Register No: 29446R

RULES

of

BRADFORD CITY SUPPORTERS' SOCIETY LIMITED

(Bradford City Supporters' Trust)

Registered under the Industrial and Provident Societies Acts 1965 - 78

Version 2 – 2009.08.25 – New rule 87

RULES

NAME AND DEFINITIONS

1. The name of the Society is to be Bradford City Supporters' Society Limited and it is called "the Society" in the rest of these Rules; Bradford City Football Club is called "the Club" and Bradford and the surrounding area is called "the Area".

OBJECTS

2. The Society's objects are, either itself or through a subsidiary company or society trading for the benefit of the community and acting under its control:

   i) to strengthen the bonds between the Club and the community which it serves and to represent the interests of the community in the running of the Club;

   ii) to benefit present and future members of the community served by the Club by promoting encouraging and furthering the game of football as a recreational facility, sporting activity and focus for community involvement;

   iii) to encourage the Club to take proper account of the interests of its supporters and of the community it serves in its decisions;

   iv) to encourage and promote the principle of supporter representation on the boards of the Club and ultimately to be the vehicle for democratic elections to the board;

POWERS

3. 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 the Society may acquire an interest in the Club or any limited company owning or controlling the Club either itself or through a subsidiary.

4. In order to achieve its objects the Society may either itself or through a subsidiary company or society acting under its control:

   a) buy, sell and lease property;

   b) borrow;

   c) grant security over its property and assets;

   d) establish promote and maintain for the purposes of the Society any lawful fund raising scheme;

   e) buy and hold shares in the Club;

   f) promote means to give supporters a greater opportunity to invest in the Club;

   g) hold and exercise proxies for shares in the Club;

   h) award pensions, allowances, gratuities and bonuses to past and present employees (including their dependants and people connected with them) of;

      (i) the Society;

      (ii) any predecessor of the Society; and

      (iii) any subsidiary company or society of the Society;

I) 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 Rule 4(f);

j) so far as permitted by these Rules indemnify or take out and maintain insurance for the benefit of people who are or were:

(i) members of the Society Board or the Executive Board; or

(ii) officers; or

(iii) employees; or

(iv) trustees of a pension fund

of 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;

k) so far as permitted by these Rules take out and maintain insurance against any risks to which the Society may be exposed;

l) Co-operate with other supporters organisations, co-operatives and societies conducted for the benefit of the community at local, national and international levels;

m) do anything else which is necessary or expedient to achieve its objects.

5. 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.

APPLICATION OF PROFITS

6. The profits or 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:

a) to maintain prudent reserves;

b) on expenditure to achieve the Society's objects.

MEMBERSHIP

7. The members of the Society are the people whose names are entered in the register of members.

8. The first members are the people who sign these Rules in applying for registration.

9. Membership is open to any person firm or corporate body who or which:

a) is a supporter of the Club; or

b) has an interest in the game of football in the Area; and

c) agrees to be bound by these Rules and Rule 6 and 104 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.

The following shall apply in respect of any member who holds shares in the Club:

I) The member is encouraged to give proxy voting rights for all the shares to the Society or its nominee so that the shares are voted in accordance with the policy of the Society

ii) The member will be asked to sign as many blank proxy forms as the Society Secretary reasonably requires from time to time

iii) If a member having granted proxy voting rights to the Society or its nominee wishes to attend a general meeting of the Club:

(1) 14 days notice must be given to the Society Secretary

(2) the voting rights attached to the shares must be exercised in accordance with the policy of the Society.

10. Every member holds one share.

11. The Society Board will decide and issue a form of application for membership. Members are to pay an annual subscription of £25 or such other 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 a share in the Society.

12. The Society Board will have power to offer associate or affiliate status with or without payment or subscription to corporate or unincorporated bodies which support the aims of the Society but no-one shall be entitled to vote at any general meeting of the Society who is not the registered holder of a fully paid up share in the Society.

13. A minor not under the age of 16 may be admitted as a member or joint member of the Society but may not be an officer.

14. 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.

15. No member may hold more than one share in the Society either individually or jointly.

SHARES

16. The shares of the Society have the nominal value of £1 each and may not be transferred or withdrawn.

17. If a member ceases to be a member, the 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.

18. Shares do not carry any right to interest, dividend or bonus.

REMOVAL OF MEMBERS

19. A member shall cease to be a member if they:

a) fail after written demand to pay their annual subscription;

b) die (in the case of the individual);

c) cease to exist (in the case of a body corporate);

d) are the nominee of an unincorporated Society or firm which is wound up or dissolved;

e) are the nominee of an unincorporated organisation or firm which removes or replaces them as its nominee;

f) are not the holder of a fully paid up share;

g) cast votes attached to shares in the Club other than in accordance with the policy of the Society if after such vote a resolution of the Society Board is passed for the member's removal;

h) are expelled under these Rules; or

i) withdraw from membership by giving at least one month's written notice to the Secretary.

20. A member may be expelled by a resolution carried by the votes of not less than two-thirds of the members present in person or by proxy and voting on a poll at an annual or special general meeting of the Society of which notice has been duly given. The following procedure will be adopted:

a) A complaint must be made that the member has acted in a way detrimental to the interests of the Society.

b) Details of the complaint must be sent to the member in question not less than one calendar month before the meeting with an invitation to answer the complaint and attend the meeting.

c) At the meeting the members will consider evidence in support of the complaint and such evidence as the member may wish to place before them.

d) If the member fails to attend the meeting without due cause the meeting may proceed in their absence.

e) A person expelled from membership will cease to be a member at the expiration of twenty-eight days from the date at which the resolution to expel them is carried.

f) No person who has been expelled from membership is to be re-admitted except by a resolution carried by the votes of two-thirds of the members present in person or by proxy and voting on a poll at any general meeting of which notice has been properly given.

ORGANISATION

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

RIGHTS AND POWERS OF MEMBERS

22. The members have the rights and powers available to them under the law relating to Industrial and Provident Societies and are to decide in particular the issues specifically reserved to them by these Rules.

23. 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. The following provisions apply to any directions given:

a) Any direction must:

I) be consistent with these Rules and with the Society's contractual, statutory and other legal obligations; and

ii) not affect the powers and responsibilities of the Society Board and the Executive Board under Rules 25 and 26.

b) 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.

24. The functions of the annual general meeting shall include:

a) receiving:

i) the revenue account and balance sheet for the previous financial year; and

ii) a report on the Society's performance in the previous year;

b) appointing:

i) financial auditors;

ii) auditors of any other aspect of the performance of the Society;

c) electing officers of the Society.

DUTIES AND POWERS OF SOCIETY BOARD

25. 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 may appoint and supervise the Chief Executive and the Executive Board. The Society Board:

a) 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;

b) may delegate any of its powers to committees consisting of such of its own number 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:

i) The Society Board may retain or give up the right to deal itself with issues delegated;

ii) Any delegation may be revoked and its terms may be varied;

iii) 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;

b) may call upon the Chief Executive and/or Secretary to report or procure a report in writing upon any aspect of the affairs of the Society;

c) shall appoint and dismiss the Chief Executive and other members of the Executive Board and the Secretary and decide and fix the terms of their employment and have power to act in place of the Chief Executive or the Executive Board where they cease to act or are unwilling or unable to act;

d) shall approve the policies or strategies to be followed by the Executive Board and all budgets and other financial plans;

e) shall determine from time to time the categories of transaction which require the approval of the Society Board; and

f) shall approve the use of the Society's seal.

DUTIES AND POWERS OF CHIEF EXECUTIVE AND EXECUTIVE BOARD

26. If a Chief Executive is appointed, he or she will, subject to the duties and powers of the Society Board as set out in these Rules, manage the Society's business in accordance with these Rules and will have power to act in the name of the Society.

27. If other members of an Executive Board are appointed they together with the Chief Executive will, subject to the duties and powers of the Society Board as set out in these Rules and to directions as to their responsibilities given by the Society Board, manage the Society's business in accordance with these Rules and will have power to act in the name of the Society.

28. Any person acting in good faith and without prior notice of any irregularity is not to be concerned to see or enquire whether the powers of the Chief Executive or the Executive Board have been properly exercised.

SECRETARY

29. The Society is to have a Secretary whose functions will include:

    a) acting as Secretary to the Society Board;

    b) attending all meetings of the Executive Board;

    c) acting as Secretary of any subsidiary company or society of the Society;

    d) summoning and attending all general meetings of the Society and keeping the minutes;

    e) keeping the register of members and other registers required to be kept by these Rules;

    f) having charge of the seal of the Society;

    g) monitoring the conduct of the Society's affairs to ensure that it is conducted in accordance with these Rules;

    h) arranging for members of the Society Board to obtain independent legal, accounting tax or other professional advice if he or she considers it appropriate;

    I) publishing to members in an appropriate form information which they should have about the affairs of the Society;

    J) preparing and sending all returns required to be made to the Registrar.

30. The Secretary shall not be a member of:-

    a) the Executive Board;

    b) any board or committee of management of any subsidiary company or society of the Society.

GENERAL MEETINGS

31. The Society is to hold a general meeting (called the annual general meeting) within six months of the end of each financial year. The first annual general meeting may be called by the Society Board at any time within this period.

32. All general meetings other than annual general meetings are called special general meetings and are to be convened by the Secretary either:

    a) by order of the Society Board; or

    b) if a written requisition signed (except where these Rules say otherwise) by not less than 20 members or 10% of the membership, whichever is the higher, is delivered to the Society's registered office. The requisition must state the purpose for which the meeting is to be convened. If the Secretary is not within the United Kingdom or is unwilling to convene a general meeting any Society Board member may call a general 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. Notice of a general meeting is to be given either:

    a) in writing; or

    b) by notice in any newspaper circulating in the Area; or

    c) 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:

I) be given to all members and to the members of the Society Board and to the auditors;

ii) state whether the meeting is an annual or special general meeting;

iii) give the time, date and place of the meeting; and

iv) indicate the business to be dealt with at the meeting.

35. Any notice to a member may be given either:

a) personally; or

b) by sending it by post in a prepaid envelope addressed to the member at their registered address; or

c) by leaving it at that address;

d) or (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:

i) there has been an accidental omission to send a notice to a member or members; or

ii) the notice is not received by a member or members.

36. 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.

37. 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 10% of the members entitled to vote at the meeting whichever is lower.

38. The Society Board may decide where a general meeting is to be held and may also in the interests of democracy:

a) arrange for the annual general meeting to be held in a different part of the Area each year;

b) make provision for a general meeting to be held at different venues either simultaneously or at different times. In making such provision the Society Board shall also fix an appropriate quorum for each venue, provided that the aggregate of the quorum requirements shall not be less than the quorum set out in the previous Rule.

39. It is the responsibility of the Society Board, the Chair of the meeting and the Secretary to ensure that at any general meeting:

a) the issues to be decided are clearly explained;

b) sufficient information is provided to members to enable rational discussion to take place;

c) where appropriate, members of the Executive Board, experts in relevant fields or representatives of special interest groups are invited to address the meeting.

40. If the chair of a general meeting or the Secretary considers that steps should be taken to ensure:

a) the safety of people attending a general meeting; or

b) the proper and orderly conduct of the meeting;

they may take whatever steps are necessary to deal with the situation. They may in particular, if

they think it necessary:

I) require people to prove their identity;

ii) arrange security searches;

iii) stop certain things being taken into the meeting;

iv) refuse to allow members into the meeting or have members removed from the meeting, where the behaviour of those members is or is likely to be violent or disruptive.

41. The Chair of the Society Board or in his or her absence some other Society Board member nominated by the members of the Society Board shall preside at all general meetings of the Society. If neither the Chair nor such other Society Board member is present and willing to act, the Society Board members present shall elect one of their number to be Chair and if there is only one Society Board member present and willing to act he or she shall be Chair. If no Society Board member is willing to act as Chair or if no Society Board member is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be Chair.

42. If no quorum is present within half an hour of the time fixed for the start of the meeting:

a) if the meeting was convened on a requisition of the members, it is to be dissolved;

b) in any other case the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Society Board determine. If a quorum is not present within half an hour of the time fixed for the start of the adjourned meeting, the number of members present during the meeting is to be a quorum.

43. Subject to these Rules and to any Act of Parliament, a resolution put to the vote at a general meeting shall, except where a poll is demanded or directed, be decided upon by a show of hands.

Unless the Chair decides otherwise, no amendment to any resolution at an annual general meeting or a special general meeting is to be proposed other than:

a) an amendment to correct a clerical or other obvious error; or

b) an amendment notice of which, signed by 20 members or 5% of the members entitled to vote at the meeting whichever is lower, has been delivered to the registered office at least 7 clear days before the meeting or adjourned meeting.

44. On a show of hands every member present in person, and on a poll every member present in person or by proxy is to have one vote. In the case of an equality of votes the Chair of the meeting is to have a second or casting vote.

45. Unless a poll is demanded, the result of any vote will be declared by the Chair and entered in the minute book. The minute book will be conclusive evidence of the result of the vote.

46. A poll may be directed by the Chair or demanded either before or immediately after a vote by show of hands by not less than one-tenth of the members present at the meeting (in person or by proxy).

47. A poll demanded on the election of a Chair or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the Chair directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn by or on behalf of those who demanded it, the meeting shall continue as if the demand had not been made. The result of the poll will be treated as the resolution of the meeting at which the poll was demanded. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

48. Unless these Rules or an Act of Parliament say otherwise, all resolutions are to be decided by a simple majority of the votes cast.

49. The Chair of any meeting may with the consent of a majority of the members present adjourn the meeting. The following are the arrangements for adjourned meetings:

    a) No business is to be transacted at any adjourned meeting other than the business not reached or left unfinished.

    b) An adjourned meeting is to be treated as a continuation of the original meeting but any resolution passed at an adjourned meeting is to be treated as having been passed on the date on which it is in fact passed.

    c) When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise no notice need be given of an adjournment or of the business to be transacted at an adjourned meeting.

50. A proxy is to be appointed as follows:

    a) in writing;

    b) in any usual form or any other form which the Society Board may approve;

    c) under the hand of the appointor or of their attorney duly authorised in writing; and

    d) 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.

    If this procedure is not followed the appointment of the proxy will be invalid.

51. The following further rules apply to proxies.

    a) No person other than the Chair of the meeting can act as proxy for more than 3 members.

    b) 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.

    c) A proxy need not be a member of the Society.

52. 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.

    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

53. Where:

    a) the Society Board considers that a significant issue has arisen which should be determined by he members of the Society; or

    b) the Society Board proposes to put a resolution at a general meeting of The Club

the issue or the form of the resolution 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:

I) 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

ii) The notice must set out clearly the issue to be decided and contain the full text of any resolution to be put at a general meeting of The Club;

iii) Sufficient information must be provided to members to enable an informed decision to be made;

iv) The date by which voting papers are to be returned must be clearly stated.

In any case where a postal ballot is appropriate the 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 SOCIETY BOARD

54. With effect from the Society's first annual general meeting, the Society Board is to have not less than 12 and not more than 15 members and will be made up as follows:

a) 8 members of the Society Board or such higher number as shall be required so that elected members of the Board are in a majority over co-opted members will be elected by the members in accordance with such arrangements as shall be determined by the Society Board;

b) Not less than 4 members will be co-opted by the Society Board in accordance with a Board Membership Policy which it will develop and adopt. The purpose of the Board Membership Policy will be to ensure that:

i) the Society Board has the skills and experience which it needs to operate effectively;

ii) the interests of the community served by the Society are adequately represented;

iii) the level of representation of different groups on the Society board strikes an appropriate balance having regard to their legitimate interest in the Society's affairs.

The following people in particular may be co-opted:

(1) a representative or representatives of Bradford City Council on behalf of itself and neighbouring local authorities;

(2) a representative or representatives of the young;

(3) a representative of disabled supporters;

(4) a representative of local business;

(5) a representative or representatives of any supporters group or groups of the Club;

(6) a representative or representatives of employees of the Club;

(7) a representative or representatives of the Sports Council and Football in the Community;

(8) the representative of the Professional Footballers Society at the Club.

55. Until the first annual general meeting the members of the Society Board will be the people who sign these rules in applying for registration and such other people as they shall co-opt.

56. Members of the Society Board will normally serve for periods of 3 years in accordance with the Board Membership Policy. Co-opted Society Board members may be re-appointed for a further period subject to these Rules.

57. Members of the Society Board will not receive any payment for serving on the Society Board other than:

    a) the payment of expenses incurred in carrying out their duties; and

    b) nominal Society Board Fees approved by the members in general meeting.

58. No person can be a member of the Society Board who:

    a) has been a member of the Society Board for 12 consecutive years;

    b) has been declared bankrupt or compounded by their creditors;

    c) is subject to a disqualification order made under the Company Directors Disqualification Act;

    d) has been convicted of an indictable offence:

    e) is or may on the basis of medical evidence be suffering from mental disorder;

    f) fails to abide by any rules for the conduct of elections made by the Society Board.

59. Any member of the Society Board who:

    a) ceases to comply with the criteria set out in these Rules; or

    b) ceases to be a member of the Society; or

    c) resigns.

    is to vacate the office of Society Board member.

60. Any member of the Society Board who:

    a) fails without good cause to attend 3 consecutive Society Board meetings; or

    b) fails without good cause to participate in board training

    is to vacate the office of Society Board member if required to do so by a majority of the other Society Board members.

61. At the third and fourth annual general meeting of the Society half 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.

62. Casual vacancies arising amongst the members of the Society Board elected by the members will be dealt with as follows.

    a) If a vacancy caused by retirement or removal is not filled at the meeting at which they retire or are removed, the vacancy may be filled by the Society Board.

    b) A vacancy occurring by death or resignation may be filled by the Society Board.

    c) In each case the member appointed to fill the vacancy is to retire at the next annual general meeting and the Society Board will make provision for an election to be held. For the avoidance of doubt the retiring member may stand for re-election at the meeting at which they retire.

63. A Society Board member may be removed from office by a resolution carried by the votes of not less than two-thirds of the members present in person or by proxy and voting on a poll at an annual or special general meeting of the Society of which notice has been duly given. A Society Board member may be suspended from office by a resolution of the other members of the Society Board on the grounds of conduct detrimental to the interests of the Society subject to such Society Board member having been provided with a fair opportunity to be heard. Such suspension shall be for a period not exceeding 4 months.

64. If at any time and for any reason after the first annual general meeting the numbers of members of the Society Board shall drop below 12 the remaining Society Board members may act but only for the purpose of filling vacancies of calling a general meeting.

SOCIETY BOARD MEETINGS

65. The Society Board will elect a Chair from amongst its elected members and will meet at least 4 times in every calendar year at such times and places as they think fit. Seven clear days' notice of the date and place of each meeting is to be given in writing by the Secretary to all members of the Society Board to the Chief Executive and to such other members of the Executive Board as the Society Board desire to attend the meeting. 50% of Society Board members including at least four members of the Society Board elected by the members or such higher number as the Society Board may determine will form a quorum. A Society Board meeting may be called by shorter notice if it is so agreed by all the Society Board members entitled to attend and vote at the meeting.

66. Unless the Society Board decides otherwise, the Chief Executive (if appointed) is to be invited attend each meeting of the Society Board. Other members of the Executive Board are to attend meetings of the Society Board when requested to do so.

67. Meetings of the Society Board may be called either by the Secretary, or by a notice in writing given to the Secretary by the chair of the Society Board, or by two Society Board members who are not both elected by the members of the Society or both co-opted Board members, specifying the business to be discussed. The Secretary is to communicate every such notice to all Society Board members as soon as possible and the meeting is to be held at a venue decided by the Secretary not earlier than seven days and not later than fourteen days after the receipt by the Secretary of the notice. Should the Secretary fail to convene the meeting, the Chair or the two Society Board members who have given the notice in writing may call the meeting. No business is to be done at the meeting other than the business specified in the notice.

68. The Society Board may agree that its members can participate in its meetings by telephone video or computer link. Participation in a meeting in this manner shall be deemed to constitute presence in person at the meeting.

69. The Society Board may appoint specialist advisors to advise on any issue and may invite them to attend and speak (but not vote) at meetings of the Society Board.

70. Subject to the following provisions of this Rule, questions arising at a Society Board meeting shall be decided by a majority of votes. In case of an equality of votes at a Society Board meeting the Chair shall have a casting vote. No resolution may be passed if it does not have the support of one or more members of the Society Board elected by the members.

71. A resolution in writing signed by all members of the Society Board will have the same effect as a resolution passed at a meeting of the Society Board and may consist of several identical copies of a document each signed by one or more Society Board members.

72. Save for the exceptions referred to below, no Society Board member is to have any material financial interest personally or as a member of a firm or company or as a director or other officer of a business trading for profit or in any other way whatsoever in any contract or other transaction with the Society. For the purposes of this rule, an interest of a person who is connected with a Society Board member shall be treated as an interest of the Society Board member. The exceptions are that Society Board members may:

    a) buy tickets or season tickets for football matches and use the facilities of any football club in which the Society is interested;

b) be paid expenses including travelling expenses;

c) receive Society Board fees;

d) if they are co-opted members of the Society Board be employees of the Club;

e) declare an interest in a particular contract or issue and:

(i) not be present except with the permission of the Society Board in any discussion of the contract or issue;

(ii) not vote on the contract or issue (and if by inadvertence they do remain and vote, their vote is not to be counted).

73. Any member of the Society Board who discloses a financial interest as described in the preceding Rule must vacate their office either for a period or permanently if requested so to do by a majority of the remaining members of the Society Board. Any member of the Society Board who fails to disclose any interest required to be disclosed under the preceding Rule must permanently vacate their office if required to do so by a majority of the remaining Society Board members.

COMMITTEES OF THE SOCIETY BOARD

74. The Society Board may delegate any of its powers to committees of the Society Board and in particular may appoint a sealing committee to consider documents submitted by the Executive Board for sealing and if appropriate to seal them.

75. The Society Board will:

a) decide the membership of each committee;

b) appoint the Chair of each committee;

c) lay down the procedure to be adopted by each committee (including the quorum);

d) produce a written record of the scope and authority of each committee.

CONSTITUTION OF THE EXECUTIVE BOARD

76. The Executive Board may have the following members who will be full or part time employees of the Society:

a) a Chief Executive

b) a Finance Director

c) a Human Resources Director

d) such other Executives as the Society Board thinks appropriate.

77. If the Society carries out any part of its business through a trading subsidiary company or society trading for the benefit of the community members of the Executive Board or the Society Board shall be the directors or board of management of the subsidiary.

78. The members of the Executive Board will be appointed by the Society Board on terms agreed and approved by the Society Board. The members of the Executive Board may be removed by the Society Board.

79. No person can be a member of the Executive Board who:

a) has been declared bankrupt or compounded with their creditors;

b) is subject to a disqualification order made under the Company Directors Disqualification Act;

c) has been convicted of an indictable offence;

d) is or may on the basis of medical evidence be suffering from mental disorder.

80. The Executive Board if appointed will meet at least once each month at such times and places as it thinks fit. Where practicable, seven clear days' notice of the date and place of each meeting is to be given in writing by the Secretary to all members of the Executive Board. A resolution in writing signed by all the members of the Executive Board shall be as valid and effectual as if it had been passed at a meeting of the Executive Board duly convened and held and may consist of several documents in the like form each signed by one or more Executive Board members.

81. The Executive Board may agree that its members can participate in its meetings by telephone video or computer link. Participation in a meeting in this manner shall be deemed to constitute presence in person at the meeting.

82. Save for the exceptions referred to below, no Executive Board member is to have any material financial interest personally or as a member of a firm or company or as a director or other officer of a business trading for profit or in any other way whatsoever in any contract or other transaction with the Society. For the purposes of this rule an interest of a person who is connected with an Executive Board member shall be treated as an interest of the Executive Board member. The exceptions are that Executive Board members may:

a) receive a salary and other benefits under a service contract with the Society;

b) buy tickets or season tickets for football matches and use the facilities of any football club in which the Society is interested;

c) have an interest in a particular contract or issue if they shall first have explained their interest to the Executive Board and the Society Board and:

(i) are not present except with the permission of the Executive Board in any discussion of the contract or issue;

(ii) do not vote on the contract or issue (and if by inadvertence they do remain and vote, their vote is to not be counted).

83. Any member of the Executive Board who discloses a financial interest as described in the preceding Rule must vacate their office either for a period or permanently if requested so to do by the Society Board. Any member of the Executive Board who fails to disclose any interest required to be disclosed under the preceding Rule must permanently vacate their office if required to do so by the Society Board.

FINANCIAL AUDIT

84. The Society Board will in respect of each year of account:

a) cause to be prepared a revenue account or revenue accounts which:

(i) singly or together deal with the affairs of the Society and any subsidiary company or society as a whole for that year; and

(ii) give a true and fair view of the income and expenditure of the Society and any subsidiary company or society for that year;

b) 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. The Society 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 before each annual general meeting, accompanied by a report by the Society Board on the position of the affairs of the Society and any subsidiary or holding company or society signed by the chair of the Society Board meeting at which the report is adopted.

86. 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.

87. The members shall vote annually, as allowed by the Deregulation (Industrial and Provident Societies) Order 1996, at the Annual General Meeting, to have when necessary in law, or where the membership requires, an audit carried out by a registered auditor, or an audit carried out by two or more lay auditors, or a report carried out by a registered auditor, or unaudited accounts, where the conditions for such exist.

    If a full audit or a report is required, a person who is a qualified auditor under section 7 of the Friendly and Industrial and Provident Societies Act 1968 or section 36 of the Friendly Societies Act 1974, shall be appointed. The qualified or lay auditors, if so appointed, shall not be officers or servants of the society and nor shall they be partners of, or in the employment of, or employ, an officer or servant of the society.

    Lay auditors shall be chosen by the Committee of Management from the general membership and/or others.

    If the membership vote for unaudited accounts, the Committee of Management shall be required to arrange for an accountants' report to be issued on the accounts by a professional firm of Chartered Accountants.

88. 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.

89. None of the following persons is to be appointed as auditor of the Society:

    a) an officer or servant of the Society; or

    b) 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.

90. Save as provided in this Rule every appointment of an auditor is to be made by resolution of a general meeting of the Society. The exceptions are:

    a) the first appointment of an auditor is to be made within three months of the registration of the Society and is to be made by the Society Board if no general meeting of the Society is held within that time;

    b) the Society Board may appoint an auditor to fill any casual vacancy occurring between general meetings of the Society.

91. An auditor appointed to audit the accounts and balance sheet of the Society for the preceding year of account (whether by a general meeting or by the Society Board) is to be re-appointed as auditor of the Society for the current year of account (whether or not any resolution expressly re-appointing them has been passed) unless:

    a) a resolution has been passed at a general meeting of the Society appointing somebody instead of them or providing expressly that they are not be re-appointed; or

    b) they have given to the Society notice in writing of their unwillingness to be re-appointed; or

    c) they are not permitted by these Rules to be the auditor; or

    d) they have ceased to act as auditor of the Society by reason of incapacity;

    e) proper notice of an intended resolution to appoint another person in their place has been given but the resolution cannot be proceeded with because of the death or incapacity of that other person.

92. A resolution at a general meeting of the Society:

    (i) appointing another person as auditor in place of a retiring auditor; or

    (ii) providing expressly that a retiring auditor is to not be re-appointed

will not be effective unless notice of the intention to move it has been given to the Society not less than twenty-eight days before the meeting at which it is to be moved. If such a notice is given the following procedure will be adopted:

The Society will send a copy of the notice to the retiring auditor.

If it is practicable to do so the Society will give notice of the intended resolution to its members with the notice of the meeting.

If that is not practicable, the Society will publish details of the notice by advertisement not less than seven days before the meeting in a newspaper circulating in the area in which the Society conducts its business.

If the retiring auditor makes any representations in writing to the Society in response to the notice or notifies the Society that they intend to make such representations, the Society will notify the members as required by Section 6 of the Friendly and Industrial and Provident Societies Act 1968.

PERFORMANCE AUDIT

93. 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

94. The Society will make an annual return to the Registrar as required by the Act.

95. 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

96. Unless these Rules say otherwise any Rule may be altered or rescinded, or any new rule may be made, by resolution of at least two thirds of these members who vote in person or by proxy at a general meeting. No change to these Rules shall be valid until registered.

97. The following Rules may only be changed by a majority of at least three quarters of the members who vote in person or by proxy at a general meeting:

    a) Rules 1 - 6 inclusive

    b) This Rule

    c) Rule 98

    d) Rule 99

    e) Rule 104

98. In the case of this Rule, Rule 6 and Rule 104 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.

CHANGES TO THE CONSTITUTION

99. The Act provides that the Society may by special resolution:

    a) amalgamate with another Society or a company registered under the Companies Acts

b) transfer its engagements to another society or a company registered under the Companies Acts

c) 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 6, Rule 104 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:

a) in the shares of any company or society;

b) 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 authorize.

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 or the Executive 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 Treasury Regulations or by winding-up in the manner provided by the Act.

104. 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:

a) a sporting charity or sporting charities operating in the Area; and/or

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

c) 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. Officers are entitled to be indemnified by the Society against all costs, losses and expenses which they may reasonably incur in discharge of their duties, including travelling expenses, and the amount for which such indemnity is provided will immediately attach as a charge on the property of the Society.

106. No officer is to be liable for any loss happening to the Society through the execution of the duties of their office, unless the loss be the consequence of their own dishonesty or gross negligence. Subject to the provisions of the Act every officer is to be indemnified out of the assets of the Society against any liability incurred by him or her in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the Court from liability for negligence, default, breach of duty or breach of Society in relation to the affairs of the Society.

MISCELLANEOUS ADMINISTRATIVE PROVISIONS

107. Anything done in good faith by any meeting of the Society Board or the Executive 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.

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

109. Minutes of every general meeting, of every meeting of the Society and Executive Boards and of every meeting of a committee appointed by the Society Board are to be kept. 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.

110. The Society is to have a seal which is to be kept in the custody of the Secretary. The seal is not to be affixed to any instrument except by authority of the Society Board or a sealing committee appointed by the Society Board. The affixing of the seal is to be attested by the signature of one member of the Society Board and the Secretary.

111. The Society's registered office is at 6 Swincliffe Close, Gomersal, Cleckheaton, West Yorkshire BD19 4BG

The Society is to keep at its registered office:

a) a register in which the Secretary is to enter the following particulars:

(i) the names and addresses of the members;

(ii) details of the share held by each member and of the amount paid or agreed to be considered as paid for that share;

(iii) a statement of other property in the Society whether in loans or loan stock held by each member;

(iv) the date at which each person was entered in the register as a member and the date at which any person ceased to be a member;

(v) details of any deputy appointed by any corporate member;

(vi) the names and addresses of the members of the Society and Executive Boards with the offices held by them and the dates on which they assumed office.

b) 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 (a) (ii) and (iii) above;

c) 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;

d) 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.

112. Subject to the provisions of the Data Protection Act the registers to be maintained by the Society may be kept in electronic form.

113. 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.

114. 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.

115. Members are entitled to inspect:

a) their own account

b) the duplicate register

at the registered office at any reasonable time.

116. 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.

117. Notice of any change in the address of the registered office is to be sent by the Secretary to the Registrar of Friendly Societies in the form prescribed by Treasury Regulations within fourteen days of the change.

118. The registered name of the Society is to be engraved in legible characters on its seal.

119. 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:

a) business letters, notices, advertisements and other official publications

b) bills of exchange, promissory notes, endorsements, cheques and orders for money or goods purporting to be signed by or on behalf of the Society

c) bills, invoices, receipts and letters of credit of the Society.

120. 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. Any reference to the Chief Registrar, Registrar, Central Office. Assistant Registrar or the Registry of Friendly Societies includes reference to the statutory successor carrying on the relevant function of any of them.

DISPUTES

121. Every unresolved dispute which arises out of these Rules between the Society and:

a) a member; or

b) any person aggrieved who has ceased to be a member within the six months prior to the date of the dispute; or

c) any person claiming through such member or person aggrieved; or

d) any person bringing a claim under the rules of the Society; or

e) an officer of the Society

is to be submitted to an arbitrator agreed by the parties or nominated by the Chief Executive of the Co-operative Union. The arbitrator's decision will be binding and conclusive on all parties.

122. Any person bringing a complaint 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.

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