**Complete amendment of rules**

Section 1 – About this form

Use this form to register a complete rule change for a society registered under the Co-operative and Community Benefit Societies Act 2014 (2014 Act) (except credit unions); or for societies registered under the Co-operative and Community Benefit Societies Act (Northern Ireland) 1969 (1969 Act). A complete amendment means a whole new set of rules is registered in place of an existing rule book.

* + 1. To register a complete amendment of rules we need:
* this completed form
* one signed copy of the society’s rules (or two copies where not submitting electronically)
* a marked up version of the rules tracking changes made to the model, if you are using a set of model rules
* a completed Statutory Declaration form.
  + - 1. This form, including any details provided on the form, will be made available to the public through the Mutuals Public Register: <https://mutuals.fca.org.uk>. Our privacy notice explains how and why we use personal data: <https://www.fca.org.uk/privacy>.
      2. Societies may find it helpful to read Chapter 3 of our guidance on our registration function under the 2014 Act before completing this form: <https://www.handbook.fca.org.uk/handbook/RFCCBS>

Section 2 – About this application

|  |  |
| --- | --- |
| Society name |  |
| Register number |  |

* + - 1. **2.1 Who should we contact about this application?**

|  |  |
| --- | --- |
| Name |  |
| Role |  |
| Email address |  |
| Phone number |  |

2.2 If you have used a set of model rules please provide the name of the model and the name of sponsoring body.

|  |  |
| --- | --- |
| Sponsor |  |
| Model |  |

2.3 Please confirm you have the consent of the sponsoring body for use of their model rules.

|  |  |
| --- | --- |
| The sponsoring body has consented to our use of their model |  |

Section 3– Conditions for registration.

All societies are registered meeting one of two conditions for registration. These are that the society is either:

* a bona fide co-operative society (‘co-operative society’); or
* are conducting business for the benefit of the community (‘community benefit society’).

We must maintain arrangements that are designed to enable us to determine whether a society is complying with the 2014 Act. One way we do this is by requiring societies to complete the questions at either section 3A or 3B of this form when submitting a rule amendment.

Please only answer one set of questions:

* section 3A for bona fide co-operatives; **or**
* section 3B for societies conducting their business for the benefit of the community.

If you are not sure which of these two conditions for registration applies to you, please read chapters 4 and 5 of our guidance: <https://www.handbook.fca.org.uk/handbook/RFCCBS>.

**Section 3A – Co-operative societies**

Complete this section if your society is a bona fide co-operative society.

* + - 1. **3A.1 What is the business of the society?** For example, do you provide housing, manufacture goods, develop IT systems etc.

|  |
| --- |
|  |

* + - 1. **3A.2 Please describe the members’ common economic, social and cultural needs and aspirations.** In answering this question, please make sure it is clear what needs and aspirations members have in common.

|  |
| --- |
|  |

3A.3 How does the society’s business meet those needs and aspirations? You have described the society’s business at question 3A.1, and at question 3A.2 you have described the common needs and aspirations of members. Please now describe how that business meets those common needs and aspirations.

|  |
| --- |
|  |

* + - 1. **3A.4 How do members democratically control the society?** For example, do the members elect a board at an annual general meeting; do all members collectively run the society.

|  |
| --- |
|  |

**3A.5 What does the society do with any surplus or profit?** For instance, do you pay a dividend to members (and if so, on what basis); does money get reinvested in the business; put into reserves; used for some other purpose?

|  |
| --- |
|  |

* + - 1. **3A.6 Please state any close links which any of the directors has with any society, company or authority.** ‘Close links’ includes any directorships or senior positions held by directors of the society in other organisations.

|  |
| --- |
|  |

**Please go to Section 4.**

**Section 3B – Community benefit societies**

Complete this section if your society conducts its business for the benefit of the community.

* + - 1. **3B.1 What is the business of the society?** For example, do you provide social housing, run an amateur sports club, etc.

|  |
| --- |
|  |

* + - 1. **3B.2 Please describe the benefits to the community the society?** Here we are looking to see *what* the benefits to the community are. Community can be said to be the community at large. For example, do you relieve poverty or homelessness by providing social housing.

|  |
| --- |
|  |

* 1. 3B.3 Please describe how the society’s business delivers these benefits? The business of the society must be conducted for the benefit of the community. Please describe *how* the society’s business (as described in answer to question 5B.1) provides benefit to the community.

|  |
| --- |
|  |

* + - 1. **3B.4 Does the society work with a specific community, and if so, please describe it here?** For instance, are the society’s activities confined to a specific location; or to a specific group of people? Please note that in serving the needs of any defined community, the society should not inhibit the benefit to the community at large.

|  |
| --- |
|  |

**3B.5 What does the society do with any surplus or profit?** For instance, do you donate the money; does money get reinvested in the business; put into reserves; used for some other purpose?

|  |
| --- |
|  |

**3B.6** **Please state any significant commercial arrangements that the society has, or had, with any other organisation that could create, or be perceived as creating, a conflict of interest.** Please tell us how you ensure that any such conflict of interest does not prevent the society from acting for the benefit of the community.

|  |
| --- |
|  |

* + - 1. **3B.7 Please state any close links which any of the directors has with any society, company or authority.** ‘Close links’ includes any directorships or senior positions held by directors of the society in other organisations.

|  |
| --- |
|  |

**Please go to Section 4.**

Section 4 – Table of matters

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

Section 5 – Completing this application

* + - 1. **5.1 Please confirm the rules have been signed by 3 members and the secretary (4 signatures in total)**

|  |  |
| --- | --- |
| The rules contain the required signatures |  |

5.2 Please confirm which of the following you are submitting:

|  |  |
| --- | --- |
| One electronic, scanned signed copy of the rules |  |
| **Or** two signed paper copies of the rules |  |

5.3 Please confirm either:

|  |  |
| --- | --- |
| Model rules have not been used. |  |
| Model rules have been used without amendment |  |
| An amended set of model rules have been used, and a marked up copy detailing the changes made to the model is included with the application. |  |

Section 6 – Statutory Declaration

6.1 Please complete this statutory declaration

An officer of the society or credit union must complete this section:

|  |  |
| --- | --- |
| Name |  |
| Role |  |

I do solemnly and sincerely declare that the amendment of the rules of the said society or credit union, a copy of which is attached marked 'X', complies with 1969 Act/2014 Act (as applicable) and has been duly made by the society in the manner provided in its rules for the making, altering or rescinding of rules.

I make this solemn declaration conscientiously believing it to be true, and by the provisions of the Statutory Declarations Act 1835.

|  |  |
| --- | --- |
| Signature | |
| Date |  |

This was declared before me, a:

|  |  |
| --- | --- |
| Solicitor |  |
| Commissioner for oaths |  |
| Notary Public |  |
| Justice of the Peace |  |

|  |  |
| --- | --- |
| Name |  |
| Declared at: |  |
| Signature | |
| Date |  |

Section 7 – Submitting this form

* + - 1. Please submit a signed, scanned version of your application by email to: mutual.societies@fca.org.uk
      2. Or please submit by post to:
      3. Mutual Societies
      4. Financial Conduct Authority
      5. 12 Endeavour Square
      6. London
      7. E20 1JN

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

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