impact on protected groups. The stadium will remain in its current usage.

QUALITY CONTORL SECTION

Submit to the Quality Control Officer for reviewing?	No
Quality Control Officer comments	No protected characteristics have been identified as being affected. I am happy to send this to the Accountable Officer for final approval.
Decision by Quality Control Officer	Proceed for final approval
Submit draft to Accountable Officer?	Yes
Decision by Accountable Officer	
Date approved / rejected by the Accountable Officer	
Reasons for approval or rejection	
Please print and save a PDF copy for your records	Yes

Content Type: Item

Version: 24.0

Created at 21/06/2019 12:17 PM by ☐ Philip M. TaylorLast modified at 11/07/2019 11:39 AM by Workflow on behalf of ☐ Janet L Hinks

Close