

Register number: 30027R

**RULES OF**

**CO-OPERATIVE PARTY LIMITED**

Registered under the Co-operative and Community Benefit Societies Act 2014

March 2005

Cobbetts  
Ship Canal House  
King Street  
Manchester  
M2 4WB

Amended by resolution at the Annual Meeting, September 2016

**1. Name**

- 1.1. The name of the society is Co-operative Party Limited and it is called “the Party” in the rest of these rules.

**2. Purpose**

- 2.1. The purpose of the Party is to promote co-operative and mutual forms of economic, social and voluntary organisation, which are based on the principles of mutual ownership and democratic control, and to support political action in pursuance of the Values and Principles of the Co-operative Movement in the UK and internationally as defined from time to time by the International Co-operative Alliance.

**3. Commitments**

**To the UK Co-operative Movement and Co-operatives UK**

- 3.1. The Party was created to serve the Co-operative Movement of the United Kingdom, and it is committed to working in support of the aims of that Movement.

**To the Labour Movement**

- 3.2. The Party is allied to the Labour Party through an electoral agreement, and it is committed to working with the Labour Party and the Trade Union Movement to achieve their common goals.

**To the wider co-operative and mutual sector**

- 3.3. The Party is committed to working in co-operation with bodies representing the co-operative and mutual sector in the United Kingdom, in other countries and internationally to achieve their common goals.

**Respect for the rights of people**

- 3.4. In conducting its affairs, the Party shall respect the rights of everyone it deals with, as set out in the Charter of Fundamental Rights of the European Union.

**Prohibition on distribution**

- 3.5. The Party is carrying on its activities for the purpose set out above, and not in order to make a trading profit. Any profits or surpluses generated by the Party’s activities shall not be distributed either directly or indirectly in any way whatsoever among members of the Party but shall be applied:

- 3.5.1. to maintain prudent reserves;
- 3.5.2. on expenditure in carrying out the Party’s functions.

#### **4. Functions**

- 4.1. The functions of the Party are to provide goods and services in pursuit of its purpose, including:
- 4.1.1. seeking the election of co-operators into public office;
  - 4.1.2. campaigning;
  - 4.1.3. providing education and training;
  - 4.1.4. undertaking research;
  - 4.1.5. publishing;
  - 4.1.6. engaging, as principals or agents, in any other business, trade or activity which seems to the Party directly or indirectly in pursuit of its purpose.

#### **5. Powers**

- 5.1. The Party may do anything which appears to it to be necessary or desirable in connection with its functions.
- 5.2. In particular it may:
- 5.2.1. acquire and dispose of property;
  - 5.2.2. enter into contracts;
  - 5.2.3. raise money by subscription;
  - 5.2.4. accept gifts of property;
  - 5.2.5. employ staff;
  - 5.2.6. establish a Co-operative Party Disciplinary Committee to deal with disciplinary matters concerning individual members of Local Parties.
- 5.3. Any power of the Party to pay remuneration and allowances to any person includes the power to make arrangements for providing, or securing the provision of pensions or gratuities (including those payable by way of compensation for loss of employment or loss or reduction of pay).
- 5.4. Subject to the approval of the National Executive Committee, the Party may borrow money for the purposes of or in connection with its functions, subject to a limit of £5,000,000.
- 5.5. The Party may invest money for the purposes of or in connection with its functions. The investment may include investment by:

- 5.5.1. forming, or participating in forming bodies corporate;
- 5.5.2. otherwise acquiring membership of bodies corporate.

## **6. The organisation of the Party**

- 6.1. The Party consists of:
  - 6.1.1. its members, comprising individuals and affiliated organisations;
  - 6.1.2. the National Executive Committee;
  - 6.1.3. the General Secretary;
  - 6.1.4. Party Conference;
  - 6.1.5. local and regional parties
- 6.2. Their respective responsibilities and functions, which shall at all times be exercised and performed in accordance with these rules, are as follows.

### **Members**

- 6.3. Individual members and Organisational members (through their delegates) attend and participate at meetings, vote in elections to and stand for election for the National Executive Committee, and take such other part in the affairs of the Party as is provided in these rules.

### **Local and Regional Parties**

- 6.4. Individual members shall be organised into local and regional parties whose constitutions have been approved by the National Executive Committee and registered with the Party, for the purpose of undertaking day-to-day activities, participating in the party's democratic structures and other such activities conducted in line with the rules of the Party. All local and regional parties and branches shall be subject to the National Rules, as made by the NEC and endorsed by Annual Conference.

### **National Executive Committee**

- 6.5. The National Executive Committee exercises all the powers of the Party, subject to the law and these rules. In particular, it:
  - 6.5.1. appoints or removes the General Secretary, and determines the terms and conditions of appointment;
  - 6.5.2. approves an appointment by the General Secretary of other employees of the Party;
  - 6.5.3. at each National Executive Committee meeting receives a report on the business and activities of the Party from the General Secretary;

- 6.5.4. in respect of each financial year, causes to be prepared an annual report, revenue account and balance sheet as required by these rules;
- 6.5.5. determines the Party's strategy and forward plans in consultation with the General Secretary;
- 6.5.6. prepares and from time to time to reviews the Party's membership strategy, its National Executive Committee Membership Policy, and when appropriate makes recommendations for change, including changes to these rules.

#### **General Secretary**

- 6.6. The business of the Party is managed by the General Secretary.
- 6.7. The General Secretary shall report to each National Executive Committee meeting on the business and activities of the Party.

#### **Party Conference**

- 6.8. Resolutions of the Annual Party Conference and any Special Conferences are advisory for the National Executive Committee.

#### **Board Secretary**

- 6.9. The Party shall have a Board Secretary who may be an employee, but may not be the General Secretary. The Board Secretary's functions shall include:
  - 6.9.1. acting as secretary to the National Executive Committee;
  - 6.9.2. keeping the register of members and other registers and books required by these rules to be kept;
  - 6.9.3. summoning and attending all meetings of the Party, and of its National Executive Committee, and keeping the minutes of those meetings;
  - 6.9.4. acting as Returning Officer in any elections;
  - 6.9.5. publishing to members in an appropriate form information about the Party's affairs to enable its purpose to be achieved;
  - 6.9.6. preparing and sending to the Financial Services Authority and any other statutory body all returns which are required to be made.

## **7. Members**

- 7.1. The members of the Party are the individual members, and affiliated organisations whose names are entered in the register of members.

**Individual members**

- 7.2. Membership of the Party is open to any individual who meets the criteria for membership as determined by the National Executive Committee and complies with the Rules of the Party.

**Societies**

- 7.3. Membership of the Party is open to any co-operative or mutual society which submits an application for membership in the form specified by the National Executive Committee, and whose purpose is, in the opinion of the National Executive Committee, compatible with the Party's purpose.

**Other Affiliated Organisations**

- 7.4. Membership of the Party is open to organisations such as trade unions and their branches; campaign groups and voluntary/community organisations whose purpose is, in the opinion of the National Executive Committee, compatible with the Party's purpose.

**Shares and subscriptions**

- 7.5. Individual members shall pay a subscription approved annually by the National Executive Committee and Party Conference.
- 7.6. An affiliated organisation shall pay such a subscription as agreed by the National Executive Committee.
- 7.7. Co-operatives UK shall pay such subscription as its Board determines.
- 7.8. An affiliate or society member shall cease to be a member if:
- 7.8.1. it ceases to exist;
  - 7.8.2. it is expelled or ceases to be entitled to be a member under these rules;
  - 7.8.3. it withdraws from membership by giving at least one month's written notice to the Secretary; or
  - 7.8.4. the Secretary removes it from the Register of members on the basis that it has failed to pay its annual subscription, but not until the Secretary has complied with procedures approved by the National Executive Committee.
- 7.9. An individual shall cease to be a member if s/he resigns, dies or fails to meet the conditions laid out in the Membership Rules.

**8. Shares**

- 8.1. The shares of the Party have the nominal value of £1 each, which shall not be payable unless demanded by the Society. A share may not be transferred or withdrawn.

- 8.2. Every member shall hold one share, which shall be allotted upon admission to membership. No member may hold more than one share.
- 8.3. On termination of membership, the share registered in the name of the former member is to be cancelled and any amount subscribed for the share is to become the property of the Party.
- 8.4. Shares do not carry any right to interest, dividend or bonus.

## **9. Expulsion from membership**

### **Organisations**

- 9.1. A member may be expelled by a resolution approved by not less than two-thirds of the members of the National Executive Committee attending and voting at a meeting. The following procedure is to be adopted.
  - 9.1.1. Any member may complain to the General Secretary that another member has acted in a way detrimental to the interests of the Party.
  - 9.1.2. If a complaint is made, the National Executive Committee may itself consider the complaint having taken such steps as it considers appropriate to ensure that each member's point of view is heard and may either:
    - 9.1.2.1. dismiss the complaint and take no further action; or
    - 9.1.2.2. for a period not exceeding twelve months suspend the rights of the member complained of to attend members meetings and vote under these rules;
    - 9.1.2.3. arrange for a resolution to expel the member complained of to be considered at the next meeting of the National Executive Committee.
  - 9.1.3. If a resolution to expel a member is to be considered at a meeting of the National Executive Committee, details of the complaint must be sent to the member complained of not less than one calendar month before the meeting with an invitation to answer the complaint and attend the meeting.
  - 9.1.4. At the meeting, the National Executive Committee will consider evidence in support of the complaint and such evidence as the member complained of may wish to place before them.
  - 9.1.5. If the member complained of fails to attend the meeting without due cause the meeting may proceed in their absence.
- 9.2. A member expelled from membership will cease to be a member upon the declaration by the Chair of the meeting that the resolution to expel them is carried.
- 9.3. No former member who has been expelled from membership is to be re-admitted except by a resolution carried by the votes of two-thirds of the National Executive Committee at a meeting.

**Individual Members**

- 9.4. All individual members must comply with the Membership Rules as agreed by the National Executive Committee and endorsed by Annual Conference.

**10. General Meetings and Party Conferences**

**General Meetings**

- 10.1. The Party is to hold a general meeting (called the annual general meeting) within nine months of the end of each financial year, normally at the same venue and on the same occasion as the Annual Party Conference. The annual general meeting is to be convened by the Board Secretary by order of the National Executive Committee.
- 10.2. The business of the annual general meeting comprises:
- 10.2.1. receiving:
    - 10.2.1.1. the revenue account and balance sheet for the previous financial year; and
    - 10.2.1.2. a report on the Party's performance in the previous year;
    - 10.2.1.3. forward plans for the current year and the next 2 years;
  - 10.2.2. appointing financial auditors;
  - 10.2.3. such other business as the National Executive Committee approves.
- 10.3. All general meetings other than annual general meetings are called special general meetings and are to be convened by the Board Secretary either:
- 10.3.1. by order of the National Executive Committee; or
  - 10.3.2. if a written requisition signed (except where these rules say otherwise) on behalf of members which are entitled to not less than one tenth of the total votes, is delivered (addressed to the Secretary) to the Party'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 members' meeting any National Executive Committee member may convene a members meeting.
  - 10.3.3. A special 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.
- 10.4. General meetings are open to delegates appointed by affiliated organisations and local parties. Individual members may attend and ask questions in their own right but can only vote if duly appointed as a delegate by their party.



**Notice and procedures for General Meetings**

- 10.5. Notice of a members meeting is to be given:
- 10.5.1. by notice to all members; and
  - 10.5.2. by notice on the Party's website
- at least 14 clear days before the date of the meeting. The notice must:
- 10.5.3. be given to the members of the National Executive Committee, members of the Management Executive and to the auditors;
  - 10.5.4. state whether the meeting is an annual or special general meeting;
  - 10.5.5. give the time, date and place of the meeting; and
  - 10.5.6. indicate the business to be dealt with at the meeting.
- 10.6. Before a general meeting can do business there must be a quorum present. Except where these Rules say otherwise a quorum is delegates from 20 local parties or affiliate members, and one member of the National Executive Committee.
- 10.7. The Chair of the National Executive Committee or in their absence some other National Executive Committee member nominated by the members of the National Executive Committee shall preside at a general meeting of the Party. If neither the Chair nor such other National Executive Committee member is present and willing to act, the National Executive Committee members present shall elect one of their number to be Chair and if there is only one National Executive Committee member present and willing to act they shall be Chair.
- 10.8. If no quorum is present within half an hour of the time fixed for the start of the meeting, 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 National Executive Committee 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.
- 10.9. Subject to these rules and to any Act of Parliament, a resolution put to the vote at a general meeting shall, except where a card vote is demanded or directed, be decided upon by a show of hands.
- 10.10. On a show of hands every delegate present 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.
- 10.11. Unless a card vote 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.
- 10.12. A card vote 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 delegates present at the meeting.

- 10.13. On a card vote, each Society or affiliated member shall have ten votes, plus one additional vote for every £25 or part of that amount paid to the Party during the previous financial year.
- 10.14. On a card vote, each local Party shall have one vote per member.
- 10.15. Unless these rules or an Act of Parliament say otherwise, all resolutions are to be decided by a simple majority of the votes cast.

#### **Party Conferences**

- 10.16. A Party Conference shall be held each year, called the Annual Party Conference, and convened by the General Secretary by order of the National Executive Committee.
- 10.17. A Special Party Conference may be convened by the General Secretary at any other time, by order of the National Executive Committee, or on the requisition of members carrying not less than one tenth of the total votes. Only the business for which the Special Conference was convened shall be considered.
- 10.18. Party Conferences are open to delegates of Local Parties and of affiliated organisations.
- 10.19. The National Executive Committee shall approve rules, procedures and arrangements for Party Conferences, including the maintenance of a Conference Arrangements Committee, which shall govern the procedures for the business of Party Conferences.

### **11. National Executive Committee**

#### **Composition**

- 11.1. National Executive Committee Members shall comprise the following:
  - 11.1.1. eleven National Executive Committee Members elected by and from individual members on the basis of one member one vote. The National Executive Committee will approve the election procedures to be used. One Member shall be elected by and from Scotland; one by and from Wales; and one each by and from the nine Government Regions of England. The National Executive Committee shall have the power to decide on the geographical allocation of Local Parties and society members;
  - 11.1.2. one National Executive Committee Member being a person under the age of twenty-seven at the date of nomination, elected by and from individual youth members on the basis of one member one vote. The National Executive Committee will approve the election procedures to be used.
  - 11.1.3. one National Executive Committee Member appointed by the Board of Co-operatives UK Limited;

- 11.1.4. two National Executive Committee Members appointed by the Board of the Co-operative Group Limited;
  - 11.1.5. two National Executive Committee Members elected by and from affiliated Societies other than the Co-operative Group Ltd.
  - 11.1.6. two National Executive Committee Members elected by and from the Westminster Parliamentary Group.
- 11.2. The Chief Executive Officer of Co-operatives UK, or her/his nominee, may attend meetings of the National Executive Committee, as long as they fulfil the Co-operative Party membership conditions. They shall not have a vote.
- 11.3. National Executive Committee Members will normally serve for a maximum of three terms of 3 years (or part thereof).
- 11.4. Those organisations appointing Members to the National Executive Committee shall make their appointments not later than one month before the Annual Meeting.
- 11.5. No person can be a National Executive Committee Member who:
- 11.5.1. does not meet the age requirements for an officer of a co-operative society;
  - 11.5.2. is not an individual member of the Party;
  - 11.5.3. refuses to sign a statement accepting the code of conduct for members of the National Executive Committee;
  - 11.5.4. has been declared bankrupt or compounded with their creditors and has not been discharged;
  - 11.5.5. is subject to a disqualification order made under the Company Directors Disqualification Act;
  - 11.5.6. has been convicted of an offence where the conviction is not treated as spent under the Rehabilitation of Offenders Act 1974;
  - 11.5.7. fails to abide by any rules for the conduct of elections made by the National Executive Committee;
- and any person who ceases to qualify under this rule shall immediately cease to be a National Executive Committee Member.
- 11.6. A National Executive Committee Member may be removed from office by a resolution approved by not less than three-quarters of the remaining National Executive Committee Members present and voting at a meeting on the grounds that:

- 11.6.1. they have committed a serious breach of the code of conduct, or
  - 11.6.2. they have acted in a manner detrimental to the interests of the Party, and
  - 11.6.3. the National Executive Committee consider that it is not in the best interests of the Party for them to continue as a National Executive Committee Member.
- 11.7. Vacancies arising at any time amongst the elected National Executive Committee Members will be dealt with by the holding of an election. In each case the person filling the vacancy shall serve for the unexpired term of office.
- 11.8. Vacancies arising amongst the appointed National Executive Committee Members will be filled by the organisation entitled to appoint the relevant National Executive Committee Member.

#### **National Executive Committee Meetings**

- 11.9. At its Annual Meeting, the National Executive Committee will appoint one of its Members to be Chair and another to be Vice-Chair.
- 11.10. The National Executive Committee will meet 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 Board Secretary to all National Executive Committee Members and to the General Secretary. A National Executive Committee meeting may be called by shorter notice if it is so agreed by all the National Executive Committee Members entitled to attend and vote at the meeting.
- 11.11. At least nine Members of the National Executive Committee will form a quorum.
- 11.12. The Chair, or in their absence the Vice-Chair, or in their absence another National Executive Committee Member is to chair meetings of the National Executive Committee.
- 11.13. The General Secretary shall attend every meeting of the National Executive Committee, unless their performance, or terms and conditions of employment are the subject matter of the meeting.
- 11.14. Meetings of the National Executive Committee may be called either by the Board Secretary, or by a notice in writing specifying the business to be discussed, given to the Secretary by the Chair of the National Executive Committee, or by not less than four National Executive Committee Members. The Board Secretary is to communicate every such notice to all National Executive Committee Members as soon as possible and the meeting is to be held at a venue decided by the Board Secretary not earlier than seven days and not later than fourteen days after the receipt by the Board Secretary of the notice.
- 11.15. The National Executive Committee 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.

- 11.16. The National Executive Committee may appoint specialist advisors to advise on any issue and may invite them to attend and speak (but not vote) at its meetings.
- 11.17. Subject to the following provisions of this rule, questions arising at a National Executive Committee meeting shall be decided by a majority of votes. Each National Executive Committee Member shall have one vote. In case of an equality of votes the Chair shall have a second and casting vote.
- 11.18. A resolution in writing signed by all members of the National Executive Committee will have the same effect as a resolution passed at a meeting of the National Executive Committee and may consist of several identical copies of a document each signed by one or more National Executive Committee Members.

**Conflict of interests**

- 11.19. Any National Executive Committee Member who has a material interest in a matter as defined below shall declare such interest to the National Executive Committee and:
- 11.19.1. may be present in any discussion of the matter unless a majority of the National Executive Committee Members objects to their presence, but
- 11.19.2. shall not vote on the issue (and if by inadvertence they do remain and vote, their vote shall not be counted).
- 11.20. Any National Executive Committee Member who fails to disclose any interest required to be disclosed under the preceding paragraph must permanently vacate their office if required to do so by a majority of the remaining National Executive Committee Members.
- 11.21. A material interest in a matter is any interest or contractual relationship (save for the exception referred to below) held by a National Executive Committee Member or their spouse or partner in any firm or company or business which, in connection with the matter, is trading with the Party, or is likely to be considered as a potential trading partner with the Party.
- 11.22. The exception which shall not be treated as a material interest is shares not exceeding 2% of the total shares in issue held in any company whose shares are listed on any public exchange.

**Committees**

- 11.23. The National Executive Committee shall appoint
- 11.23.1. a remuneration committee which shall determine the terms and conditions of employment of the General Secretary and other employees. No National Executive Committee Member who is an employee member shall be a member of such committee; and
- 11.23.2. an audit committee.

- 11.24. The National Executive Committee shall have the power to establish advisory, consultative and other committees consisting of National Executive Committee Members, and such other Local Party members as it may decide. These committees shall carry out such functions as may be assigned to them.
- 11.25. National Executive Committee Members will not receive any payment for serving on the National Executive Committee other than the payment of reasonable expenses incurred in carrying out their duties.

## **12. Audit**

- 12.1. The National Executive Committee will in respect of each year of account:
  - 12.1.1. cause to be prepared a revenue account or accounts which deal with the affairs of the Party and any subsidiary company or society for that year; and which give a true and fair view of the income and expenditure of the Party and any subsidiary company or Party for that year;
  - 12.1.2. cause to be prepared a balance sheet giving at that date a true and fair view of the state of the affairs of the Party and any subsidiary company or Party.
- 12.2. The National Executive Committee is to lay a revenue account and balance sheet duly audited and signed by the financial auditor and incorporating the report of the financial auditor thereon before each annual meeting, accompanied by a report by the National Executive Committee on the position of the affairs of the Party and any subsidiary or holding company or Party signed by the chair of the National Executive Committee meeting at which the report is adopted.
- 12.3. The National Executive Committee is not to cause to be published any balance sheet unless it has previously been audited by the financial auditor and it incorporates a report by the financial auditor that it gives a true and fair view of the income and expenditure, or the state of the affairs of the Party, as the case may be. Every revenue account and balance sheet published is to be signed by the General Secretary and by two National Executive Committee Members acting on behalf of the National Executive Committee.
- 12.4. A qualified auditor must be appointed to audit the Party'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 91 of the Co-operative and Community Benefit Societies Act 2014 and Part 42 of the Companies Act 2006.
- 12.5. The financial auditor shall, in accordance with Section 83 of the Co-operative and Community Benefit Societies Act 2014, make a report to the Party on the accounts examined by them and on the revenue account or accounts and the balance sheet of the Party for the year in question.
- 12.6. Save as provided in this rule every appointment of a financial auditor is to be made by resolution of a members meeting of the Party. The exceptions are:

- 12.6.1. the first appointment of a financial auditor is to be made within three months of the registration of the Party and is to be made by the National Executive Committee if no members meeting of the Party is held within that time;
- 12.6.2. the National Executive Committee may appoint a financial auditor to fill any casual vacancy occurring between members meetings of the Party.

### **13. Annual Returns**

- 13.1. The Party will make an annual return to the Financial Services Authority as required by the Act.
- 13.2. The Party will supply a copy of the last annual return with all supporting documents to any member on request and without charge.

### **14. Amending these rules**

- 14.1. Unless these rules say otherwise, any rule may be altered or rescinded, or any new rule may be made, by resolution passed by at least two thirds of the votes cast on a card vote at a members meeting. No change to these rules shall be valid until registered by the Financial Services Authority. When submitting rule amendments for registration the secretary may at their sole discretion accept any alternation required or suggested by the Financial Services Authority without reference back to a further special meeting of the society.
- 14.2. Rules 2 and 5 and this rule may only be changed by a majority of at least three quarters of the members who vote at a members' meeting.

### **15. Dissolution**

- 15.1. A duly appointed receiver or manager of the whole or part of the Party's property may assume such powers of the National Executive Committee or the General Secretary as they consider necessary to carry out their duties under the instrument of appointment.
- 15.2. The Party may be dissolved by the consent of three-quarters of the members who sign an instrument of dissolution in the directed form or by winding-up in the manner provided by the Act.
- 15.3. On the winding up or dissolution of the Party, after the satisfaction of all its debts and liabilities, any property or funds whatsoever remaining must be applied by transfer:
  - 15.3.1. to one or more other bodies with the same purpose as the Party; or
  - 15.3.2. where no such bodies exist, to another body or bodies established for exclusively charitable purposes with functions the same as or similar to the functions of the Party;in each case as determined by the members at a meeting called to decide the issue.
- 15.4. No funds or part of any funds remaining after satisfaction of all debts and liabilities may be distributed to members of the Party. This provision may not be altered or rescinded.

**16. Indemnity**

- 16.1. Members of the National Executive Committee, the General Secretary and the Board Secretary who act honestly and in good faith will not have to meet out of their personal resources any personal civil liability which is incurred in the execution or purported execution of their functions. Any costs arising in this way will be met by the Party. The Party may purchase and maintain insurance against this liability for its own benefit and for the benefit of the National Executive Committee and the General Secretary and the Board Secretary.

**17. Administrative Provisions**

- 17.1. Anything done in good faith by any meeting of the National Executive Committee, the General Secretary or the Board Secretary shall be valid, notwithstanding that it is afterwards discovered that there was any defect in the appointment of any National Executive Committee Member or the General Secretary or the Board Secretary, or that any one or more of them were disqualified and shall be as valid as if each of them had been duly appointed and was duly qualified to serve.
- 17.2. Minutes are to be kept of every members meeting, of every meeting of the National Executive Committee, any committee appointed by the National Executive Committee. 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.
- 17.3. The Party's registered office is at:65 St. John Street, London, EC1M 4AN, or such other place as the National Executive Committee decides.
- 17.4. The Party is to keep at its registered office:
- 17.4.1. a register of members in which the Secretary is to enter the following particulars:
- 17.4.1.1. the names and addresses of the members;
- 17.4.1.2. details of the share held by each member and of the amount paid or agreed to be considered as paid for that share;
- 17.4.1.3. a statement of other property in the Party whether in loans or loan stock held by each member;
- 17.4.1.4. the date at which each member was entered in the register as a member and the date at which any ceased to be a member;
- 17.4.2. a duplicate register of members containing the names and addresses of members;
- 17.4.3. a register of the names and addresses of the members of the National Executive Committee, the basis of their membership of the National Executive Committee and the dates on which they assumed office;



- 17.4.4. a register of the holders of loan stock in which the Secretary is to enter such particulars as the National Executive Committee direct and register all transfers of loan stock;
- 17.4.5. a register in which the Secretary is to enter such particulars of all mortgages and charges on land of the Party as the National Executive Committee directs.
- 17.5. Subject to the provisions of the Data Protection Act the registers to be maintained by the Party may be kept in electronic form.
- 17.6. The inclusion or omission of the name of any Local Party or Society from the register of members shall, in the absence of evidence to the contrary, be conclusive evidence that such Local Party or Society is or is not a member of the Party.
- 17.7. The Party is to keep proper books of account with respect to its transactions and to its assets and liabilities in accordance with the Co-operative and Community Benefit Societies Act 2014.
- 17.8. Members are entitled to inspect:
  - 17.8.1. their own account
  - 17.8.2. the duplicate registerat the registered office at any reasonable time.
- 17.9. The Board Secretary is to deliver a copy of these rules to every person on demand on payment of an amount fixed by the National Executive Committee subject to the statutory maximum.
- 17.10. Notice of any change in the address of the registered office is to be sent by the Board Secretary to the Financial Services Authority in the directed form within fourteen days of the change. Any such change will take effect when registered by the Financial Services Authority.
- 17.11. Any notice required by these rules to be given shall be given in writing or shall be given using electronic communications to an address for the time being notified for that purpose. "Address" in relation to electronic communications includes any number or address used for the purposes of such communications.
- 17.12. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be treated as delivered 48 hours after the envelope containing it was posted or, in the case of a notice contained in an electronic communication, 48 hours after it was sent.
- 17.13. The registered name of the Party is to be displayed on the outside of the registered office and every other office or place in which the business of the Party is carried on. The registered name of the Party is also to be mentioned in legible characters in all:
  - 17.13.1. business letters, notices, advertisements and other official publications

17.13.2. bills of exchange, promissory notes, endorsements, cheques and orders for money or goods purporting to be signed by or on behalf of the Party

17.13.3. bills, invoices, receipts and letters of credit of the Party.

17.14. The Party is registered under the Co-operative and Community Benefit Societies Act 2014 (referred to as “the Act” in these Rules). Any references to the Act include reference to any statutory re-enactment and/or modification.

## **18. Disputes**

18.1. Every unresolved dispute which arises out of these rules between the Party and:

18.1.1. a member or local Party; or

18.1.2. any individual or organisation who has ceased to be a member within the six months prior to the date of the dispute; or

18.1.3. any person bringing a claim under the rules of the Party; or

18.1.4. an office-holder of the Party

is to be submitted to an arbitrator agreed by the parties. The arbitrator’s decision will be binding and conclusive on all parties.

18.2. Any person bringing a dispute must, if so required, deposit with the Party a reasonable sum (not exceeding £200) to be determined by the National Executive Committee. The arbitrator will decide how the costs of the arbitration will be paid and what should be done with the deposit.