



FRIENDS OF THE JOINERS ARMS

Marketing & Social Media Strategy
PRE-LAUNCH SPACE 2022



INTRODUCTION

We have developed an extensive marketing plan to promote our share offer and future plans, in order to reach as many people/communities as possible, ahead of opening the space. This strategy covers the pre-launch and post-launch of our space for the next 3 years. A well and comprehensive plan that highlights the importance of our campaign and the uniqueness of the project will be key to engaging potential community-sharers and investors.

It will be key to communicate our story and how from a small campaign, that started 8 years ago, we've managed to create very successful nights that regularly platform trans/non-binary/queer women and QTPOC performers and DJs.

It will be important to highlight the uniqueness in the project, as being the first community-run and led LGBTQI+ pub in London, as well as our aim on prioritising intersectionality and accessibility.

AUDIENCES - KEY CONSTITUENCIES



**UNENGAGED
CONSTITUENTS**

BASE

FRIENDS

LEADERS

UNENGAGED:

Members of the public including artists and organisations who are not yet engaged and/or are unaware of FOTJA. In Greater London.

CONSTITUENTS:

Audience members, including artists, performers and orgs who are engaged occasionally, aware of FOTJA and interested in our activities but not participating regularly. In East London and beyond.

BASE:

Regularly engaged audience, participants, organisations and artists. Reliable attendees and participants of our night Lese Majeste.

FRIENDS:

More closely involved in an ongoing way – regular performers, venues, hosts, volunteers, community members participating in projects. Mostly in East London.

LEADERS:

Management Board, Steering Group, key organisation collaborator contacts, community organisers.

AUDIENCES - NEEDS & PRIORITIES



- UNENGAGED:** Potential future members who are not in East London but would come out on weekends. Members who live in areas that don't have queers spaces and are willing to travel. Members who are not active on social media, older members, queer parents, and other groups that are not necessarily in nightlife.
- CONSTITUENTS:** This is an audience that is not regularly engaged, maybe because LESE MAJESTE is not their vibe, because they're looking for different things. This is the time to recruit them by separating Lese Majeste from FOTJA and our future plans.
- BASE:** Our regular attendees who come to all our events. Their needs may be to have a permanent space where they can come weekly (as opposed to waiting every 2 months). Our very own artists, their needs are needing a space where they can put on their own nights/events.
- FRIENDS:** Our volunteers / team / our own friends. They are already engaged, so they can be good links to spread the word and tell their own friends about us.
- LEADERS:** Community Organisers & Leaders in London (and the UK). Their priorities are to 'serve' and support the community.

AUDIENCES



Our LGBTQI+ bar will centre those who are marginalised: this includes people of colour, queer women, trans and non-binary folk, older people, people with disabilities, LGBTQI+ performers/artists/DJs with all the intersections mentioned above. Whilst their needs are diverse and complex, we seek to provide a space that reduces barriers to their entry and inclusion, includes their voices in decision making, creates opportunities to socialise, perform and work, and provides community functions.

These will make up a big part of our online and physical audiences.

As well as our local neighbours / local communities / local groups in Tower Hamlets.

KEY SUPPORTERS



Building upon FOTJA's existing community links, we will work to engage and connect with other local businesses in Tower Hamlets, local LGBTIQ+ organisations, collectives, community groups and charities, and LGBTIQ+ existing venues, to help amplify our campaign. Such as Dalston Superstore or The Glory which are both queer-owned venues in East London, Sistermidnight (group on a mission to open Lewisham's first community owned live music pub) who have already offered their support with the community shares, the Ivy House in Nunhead (London's First Co-Operatively Owned Community Pub) whom with closely worked with.

Some key people/orgs we've received support from in the past, and that we will reach out ahead of launching our community shares, are: Amy Lame (Night Tsar), The Outside Project, Dan Beaumont (Dalston Superstore), LGBT+ Consortium, Barberette, Positive East, Tower Hamlets LGBT+ Community Forum (chaired by ELOP), the Sheila McKechnie Foundation (not an LGBT+ org), Co-Ops UK, The Plunkett Foundation, Foundation for Future London, GLA Cultures At Risk Office, Power To Change and STIR to action, amongst others.

OVERARCHING AIMS (2022 - 2025)



1. **Building and growing our brand**

Distinct from the original pub and from Lèse Majesté. This is the campaign's identity, ahead of our community shares launch.

In the pre-launch, it's important that our followers recognise the FOTJA branding for market differentiation, increase customer recognition and encourage their support.

This will be done by designing a new branding, and bespoke content for social media (colours / fonts / logos) by May 2022.

We will also design flyers / zines for the shares launch, to be distributed in Lese Majeste 11 (June 2021) and in a number of festivals / prides / markets.

This will be measured looking at the the number of community-sharers and whether we reach our fundraising goal (by September 2022).

Digitally, we'll analyse the increase of followers, and the reach and engagement of our content. We will establish benchmarks to define the success of our posts, and we will issue monthly social media reports with these insights.

OVERARCHING AIMS (2022 - 2025)



1. Building and growing our brand

By September 2022 - we aim to duplicate our followers, especially during our community shares period. This will be achieved by a strategy of recruitment and engagement (see next slide), and will be measured through social media analytics.

In the next 3 years, once our space is open, we aim to grow our following on Instagram by 6%-8% per month (which is the average growth for business accounts). This will be achieved with a specific social media strategy focused on brand awareness and engagement.

OVERARCHING AIMS (2022 - 2024)



2. Identifying and Engaging our Key supporters

Target FOTJA key constituencies and take them on a journey of engagement with the organisation.

We will have identified who are different key group supporters by June 2022 (see slide 'Audiences - Key Constituencies'), before we launch our Shares. This will be achieved by research, events, collaborations with groups.

We aim to do this by contacting stakeholders online, and asking them to share our content/community share, by commissioning content, by doing social media takeovers, etc. We will dedicate some budget to paid marketing, so that we can target new audiences out of our online reach, by promoting existing posts. This strategy will continue for the next 3 years, as a way of engaging our current supporters and future ones.

OVERARCHING AIMS (2022 - 2025)



2. Engaging our Key supporters

Pre-launch:

Our physical engagement strategy will include door-to-door flyers (distributing them in our local area / and in other queer pubs and spaces in the greater london).

We will apply for community stalls in all the different Prides happening in the UK and in some festivals, in order to reach a broader audience. This way we will be able to inform people personally of our plans and even recruit member on the spot. We will give away flyers about the community share offer, and we'll also sell t-shirts and merch, so that people will have a more memorable experience.

We will carry on doing Lese Majeste nights, we have 2 more scheduled from now until September 2022. And we will be taking our cabaret to festivals in Summer 2022 (Stir to Action festival), where we can recruit more members and key supporters.

OVERARCHING AIMS (2022 - 2025)



2. Engaging our Key supporters 2022-2025.

DIGITAL:

Unengaged audience: we will use a paid social media strategy to catch audiences that are out of our reach who are interested in cabaret, drag, queer events, etc.

Constituents: Boosting our social media posts to reach people who occasionally have come to LM and are into queer events / cabaret /drag.

Base: Creating engaging content and posts about our campaign / future space / community shares - creating a quick explanatory video that we will circulate among our base following and ask them to share it // as well as creating graphics that we can distribute to our mailing list and regular audience.

Friends: this demographic will organically engage and share our content. We'll use them as a bridge to reach other people in their networks.

Leaders: these are community-leaders, institutions, organisations that we will personally get in touch and we'll specifically send them a video/graphics and ask to share in their socials.

OVERARCHING AIMS (2022 - 2025)



3. Attract new customers (2023-2025):

Our main aim is to attract new customers and grow our following in our first 3 years. We'll do this digitally by using a specific social media paid strategy focused on increasing brand awareness and growing our brand's audience.

The first year we will also have a physical marketing strategy, we will distribute flyers, reach out to specific queer community groups for collaborations, and apply for stalls in queer markets, fairs, Pride events in order to increase brand awareness.

Our goal is to reach 591 customers per week on year 1. This will be achieved by our comms - we will have an intersectional and diverse programming that will be promoted via our social media channels / mailing list. And we will use a social media paid strategy, in order to reach new audiences.

The 2nd year and 3rd year, our goal is to match our customers and reach 837 per week on year 2 and 985 on year 3. Our goal will remain growing our customer base and revenue per week. We will achieve this via social media marketing, community partnerships, contests and giveaways on socials, email marketing.

ROADMAP 2022 (YEAR 1)



APRIL-JUNE

JULY-SEPT

OCT-DEC

JAN-MARCH

Grow FOTJA accounts

- Develop new FOTJA branding and online identity
- Promote Lese Majeste
- Develop community shares visual assets, imagery & materials
- Update website & social channels with new positioning copy
- Launch community shares information
- Distribute flyers and zines with info

Build interest & awareness

- Media coverage as soon as community shares launch.
- Build content strategy preparing for the opening.
- Paid social media – to increase following & boost engagement.
- Engage with our local community and groups
- Door-to-door flyers
- Have a stall in festivals, Prides, fairs and recruit members.

Opening a space

- Brochure(s), posters and branding available of new space.
- Distribute materials locally
- Social media – preview of the new space / announcing new Instagram handle.
- Paid social media strategy to build following and engagement.

Running a Space

- New social media accounts for the space (reusing FOTJA/s IG)
- Marketing materials announcing of new space running distributed London-wide
- Social media – deep dive into the space activities / programming

ROADMAP 2023 (YEAR 2)



Social Media	Online Marketing	Offline marketing
<ul style="list-style-type: none">● Evolve FOTJA social media graphics● Regularly promote our programming / events / activities.● Optimise website● Social media paid strategy to grow our audience● Content creation strategy (create relevant posts)● 'Influencer' marketing	<ul style="list-style-type: none">● Search Engine marketing● Optimise website (update accordingly)● Email marketing (newsletters with our program).	<ul style="list-style-type: none">• Collaborations with other collectives (in their space and in our space)• Distribute materials locally• Presence in fairs and markets• Collabs with media (articles)

ROADMAP 2024 (YEAR 3)



Social Media	Online Marketing	Offline marketing
<ul style="list-style-type: none">● Evolve FOTJA social media channels design● Add new events to our programming / content● Optimise website● Social media paid strategy to reach more customers.● Content creation strategy (create relevant posts)● 'Influencer' marketing // collabs with big lgbtq people.	<ul style="list-style-type: none">● Search Engine marketing● Search engine optimisation● Update / refresh website● Email marketing (newsletters with our program).● Online promos● Collabs with media	<ul style="list-style-type: none">• Collaborations with other collectives (in their space and in our space)• Distribute materials locally• Presence in fairs and markets• Selling merch of our space

OPENING A NEW QUEER SPACE

Pre-launch



Materials to produce:

Brand & Promotional Materials (pre-launch)

These could be distributed amongst our key supporters / business / organisations

- Brochure/flyers
- Posters (various formats)
- T-shirts
- Tote bags
- Badges
- Cluster map(s) – locations, transport routes etc.
- Press invitations (digital) to the day we're opening the space

OPENING A NEW QUEER SPACE

Pre-launch



Film & Digital Content

- **Pre-launch film (IG Reels/TikTok)** – feat. team & artists
- **Pre-launch promotional film** – feat. the space
- **Branded gifs, cards, animations and images** ahead of the pre-launch for social media.

ADVERTISING (pre-launch)



DIGITAL & SOCIAL

Outlets	Constituents	Targets	Type
LGBTQ+ publications / local publications e.g. our East End, Hackney Gazette, The Slice, Pink News, Time Out London, Gay Times	Constituents Unengaged	Informed LGBTQ+ audiences Tower Hamlets audiences London cultural LGBTQ+ event-goers LGBTQ+ Experience seekers	Digital display ads & social display ads
London cultural e-comms e.g. Londonist, The Nudge, Secret London, Run Riot, Outsavvy	Constituents Unengaged	LGBTQ+ London cultural event-goers & Experience seekers	E-communications Paid social Digital display
Facebook (posting in different LGBTQ+ groups like 'Queer London', 'Non-binary in London', etc).	Base Constituents Unengaged	Informed LGBTQ+ audiences Tower Hamlets audiences LGTBQ+ London audiences	Awareness campaign Traffic campaign Boosted posts & events Driving views to content e.g. launching video
Instagram	Base Constituents Unengaged	Informed LGBTQ+ audiences Tower Hamlets audiences LGTBQ+ London audiences	Awareness campaign Traffic campaign Boosted posts & events (for specific community groups) Driving views to content e.g. launching video

PRINT & DISTRIBUTION (pre-launch)



PRINT

The recommendation is to produce a flyer/brochure focused on our community shares launch, so that print can be closely targeted to residents, businesses and outlets in the area. Brochure format to be discussed with chosen designer.

To include:

- introduction to FOTJA & Achievements
- Why we're opening a new queer space
- What's a community-run/led pub?
- Why to get involved?
- How to get a community share?

PRINT & DISTRIBUTION



DISTRIBUTION

- Door to door in key residential areas around venues & locations in East London / in queer spaces, charities, organisations in greater london.
- by hand for display local businesses, shops, cafes, venues and community centres
- To partner venues and organisations
- Hand to hand at key events like Lese Majeste and other relevant locations to target attendance and awareness at specific events.

SOCIAL MEDIA STRATEGY



Friends of the Joiners Arms is active on:

 **Instagram:** [instagram.com/friendsjoinersarms/](https://www.instagram.com/friendsjoinersarms/)

1,589 followers

 **Twitter:** twitter.com/Joinersliveson

726 followers

 **Facebook:** www.facebook.com/friendsofthejoinersarms

6, 145 followers

Aims & Objectives

Instagram:

- Increase brand awareness (which content resulted in new followers, i.e.)
- Sales/Leads generations via Lese Majeste events.
- Grow following – doubling up our audience ahead of opening our space (reach at least 3K followers).
- Increase rate of organic engagement (meet industry-standard targets: 1%-3%).

Facebook:

- Maintaining our FB following and keep sharing info / events / news.
 - Increase rate of organic engagement (meet industry-standard targets: 1%-2%).

Twitter:

- Increase brand awareness on Twitter ahead of launching our community shares.

SOCIAL MEDIA ACTIVITY



1,589 followers

- High-quality visuals & video of our events, i.e Lese Majeste
- Share news and updates from FOTJA
- Showcase work of artists we collaborate with in LM
- Share news and promote work of local queer artists / creatives and partners
- Instagram stories to showcase behind the scenes activity & development of LM / FOTJA
- Graphics/texts explaining all our community share process on both the feed, stories, Reels



726 followers

- Share news and updates from FOTJA
- Share LM news & announcements
- Engage London, UK and international LGBTQ+ community
- Start relevant conversations:
 - Local queer issues with global significance
 - Local social issues
 - Engagement with UK and international Biennials
 - Performance art news and wider arts and queer culture scene
 - Discussions around equality within the industry
 - FOTJA as a connector and mobilising people and projects



6,145 followers

- Long-form content
- Lead with video & visual content
- Facebook Events – encourage sign ups

Plunkett Foundation

Model Rules for Community Ownership

Version 4

February 2017

Rules sponsored by the Plunkett Foundation

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1 INTRODUCING THE SOCIETY AND THE RULES

Name **FRIENDS OF THE JOINERS ARMS**

1.1 The society is called and it is called "the Society" in these Rules.

Registration

1.2 The Society is registered under the law as a society for the benefit of the community with the **Financial Conduct Authority**. Its registered office is **13 PRINCE GEORGE RD, LONDON, N16 8DL**

Why the Society exists

1.3 The Society exists in order to carry on business for the benefit of the community. This is the Society's Purpose.

Commitments

1.4 The Society is committed to:

- 1.4.1 trading for the benefit of the community, and not for anyone's private benefit;
- 1.4.2 retaining profits and applying profit to advance the Society's Purpose.

Governing documents

1.5 These Rules set out the way in which the Society is owned, organised and governed.

1.6 In addition to the Rules, the Management Committee may make other provisions concerning how the Society operates, such as a code of conduct for the Management Committee. Such provisions must not be inconsistent with the Rules.

1.7 In the Rules

- 1.7.1 words starting with a capital letter (like Rules) refer to something specific, and the Appendix at the end of the Rules identifies the rule which makes this apparent; and
- 1.7.2 words which are highlighted in italics (like *partner*) have a special meaning and the Appendix lists all of these words and explains what they mean.

2 GOVERNANCE

Overview

2.1 The Society has Members, a Management Committee, and a Secretary.

Members

2.2 Membership is the means by which the Society is owned by the community. Membership provides Members with access to information, a voice in the Society, and the opportunity to be elected to a representative role in its governance.

Information

2.3 Members are entitled to receive information about the Society and its business, as provided in the Rules.

Voice

2.4 Members have a voice in the Society's affairs as provided in the Rules, by

- 2.4.1 attending, speaking and submitting motions to be considered at Members' Meetings;
- 2.4.2 voting at Members' Meetings;
- 2.4.3 electing representatives to the Management Committee.

Representation

2.5 Subject to qualification criteria, Members may stand for election to the Management Committee.

Management Committee

2.6 Subject to the Rules, the Management Committee manages the affairs of the Society and may exercise all of its powers.

2.7 The Management Committee is collectively responsible for everything done by or in the name of the Society, but on that basis it may

- 2.7.1 employ a manager or any other staff it considers to be necessary and appropriate;
- 2.7.2 delegate to any employee responsibility for day-to-day management of some or all of the Society's business;
- 2.7.3 authorise members of the Management Committee to deal with specific matters;
- 2.7.4 make use of the services of volunteers.

2.8 The Management Committee may, with the approval of a resolution of the Members at a Members' Meeting, arrange for the management of the business of the Society to be carried out by a third party.

Secretary

2.9 The Secretary is secretary to the Society, and acts as secretary to the Management Committee.

3 MEMBERS

- 3.1 The Society shall encourage people to become Members, and to that end, the Management Committee shall
- 3.1.1 maintain a Membership Strategy for that purpose;
 - 3.1.2 report to the Members at the Annual Members' Meeting on the state of the Society's membership and on the Membership Strategy.
- 3.2 The Members of the Society are those whose names are listed in its Register of Members.
- 3.3 Membership is open to any person (whether an individual, a corporate body or the nominee of an unincorporated organisation) who completes an application for membership in the form required by the Management Committee and:
- 3.3.1 is over 16 years of age;
 - 3.3.2 supports the Society's Purpose;
 - 3.3.3 pays for the minimum number of shares required by the Rules;
 - 3.3.4 agrees to pay an annual subscription (if there is one); and
 - 3.3.5 whose application is accepted by the Management Committee.
- 3.4 The Management Committee may refuse any application for membership at its absolute discretion.
- 3.5 A Member which is a corporate body shall appoint a representative to attend Members' Meetings on its behalf, and otherwise to take part in the affairs of the Society. Such appointment shall be made in writing, signed on behalf of the governing body of the corporate body.
- 3.6 The Management Committee may divide Members into constituencies, based on geography, the nature of their interest in the society, or any other relevant factor. If Members are divided into constituencies:
- 3.6.1 the Members in each constituency will be able to elect at least one representative from amongst their number to the Management Committee;
 - 3.6.2 no person may be a Member within more than one constituency; and
 - 3.6.3 the Secretary shall make any final decision about the constituency which a Member belongs to.

Cessation of Membership

- 3.7 A person ceases to be a Member of the Society in the following circumstances:
- 3.7.1 they resign in writing to the Secretary;
 - 3.7.2 being an individual, they die;
 - 3.7.3 being a corporate body, they cease to exist;
 - 3.7.4 being a nominee of an unincorporated organisation, the organisation replaces them as its nominee;
 - 3.7.5 they are expelled from membership under the Rules;
 - 3.7.6 the Secretary removes them from the Register of Members, after completing procedures approved by the Management

Committee on the grounds that:

- 3.7.6.1 the Society has lost contact with the Member; or
 - 3.7.6.2 the person no longer wishes to continue to be a Member.
- 3.8 A Member may be expelled by a resolution approved by not less than two-thirds of the members of the Management Committee present and voting at a Management Committee Meeting. The following procedure is to be adopted.
- 3.8.1 Any Member may complain to the Secretary in writing that another Member has acted in a way detrimental to the interests of the Society.
 - 3.8.2 If a complaint is made, the Management 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:
 - 3.8.2.1 dismiss the complaint and take no further action; or
 - 3.8.2.2 for a period not exceeding twelve months suspend the rights of the Member complained of to attend Members' Meetings and vote under the Rules;
 - 3.8.2.3 arrange for a resolution to expel the Member complained of to be considered at the next Management Committee Meeting.
 - 3.8.3 If a resolution to expel a member is to be considered at a Management Committee Meeting, 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.
 - 3.8.4 At the meeting the Management Committee will consider evidence in support of the complaint and such evidence as the Member complained of may wish to place before them.
 - 3.8.5 If the Member complained of fails to attend the meeting without due cause, the meeting may proceed in their absence.
 - 3.8.6 A person expelled from membership will cease to be a member upon the declaration by the Chairperson of the meeting that the resolution to expel them is carried.
- 3.9 No person who has been expelled from membership is to be re-admitted except by a resolution carried by the votes of not less than two-thirds of the members of the Management Committee present and voting at a Management Committee Meeting.

4 MEMBERS' MEETINGS

- 4.1 Every year, the Society shall hold an Annual Members' Meeting, within six months of the close of the financial year.
- 4.2 Any other Members' Meetings are Special Members' Meetings.
- 4.3 The Management Committee (except where otherwise provided in the Rules) convenes Members' Meetings, and decides the date, time and place of any Members' Meeting and of any adjourned meeting.

Annual Members' Meeting

- 4.4 The functions of the Annual Members' Meeting shall include:
 - 4.4.1 receiving from the Management Committee the Annual Accounts for the previous financial year; a report on the Society's performance in the previous year, and plans for the current year and the next year;
 - 4.4.2 receiving from the Management Committee a report on the state of the membership and the Membership Strategy;
 - 4.4.3 appointing any financial Auditors, and external Auditors of any other aspect of the performance of the Society;
 - 4.4.4 declaring the results of elections of those who are to serve on the Management Committee;
 - 4.4.5 Any other business included in the notice convening the meeting.

Special Members' Meetings

- 4.5 Special meetings are to be convened by the Secretary either by order of the Management Committee, or if a written requisition signed by not less than 12 Members or 10% of all Members (whichever is less) is delivered, addressed to the Secretary, at the Society's registered office.
- 4.6 Any 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 special meeting, any member of the Management Committee may convene a Members' meeting.
- 4.7 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.

Notice of Members' Meetings

- 4.8 Notice of a Members' Meeting is to be given at least 14 clear days before the date of the meeting, by notice prominently displayed at the registered office, all of the Society's places of business, and such other places as the Management Committee decides.
- 4.9 The notice must state whether the meeting is an Annual Members' Meeting or Special Members' Meeting, give the time, date and place of the meeting, and set out the business to be dealt with at the meeting.

Procedure at Members' Meetings

- 4.10 Members' Meetings are open to all Members. The Management Committee may invite particular individuals or representatives of particular organisations to attend a Members' Meeting.

- 4.11 Before a Members' Meeting can do business, a minimum number of Members (a quorum) must be present. Except where these Rules say otherwise a quorum is present if 5 Members or 10% of the Members entitled to vote at the meeting (whichever is greater) are present.
- 4.12 If no quorum is present within half an hour of the time fixed for the start of the meeting, the meeting shall be dissolved if it has been requisitioned by the Members. Any other 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 Management 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.
- 4.13 The Chairperson, or in their absence another member of the Management Committee (to be decided by the members of the Management Committee present), shall chair a Members' Meeting. If neither the Chairperson nor any other member of the Management Committee is present, the Members present shall elect one of their number to be Chairperson.
- 4.14 The Chairperson may, with the consent of the 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. No notice of an adjourned meeting needs to be given unless the adjournment is for 21 days or more.

Voting at Members' Meetings

- 4.15 Subject to these Rules and to any Act of Parliament, a resolution put to the vote at a Members' Meeting shall, except where a poll is demanded or directed, be decided upon by a show of hands.
- 4.16 The Management Committee may introduce arrangements for Members to vote by post, or by using electronic communications.
- 4.17 On a show of hands and on a poll, every Member present is to have one vote. Where postal or electronic voting arrangements have been introduced, every Member who has voted by such method shall also have one vote. In the case of an equality of votes, the Chairperson of the meeting is to have a second or casting vote.
- 4.18 Unless a poll is demanded, the Chairperson of the meeting will declare the result of any vote, which will be entered in the minute book. The minute book will be conclusive evidence of the result of the vote.
- 4.19 A poll may be directed by the Chairperson of the meeting 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. The Chairperson of the meeting shall decide how a poll is taken.
- 4.20 Unless these Rules or an Act of Parliament say otherwise, all resolutions are to be decided by a simple majority of the votes cast.
- 4.21 A resolution in writing signed by all the Members for the time being entitled to vote at a Members' Meeting shall be valid and effective as if it had been passed at a Members' Meeting duly convened and held. Such a resolution may consist of several documents in the same form each signed by one or more Members.

5 MANAGEMENT COMMITTEE

Composition of the Management Committee

- 5.1 The Management Committee shall comprise not less than three and not more than 10 persons, who shall mainly be elected by and from the Members. Not more than one quarter of the Management Committee may comprise persons co-opted by the Management Committee.
- 5.2 If Members are divided into constituencies, the Management Committee shall include persons elected by and from the Members in each constituency, and the Management Committee shall strive to ensure that its composition appropriately reflects the various constituencies.
- 5.3 If the size of the Management Committee falls below three, it may act only for the purpose of calling a Members' Meeting, the business of which shall be the election of new members to the Management Committee, and not for any other purpose.

Elections, appointments and removals

- 5.4 Elected members of the Management Committee hold office for a period commencing immediately after the Members' Meeting at which their election is declared, and ending at the conclusion of the third Annual Members' Meeting after that.
- 5.5 Co-opted members of the Management Committee serve until the next Annual Members' Meeting.
- 5.6 A person retiring from office shall be eligible for re-election or re-appointment.
- 5.7 Elections shall be carried out in accordance with procedures determined by the Management Committee.
- 5.8 Only a Member over the statutory minimum age may be elected or appointed to serve on the Management Committee.
- 5.9 The Management Committee will adopt a code of conduct, and every member of the Management Committee must comply with the terms of such code of conduct.
- 5.10 A member of the Management Committee shall immediately vacate their office if they:
- 5.10.1 resign their office in writing to the Secretary;
 - 5.10.2 cease to be a Member;
 - 5.10.3 become bankrupt or subject to a disqualification order made under the Company Directors Disqualification Act 1986
 - 5.10.4 are removed from office by a resolution passed by a two-thirds majority of those voting at a meeting of the Management Committee, on the grounds that in the opinion of the Management Committee, they are in serious breach of the Management Committee's code of conduct or have not performed the duties which they agreed to perform or which they could reasonably have been expected to perform and it is not in the interests of the Society that they should continue in office.
- 5.11 The Management Committee shall elect from amongst themselves a Secretary, Chairperson Vice-Chairperson and a Treasurer. These officers shall have such functions as the Rules or the Management Committee specify, and they shall serve until they are removed or replaced by the Management Committee, or until they resign.

Meetings of the Management Committee

- 5.12 The Management Committee shall hold such meetings as it considers appropriate to discharge its roles and responsibilities.
- 5.13 Every meeting of the Management Committee shall be chaired by the Chairperson, or in their absence the Vice-Chairperson, or in their absence another member of the Management Committee chosen by those present.
- 5.14 Three members of the Management Committee shall comprise a quorum.
- 5.15 Members of the Management Committee may be counted in the quorum, participate in and vote at meetings of the Management Committee by telephone, video or other electronic means.
- 5.16 Unless the Rules provide otherwise, in the event of a decision to be made by a vote at meetings of the Management Committee, the decision shall be decided by a majority of votes. Each member of the Management Committee shall have one vote, and in the event of a tied vote, the Chairperson of the meeting shall have a second or casting vote.
- 5.17 A resolution signed by all the members of the Management Committee has the same effect as a resolution validly passed at a meeting of the Management Committee. Each member of the Management Committee may sign a separate copy of the resolution and send a signed copy to the Secretary by email or other electronic means.

Disclosure of Interests

- 5.18 A member of the Management Committee shall declare an interest and shall not vote in respect of any matter in which they, or their spouse or *partner* or immediate relative, have a personal financial or other material interest. If they do vote, their vote shall not be counted.

Remuneration

- 5.19 Members of the Management Committee are not entitled to any remuneration, but they may be reimbursed for reasonable expenses incurred in connection with the Society's business.

Secretary

- 5.20 The Management Committee appoints and may remove the Secretary, and decides the terms of the appointment and whether any remuneration is to be paid.
- 5.21 A person does not have to be a Member in order to be appointed Secretary, and a member of the Management Committee may be appointed Secretary. However a person employed to carry out other services may not be appointed Secretary.
- 5.22 The Secretary
- 5.22.1 has the functions set out in the Rules and any other functions which the Management Committee assigns;
 - 5.22.2 acts as Returning Officer at and is responsible for the conduct of all elections described in the Rules;
 - 5.22.3 has absolute discretion to decide any issue or question which the Rules require the Secretary to decide.

6 REPORTING

Preparation of Accounts

- 6.1 In respect of each year of account, the Management Committee shall cause Annual Accounts to be prepared which shall include:
- 6.1.1 a revenue account or revenue accounts which singly or together deal with the affairs of the Society as a whole for that year and which give a true and fair view of the income and expenditure of the Society for that year; and
 - 6.1.2 a balance sheet giving a true and fair view as at the date thereof of the state of the affairs of the Society.

Auditors and Audit

- 6.2 At each Annual Members' Meeting where, as a result of the provisions of the Co-operative and Community Benefit Societies Act 2014 the Society has the power to decide not to appoint an Auditor or Auditors to audit its Annual Accounts, a resolution shall be put to the Members to decide whether or not they wish to exercise the power.
- 6.3 Where required by law or the decision of the Members, the Society shall appoint in each year a qualified Auditor or Auditors to be the Auditors, and the following provisions shall apply to them.
- 6.3.1 The accounts of the Society for that year shall be submitted to them for audit as required by the law.
 - 6.3.2 They shall have all the rights and duties in relation to notice of, and attendance and right of audience at Members' Meetings, access to books, the supply of information, reporting on accounts and otherwise, as are provided by the law.
 - 6.3.3 Except where provided in the Rules, they are appointed by the Annual Members' Meeting, and the provisions of the law shall apply to the re-appointment and removal and to any resolution removing, or appointing another person in their place.
 - 6.3.4 Their remuneration shall be fixed by the Management Committee in accordance with the Act.
- 6.4 The Management Committee may fill any casual vacancy in the office of Auditor until the next following Members' Meeting.

Presentation of Accounts

- 6.5 The Management Committee shall present the Annual Accounts and reports of the business and affairs of the Society to the Annual Members' Meetings.
- 6.6 The Management Committee shall lay Annual Accounts before the Annual Members' Meeting showing respectively the income and expenditure for and the state of the affairs of the Society as at the end of the Society's most recent financial year (or of such other period as the Management Committee may decide).

Publication of Accounts and Balance Sheets

- 6.7 Subject to the law, the Management Committee must not cause to be published any revenue account or balance sheet unless it has previously been audited by the Auditors unless the power in 6.2 not to appoint Auditors has been exercised and in its place an audit has been substituted by an accountant's report or lay auditors' report. Every revenue account and balance sheet published must be signed by the Secretary and by two Members acting on behalf of the Management Committee.

Copy of Balance Sheet to be Displayed

- 6.8 The Society must keep a copy of the last balance sheet for the time being, always displayed in a conspicuous place at its registered office together with the report of the Auditors if appointed.

Annual Return to be sent to Financial Conduct Authority

- 6.9 The Society must, within the time allowed by legislation in each year, send to the **Financial Conduct Authority** a general statement in the prescribed form, called the annual return, relating to its affairs during the period covered by the return, together with a copy of:

- 6.9.1 the Society's financial statements for the period included in the return; and
- 6.9.2 the report of the Auditors thereon if Auditors have been appointed.

and the most recent annual return of the Society shall be made available to any Member by the Secretary on request in writing free of charge.

7 CHANGE

Alterations to Rules

- 7.1 No new rule shall be made, nor shall any of the Rules be amended, unless it is approved by a two-thirds majority of the votes cast at a Special Members' Meeting.
- 7.2 Notice of such a Special Members' Meeting shall specify the Rules to be amended, and set out the terms of all amendments or new rules proposed.
- 7.3 No amendment to any of the Rules and no new rule shall be valid until registered.
- 7.4 The Management Committee may change the situation of the Society's registered office. The Society will send notice of any such change to the **Financial Conduct Authority**.

Restriction on use

- 7.5 Pursuant to regulations made under section 29 of the Co-operative and Community Benefit Societies Act 2014:
- 7.5.1 All of the Society's assets are subject to a restriction on their use.
- 7.5.2 The Society must not use or deal with its assets except:
- 7.5.2.1 where the use or dealing is, directly or indirectly, for a purpose that is for the benefit of the community;
- 7.5.2.2 to pay a Member of the Society the value of their withdrawable share capital or interest on such capital;
- 7.5.2.3 to make a payment pursuant to section 39 (proceedings on death of nominator), 40 (provision for intestacy) or 36 (payments in respect of mentally incapable persons) of the Co-operative and Community Benefit Societies Act 2014;
- 7.5.2.4 to make a payment in accordance with the Rules of the Society to trustees of the property of bankrupt Members or, in Scotland, Members whose estate has been sequestrated;
- 7.5.2.5 where the Society is to be dissolved or wound up, to pay its creditors; or
- 7.5.2.6 to transfer its assets to one or more of the following:
- (a) a prescribed community benefit society whose assets have been made subject to a restriction on use and which will apply that restriction to any assets so transferred;
 - (b) a community interest company;
 - (c) a registered social landlord which has a restriction on the use of its assets which is equivalent to a restriction on use and which will apply that restriction to any assets so transferred;
 - (d) a charity (including a community benefit society that is a charity); or
 - (e) a body, established in Northern Ireland or a State other than the United Kingdom, that is equivalent to any of those persons.

- 7.5.3 Any expression used in this Rule which is defined for the purposes of regulations made under section 29 of the Co-operative and Community Benefit Societies Act 2014 shall have the meaning given by those regulations.

Transfers of Engagements

- 7.6 The Society may, by special resolution passed at a Special Members' Meeting in accordance with the Rules and in the way required by the law, amalgamate with or transfer its engagements to any **society** or convert itself into a **company**. Nothing in this Rule shall entitle the Society to amalgamate with, transfer its engagements to or convert itself into a type of body that is not listed in Rule 7.5.2.6.
- 7.7 The Society may also accept a transfer of engagements and assets from any **society** by resolution of the Management Committee or of a Members' Meeting, as the Management Committee shall decide.

Dissolution

- 7.8 The Society may be dissolved by an Instrument of Dissolution or by winding up in the way required by the law. If on the solvent dissolution or winding up of the Society there remain, after the satisfaction of all its debts and liabilities and the repayment of the paid-up share capital, any assets whatsoever, such assets shall be transferred in accordance with the provisions above headed "Restrictions on use".
- 7.9 Subject to those provisions, such assets shall be transferred to one or more community organisations that support the objects of the Society chosen by the Members at a Members' Meeting, which may include any society established by the **Plunkett Foundation** for the purpose of the creation, promotion and development of community-owned enterprises.

8 SHARE CAPITAL

- 8.1 The Society has shares of £ 25 each.
- 8.2 Application for shares shall be made to the Management Committee, and is subject to any maximum permitted by law. Shares shall be paid for in full on application.
- 8.3 The minimum shareholding shall be share/s. The Society may from time to time make a public share offer, and any such offer may specify a minimum number of shares.
- 8.4 Shares are not transferable except on death or bankruptcy, and are withdrawable at the sole discretion of the Management Committee in accordance with the Rules as follows:
- 8.4.1 shares may be withdrawn by Members who have held them for a minimum period of three years or such other period as the Management Committee decides;
 - 8.4.2 application for withdrawal shall be made on not less than three months' notice, on a form approved by the Management Committee;
 - 8.4.3 the Management Committee may specify a maximum total withdrawal for each financial year;
 - 8.4.4 All withdrawals must be funded from trading profits, reserves or new share capital raised from Members, and are at the absolute discretion of the Management Committee having regards to the long term interests of the Society, the need to maintain prudent reserves, and the Society's commitment to community benefit. If any withdrawal is to be funded from reserves, the Management Committee must be satisfied that:
 - 8.4.4.1 as a result of such withdrawal there will be no ground upon which the Society could then be found to be unable to pay (or otherwise discharge) its debts; and
 - 8.4.4.2 the Society will be able to pay (or otherwise discharge) its debts as they fall due during the year immediately following the withdrawal.
 - 8.4.5 all withdrawals shall be paid in the order in which the notices were received, up to a maximum total withdrawal specified for the financial year, following which no further withdrawals may be made;
 - 8.4.6 except where a Member intends to terminate their membership, they shall not be permitted to withdraw shares leaving them with less than the minimum required by the Rules;
 - 8.4.7 the Management Committee may waive the notice required for a withdrawal and may direct payment to be made without notice or on such shorter notice as it considers appropriate;
 - 8.4.8 the Management Committee may suspend the right to withdraw either wholly or partially, and either indefinitely or for a fixed period. The suspension shall apply to all notices of withdrawal which have been received and remain unpaid at the time. Where the suspension is for a fixed period, it may be extended from time to time by the Management Committee;

- 8.4.9 during any period when the right of withdrawal has been suspended, the shares of a deceased Member may, if the Management Committee agrees, be withdrawn by their personal representatives on giving such notice as the Management Committee requires;
- 8.4.10 the Society may deduct such reasonable sum to cover administrative costs of withdrawal from the monies payable to a Member on the withdrawal of shares.
- 8.5 The Society may (but is under no obligation to) pay interest to holders of shares, as compensation for the use of such funds, subject to the following:
- 8.5.1 any payment of interest must be from trading profits and is at the discretion of the Management Committee having regard to the long term interest of the Society, the need to maintain prudent reserves and the Society's commitment to community benefit;
- 8.5.2 the rate of interest to be paid in any year is to be approved by resolution of the Members at the Annual Members' Meeting, and shall not exceed 5% or 2% above the base rate of the Bank of England whichever is the greater;
- 8.5.3 the Management Committee may decide that interest shall not be paid in relation to holdings of shares below a minimal level.
- 8.6 On the solvent winding-up of the Society, holders of shares will have no financial entitlement beyond the payment of outstanding interest and repayment of paid up share capital.
- 8.7 In the event that a Member resigns from membership, is removed from the Register of Members, or is expelled in accordance with the Rules, shares held by them at the date of resignation, removal or expulsion shall thereupon become a loan, repayable to the former Member by the Society. The terms of repayment shall be those applying to the withdrawal of share capital set out in the Rules, and notice of withdrawal shall be treated as having been given at the point of resignation, removal or expulsion.

9 ADMINISTRATIVE

Purpose, objects and powers

- 9.1 The Society's Purpose is to carry on business for the benefit of the community.
- 9.2 The Objects of the Society are, in accordance with its Purpose:

The objects of the Society shall be to carry on business for the benefit of the community by:

OPENING & RUNNING A LATE-LICENCE LGBTQIA+ PUB

- 9.3 The Society has the power to do anything which appears to it to be necessary or desirable for the purposes of or in connection with its Objects.
- 9.4 In particular it may:
- 9.4.1 acquire and dispose of property;
 - 9.4.2 enter into contracts;
 - 9.4.3 employ staff;
 - 9.4.4 make use of the services of volunteers;
 - 9.4.5 receive donations or loans free of interest for its Objects.
- 9.5 Any power of the Society 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).
- 9.6 The Society shall not accept deposits or conduct any activity that constitutes a 'regulated activity' for the purposes of the Financial Services and Markets Act 2000 and 2012 without first applying for, and obtaining, authorisation for the conduct of any such activity.

Borrowing

- 9.7 Subject to the approval of the Management Committee, the Society may borrow money from its members and others for the purposes of or in connection with its Objects, providing that the amount outstanding at any one time shall not exceed £10,000,000.
- 9.7.1 The Society shall have the power to mortgage or charge any of its property, assets and undertakings, and to issue loan stock, debentures and other securities for money borrowed or for any contracts of the Society or its customers, or persons or corporations having dealings with the Society under whatever security or conditions the Management Committee determine are necessary to obtain the capital required to fulfil the society's objects.

Investments

- 9.8 Subject to any restriction imposed by resolution of any Members' Meeting, the Management Committee may invest any part of the capital and funds of the Society in any manner which the Management Committee may from time to time determine.

Books of Account

- 9.9 The Management Committee shall cause to be kept proper books of account with respect to the transactions of the Society, its assets and liabilities, and shall establish and maintain a satisfactory system of control of the books of account, the cash holdings and all receipts and remittances of the Society in accordance with the law.

Treatment of Profits

- 9.10 The profits of the Society shall not be distributed either directly or indirectly in any way whatsoever among Members, but shall be applied:
- 9.10.1 to maintain prudent reserves;
 - 9.10.2 social payments furthering the objects of the Society;
 - 9.10.3 on expenditure in carrying out the Society's Objects.

Minutes

- 9.11 The Management Committee shall cause proper minutes to be made of all Members' Meetings, meetings of the Management Committee and of any sub-committees. All such minutes shall be open to inspection by any Member at all reasonable times.

Settlement of Disputes

- 9.12 Any dispute, between the Society or an officer of the Society on the one hand and a Member or a person who has for not more than six months ceased to be a Member on the other hand, as to the interpretation of or arising out of the Rules shall (except as otherwise provided in the Rules) be referred, in default of agreement between the parties to the dispute, to a person appointed by the Chief Executive of the Plunkett Foundation, on application by any of the parties. The person so appointed shall act as sole arbitrator in accordance with the Arbitration Act 1996 or the Arbitration (Scotland) Act 2010 and such person's decision shall (including any decision as to the costs of the arbitration) be final.

Register of Members

- 9.13 The Society shall keep at its registered office a register of Members as required by the law. Any Member wishing to inspect the register (or any part of it) shall provide the Society with not less than 14 days' prior notice given in writing to the Secretary at the Society's registered office.

Copies of Rules and Regulations

- 9.14 The Secretary will provide a copy of the Rules to any person who demands it, and may charge a sum (not exceeding the maximum allowed by the law) for providing such a copy.

Management Committee's and Officers' Indemnity

- 9.15 Members of the Management Committee and the 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, save where they have acted recklessly. Any costs arising in this way will be met by the Society. The Society may purchase and maintain insurance against this liability for its own benefit and for the benefit of members of the Management Committee and the Secretary.

Deceased and bankrupt members

- 9.16 Upon a claim being made by the personal representative of a deceased Member or the trustee in bankruptcy of a bankrupt Member, any property to which the personal representative or trustee in bankruptcy has become entitled may be used as the personal representative or trustee in bankruptcy may direct.
- 9.17 A Member may in accordance with the law nominate any person or persons to whom any of their property in the Society at the time of their death shall be transferred, but such nomination shall only be valid to the extent for the time being provided by the law. On receiving satisfactory proof of the death of a Member who has made a nomination the Society shall, in accordance with the law, either transfer or pay the full amount of such property to the person so nominated.

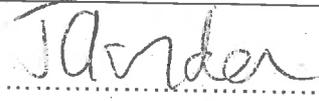
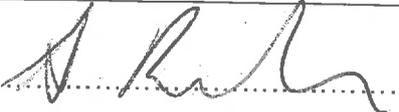
10 START-UP PROVISIONS

- 10.1 The first Members of the Society shall be those who signed the application for registration.
- 10.2 The first Members shall appoint the first Management Committee who shall serve until the first Annual Members' Meeting.
- 10.3 At the conclusion of the first Annual Members' Meeting, all the members of the first Management Committee shall retire.
- 10.4 Those elected to replace them as members of the Management Committee shall take office immediately after the conclusion of the first Annual Members' Meeting, and the following provisions shall apply to them.
 - 10.4.1 One third of those so elected, who obtained the highest number of votes, shall serve until the conclusion of the fourth Annual Members' Meeting.
 - 10.4.2 One third who obtained the next highest number of votes shall serve until the conclusion of the third Annual Members' Meeting.
 - 10.4.3 The remainder of those elected shall serve until the conclusion of the second Annual Members' Meeting.

11 TRANSITION PROVISIONS

- 11.1 If these model rules are adopted on a complete amendment of rules, the following provisions shall apply.
- 11.2 Those holding office as elected members of the Management Committee immediately prior to the adoption of these model rules shall continue in office until the next Annual Members' Meeting, and the following will then apply:
- 11.2.1 if, under the rules applying before the adoption of these model rules, members of the Management Committee were elected for a three year term of office, then the elected members of the Management Committee shall serve out the term of office for which they had been elected;
 - 11.2.2 if, under the rules applying before the adoption of these model rules, members of the Management Committee were elected for any other term of office, all elected members of the Management Committee shall retire from office at the conclusion of the next Annual Members' Meeting; elections shall be held before the Annual Members' Meeting to fill the vacancies arising; and the following provisions shall apply:
 - 11.2.2.1 one third of those elected, who polled the highest number of votes, shall serve a three year term of office ending at the conclusion of the fourth Annual Members' Meeting following the adoption of these model rules;
 - 11.2.2.2 one third of those elected, who polled the next highest number of votes, shall serve a two year term of office ending at the conclusion of the third Annual Members' Meeting following the adoption of these model rules;
 - 11.2.2.3 the remainder of those elected, who polled the lowest number of votes, shall serve a one year term of office ending at the conclusion of the second Annual Members' Meeting following the adoption of these model rules.
- 11.3 Those holding office as Chairperson, Vice-Chairperson, and Treasurer immediately prior to the adoption of these model rules shall continue in office until the first meeting of the Management Committee after the next Annual Members' Meeting. At the commencement of that Management Committee meeting, they shall retire from office and the Management Committee shall elect a Chairperson, Vice-Chairperson and Treasurer.
- 11.4 The person holding office as Secretary immediately prior to the adoption of these model rules shall continue in office unless or until replaced by the Management Committee.

12 SIGNATURES OF MEMBERS

Signatures of Members	Full Names	Date
	JANE CLENDON	9/2/18
	AMY ROBERTS	9/2/18
	PETER CRAAG	5/2/18
Signature of Secretary 	DUNCAN CHRISTAL	05/02/2018

The logo for the Plunkett Foundation, featuring the text "Plunkett Foundation" in white, bold, sans-serif font, set against a green rounded square background.

**Plunkett
Foundation**

Plunkett Foundation

**Model Rules for
Community Ownership**

Version 6

December 2021

Rules sponsored by the Plunkett Foundation

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OVERVIEW AND DEFINITIONS

- 1 The Rules should be read and understood on the basis of what is set out below.
- 2 Words in the singular include the plural, and words in the plural include the singular.
- 3 Any reference to legislation includes any subsequent enactments, amendments and modifications, or any subordinate legislation.
- 4 The section, rule and paragraph headings are inserted for convenience only and shall not affect the interpretation of the Rules.
- 5 The following words and phrases have the special meaning set out below.

“the Act”	The Co-operative and Community Benefit Societies Act 2014 and any statutory modification or re-enactment thereof for the time being in force
“Company”	A company registered with limited liability under the Companies Act 2006 or any previous Companies Act,
“Financial Conduct Authority”	Financial Conduct Authority, 12 Endeavour Square, London, E20 1JN or such other body as succeeds to its functions in respect of registered societies
“Partner”	A person living with another in the same household as a couple, irrespective of their sex or sexual orientation
“Plunkett Foundation”	Plunkett Foundation a charitable company registered with Companies House with company number 00213235 and with the Charity Commission with charity number 313743 of The Quadrangle, Woodstock, Oxfordshire, OX20 1LH and any successor body;
“Society”	The society named at Rule 1.1 being a society registered with limited liability under the Co-operative and Community Benefit Societies Act 2014
“Secretary”	Means the person appointed to be the Secretary of the Society appointed in accordance with Rule 5.20.
“Electronic Communication”	Shall have the meaning in s.148 of the Act. For the avoidance of doubt, this includes email and fax.
“In Writing”	Wherever the term “in writing” is used it shall include any communication or document sent in electronic form unless otherwise stated in the rules.
“Resolution”	A matter put to the vote at a members’ meeting or by written resolution. The Secretary is responsible for recording the outcome of the vote and whether the resolution is approved or rejected.
“Special Resolution”	Means a resolution requiring majority approval of at least two-thirds or three-quarters, as may be specified in these Rules or as defined by the Act

- 6 The following words or phrases are introduced in the rule specified in each case.

Words or Phrases

Rule



Annual Members' Meeting	4.1
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1 INTRODUCING THE SOCIETY AND THE RULES

Name

- 1.1 The society is called **FRIENDS OF THE JOINERS ARMS LIMITED** and it is called “the Society” in these Rules.

Registration and Registered Office

The Society is registered under the law as a society for the benefit of the community with the **Financial Conduct Authority**. The Society’s registered office is **The Green House, 244-254 Cambridge Heath Road, London, E2 9DA**.

Why the Society exists

- 1.2 The Society exists in order to carry on business for the benefit of the community. This is the Society’s Purpose. The Society’s Objects shall be: **Opening and running a late-license LGBTQI+ pub**.

Commitments

- 1.3 The Society is committed to
- 1.3.1 trading for the benefit of the community, and not for anyone’s private benefit;
 - 1.3.2 retaining profits and applying profit to advance the Society’s Purpose and Objects and/or in accordance with these Rules.

Governing documents

- 1.4 These Rules set out the way in which the Society is owned, organised and governed.
- 1.5 In addition to the Rules, the Management Committee may make other provisions concerning how the Society operates, such as your code of conduct for the Management Committee. Such provisions must not be inconsistent with the Model Rules.
- 1.6 In the Rules
- 1.6.1 words starting with a capital letter (like Rules) refer to a defined term and the Guidance Notes identify the rule which makes this apparent; and
 - 1.6.2 words which are highlighted in italics (like *partner*) have a special meaning and the Overview and Definitions section lists all of these words and explains what they mean.

2 GOVERNANCE

Overview

2.1 The Society has Members, a Management Committee, and a Secretary.

Members

2.2 Membership is the means by which the Society is owned by the community. Membership provides Members with access to information, a voice in the Society, and the opportunity to be elected to a representative role in its governance. Membership of the Society is achieved by complying with the requirements of Rule 3.3, including the purchase of the minimum number of shares defined in Rule 8.3.

Information

2.3 Members are entitled to receive information, about the Society, and its business as provided for in the Rules. Information may be sent or supplied by electronic means subject to the Society's privacy policy.

Voice

- 2.4 Members have a voice in the Society's affairs as provided in the Rules, by
- 2.4.1 attending, speaking and submitting matters to be considered at Members' Meetings;
 - 2.4.2 proposing resolutions and voting at Members' Meetings;
 - 2.4.3 electing representatives to the Management Committee at Members' Meetings.

Representation

2.5 Subject to qualification criteria, Members may stand for election to the Management Committee.

Management Committee

2.6 Subject to the Rules, the Management Committee manages the affairs of the Society and may exercise all of its powers.

2.7 The Management Committee is collectively responsible for everything done by or in the name of the Society, but on that basis it may

- 2.7.1 delegate any of the powers which are conferred on it under these Rules, to any person or committee consisting of members of the Society, on such terms and conditions as they think fit;
- 2.7.2 delegate to any employee [or tenant] responsibility for day-to-day management of some or all of the Society's business;
- 2.7.3 authorise members of the Management Committee to deal with specific matters;
- 2.7.4 make use of the services of volunteers.

3 MEMBERS

- 3.1 The Society shall encourage people to become Members, and to that end, the Management Committee shall
- 3.1.1 maintain a membership strategy for that purpose;
 - 3.1.2 update the Members at the Annual Members' Meeting about the Society's membership and the Membership Strategy.
- 3.2 The Members of the Society are those whose names are listed in its Register of Members.
- 3.3 Membership is open to any person (whether an individual, a corporate body or the nominee of an unincorporated organisation) who completes an application for membership in the form required by the Management Committee and
- 3.3.1 is over **[16]** years of age;
 - 3.3.2 supports the Society's Purpose and Objects;
 - 3.3.3 pays for the minimum number of shares required by the Rules;
 - 3.3.4 agrees to pay an annual subscription (if there is one); and
 - 3.3.5 whose application is accepted by the Management Committee.
- 3.4 The Management Committee may refuse any application for membership at its absolute discretion.
- 3.5 A Member which is a corporate body shall appoint a representative to attend Members' Meetings on its behalf, and otherwise to take part in the affairs of the Society. Such appointment shall be made in writing, signed on behalf of the governing body of the corporate body.
- 3.6 The Management Committee may divide Members into constituencies, based on geography, the nature of their interest in the Society, or any other relevant factor. If Members are divided into constituencies
- 3.6.1 the Members in each constituency will be able to elect at least one representative from amongst their number to the Management Committee;
 - 3.6.2 no person may be a Member within more than one constituency; and
 - 3.6.3 the Chairperson shall make any final decision about the constituency which a Member belongs to.

Cessation of Membership

- 3.7 A person ceases to be a Member of the Society in the following circumstances:
- 3.7.1 they resign in writing to the Secretary;
 - 3.7.2 being an individual, they die;
 - 3.7.3 being a corporate body, they cease to exist;
 - 3.7.4 being a nominee of an unincorporated organisation, the organisation replaces them as its nominee;
 - 3.7.5 they are expelled from membership under the Rules;
 - 3.7.6 **the Secretary removes them from the Register of Members, after completing procedures approved by the Management Committee on the grounds that the Society has lost contact with the Member after making three attempts to contact the Member within a six month period. If no contact has been established during this period then their shares shall be**

cancelled and the value of those shares, any accrued interest or dividend shall be forfeited to the Society

When a person ceases to be a Member under rule 3.7, they will be removed from the Register of Members and the value of their shares will be held as a loan in accordance with rule 8.7.

- 3.8 A Member may be expelled by a resolution approved by not less than two-thirds of the members of the Management Committee present and voting at a Management Committee Meeting. The following procedure is to be adopted.
- 3.8.1 Any Member may complain to the Secretary in writing that another Member has acted in a way detrimental to the interests of the Society. Should the Secretary, being a member, wish to complain, this should be in writing to the Chairperson.
 - 3.8.2 If a complaint is made, the Management 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:
 - 3.8.2.1 dismiss the complaint and take no further action; or
 - 3.8.2.2 for a period not exceeding twelve months suspend the rights of the Member complained of to attend Members' Meetings and vote under the Rules;
 - 3.8.2.3 arrange for a resolution to expel the Member complained of to be considered at the next Management Committee Meeting.
 - 3.8.3 If a resolution to expel a member is to be considered at a Management Committee Meeting, details of the complaint must be sent to the Member complained of not less than fourteen days before the meeting with an invitation to answer the complaint and attend the meeting.
 - 3.8.4 At the meeting the Management Committee will consider evidence in support of the complaint and such evidence as the Member complained of may wish to place before them.
 - 3.8.5 If the Member complained of fails to attend the meeting without due cause, the meeting may proceed in their absence.
 - 3.8.6 A person expelled from membership will cease to be a member upon the declaration by the Chairperson of the meeting that the resolution to expel them is carried.
- 3.9 No person who has been expelled from membership is to be re-admitted except by a resolution carried by the votes of not less than two-thirds of the members of the Management Committee present and voting at a Management Committee Meeting.

4 MEMBERS' MEETINGS

- 4.1 Every year, the Society shall hold an Annual Members' Meeting, within six months of the close of their financial year end.
- 4.2 Any other Members' Meetings are Special Members' Meetings.
- 4.3 The Management Committee (except where otherwise provided in the Rules) convenes Members' Meetings, and decides the date, time and the business of any Members' Meeting and of any adjourned meeting. Members' Meetings can take place in any manner and through any medium which permits those attending to hear and comment on the proceedings. Any person who attends in this manner will be deemed to be present in person at the meeting whether or not all attendees are assembled in one place.

Annual Members' Meeting

- 4.4 The functions of the Annual Members' Meeting shall include:
 - 4.4.1 receiving from the Management Committee the Annual Accounts for the previous financial year; a report on the Society's performance in the previous year, and plans for the current year and the next year;
 - 4.4.2 receiving from the Management Committee a report on the state of the membership and the Membership Strategy;
 - 4.4.3 appointing any financial Auditors, and external Auditors of any other aspect of the performance of the Society;
 - 4.4.4 declaring the results of elections of those who are to serve on the Management Committee;
 - 4.4.5 any other business included in the notice convening the meeting.

Special Members' Meetings

- 4.5 Special Members' Meetings are to be convened by the Secretary either by order of the Management Committee, or if a written requisition signed by not less than 12 Members or 10% of all Members (whichever is less) is delivered, addressed to the Secretary, at the Society's registered office or sent electronically. In the absence of the Secretary, any member of the Management Committee may convene a Special Members' Meeting.
- 4.6 Any requisition must state expressly the purpose for which the meeting is to be convened and whether it is intended to put a resolution to the vote by the Members.
- 4.7 A Special Members' 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.

Notice of Members' Meetings

- 4.8 Notice of a Members' Meeting is to be given at least 14 clear days before the date of the meeting, by written notice posted or delivered by hand or sent by Electronic Communication to every Member at the address or Electronic Communication address given in the Register of Members.
- 4.9 The notice must state whether the meeting is an Annual Members' Meeting or Special Members' Meeting, give the time, date and place of the meeting, and set out the business to be dealt with at the meeting including details of any resolutions that will be voted upon.

- 4.10 Seventy-five per cent of Members may agree, by consenting in writing, or by confirming through Electronic Communication, to a Members' Meeting being held with less notice than required by Rule 4.8.

Procedure at Members' Meetings

- 4.11 Members' Meetings are open to all Members. The Management Committee may invite particular individuals or representatives of particular organisations to attend a Members' Meeting but they shall not vote.
- 4.12 Before a Members' Meeting can do business, a minimum number of Members (a quorum) must be present. Except where these Rules say otherwise a quorum is present if 5 Members or 10% of the Members entitled to vote at the meeting (whichever is greater) are present in person.
- 4.13 If no quorum is present within half an hour of the time fixed for the start of the meeting, the meeting shall be dissolved if it has been requisitioned by the Members. Any other 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 Management 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.
- 4.14 The Chairperson shall chair a Members' Meeting. If neither the Chairperson, Vice-Chairperson nor any other member of the Management Committee is present, the Members present shall elect one of their number to be Chairperson (to be decided by a majority of the Members).
- 4.15 The Chairperson may, with the consent of the 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. No notice of an adjourned meeting needs to be given unless the adjournment is for 21 days or more.

Voting at Members' Meetings

- 4.16 Subject to these Rules and to any Act of Parliament, a resolution put to the vote at a Members' Meeting shall, be decided upon by a show of hands or by proxy.
- 4.17 The Management Committee may introduce arrangements for Members to appoint a proxy on their behalf in accordance with Rule 4.22.
- 4.18 Every Member is to have one vote on a show of hands. Where proxy or electronic voting arrangements have been introduced, every Member who has voted by such method shall also have one vote. In the case of an equality of votes, the Chairperson of the meeting is to have a second or casting vote.
- 4.19 Unless these Rules or an Act of Parliament say otherwise, all resolutions are to be decided by a simple majority of the votes cast.
- 4.20 Subject to the Act, a resolution in writing signed or confirmed by letter or by Electronic Communication by or on behalf of the requisite majority of the Members for the time being entitled to vote on the relevant resolution shall be valid and effective as if it had been passed at a Members' Meeting duly convened and held provided that a copy of the proposed resolution has been delivered in accordance with these Rules to all Members and the requisite majority of Shareholders referred to in Rule 4.21 have delivered their agreement in accordance with these Rules. Such a resolution may consist of several documents in the same form each signed by one or more Members.
- 4.21 For the purposes of Rule 4.20, the requisite majorities are
- 4.21.1 in the case of an ordinary resolution a simple majority of Members who would have been entitled to vote had the resolution been proposed at a properly called and constituted Members' Meeting;

Proxies

- 4.21.2 in the case of a resolution requiring a two-thirds majority of Members, at least two-thirds of the Members who would have been entitled to vote had the resolution been proposed at a properly called and constituted general meeting; or
- 4.21.3 in the case of a resolution requiring a three-quarters majority of Shareholders, at least three-quarters of the Shareholders who would have been entitled to vote had the resolution been proposed at a properly called and constituted general meeting.
- 4.22 Any Member entitled to attend and vote at a Members' Meeting may appoint another person, whether or not a Member as their proxy to attend and vote on their behalf. A proxy can be appointed by delivering a written appointment, which may be by way of Electronic Communication, to the registered office, or such other place as may be selected by the Management Committee and stated in the meeting notice, at least 24 hours before the date of the meeting at which the proxy is authorised to vote. It must be signed or confirmed by Electronic Communication and sent by the Member or a duly authorised attorney. Any proxy form delivered late shall be invalid. Any question as to the validity of a proxy shall be determined by the Chairperson of the meeting whose decision shall be final.

5 MANAGEMENT COMMITTEE

Composition of the Management Committee

- 5.1 The Management Committee shall comprise not less than three and not more than **[10]** members, who shall mainly be elected by and from the Members. Not more than one quarter of the Management Committee may comprise persons co-opted by the Management Committee.
- 5.2 If Members are divided into constituencies, the Management Committee shall include persons elected by and from the Members in each constituency, and the Management Committee shall strive to ensure that its composition appropriately reflects the various constituencies.
- 5.3 If the size of the Management Committee falls below three, it may act only for the purpose of calling a Members' Meeting, the business of which shall be the election of new members to the Management Committee, and not for any other purpose.

Elections, appointments and removals

- 5.4 Elected members of the Management Committee hold office for a period commencing immediately after the Members' Meeting at which their election is declared and ending at the conclusion of the third Annual Members' Meeting after that or until they resign or are removed from office in accordance with Rule 5.10.
- 5.5 Members can be co-opted by the Management Committee at any time. Co-optees appointed under this Rule 5.5 shall serve until the next Annual Members' Meeting after their appointment where they may be elected.
- 5.6 A person retiring from office shall be eligible for re-election or re-appointment **[for up to three consecutive terms after which they must not be elected or appointed for a period of 12 months].**
- 5.7 Elections shall be carried out in accordance with procedures determined by the Management Committee.
- 5.8 Only a Member over the statutory minimum age may be elected or appointed to serve on the Management Committee.
- 5.9 The Management Committee will adopt a code of conduct, and every member of the Management Committee must sign a copy of the code on appointment and comply with the terms of such code of conduct throughout their tenure.
- 5.10 A member of the Management Committee shall immediately vacate their office if they:
 - 5.10.1 resign from office in writing to the Secretary or Chairperson;
 - 5.10.2 cease to be a Member;
 - 5.10.3 become bankrupt or subject to a disqualification order made under the Company Directors Disqualification Act 1986;
 - 5.10.4 are removed from office by a resolution passed by a two-thirds majority of those voting at a meeting of the Management Committee, on the grounds that in the opinion of the Management Committee, they are in serious breach of the Management Committee's code of conduct or have not performed the duties which they agreed to perform or which they could reasonably have been expected to perform and it is not in the interests of the Society that they should continue in office;
 - 5.10.5 are removed from office by a simple majority of the Members in a Special Members Meeting, the notices for which specified that the question of the Management Committee Member removal was to be considered.

- 5.11 The Management Committee shall elect from amongst themselves a Chairperson, Vice-Chairperson and a Treasurer. They may also choose to elect a Secretary in accordance with rule 5.19. These officers shall have such functions as the Rules or the Management Committee specify, and they shall serve until they are removed or replaced by the Management Committee, or until they resign.

Meetings of the Management Committee

- 5.12 The Management Committee shall hold such meetings as it considers appropriate to discharge its roles and responsibilities. Meetings can take place in any manner and through any medium which permits those attending to hear and comment on the proceedings. Any person who attends in this manner will be deemed to be present at the meeting whether or not all are assembled in one place.
- 5.13 Every meeting of the Management Committee shall be chaired by the Chairperson, or in their absence the Vice-Chairperson, or in their absence another member of the Management Committee chosen by those present.
- 5.14 Three members of the Management Committee present in person shall comprise a quorum.
- 5.15 Unless the Rules provide otherwise, in the event of a decision to be made by a vote at meetings of the Management Committee, the decision shall be decided by a simple majority of votes. Each member of the Management Committee shall have one vote, and in the event of a tied vote, the Chairperson of the meeting shall have a second or casting vote.
- 5.16 A resolution sent to all members of the Management Committee and signed or confirmed by Electronic Communication by a simple majority or such majority required in these Rules has the same effect as a resolution validly passed at a meeting of the Management Committee. Each member of the Management Committee may sign a separate copy of the resolution and send a signed copy to the Secretary by Electronic Communication.

Disclosure of Interests

- 5.17 A member of the Management Committee shall declare an interest and shall not vote in respect of any matter in which they, or their spouse or *partner* or immediate relative, have a personal, financial or other material interest. If they do vote, their vote shall not be counted.

Remuneration

- 5.18 Members of the Management Committee are not entitled to any remuneration, but they may be reimbursed for reasonable expenses incurred in connection with the Society's business.

Secretary

- 5.19 The Society shall have a Secretary who shall be appointed by the Management Committee and who may be an employee. The Management Committee may also appoint a deputy Secretary (who may also be an employee) to act as Secretary in the Secretary's absence. The Secretary's duties will be clearly set out in writing and agreed by the Management Committee.
- 5.20 The Secretary
- 5.20.1 has the functions set out in the Rules and any other functions that the Management Committee assigns;
 - 5.20.2 acts as Returning Officer at all Society meetings and is responsible for the conduct of all voting described in the Rules and records the outcome of all matters put to a vote;
 - 5.20.3 has absolute discretion to decide any issue or question which the Rules require the Secretary to decide.

6 REPORTING

Preparation of Accounts

- 6.1 In respect of each year of account, the Management Committee shall cause Annual Accounts to be prepared by a qualified auditor which shall include:
- 6.1.1 a revenue account or revenue accounts which singly or together deal with the affairs of the Society as a whole for that year and which give a true and fair view of the income and expenditure of the Society for that year; and
 - 6.1.2 a balance sheet giving a true and fair view as at the date thereof of the state of the affairs of the Society.

Auditors and Audit

- 6.2 At the Annual Members' Meeting where, as a result of the provisions of the Act the Society has the power to decide not to appoint an Auditor or Auditors to audit its Annual Accounts, a resolution shall be put to the Members to decide whether or not they wish to exercise the power.
- 6.3 In the event of the members voting to disapply the requirements for a full audit, the Society should appoint an independent accountant or lay auditor to prepare a report, as required by the law.
- 6.4 Where required by law or the decision of the Members, the Society shall appoint in each year a qualified Auditor or Auditors to be the Auditors, and the following provisions shall apply to them.
- 6.4.1 The accounts of the Society for that year shall be submitted to them for audit as required by the law.
 - 6.4.2 They shall have all the rights and duties in relation to notice of, and attendance and right of audience at Members' Meetings, access to books, the supply of information, reporting on accounts and otherwise, as are provided by the law.
 - 6.4.3 Except where provided in the Rules, they are appointed by the Annual Members' Meeting, and the provisions of the law shall apply to the re-appointment and removal and to any resolution removing or appointing another person in their place.
 - 6.4.4 Their remuneration shall be fixed by the Management Committee in accordance with the Act.
- 6.5 The Management Committee may fill any casual vacancy in the office of Auditor until the next following Members' Meeting.
- 6.6 Where an Auditor is appointed to audit the accounts for the preceding year, they shall be reappointed to audit the current year's as well unless:
- 6.6.1 a Members' Meeting has appointed someone else to act or has resolved that the auditor shall not act; or
 - 6.6.2 the auditor does not want to act and has told the Society so in writing;
 - 6.6.3 the person is not qualified to act;
 - 6.6.4 the auditor has become incapable of acting;
 - 6.6.5 notice of intention to appoint another auditor or to remove the auditor has been given.
- 6.7 No less than twenty-eight days' notice shall be given for a resolution to appoint another person as auditor, or to forbid a retiring auditor being re-appointed.

- 6.8 The Society shall send a copy of the resolution to the retiring auditor and also give notice to Members at the same time and in the same manner, if possible.
- 6.9 If it is not possible to give the notice referred to in Rule 6.8 as specified in that Rule, the Society shall give notice by advertising in the local newspaper at least 14 days before the proposed meeting. The retiring auditor can make representations to the Society which must be notified to Members under Section 95 of the Act.

Presentation of Accounts

- 6.10 The Management Committee shall present the Annual Accounts and reports of the business and affairs of the Society to the Annual Members' Meetings.
- 6.11 The Management Committee shall lay Annual Accounts before the Annual Members' Meeting showing respectively the income and expenditure for and the state of the affairs of the Society as at the end of the Society's most recent financial year (or of such other period as the Management Committee may decide) and ensure Members have the opportunity ask questions.

Publication of Accounts and Balance Sheets

- 6.12 Subject to the law, the Management Committee must not cause to be published any revenue account or balance sheet unless it has previously been audited by the Auditors unless the power in 6.2 not to appoint Auditors has been exercised and in its place an audit has been substituted by an accountant's report or lay auditors' report. Every revenue account and balance sheet published must be signed by the Secretary and by two Members acting on behalf of the Management Committee.

Copy of Balance Sheet to be Displayed

- 6.13 The Society must keep a copy of the last balance sheet for the time being, always displayed in a conspicuous place at its registered office. A copy may also be kept at an alternative address.

Annual Return to be sent to Financial Conduct Authority

- 6.14 The Society must, within the time allowed by legislation in each year, send to the **Financial Conduct Authority** a general statement in the prescribed form, called the annual return, relating to its affairs during the period covered by the return, together with a copy of:
- 6.14.1 the Society's financial statements for the period included in the return; and
 - 6.14.2 the report of the Auditors, Accountant or Lay Auditors.

The most recent annual return of the Society shall be made available to any Member by the Secretary on request in writing free of charge.

7 CHANGE

Alterations to Rules

- 7.1 No new rule shall be made, nor shall any of the Rules be amended, unless it is approved by a two-thirds majority of the votes cast by Members present and voting at a Special Members' Meeting.
- 7.2 Notice of such a Special Members' Meeting shall specify the Rules to be amended and set out the terms of all amendments or new rules proposed.
- 7.3 No amendment to any of the Rules and no new rule shall be valid until registered with the **Financial Conduct Authority**.
- 7.4 The Management Committee may change the situation of the Society's registered office. The Society will send notice of any such change to the **Financial Conduct Authority and to the Plunkett Foundation**.

Restriction on use

- 7.5 Pursuant to regulations made under section 29 of the Act:
 - 7.5.1 All of the Society's assets are subject to a restriction on their use.
 - 7.5.2 The Society must not use or deal with its assets except:
 - 7.5.2.1 where the use or dealing is, directly or indirectly, for a purpose that is for the benefit of the community;
 - 7.5.2.2 to pay a Member of the Society the value of their withdrawable share capital or interest on such capital;
 - 7.5.2.3 to make a payment pursuant to section 39 (proceedings on death of nominator), 40 (provision for intestacy) or 36 (payments in respect of mentally incapable persons) of the Act;
 - 7.5.2.4 to make a payment in accordance with the Rules of the Society to trustees of the property of bankrupt Members or, in Scotland, Members whose estate has been sequestrated;
 - 7.5.2.5 where the Society is to be dissolved or wound up, to pay its creditors; or
 - 7.5.2.6 to transfer its assets to one or more of the following:
 - (a) a prescribed community benefit society whose assets have been made subject to a restriction on use and which will apply that restriction to any assets so transferred;
 - (b) a community interest company;
 - (c) a registered social landlord which has a restriction on the use of its assets which is equivalent to a restriction on use and which will apply that restriction to any assets so transferred;
 - (d) a charity (including a community benefit society that is a charity); or
 - (e) a body, established in Northern Ireland or a State other than the United Kingdom, that is equivalent to any of those persons.
 - 7.5.3 Any expression used in this Rule which is defined for the purposes of regulations made under section 29 of the Act shall have the meaning given by those regulations.

Transfers of Engagements

- 7.6 The Society may, by special resolution passed at a Special Members' Meeting in accordance with the Rules and in the way required by the law, amalgamate with or transfer its engagements to any **society** or convert itself into a **company**. Nothing in this Rule shall entitle the Society to amalgamate with, transfer its engagements to or convert itself into a type of body that is not listed in Rule 7.5.2.6.
- 7.7 The Society may also accept a transfer of engagements and assets from any **society** by resolution of the Management Committee or of a Members' Meeting, as the Management Committee shall decide.

Dissolution

- 7.8 The Society may be dissolved by an Instrument of Dissolution or by winding up in the way required by the law. If on the solvent dissolution or winding up of the Society there remain, after the satisfaction of all its debts and liabilities and the repayment of the paid-up share capital, any assets whatsoever, such assets shall be transferred in accordance with the provisions above headed "Restrictions on use".
- 7.9 Subject to those provisions, such assets shall be transferred to one or more community organisations that support the objects of the Society chosen by the Members at a Members' Meeting, which may include any society established by the **Plunkett Foundation** for the purpose of the creation, promotion and development of community businesses.

8 SHARE CAPITAL

- 8.1 The Society has shares of £1 each.
- 8.2 Application for shares shall be made to the Management Committee and is subject to any maximum permitted by law. Shares shall be paid for in full on application or at the discretion of the Management Committee, shares can be paid in tranches over a period of not more than one calendar year. If the shares are not fully paid for at the end of the year the Society may terminate the membership and return all monies to the Member.
- 8.3 The minimum shareholding shall be 25 share[s]. The Society may from time to time make a public share offer, and any such offer may specify a minimum number of shares.
- 8.4 Shares are not transferable except on death or bankruptcy, and are withdrawable at the sole discretion of the Management Committee in accordance with the Rules as follows:
 - 8.4.1 shares may be withdrawn by Members who have held them for a minimum period of three years or such other period as the Management Committee decides;
 - 8.4.2 application for withdrawal shall be made on not less than three months' notice, on a form approved by the Management Committee;
 - 8.4.3 the Management Committee may specify a maximum total withdrawal for each financial year;
 - 8.4.4 all withdrawals must be funded from trading profits, reserves or new share capital raised from Members, and are at the absolute discretion of the Management Committee having regards to the long term interests of the Society, the need to maintain prudent reserves, and the Society's commitment to community benefit. If any withdrawal is to be funded from reserves, the Management Committee must be satisfied that:
 - 8.4.4.1 as a result of such withdrawal there will be no ground upon which the Society could then be found to be unable to pay (or otherwise discharge) its debts; and
 - 8.4.4.2 the Society will be able to pay (or otherwise discharge) its debts as they fall due during the year immediately following the withdrawal.
 - 8.4.5 all withdrawals shall be paid in accordance with the Society's policy on share withdrawals. If no such policy exists, all withdrawals shall be paid in the order in which the notices were received, up to a maximum total withdrawal specified for the financial year, following which no further withdrawals may be made until the following financial year;
 - 8.4.6 except where a Member intends to terminate their membership, they shall not be permitted to withdraw shares leaving them with less than the minimum required by the Rules;
 - 8.4.7 the Management Committee may in its absolute discretion waive the notice required for a withdrawal and may direct payment to be made without notice or on such shorter notice as it considers appropriate;
 - 8.4.8 the Management Committee may suspend the right to withdraw either wholly or partially, and either indefinitely or for a fixed

- period. The suspension shall apply to all notices of withdrawal which have been received and remain unpaid at the time. Where the suspension is for a fixed period, it may be extended from time to time by the Management Committee;
- 8.4.9 during any period when the right of withdrawal has been suspended, the shares of a deceased Member may, if the Management Committee agrees, be withdrawn by their personal representatives on giving such notice as the Management Committee requires;
 - 8.4.10 the Society may deduct such reasonable sum to cover administrative costs of withdrawal from the monies payable to a Member on the withdrawal of shares.
- 8.5 The Society may (but is under no obligation to) pay interest to holders of shares, as compensation for the use of such funds, subject to the following:
- 8.5.1 any payment of interest must be from trading profits and is at the discretion of the Management Committee having regard to the long term interest of the Society, the need to maintain prudent reserves and the Society's commitment to community benefit;
 - 8.5.2 the Management Committee shall determine the basis for calculating and paying interest to members the rate of interest to be paid in any year and this decision is to be approved by resolution of the Members at the Annual Members' Meeting. The agreed rate shall not exceed 5% or 2% above the base rate of the Bank of England whichever is the greater;
 - 8.5.3 the Management Committee may decide that interest shall not be paid in relation to holdings of shares below a minimal level.
- 8.6 On the solvent winding-up of the Society, holders of shares will have no financial entitlement beyond the payment of outstanding interest and repayment of paid up share capital.
- 8.7 Aside from cases covered by rule 3.7.6 , in the event that a Member resigns from membership, is removed from the Register of Members, or is expelled in accordance with the Rules, shares held by them at the date of resignation, removal or expulsion shall thereupon become a loan, repayable to the former Member by the Society. The terms of repayment shall be those applying to the withdrawal of share capital set out in the Rules and notice of withdrawal shall be treated as having been given at the point of resignation, removal or expulsion.
- 8.8 Reduction in Share Values
- If the Co-operative's Auditors (or any independent qualified accountants appointed for this purpose by the General Meeting) certify at any time that the aggregate of the Co-operative's liabilities plus the amount of its issued share capital exceeds its assets, then (unless in the meantime the excess has been removed) the General Meeting may determine that the amount of this excess, or part of it, shall be apportioned among the Members in proportion to (but not beyond) the amount of the nominal value of the shares paid up and held by each Member. This apportionment shall be based on the value of the shares paid up and held by each Member at the close of business on the date of such determination. The value of shares held by each Member shall be reduced accordingly for the purposes of withdrawal of shares, provided that the value of shares held by any Member shall not be reduced below the minimum shareholding as specified in these Rules.

9 ADMINISTRATIVE

Purpose, objects and powers

- 9.1 The Society's Purpose is to carry on business for the benefit of the community.
- 9.2 The Objects of the Society are, in accordance with its Purpose:

The objects of the Society shall be to carry on business for the benefit of the community by:

Opening and running a late-license LGBTQI+ pub

- 9.3 The Society has the power to do anything that a natural or corporate person can lawfully do which appears to it to be necessary or desirable to achieve its Objects.
- 9.4 Without limiting the general power under Rule 9.3, the Society shall have the power to:
- 9.4.1 acquire or dispose of or take or grant any interest in property and take or grant any security interest over land or any of the Society's assets including any mortgage charge, floating charge or other security whatsoever;
 - 9.4.2 enter into contracts;
 - 9.4.3 employ staff;
 - 9.4.4 make use of the services of volunteers;
 - 9.4.5 receive donations or loans free of interest for its Objects;
 - 9.4.6 subject to Rule 9.7, borrow money or issue any other debt instrument or enter into any transaction having the effect of borrowing on such terms as the Society thinks fit;
 - 9.4.7 subject to Rule 9.8, invest the funds of the Society.
- 9.5 Any power of the Society 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).
- 9.6 The Society shall not accept deposits or conduct any activity that constitutes a 'regulated activity' for the purposes of the Financial Services and Markets Act 2000 and 2012 without first applying for, and obtaining, authorisation for the conduct of any such activity.

Borrowing

- 9.7 Subject to the approval of the Management Committee, the Society may borrow money from its members and others for the purposes of or in connection with its Objects, providing that the amount outstanding at any one time shall not exceed **£[10,000,000]**.
- 9.7.1 The Society shall have the power to mortgage or charge any of its property, assets and undertakings, and to issue loan stock, debentures and other securities for money borrowed or for any

contracts of the Society or its customers or persons or corporations having dealings with the Society under whatever security or conditions the Management Committee determine are necessary to obtain the capital required to fulfil the society's objects.

Investments

9.7.2 The rate of interest on money borrowed, except on money borrowed by way of bank loan or overdraft or from a finance house or on mortgage from a building society or local authority, shall not exceed a reasonable rate necessary, in the opinion of the Management Committee, to obtain and retain the capital required to carry out the objects of the Society, nor shall it risk the Society's status as a Community Benefit Society.

9.8 Subject to any restriction imposed by resolution of any Members' Meeting, the Management Committee may invest any part of the capital and funds of the Society in any manner which the Management Committee may from time to time determine, taking investment advice where appropriate and in accordance with the Society's policy on investments.

Books of Account

9.9 The Management Committee shall cause to be kept proper books of account with respect to the transactions of the Society, its assets and liabilities, and shall establish and maintain a satisfactory system of control of the books of account, the cash holdings and all receipts and remittances of the Society in accordance with the law.

Treatment of Profits

9.10 The profits of the Society shall not be distributed either directly or indirectly in any way whatsoever among Members, but shall be applied:

- 9.10.1 to maintain prudent reserves;
- 9.10.2 social payments furthering the objects of the Society;
- 9.10.3 on expenditure in carrying out the Society's Objects.

Minutes

9.11 The Management Committee shall cause proper minutes to be made of all Members' Meetings, meetings of the Management Committee and of any sub-committees. All such minutes shall be open to inspection by any Member at all reasonable times subject to any duty of confidentiality.

Settlement of Disputes

9.12 The Society shall maintain and follow an internal policy for dispute resolution as approved by the Board.

9.13 Any dispute, between the Society or an officer of the Society on the one hand and a Member or a person who has for not more than six months ceased to be a Member on the other hand, as to the interpretation of or arising out of the Rules shall be dealt with in accordance with the Society's dispute resolution policy referred to in rule 9.12. Only after all other avenues been explored (except as otherwise provided in the Rules) can the dispute be referred, in default of agreement between the parties to the dispute, to a person appointed by the Chief Executive of the **Plunkett Foundation**,

on application by any of the parties. The person so appointed shall act as sole arbitrator in accordance with the Arbitration Act 1996 or the Arbitration (Scotland) Act 2010 and such person's decision shall (including any decision as to the costs of the arbitration) be final.

Register of Members

- 9.14 The Society shall keep at its registered office a register of Members as required by the law. Any Member wishing to inspect the register shall provide the Society with not less than 14 days' prior notice given in writing to the Secretary at the Society's registered office.

Copies of Rules and Regulations

- 9.15 The Secretary will provide a copy of the Rules (electronic or paper based) to any person who demands it and may charge a sum (not exceeding the maximum allowed by the law) for providing such a copy. Unless that person is a member who has not previously been provided with a copy of the rules.

Management Committee's and Officers' Indemnity

- 9.16 Members of the Management Committee, Officers, Employees, **[tenants]** and the 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, save where they have acted recklessly. Any costs arising in this way will be met by the Society. The Society may purchase and maintain insurance against this liability for its own benefit and for the benefit of members of the Management Committee and the Secretary.

Deceased and bankrupt members

- 9.17 Upon a claim being made by the personal representative of a deceased Member or the trustee in bankruptcy of a bankrupt Member, any property to which the personal representative or trustee in bankruptcy has become entitled may be used as the personal representative or trustee in bankruptcy may direct.
- 9.18 A Member may in accordance with the law nominate any person or persons to whom any of their property in the Society at the time of their death shall be transferred, but such nomination shall only be valid to the extent for the time being provided by the law. On receiving satisfactory proof of the death of a Member who has made a nomination the Society shall, in accordance with the law, either transfer or pay the full amount of such property to the person so nominated.

10 START-UP PROVISIONS

- 10.1 The first Members of the Society shall be those who signed the application for registration.
- 10.2 The first Members shall appoint the first Management Committee who shall serve until the first Annual Members' Meeting.
- 10.3 At the conclusion of the first Annual Members' Meeting, all the members of the first Management Committee shall retire but shall be eligible for election to the Management Committee.
- 10.4 Those elected to the Management Committee shall take office immediately after the conclusion of the first Annual Members' Meeting to serve their first term of office, and the following provisions shall apply to them in order to create staggered terms:
 - 10.4.1 One third of those so elected, who obtained the highest number of votes, shall serve until the conclusion of the fourth Annual Members' Meeting.
 - 10.4.2 One third who obtained the next highest number of votes shall serve until the conclusion of the third Annual Members' Meeting.
 - 10.4.3 The remainder of those elected shall serve until the conclusion of the second Annual Members' Meeting.
- 10.5 Those elected under Rule 10.4 shall be eligible for re-election after completion of their first term of office in accordance with Rule 5.

11 TRANSITION PROVISIONS

- 11.1 If these model rules are adopted on a complete amendment of rules, the following provisions shall apply.
- 11.2 Those holding office as elected members of the Management Committee immediately prior to the adoption of these model rules shall continue in office until the next Annual Members' Meeting, and the following will then apply:
 - 11.2.1 if, under the rules applying before the adoption of these model rules, members of the Management Committee were elected for a three-year term of office, then the elected members of the Management Committee shall serve out the term of office for which they had been elected;
 - 11.2.2 if, under the rules applying before the adoption of these model rules, members of the Management Committee were elected for any other term of office, all elected members of the Management Committee shall retire from office at the conclusion of the next Annual Members' Meeting; elections shall be held before the Annual Members' Meeting to fill the vacancies arising; and the following provisions shall apply in respect of their first election:
 - 11.2.2.1 one third of those elected, who polled the highest number of votes, shall serve a three-year term of office ending at the conclusion of the fourth Annual Members' Meeting following the adoption of these model rules;
 - 11.2.2.2 one third of those elected, who polled the next highest number of votes, shall serve a two year term of office ending at the conclusion of the third Annual Members' Meeting following the adoption of these model rules;
 - 11.2.2.3 the remainder of those elected, who polled the lowest number of votes, shall serve a one year term of office ending

at the conclusion of the second Annual Members' Meeting following the adoption of these model rules.

- 11.3 Those holding office as Chairperson, Vice-Chairperson, and Treasurer immediately prior to the adoption of these model rules shall continue in office until the first meeting of the Management Committee after the next Annual Members' Meeting. At the commencement of that Management Committee meeting, they shall retire from office and the Management Committee shall elect a Chairperson, Vice-Chairperson and Treasurer in accordance with Rule 5.11.
- 11.4 The person holding office as Secretary immediately prior to the adoption of these model rules shall continue in office unless or until replaced by the Management Committee.

12 SIGNATURES OF MEMBERS

Signatures of Members	Full Names	Date
Signature of Secretary		



Our Ref WMBC/I&R/1981517711/VCRT
Your Ref

Request for advance assurance – Friends of the Joiners Arms Ltd

Dear Sir/Madam

Thank you for your correspondence dated 11 May 2022 requesting advance assurances. You've asked us to give you these assurances based on the details in your request.

This letter gives you the assurances below.

Seed Enterprise Investment Scheme (SEIS)

We believe we'll be able to authorise the company to issue compliance certificates under Section 257EC(1) of the Income Tax Act (ITA) 2007. This is based on the information in your application. The compliance certificates would relate to the shares to be issued. You'll also need to send us an accurate and fully completed copy of form SEIS1.

If the company intends to issue shares under both SEIS and EIS, then EIS shares must be issued at least a day after any SEIS shares.

Enterprise Investment Scheme (EIS)

We believe we'll be able to authorise the company to issue compliance certificates under Section 204(1) of the Income Tax Act (ITA) 2007. This is based on the information in your application. The compliance certificates would relate to the shares to be issued. You'll also need to send us an accurate and fully completed copy of form EIS1.

More information

We give these assurances based on the legislation which is in place on the date of this letter. If the legislation changes and takes effect on or before the date of any share issue, the assurances we've given may no longer apply.

We cannot guarantee that any particular subscriber will get relief under either SEIS or EIS. For more information about this, go to www.gov.uk and search for 'tax relief for investors'.

What happens next

When the company has issued the shares, you must complete a compliance statement. You should send it to the address at the top of this letter. You can find compliance statements on our website. Go to www.gov.uk and search for 'SEIS'. Then select the first result and read the section 'How to apply'. You also need to do this for 'EIS'. You need to complete separate compliance statements for SEIS and EIS. We no longer accept old versions of compliance statements.

Please read the instructions on the forms carefully and make sure you send them to us within the time limits.

You'll also find more information about the SEIS and EIS in our Venture Capital Schemes Manual. Go to www.gov.uk and search for 'VCM35000' for the SEIS and 'VCM14000' for the EIS.

Guidance notes

Please note that you will only receive this email copy. You will not receive a copy by post or pdf.

Yours faithfully

10/09/2018 10:11 AM

Venture Capital Reliefs Team
HM Revenue and Customs

When responding by email please ensure all correspondence is sent to enterprise.centre@hmrc.gsi.gov.uk only. Other email accounts are not monitored.

 <p>HM Revenue & Customs</p>	<p>Venture Capital Reliefs Team Wealthy/Mid-sized Business Compliance HM Revenue and Customs BX9 1BN Email: enterprise.centre@hmrc.gsi.gov.uk</p>
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If you receive a suspicious email, please forward to phishing@hmrc.gov.uk or refer to the GOV.UK site [Avoid and report internet scams and phishing - GOV.UK](#) for further information.

The forms and processes for the venture capital reliefs changed on 12th October 2018 to streamline the application process and improve customer service. Detailed information is published in the October Agent Update and in the Venture Capital Manual, both on www.gov.uk.

OFFICIAL

The information in this e-mail and any attachments is confidential and may be subject to legal professional privilege. Unless you are the intended recipient or his/her representative you are not authorised to, and must not, read, copy, distribute, use or retain this message or any part of it. If you are not the intended recipient, please notify the sender immediately.

HM Revenue & Customs computer systems will be monitored and communications carried on them recorded, to secure the effective operation of the system and for lawful purposes.

The Commissioners for HM Revenue and Customs are not liable for any personal views of the sender.

This e-mail may have been intercepted and its information altered.

Annual Return (AR30) form

Society Name: Friends of the Joiners Arms Limited

Society Num: 7735

An Annual Return must be completed by all societies registered under the Co-operative and Community Benefit Societies Act 2014 ('the Act') (including any societies previously registered under the Industrial and Provident Societies Act 1965). The Annual Return must include:

- this form;
- a set of the society's accounts; and
- where required, an audit report or report on the accounts.

A society must submit the Annual Return within 7 months of the end of the society's financial year. Failure to submit on time is a prosecutable offence.

Please note that this form, including any details provided on the form, will be made available to the public through the Mutuels Public Register.

For guidance on our registration function for societies, which includes guidance on the requirement to submit an Annual Return, please see [here](#)

2.1 What date did the financial year covered by these accounts end?

31/03/2020

3.1 Please provide the names of the people who were directors of the society during the financial year this return covers.

Some societies use the term 'committee member' or 'trustee' instead of 'director'. For ease of reference, we use 'director' throughout this form.

Name of Director	Month of Birth	Year of Birth
Amy Roberts	Dec	1985
Jonathan Ward	May	1982
Holly Hewitt	Nov	1985
Jess May	Nov	1990
Peter Cragg	Oct	1981

3.2 All directors must be 16 or older. Please confirm this is this case:

All directors are aged 16 or over

3.3 Societies are within the scope of the Company Director Disqualification Act 1986 (CDDA). Please confirm that no director is disqualified under that Act:

No director is disqualified

3.4 Please state any close links which any of the directors has with any society, company or authority.

'Close links' includes any directorships or senior positions held by directors of the society in other organisations.

None

3.5 Please provide the name of the person who was secretary at the end of the financial year this return covers.

Societies must have a secretary

Name of Secretary

Month of Birth

Year of Birth

Jess May

Nov

1990

4.1 Please confirm that:

accounts are being submitted with this form

the accounts comply with relevant statutory and accounting requirements

the accounts are signed by two members and the secretary (3 signatures in total)

4.2 Based on the accounts, please provide the information requested below for the financial year covered by this return.

Number of members

20

Turnover

5460.9

Assets

2217.77

Number of Employees

0

Share Capital

100

**Highest rate of interest
paid on shares**

0

4.3 What Standard Industrial Classification code best describes the society's main business?

Where more than one code applies, please select the code that you feel best describes the society's main business activity. You will find a full list of codes [here](#)

SIC Code

Public houses and bars (56302)

*

Societies are required to appoint an auditor to audited unless they are small or have disapplied this requirement. For further guidance see chapter 7 of our guidance:

<https://www.fca.org.uk/publication/finalised-guidance/fg15-12.pdf>

5.1 Please select the audit option the society has complied with:

- Full Professional Audit
- Auditor's report on the accounts
- Lay Audit
- No audit

5.2 Please confirm the audit option used by the society is compliant with the society's own rules and the Act

We have complied with the audit requirements

5.3 Please confirm any audit report (where required) is being submitted with this Annual Return

- Yes
- Not applicable

5.4 Is this society accepted by HM Revenue and Customs (HMRC) as a charity for tax purposes?

- Yes

No

5.5 If the society is registered with the Office of the Scottish Charity Regulator (OSCR) please provide your OSCR registration number.

Registered

Not applicable

5.6 Is the society a housing association?

No

Yes

6.1 Is the society a subsidiary of another society?

Yes

No

6.2 Does the society have one or more subsidiaries?

(As defined in sections 100 and 101 of the Act)

Yes

No

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

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

Your society is registered meeting the condition for registration that it is conducting its business for the benefit of the community.

For further information on the condition for registration, please see chapter 5 of our guidance [here](#).

Community benefit societies must answer the following questions in relation to the financial year covered by this return.

7B.1 What is the business of the society?

For example, did you provide social housing, run an amateur sports club etc.

Campaigning to open community-run LGBTQI+ pub - holding meetings, running events

7B.2 Please describe the benefits to the community the society delivered?

Here we are looking to see what the benefits to the community were. Community can be said to be the community at large. For example, did you relieve poverty or homelessness through the provision of social housing.

Representing diverse LGBTQI+ community and providing spaces for socialising

7B.3 Please describe how the society's business delivered these benefits?

The business of the society must be conducted for the benefit of the community. Please describe how the society's business (as described in answer to question 7B.1) provided benefit to the community.

By running events, we create spaces for under-served members of the LGBTQI+ community. By holding facilitated public meetings, we attempt to organise and give a platform to our community, with a wider aim of opening an inclusive and diverse queer pub.

7B.4 Did the society work with a specific community, and if so, please describe it here?

For instance, were the society's activities confined to a specific location; or to a specific group of people? Please note that in serving the needs of any defined community, the society should not inhibit the benefit to the community at large.

LGBTQI+ people, mostly in London

7B.5 What did the society do with any surplus or profit?

For instance, did you pay a dividend to members (and if so, on what basis); did money get reinvested in the business; put into reserves; used for some other purpose?

Put into reserves

7B.6 Please state any significant commercial arrangements that the society has, or had, with any other organisation that could create, or be perceived as creating, a conflict of interest.

Please tell us how you ensured that any such conflict of interest did not prevent the society from acting for the benefit of the community.

Not applicable

Income statement	
Revenue/Gross Sales	684.86
Cost of Goods Sold	-197.87
Gross Profit	486.99
Other Income Donations & Grants	4776.04
Other Expenses	
Fundraising Costs	-4912.47
Operating Costs	-257.2
Net Income	93.36

Amy ROBERTS
9/4/21

CHAIR.
A. Roberts

Jessica May
09/04/21

Secretary
J.A. May

PETER CARTER
9/4/21

TREASURER

W

Balance Sheet		Assets		Liabilities	
	Cash	1751.1	Investment Capital	100	
	Inventories	466.67	Retained Earnings	2117.77	
	Total Assets	2217.77	Total Liabilities	2217.77	

Amy ROBERTS
 9/4/21
 CHAIR
 A R N

Jessica May
 09.04.21
 Secretary

J. A. May

PETER CARTER
 9/4/21

TREASURER
 W W W

Annual Return (AR30) form

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Society Num: 7735

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Some societies use the term 'committee member' or 'trustee' instead of 'director'. For ease of reference, we use 'director' throughout this form.

Name of Director	Month of Birth	Year of Birth
Amy Roberts	Dec	1985
Isabella Lewis	Sep	1992
Jess May	Nov	1990

Peter Cragg

Oct

1981

3.2 All directors must be 16 or older. Please confirm this is this case:

All directors are aged 16 or over

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No director is disqualified

3.4 Please state any close links which any of the directors has with any society, company or authority.

'Close links' includes any directorships or senior positions held by directors of the society in other organisations.

None

3.5 Please provide the name of the person who was secretary at the end of the financial year this return covers.

Societies must have a secretary

Name of Secretary

Month of Birth

Year of Birth

Jess May

Nov

1990

4.1 Please confirm that:

accounts are being submitted with this form

the accounts comply with relevant statutory and accounting requirements

the accounts are signed by two members and the secretary (3 signatures in total)

4.2 Based on the accounts, please provide the information requested below for the financial year covered by this return.

Number of members

20

Turnover

337.41

Assets

1725.74

Number of Employees

0

Share Capital

100

Highest rate of interest paid on shares

0

4.3 What Standard Industrial Classification code best describes the society's main business?

Where more than one code applies, please select the code that you feel best describes the society's main business activity. You will find a full list of codes [here](#)

SIC Code

Public houses and bars (56302)

*

Societies are required to appoint an auditor to audited unless they are small or have disapplied this requirement. For further guidance see chapter 7 of our guidance:

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- Full Professional Audit
- Auditor's report on the accounts
- Lay Audit
- No audit

5.2 Please confirm the audit option used by the society is compliant with the society's own rules and the Act

We have complied with the audit requirements

5.3 Please confirm any audit report (where required) is being submitted with this Annual Return

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- Not applicable

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- Yes
- No

5.5 If the society is registered with the Office of the Scottish Charity Regulator (OSCR) please provide your OSCR registration number.

- Registered
- Not applicable

5.6 Is the society a housing association?

- No
- Yes

6.1 Is the society a subsidiary of another society?

- Yes
- No

6.2 Does the society have one or more subsidiaries?

(As defined in sections 100 and 101 of the Act)

- Yes
- No

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For example, did you provide social housing, run an amateur sports club etc.

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Representing diverse LGBTQI+ community and providing spaces for socialising

7B.3 Please describe how the society's business delivered these benefits?

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LGBTQI+ people, mostly in London

7B.5 What did the society do with any surplus or profit?

For instance, did you pay a dividend to members (and if so, on what basis); did money get reinvested in the business; put into reserves; used for some other purpose?

Put into reserves

7B.6 Please state any significant commercial arrangements that the society has, or had, with any other organisation that could create, or be perceived as creating, a conflict of interest.

Please tell us how you ensured that any such conflict of interest did not prevent the society from acting for the benefit of the community.

Not applicable

Balance Sheet	Assets		Liabilities	
	Cash	1259.07	Investment Capital	100
	Inventories	466.67	Retained Earnings	1625.74
	Total Assets	1725.74	Total Liabilities	1725.74

PETER CRAIG
 (TREASURER)
 mm 2/12/21

AMY ROBERTS
 CHAIR
 A-R 3/12/21

Jess May
 Secretary
 J.A. May 3-12-21

Friends of the Joiners Arms Limited

Unaudited Financial Statements For The Year Ended 31st March 2022

Registered No.7735

Report of the directors For The Year Ended 31st March 2022

The directors present their report and accounts for the year ending 31st March 2022

Legal and Administrative Details

Status

A society registered in England and Wales as a Society for the Benefit of the Community, limited by shares, registered on the 13/03/2018

Registered Office

The Green House
244-254 Cambridge Heath Road
London
E2 9DA

Directors

The directors at the year-end were:

Jess May (Secretary)

Amy Roberts

Isabella Lewis

Peter Cragg

Accountants

Catalyst Collective Ltd

84 Lennox Road

Portsmouth

Cornholme

Todmorden

OL14 8QD

Bankers

Triodos Bank UK Ltd

Deanery Road

Bristol

BS1 5AS

Report of the Directors For The Year Ended 31st March 2022

Principal Activities

The principal activities of the society are to carry out any business for the benefit of the community and specifically to open and run a late licence LGBTQI+ Pub

Results for the year

The results for the year are set out in detail on page 4

Statement Of The Directors' Responsibilities

The Co-operative and Community Benefit Societies Act 2014 requires the directors to prepare financial statements for each financial year which give a true and fair view of the state of the society's affairs as at the balance sheet date and of its income and loss for that year. In preparing those financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping proper books of account such as are necessary to give a true and fair view of the society's state of affairs and to explain its financial transactions. The directors must also establish and maintain a satisfactory system of control of its books of account, its cash holdings and all its receipts and remittances, and hence is responsible for safeguarding the assets of the society and taking reasonable steps for the prevention and detection of fraud and other irregularities.

Secretary:

Date:

Friends of the Joiners Arms Limited

Income Statement For The Year Ended 31st March 2022

	<u>Note</u>	2022	2021
		£	£
Turnover		8,354	-
Less Cost of Sales		(7,951)	(462)
Less Management Expenses		(2,287)	(367)
Operating Profit		<u>(1,884)</u>	<u>(829)</u>
Interest Received and Similar Income		0	-
Fundraising, Grants and Donations	2	1,600	337
Profit before Tax		<u>(284)</u>	<u>(492)</u>
Tax Payable		-	-
Profit after Tax transferred to reserves		<u><u>(284)</u></u>	<u><u>(492)</u></u>

All of the society's operations are classed as continuing.
The society had no recognised gains or losses other than the surplus for the year.

Friends of the Joiners Arms Limited

Statement of Financial Position as at 31st March 2022

	<u>Note</u>	2022	2021
			£
FIXED ASSETS			
Land Buildings and Equipment		-	-
Investments		-	-
		-	-
CURRENT ASSETS			
Cash at Bank		24,981	1,259
Stock		61	467
Debtors and Prepayments		-	-
		25,042	1,726
CURRENT LIABILITIES			
Deferred Income	2	(23,400)	
Creditors & Accruals	3	(200)	-
		1,442	1,726
NET CURRENT ASSETS		1,442	1,726
Total Assets less Current Liabilities		1,442	1,726
Less Long Term Liabilities		-	-
Net Worth of Society		1,442	1,726
Represented by:			
Share Capital		100	100
Reserves		1,342	1,626
Members Funds		1,442	1,726

Directors

Signature

Name

Date

Secretary

Signature

Name

Date

Signature

Name

Date

Friends of the Joiners Arms Limited

Statement of Changes in Equity as at 31st March 2022

	Share Capital	Revenue Account	Total
As at 1st April 2020	100	2,118	2,218
Profit for the year and total comprehensive income	-	(492)	(492)
Shares issued during period	-	-	-
Purchase of own shares	-	-	-
As of 31st March 2021 and 1st April 2021	100	1,626	1,726
Profit for the year and total comprehensive income	-	(284)	(284)
Shares issued during period	-	-	-
Purchase of own shares	-	-	-
As of 31st March 2022	100	1,342	1,442

—
Friends of the Joiners Arms Limited
Notes to the Accounts
For The Year Ended 31st March 2022

1. Accounting Policies

- a) The accounts have been prepared using the Historical Cost Convention and in accordance with Financial Reporting Standard FRS102 (Section 1a)
- b) Intangible capital assets have been amortized to zero on the basis of no residual value.

The society has taken advantage of the exemption in Financial Reporting Standard FRS102 (Section 1a) from producing a Cash Flow Statement.

- d) The society is not required to have its accounts audited as the society is subject to the statutory exemptions and regulations currently in place. On this basis the society has chosen not to have a formal audit.
- e) Debtors and Creditors with no stated interest and receivable or payable within one year are recorded at transaction price. Any losses arising from impairment are recognised in the profit and loss account in other administrative expenses.
- f) Current tax represents the amount of tax payable or receivable in respect of the taxable profit (or loss) for the current or past reporting periods. It is measured at the amount expected to be paid or recovered using the tax rates and laws that have been enacted by the balance sheet date.

There are no timing differences and so there is no provision for deferred tax or recognition of a deferred tax asset in these accounts.

- g) Depreciation is calculated to write down the cost of assets over their expected useful lives. The rates applicable are:

Fixtures and Fittings	25% Reducing Balance
Equipment	25% Reducing Balance
Premises	2% Straight Line

- h) Revenue grants receivable are deferred and recognised as income in the accounting period for which there is matching expenditure.

—
Friends of the Joiners Arms Limited
Notes to the Accounts
For The Year Ended 31st March 2022

2 Grants and Deferred Income

	Boosting Community Business	Foundation for Future London	Total
	£	£	£
Balance as of 1st April 2020	-	-	-
Received in Year	-	-	-
Spent in Year	-	-	-
Balance as of 31 st March 2021	-	-	-
Received in Year	10,000	15,000	25,000
Spent in Year	(1,600)	-	(1,600)
Balance as of 31 st March 2022	<u>8,400</u>	<u>15,000</u>	<u>23,400</u>

3 Creditors and Accruals

	2022	2021
Trade Creditors	-	-
Accountancy Fees	(200)	-
Tax	-	-
Total	<u>(200)</u>	<u>-</u>

4 Transactions with related parties

There were no transactions with related parties.

5 Number of Employees during this period

Friends of the Joiners Arms Limited employed 0 people during this period.

Friends of the Joiners Arms Limited

Detailed Income Statement For The Year Ended 31st March 2022

	<u>Note</u>	2022		2021	
		£	£	£	£
<u>Turnover</u>					
T-Shirt Sales			965		-
Event Income			7,389		-
<u>Less Cost of Sales</u>					
Opening Stock		467		467	
Purchases		-		-	
Less Closing Stock		(61)		(467)	
		<u>(406)</u>		<u>-</u>	
Cost of events		(7,545)		(462)	
Gross Profit			<u>403</u>		<u>(462)</u>
<u>Less Management Expenses</u>					
Accountancy Fees		(200)		-	
Bank Charges		(13)		-	
Consultancy		(1,600)		-	
Office Costs		(360)		(367)	
Printing, Postage and Stationary		(114)		-	
			<u>(2,287)</u>		<u>(367)</u>
Operating Profit			<u>(1,884)</u>		<u>(829)</u>
Interest Received and Similar Income			-		-
Grants			1,600		-
Donations			-		337
Profit before Tax			<u>(284)</u>		<u>(492)</u>
Less Corporation Tax			-		-
Profit after Tax transferred to reserves			<u><u>(284)</u></u>		<u><u>(492)</u></u>

	Year 1	Year 2	Year 3	Year 4	Year 5
	£	£	£	£	£
Turnover					
Drink Sales	358,950	634,000	754,215	784,383	815,758
Food Sales	9,100	12,844	16,873	17,548	18,250
Ticket Sales	-	-	-	-	-
Merch Sales	-	-	-	-	-
Kitchen Hire	-	-	-	-	-
Function room hire	2,500	2,600	2,704	2,812	2,924
Flat Rental Income	-	-	-	-	-
	370,550	649,443	773,791	804,743	836,933
Less Cost Of Sales					
Drink Sales	(143,580)	(253,600)	(301,686)	(313,753)	(326,303)
Food Sales	(2,730)	(3,853)	(5,062)	(5,264)	(5,475)
Ticket Sales - Artist Fees	-	-	-	-	-
Merch Sales	-	-	-	-	-
Voids	-	-	-	-	-
	(146,310)	(257,453)	(306,748)	(319,018)	(331,778)
Gross Profit	224,240	391,990	467,044	485,725	505,154
Less Overheads					
Rates	(3,181)	(3,308)	(3,441)	(3,578)	(3,721)
Employment costs	(144,076)	(204,063)	(262,023)	(272,503)	(283,404)
Freelancers	(37,440)	(46,440)	(64,800)	(64,800)	(64,800)
Utilities	(18,527)	(32,472)	(38,690)	(40,237)	(41,847)
Maintenance	(7,411)	(12,989)	(15,476)	(16,095)	(16,739)
Cleaning & Waste Clearance	(7,411)	(12,989)	(15,476)	(16,095)	(16,739)
Insurance	(7,411)	(12,989)	(15,476)	(16,095)	(16,739)
Payment Processing Fees	-	-	-	-	-
Marketing & Advertising	(10,000)	(10,400)	(10,816)	(11,249)	(11,699)
IT Expenses	-	-	-	-	-
Licenses	(8,330)	(8,663)	(9,010)	(9,370)	(9,996)
Accountancy & Bank Charges	(5,740)	(5,970)	(6,208)	(6,457)	(6,888)
	(249,528)	(350,283)	(441,414)	(456,479)	(472,570)
EBITDA	(25,288)	41,708	25,629	29,246	32,584
Less					
Share Interest	-	-	-	-	-
Mortgage Interest	-	-	-	-	-
Loan Arrangement Fees	-	-	-	-	-
Depreciation	(19,810)	(19,810)	(19,810)	(19,810)	(19,810)
Crowdfunder Fees	(9,470)	-	-	-	-
Extra-Ordinary Day one Costs	(22,333)	-	-	-	-
Plus					
Revenue Grants	-	-	-	-	-
Capital Grants Released to the P&L	10,000	10,000	10,000	10,000	10,000
Profit before Tax	(66,901)	31,898	15,819	19,436	22,774
Less CT	-	-	-	-	-
Profit transferred to reserves	(66,901)	31,898	15,819	19,436	22,774

Based on 60% capacity in Year 1 (591 covers p/w), rising to 85% in Year 2 (837 covers p/w) and 100% from Year 3 onwards (985 covers p/w).

Based on 70 Covers p/w in Year 1 for hot snacks, at £3 (incl VAT) per item

Ticket sales will go to promoters (tickets to be sold in advance/on the door directly)

No merch sales estimated

Will only be hot snacks, served by bar staff

Based on 1 paid booking per month (assuming most bookings are from community/non-profit groups and therefore free)

Set at 40% of Sales

Set at 30% of Sales

Assuming at least 50% discretionary relief granted to music/cultural venues. Expect to be charged peppercorn rent (ie £1 p/a)

Based on 1 FTE manager (£40k p/a), 1 FTE assistant manager (£30k p/a), bar staff at LLW incrementing by £1 each year (76.5hrs in Year 1, 93.5 hrs in Year 2, 127.5 hrs in Year 3 and onwards), Ops & Marketing Manager (£30k p/a) for 1 FTE in Year 2, 1.5 FTE in Year 3 onwards

Freelance payments to Security staff, plus increasing amount of events with accessibility support staff for events (eg BSL interpreters) in each year

Utilities (excluding rates) at 5% of Turnover, assuming large increase from BBPA 2019 Industry

Maintenance costs set at industry standard of 2%

Calculated at 1% of turnover

Calculated at 2% of turnover, increase on industry standard as per BBPA 2019 figures (1%)

Included in 'Accountancy and Bank Charges'

£1000 p/m for poster printing, flyers, zines and paid social media ads to promote events and pub

PPL and PRS licences

	Year 1	Year 2	Year 3	Year 4	Year 5
	£	£	£	£	£
Operating Cash Flows					
Net Profit	(66,901)	31,898	15,819	19,436	22,774
Plus					
Depreciation	19,810	19,810	19,810	19,810	19,810
Share Interest	-	-	-	-	-
Changes in A/P	17,595	11,899	5,331	1,393	1,484
VAT Charged (Input Tax)	74,110	129,889	154,758	160,949	167,387
Less					
Grant Income	(10,000)	(10,000)	(10,000)	(10,000)	(10,000)
Changes in A/R	-	-	-	-	-
Changes in Stock Levels	(22,200)	(17,011)	(7,435)	(1,866)	(1,940)
VAT Paid (Output Tax)	(37,386)	(64,490)	(76,429)	(79,486)	(82,665)
VAT paid to HMRC	(27,543)	(58,230)	(75,097)	(80,680)	(83,907)
CT paid to HMRC	-	-	-	-	-
Net Operating Cash Flows	(52,515)	43,764	26,758	29,557	32,942
Investment Cash Flows					
Purchase of Property, Plant, and Equipment	(156,292)				
Disposal of Property, Plant, and Equipment					
Net Investment Cash Flows	(156,292)	-	-	-	-
Financing Cash Flows					
Grants received	100,000	-	-	-	-
Loans In	-	-	-	-	-
Loans Repaid	-	-	-	-	-
Share Capital Invested	125,000	-	-	-	-
Share Interest Paid	-	-	-	-	-
Shares Withdrawn	-	-	-	-	(9,375)
Net Financing Cash Flows	225,000	-	-	-	(9,375)
Net Cash Flows	16,193	43,764	26,758	29,557	23,567
Cash at start of period	-	16,193	59,957	86,715	116,272
Cash at end of period	16,193	59,957	86,715	116,272	139,840
Less Float	-	-	-	-	-
Cash Available	16,193	59,957	86,715	116,272	139,840

	Year 1	Year 2	Year 3	Year 4	Year 5
	£	£	£	£	£
Fixed Assets					
Land	-	-	-	-	-
Buildings	-	-	-	-	-
Fixtures and Fittings	103,034	91,586	80,137	68,689	57,241
Equipment	33,448	25,086	16,724	8,362	-
Total Fixed Assets	136,482	116,672	96,861	77,051	57,241
Current Assets					
Cash at Bank and in Hand	16,193	59,957	86,715	116,272	139,840
Stock	22,200	39,211	46,646	48,512	50,452
A/R	-	-	-	-	-
Total Current Assets	38,393	99,168	133,361	164,784	190,292
less					
Current Liabilities					
Mortgage Due this Year	-	-	-	-	-
VAT Owed	(9,181)	(16,350)	(19,582)	(20,366)	(21,180)
Share Interest Owing	-	-	-	-	-
CT owed	-	-	-	-	-
A/P	(17,595)	(29,494)	(34,825)	(36,218)	(37,702)
Total Current Liabilities	(26,776)	(45,843)	(54,407)	(56,584)	(58,882)
Net Current Assets	11,617	53,325	78,954	108,200	131,410
Total Assets less current Liabilities	148,099	169,996	175,815	185,252	188,651
less					
Grants Owed	(90,000)	(80,000)	(70,000)	(60,000)	(50,000)
Long Term Loans	-	-	-	-	-
Net Worth	58,099	89,996	105,815	125,252	138,651
made up of					
Profit and Loss Reserve	(66,901)	(35,004)	(19,185)	252	23,026
Members Shares	125,000	125,000	125,000	125,000	115,625

58,099 89,996 105,815 125,252 138,651

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	Year 1	Year 2	Year 3	Year 4	Year 5
	£	£	£	£	£
Turnover					
Drink Sales	448,687	697,400	829,636	862,821	897,334
Food Sales	11,375	12,844	16,873	17,548	18,250
Ticket Sales	-	-	-	-	-
Merch Sales	-	-	-	-	-
Kitchen Hire	-	-	-	-	-
Function room hire	2,500	2,600	2,704	2,812	2,924
Flat Rental Income	-	-	-	-	-
	462,562	712,843	849,213	883,181	918,508
Less Cost Of Sales					
Drink Sales	(179,475)	(278,960)	(331,854)	(345,129)	(358,934)
Food Sales	(3,413)	(3,853)	(5,062)	(5,264)	(5,475)
Ticket Sales - Artist Fees	-	-	-	-	-
Merch Sales	-	-	-	-	-
VOIDS	-	-	-	-	-
	(182,887)	(282,813)	(336,916)	(350,393)	(364,409)
Gross Profit	279,675	430,030	512,296	532,788	554,100
Less Overheads					
Rates	(3,181)	(3,308)	(3,441)	(3,578)	(3,721)
Employment costs	(201,010)	(272,687)	(329,827)	(343,020)	(356,741)
Freelancers	(46,440)	(18,000)	(18,000)	(18,720)	(19,469)
Utilities	(23,128)	(35,642)	(42,461)	(44,159)	(45,925)
Maintenance	(9,251)	(14,257)	(16,984)	(17,664)	(18,370)
Cleaning & Waste Clearance	(9,251)	(14,257)	(16,984)	(17,664)	(18,370)
Insurance	(9,251)	(14,257)	(16,984)	(17,664)	(18,370)
Payment Processing Fees	-	-	-	-	-
Marketing & Advertising	(10,000)	(10,400)	(10,816)	(11,249)	(11,699)
IT Expenses	-	-	-	-	-
Licenses	(8,330)	(8,663)	(9,010)	(9,370)	(9,996)
Accountancy & Bank Charges	(5,740)	(5,970)	(6,208)	(6,457)	(6,888)
	(325,583)	(397,441)	(470,715)	(489,543)	(509,549)
EBITDA	(45,908)	32,590	41,582	43,245	44,551
Less					
Share Interest	-	-	-	-	-
Mortgage Interest	-	-	-	-	-
Loan Arrangement Fees	-	-	-	-	-
Depreciation	(19,810)	(19,810)	(19,810)	(19,810)	(19,810)
Crowdfunder Fees	(13,330)	-	-	-	-
Extra-Ordinary Day one Costs	(22,333)	-	-	-	-
Plus					
Revenue Grants	-	-	-	-	-
Capital Grants Released to the P&L	10,000	10,000	10,000	10,000	10,000
Profit before Tax	(91,381)	22,779	31,771	33,435	34,740
Less CT	-	-	-	-	-
Profit transferred to reserves	(91,381)	22,779	31,771	33,435	34,740

Based on 60% capacity in Year 1 (591 covers p/w), rising to 85% in Year 2 (837 covers p/w) and 100% from Year 3 onwards (985 covers p/w). 50% increase in trade for Q3 and Q4 of Year 1 due to impact of Ops & Marketing Manager, plus increase in average drinks spend per cover in Years 2 and 3 due to range of programming/events
Based on 70 Covers p/w for hot snacks, at £3 (incl VAT) per item
Ticket sales will go to promoters (tickets to be sold in advance/on the door directly)
No merch sales estimated
Will only be hot snacks, served by bar staff
Based on 1 paid booking per month (assuming most bookings are from community/non-profit groups and therefore free)
Based on recommended property rental prices as per the buyers report produced by MJD Hughes. These prices are below market rent to account for the fact that there may be noise disturbance to tenants in the flats above the venue.

Set at 40% of Sales
Set at 30% of Sales

Assuming at least 50% discretionary relief granted to music/cultural venues.
Expect to be charged peppercorn rent (ie £1 p/a)
Based on 1 FTE manager (£40k p/a), 1 FTE assistant manager (£30k p/a), bar staff at LLW incrementing by £1 each year (76.5hrs in Year 1, 93.5 hrs in Year 2, 127.5 hrs in Year 3 and onwards), Ops & Marketing Manager (£30k p/a) for 1 FTE in Year 1 and 2, 1.5 FTE in Year 3 onwards. We would also bring Security in-house from Year 2 onwards
Freelance payments to Security staff (for Year 1 only), plus accessibility support staff for events (eg BSL interpreters)
Utilities (excluding rates) at 5% of Turnover, assuming large increase from BBPA 2019 Industry Standard of 3%
Maintenance costs set at industry standard of 2%
Calculated at 1% of turnover
Calculated at 2% of turnover, increase on industry standard as per BBPA 2019 figures (1%)
Included in 'Accountancy and Bank Charges'
£1000 p/m for poster printing, flyers, zines and paid social media ads to promote events and pub

PPL and PRS licences

	Year 1	Year 2	Year 3	Year 4	Year 5
	£	£	£	£	£
Operating Cash Flows					
Net Profit	(91,381)	22,779	31,771	33,435	34,740
Plus					
Depreciation	19,810	19,810	19,810	19,810	19,810
Share Interest	-	-	-	-	-
Changes in A/P	21,487	10,702	5,842	1,521	1,617
VAT Charged (Input Tax)	92,512	142,569	169,843	176,636	183,702
Less					
Grant Income	(10,000)	(10,000)	(10,000)	(10,000)	(10,000)
Changes in A/R	-	-	-	-	-
Changes in Stock Levels	(22,200)	(20,932)	(8,178)	(2,052)	(2,135)
VAT Paid (Output Tax)	(46,221)	(70,703)	(83,820)	(87,173)	(90,660)
VAT paid to HMRC	(34,718)	(65,472)	(82,483)	(88,603)	(92,147)
CT paid to HMRC	-	-	-	-	-
Net Operating Cash Flows	(70,712)	28,753	42,785	43,574	44,928
Investment Cash Flows					
Purchase of Property, Plant, and Equipment	(156,292)				
Disposal of Property, Plant, and Equipment					
Net Investment Cash Flows	(156,292)	-	-	-	-
Financing Cash Flows					
Grants received	100,000	-	-	-	-
Loans In	-	-	-	-	-
Loans Repaid	-	-	-	-	-
Share Capital Invested	175,000	-	-	-	-
Share Interest Paid	-	-	-	-	-
Shares Withdrawn	-	-	-	-	(13,125)
Net Financing Cash Flows	275,000	-	-	-	(13,125)
Net Cash Flows	47,996	28,753	42,785	43,574	31,803
Cash at start of period	-	47,996	76,749	119,534	163,107
Cash at end of period	47,996	76,749	119,534	163,107	194,911
Less Float	-	-	-	-	-
Cash Available	47,996	76,749	119,534	163,107	194,911

Number	Title	Description	Mitigation	Severity	Likelihood	Risk Score (max 25)
1	Shortfall in trade	If trade falls below the levels forecast (for example, the average-spend-per-customer is lower than anticipated, or we do not reach an average of 60% capacity in Year 1) we would make significant losses, making planned expansion in staffing or potentially even the operation of core functions impossible in Year 2.	We have developed detailed forecasts for the scenario of low trade, and steps we would take to reduce costs include: closing the venue on Mondays and Tuesdays; delaying the hire of an Operations & Marketing Manager; increasing the amount of commercial hire of the function room (and potentially the entire venue); and seeking financial donations and other support (eg volunteer staff) from the community. Should these fail to cover our shortfall in trade, we would also consider a second community share sale, or seeking funding from alternate sources (eg grants, loans) to put the business back on a secure footing.	3	2	6
2	Rise in costs for build/fit-out	If the costs of materials and/or labour continue to rise exponentially, the budget for build and fit-out for the venue will outstrip the money raised via capital grants and the community share sale. This would make it impossible to continue with the build and fit-out of the venue and leave us unable to commence trading.	We have worked with the architect and design team to develop forecasts that take into account the current predicted rises in costs. Should costs increase beyond this, we would seek additional capital grant funding from existing or new funders, to reflect the increased cost of works, or potentially undertake a second, smaller community share sale. We would also explore the possibility of taking out a bridging loan, to allow us to complete the works and begin trading (allowing us to start generating revenue).	2	3	6
3	Loss of key members of team	Should any or all of the key members of the Management Committee, architect/design collective, or external advisors fall ill or choose to leave the project, we would experience a serious loss of knowledge and resources to deliver the project. This would put the society at risk of being unable to open the venue or continue trading.	The CBS model allows our members to elect a new Management Committee (or members thereof), or the existing Management Committee to appoint new members. We expect to have a large membership of around 1,600 people which we hope would give a large pool of potential candidates to replace anyone leaving. As we work in an open and transparent way, sharing knowledge and documenting our processes, this should mitigate against the loss of any individuals. We also seek to employ the key people operating the venue, which should create a more secure body of people in key positions.	2	3	6
4	Inability to secure site	If we are unable to secure a suitable site, in terms of structure, accessibility or cost, the project would be unable to go forward and we would not be able to begin trading	We would work with GLA to exhaust all options for finding a suitable site (including potentially expanding the areas we consider, remaining in line with the geographic requirements of our grants). Should we be unable to find one, we will explore options for renting a site at commercial rates. Whilst this will significantly increase costs, we would potentially be able to find a site that is ready to operate as a venue and consequently require less expenditure on build/fit-out. This would enable us to start trading and generating income. In the extreme case that we are unable to find a commercial site that meets our requirements, we would return all share capital to members and distribute our remaining assets in line with our CBS rules.	5	1	5
5	Failure to raise minimum target	If we are unable to raise the minimum target for our share sale, we would be unable to access any of the investment raised (as it would be returned to prospective members). This would prevent us from moving forward with the project owing to lack of funds.	We would explore running a second share sale with a reduced minimum target, and seek additional sources of funding (from existing or new funders, or via commercial loans). If we were unable to secure the required funding via a combination of these means, we would be forced to wind the society up in line with our CBS rules.	5	2	10