

Rules of

LAMMAS LOW IMPACT INITIATIVES LIMITED

(Registered under the Industrial and Provident Societies Acts 1965-1978)

NAME

1. The name of the Society shall be Lammas Low Impact Initiatives Limited.

OBJECTS

2. The objects of the Society shall be to carry on any trade, industry or business for the benefit of the community by establishing a flourishing network of low impact projects working together to promote the principles of sustainability, biodiversity and environmentally conscious living.

MISSION STATEMENT

3. The Society shall develop, research, promote, demonstrate and educate as to how low impact development can play a valuable role in the move forward toward a more sustainable society.

POWERS

4. The Society shall have power to do all things necessary or expedient for the fulfilment of its objects provided that, in carrying out its objects, the Society shall promote equality of opportunity for all sections of the community in its own affairs and in society generally.

REGISTERED OFFICE

5. The Registered Office of the Society shall be at:

Bronallt Llangeitho Tregaron Ceredigion SY25 6QX.

MEMBERSHIP

6. The first members of the Society shall be the signatories to the application for registration (the "Founder Members"). The Committee may at its discretion admit to membership any person or corporate body or the nominee of any unincorporated organisation who or which supports the objects of the Society. Applications for membership shall be in such form as the Committee may from time to time direct and shall contain an application for at least one share in the Society. Any such form may provide that a member may specify an email address which shall be used by the Society for any communication required by these rules to be sent to members. Any member specifying an email address in this way shall notify the Society of any change to this email address.
7. A person who qualifies under rule 6 above may apply for membership to the Committee, and upon acceptance and the payment of £50.00 or multiples thereof up to a limit as provided by the Act the Society shall issue to her/him/it one share certificate for each £50.00 paid and shall enter her/his/its name in the register of members. The Committee may refuse any application for membership at its absolute discretion.
8. The Society shall keep at its registered office a register of members in which the Secretary shall enter the following particulars:

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- (a) the name and address, and email address if applicable, of every member;
- (b) a statement of the shareholding of each member;
- (c) a statement of other property, whether in loans or otherwise, held by each member;
- (d) the date on which each member's name was entered in the register as a member and the date on which any member ceased to be a member;
- (e) the names and addresses, and email and web-site addresses if applicable, of the Committee members and officers of the Society, of the offices held by them respectively, and the dates on which they assumed and vacated office.

9. A copy of these rules and any amendments made to them shall be given free of charge to every member upon admission to membership and shall be provided to any other person on demand and on payment of the statutory fee chargeable for the time being in force.

CESSATION OF MEMBERSHIP

10. A member shall cease to be a member if s/he or it:
- (a) resigns in writing to the Secretary; or
 - (b) is expelled from membership in accordance with rule 11; or
 - (c) is the nominee of an unincorporated organisation and that organisation replaces her/him as its nominee or is wound up; or
 - (d) being an individual, dies; or
 - (e) being a corporate body, is wound up or goes into liquidation.
- In the event of an individual who is the nominee of an unincorporated organisation ceasing to be a member under clauses (a), (b) or (d) of this rule, the nominating organisation may with the express consent of the Committee nominate another individual to membership in her/his place.
11. A member may be expelled for conduct prejudicial to the Society by a resolution carried by a majority of at least two-thirds of those members voting at a General Meeting of the Society of which due notice has been given, provided that the grounds for expulsion have been specified in the notices calling the meeting and that the member whose expulsion is to be considered shall be given the opportunity to state her/his/its case to the meeting. If on due notice having been served the member fails to attend the meeting the meeting may proceed in the member's absence.
12. No member expelled from membership shall be re-admitted except by a resolution carried by a majority of at least two-thirds of those members voting at a General Meeting of which due notice has been given.

TRANSFER OF ENGAGEMENTS AND AMALGAMATION

13. The Society may, by special resolution passed in the way required by the Industrial and Provident Societies Acts, amalgamate with or transfer its engagements to any other society. The Society may also accept a transfer of engagements and assets by resolution of the Committee or of a meeting of members.
14. The Society may, by special resolution passed in the way required by the Industrial and Provident Societies Acts, amalgamate with or transfer its engagements to a company or convert itself into a company under the Companies Acts. In relation to calling a meeting of members for the purpose of such resolution, the following provisions shall apply.
- (a) The Society shall give to members not less than two months' notice of the meeting.
 - (b) The notice shall be accompanied by a separate statement setting out for members:
 - (i) the reasons for the proposal;
 - (ii) whether the proposal has the support of the Committee of the Society;

- (iii) what alternative proposals have been considered, and whether they are viable;
 - (iv) details of the number of shares in the Society held by members of the Committee, and persons connected with them;
 - (v) a recommendation by reputable independent financial advisors that the members should support the proposal rather than any alternative proposal.
- (d) Where the separate statement is contained in another document, information shall be provided in the notice specifying where members can obtain a copy of the document.
- (e) Where the rules permit the use of proxy voting at members' meetings, proxy voting shall not be allowed.
- (f) the quorum for a meeting at which a special resolution to amalgamate with, transfer engagements to or convert into a company is to be voted upon shall be 500 members or 50 percent of the members present in person, which ever is the lower.

GENERAL MEETINGS

15. An Annual General Meeting shall be held within six months of the close of the financial year of the Society, the business of which shall comprise:
- (a) The receipt of the accounts and balance sheet and of the reports of the Committee and auditor (if any);
 - (b) The appointment of an auditor (subject to rule 61 (b));
 - (c) The election of Committee members (or the announcement of the results of the election if held previously by ballot);
 - (d) A decision on the application of any surplus in accordance with rule 66;
 - (e) The transaction of any other business included in the notice convening the meeting.
16. All General Meetings other than the Annual General Meeting shall be called Special General Meetings.
17. A Special General Meeting shall be convened either upon an order of the Committee or at the request of five per cent of the membership.
18. An Annual or a Special General Meeting shall be called by at least fourteen days' notice in writing posted or delivered to the address of every member recorded in the register of members or by email where a member has elected to receive communications by email in accordance with these rules, specifying whether the meeting is an Annual or a Special General Meeting and stating the time, date and place at which it is to be held. The notice shall contain details of the nature of the business to be transacted, and no business may be transacted at a General Meeting other than that specified in the notices calling it.
19. A notice sent by post to a member's registered address and a notice sent by email to a member's registered email address shall be deemed to have been duly served forty-eight hours after its posting. The accidental omission to send any notice to or the non-receipt of any notice by any member shall not invalidate the proceedings at the meeting.
20. If the Society has appointed an auditor in accordance with rule 61 (a) 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.

PROCEEDINGS AT GENERAL MEETINGS

21. A corporate body which is a member of the Society shall appoint a representative who shall during the continuance of her/his appointment be entitled to exercise in any General Meeting of the Society all such rights and powers as the member organisation would exercise if it were an individual person. The Society shall require such notification of an organisation's appointed representative as the Committee may from time to time decide.
22. No person shall be entitled to vote on any question at a General Meeting other than an individual member of the Society or the duly appointed representative of a corporate body which is a member under rule 6.
23. No business shall be transacted at a General Meeting unless a quorum is present in person. Unless and until otherwise decided by the Society in General Meeting, a quorum shall be ten members of the Society.
24. If within half an hour after the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved. In any other case it shall stand adjourned until a day between seven and fourteen days after the date set for the original meeting, and all members shall be given such notice as is practicable. If at such an adjourned meeting a quorum is not present within half an hour after the time set for the meeting, then the members present shall constitute a quorum.
25. The Chairperson of the Society shall preside at every General Meeting. In the event of her/his absence or unwillingness to act, the members present shall choose one of their number to be Chairperson of the meeting.
26. The Chairperson may with the consent of any meeting at which a quorum is present, and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. Where a meeting is adjourned for twenty-one days or more, notice of the adjourned meeting shall be given as in the case of the original meeting; otherwise it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
27. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a secret ballot is, before or on the declaration of the result of the show of hands, demanded by at least two members present. Unless a secret ballot be so demanded, a declaration by the Chairperson that a resolution has on a show of hands been carried or lost with an entry to that effect in the book containing the minutes of the proceedings of the Society shall be conclusive evidence of the fact without proof of the number or proportions of the votes recorded in favour or against such resolution.
28. If a secret ballot is duly demanded it shall be taken during the meeting in such a manner as the Chairperson directs, provided that no member shall have more than one vote, and the result of the ballot shall be deemed to be the resolution of the meeting at which the ballot was demanded.
29. The demand for a secret ballot shall not prevent the continuance of a meeting for the transaction of any other business than the question upon which a ballot has been demanded. The demand for a secret ballot may be withdrawn.

30. Every member shall hold one vote only on each question to be decided at a General Meeting. Except where otherwise specified by these rules or by the Act, questions shall be resolved by a simple majority of votes cast.
31. In the case of an equality of votes, whether on a show of hands or on a ballot, the Chairperson shall have a second or casting vote.
32. A resolution in writing signed by all the members for the time being entitled to vote at General Meetings shall be valid and effective as if the same had been passed at a General Meeting duly convened and held and may consist of several documents in the same form each signed by one or more members.

AMENDMENTS TO RULES

33. (a) Any of these rules may be rescinded or amended or a new rule made by a vote of two-thirds of members of the Society voting at a General Meeting of which fourteen clear days' prior notice has been given, such notice to include details of the change(s) to be proposed at that meeting.
(b) No amendment of rules is valid until registered by the Financial Services Authority.

COMMITTEE OF MANAGEMENT

34. The Society shall have a Committee comprising not less than three and not more than twelve persons. The initial Committee of the Society from incorporation until the first Annual General Meeting shall be appointed by the Founder Members.
35. The Committee shall appoint and have the power to remove a Chairperson, who under their discretion shall also preside at all General Meetings. In the case of an equality of votes, the Chairperson shall have a second or casting vote.
36. The Committee shall appoint and have the power to remove a secretary, who shall under their discretion keep minutes of all Committee meetings and carry out any other duties as provided for by the Act or these rules.
37. The Committee may appoint and have the power to remove a Treasurer, who shall under their discretion keep proper accounts of the Society's financial affairs.
38. (1) A committee member shall, subject to rule 46, hold office until the end of the next AGM following his/her election or appointment. Committee members shall be eligible for re-election unless required to retire by the rules.
(2) Committee members who have been elected at each of the last three AGM's are required to retire unless the operation of this rule would lead to the retirement of more than 1/3rd of the Committee.
(3) Where the rule would lead to the retirement of more than a third of the Committee then those required to retire shall be selected by lot from among those members who satisfy paragraph (2) above.
(4) For the avoidance of doubt committee members who retire under paragraphs 2 or 3 shall be eligible for election at subsequent AGM's.
39. New Committee members shall be elected in accordance with such procedures as may be adopted by the Society from time to time, provided that only members of the Society and

representatives of organisations which are members may stand for election to, or nominate persons to stand for election to the Committee.

40. The Committee 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 Committee, provided that at no time shall more than one-third of the members of the Committee be co-opted members. A casual vacancy shall be deemed to exist if the number of Committee members should drop below the minimum prescribed in these rules or below the number elected at the preceding Annual General Meeting.
41. In addition, the Committee may co-opt up to two persons, who may, but need not be members of the Society, but who are considered able to contribute to the Committee by virtue of their specialist skills or knowledge. Provided that at no time shall the number of persons co-opted in this rule and rule 40 number more than one-third of the total number of members of the Committee. Committee members co-opted under this rule shall serve to the end of the Annual General Meeting following their co-option, but shall be eligible for re-appointment at the discretion of the Committee.
42. In the event that the size of the Committee should drop below the minimum number of members prescribed in these rules, the members of the Committee may act to increase their number or to call a General Meeting of the Society, but for no other purpose.
43. A Committee member shall declare an interest in any contract or matter in which s/he has a personal, material or financial interest, whether directly or indirectly, and shall not vote in respect of such contract or matter except where that interest is shared with a majority of the other members of the Committee.
44. Committee members shall only be entitled to fees or remuneration for services actually rendered to the Society, whether as employees or otherwise.
45. Committee members may be paid all reasonable and proper expenses incurred by them in attending and returning from meetings of the Committee or General Meetings of the Society or in connection with the business of the Society.
46. The office of Committee member shall be immediately vacated if s/he:
 - (a) resigns her/his office in writing to the Society; or
 - (b) subject to rule 41 above, ceases to be a member of the Society for any reason whatsoever (or is the representative of a corporate body which ceases to be a member); or
 - (c) is removed from office by a majority vote of the Society in General Meeting, the notices for which specified that the question of the Committee member's removal, and the reasons therefore, was to be considered; or
 - (d) in the opinion of a majority of the Committee, fails to declare her/his interest in any contract as referred to in rule 43; or
 - (e) is absent from three successive meetings of the Committee during a continuous period of twelve months without special leave of absence from the Committee and they decide that s/he has by reason of such absence vacated office; or
 - (f) becomes bankrupt or, in the opinion of a doctor appointed by a majority of the Committee, incapable on medical or psychological grounds of carrying out the functions of a Committee member.

POWERS AND DUTIES OF THE COMMITTEE

47. The business of the Society shall be managed by the Committee who may pay all expenses of the formation of the Society as they think fit and may exercise all such powers of the Society as may be exercised and done by the Society and as are not by statute or by these rules required to be exercised or done by the Society in General Meeting.
48. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for monies paid to the Society shall be signed, drawn, accepted, endorsed, or otherwise executed in such manner as the Committee shall from time to time direct.
49. The Committee may delegate any of its functions to sub-committees made up of members of the Committee and such other persons as it sees fit. Any sub-committee so formed shall in the exercise of its powers conform with any regulations imposed upon it by the Committee, which shall always include the requirement for regular and prompt reports back to the Committee.

PROCEEDINGS AT COMMITTEE MEETINGS

50. The Committee may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. The Secretary shall at the request of two or more Committee members summon a meeting of the Committee at any reasonable time by giving all Committee members reasonable notice of the date, time and venue for the meeting and the general nature of the business to be considered.
51. Unless and until otherwise decided by the Society in General Meeting, the quorum necessary for the transaction of business at a Committee meeting shall be one half of the members of the Committee or three members, whichever is the greater; provided that no meeting shall be quorate if one half or more of those present are co-opted Committee members.
52. At every Committee meeting the Chairperson shall preside, but in the event of her/his absence or unwillingness to act the members present shall choose one of their number to be Chairperson of the meeting.
53. The Committee shall cause proper minutes to be made of all the proceedings of the Society, of the Committee and of any sub-committees. All such minutes shall be open to inspection by any member of the Committee at all reasonable times.
54. Questions arising at Committee meetings shall be decided by a majority of votes of those present.
55. A resolution in writing signed by all the members for the time being entitled to vote at meetings of the Committee shall be valid and effective as if the same had been passed at a meeting duly convened and held and may consist of several documents in the same form, each signed by one or more members.

SHARE CAPITAL

56. The shares of the Society shall be of the nominal value of £50.00. The minimum shareholding required of a member shall be defined as such number of fully paid shares as the Committee may determine, subject to the Act, or as may be required by a particular offer of shares, or – failing such determination or requirement – shall be one share.
 - (a) A member may subscribe for shares in tranches of shares which are smaller in number than the minimum shareholding, provided that any member who does not achieve the minimum shareholding within twelve months after her/his/its first

