

INDUSTRIAL AND PROVIDENT SOCIETIES ACTS 1893 TO 1978

RULES OF DUBLIN FOOD CO-OPERATIVE SOCIETY LIMITED

1. NAME

The name of the society is "Dublin Food Co-operative Society Limited".

2. REGISTERED OFFICE

The registered office of the Society will be at: 12 Newmarket, Dublin 8. The registered office may be changed by the Co-ordinating Body. Any such change shall be notified to the Registrar within fourteen days.

3. OBJECTS

The objects of the society are:

[a] to take over the whole of the undertaking, property and assets and all the debts, liabilities and engagements of an unincorporated society known as the "Dublin Food Co-op" whose principal office is now situated at 12 Newmarket, Dublin 8, as a going concern;

[b] to provide wholesome, nutritious food and ecologically acceptable products and services to its members, who will be composed of ultimate consumers, in accordance with the following principles:

[i] to deal in organically grown wholefoods and Irish-produced wholefoods if possible

[ii] to discriminate in favour of ecologically acceptable products and not to deal in meat or meat products

[iii] to promote the rational use of the earth's resources and in particular to promote the use of ecologically acceptable packaging

[iv] to discriminate positively in favour of countries which uphold basic human rights, when importing wholefoods

[v] to supply wholefoods to its members at the wholesale or supplier cost plus the minimum margin necessary to cover the Society's operating expenses and the need for financial reserves

[vi] to aim to make shopping an amiable, communal experience

[c] to promote co-operation and co-operatives;

[d] to carry on any other business or undertaking which may be determined by a General Meeting capable of being conveniently carried on in connection with the foregoing objects;

[e] to acquire by purchase, exchange, lease, fee farm grant or otherwise either for an estate in fee simple or for any lesser estate or interest whether immediate or reversionary, whether vested or contingent and whether legal or equitable, any lands, tenements or hereditaments of any tenure whether subject or not to any charges or encumbrances and to hold and manage or farm and work or sell, let, alienate, mortgage, lease or charge any such land, tenement or hereditaments;

[f] to construct, maintain, alter, decorate, enlarge, demolish or replace buildings of any description and to clear sites for the same and to work and/or manage the same;

[g] to establish, join, support and subscribe to, or aid in the establishment and support of any organisations, funds, trusts or conveniences which may be determined by a General Meeting capable of:

[i] benefiting the Society or its members or employees or ex-employees or the dependents of any of the foregoing persons or

[ii] promoting any other benevolent object; provided however that the Society shall not affiliate to or join any political party or political organisation committed to the pursuit of power.

[h] to do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them;

[i] to provide or arrange for the provision of any service or services which may be for the benefit of the members and others including the arranging of suitable training and awareness programmes;

[j] generally to engage in any business or transaction which may seem to the Society directly or indirectly conducive to the interests or convenience of its members or in pursuance thereof, and to do all things which may be necessary or expedient from time to time for accomplishing the aforesaid objects or any of them;

[k] to promote co-operation and in particular, to promote consumer wholefood co-operatives as an important means of building a locally integrated food economy;

[l] to actively oppose the introduction and proliferation of all forms of Genetically Modified Organisms (GMOs) in order to safeguard the food supplied to members, protect Ireland's biodiversity and food sovereignty and the integrity of ecosystems globally

[m] to encourage the use of the Irish language in our social and economic relationships and to promote Irish culture where possible.

4. MEMBERSHIP

[a] The Society shall consist of such persons and such other Societies registered under the Acts and of such Companies registered under the Companies Acts as the Founder members and subsequently the Co-ordinating Body of Management may admit to membership, provided that no person shall be admitted to membership, unless that person intends to consume goods or services provided by the Society.

[b] Application for admission to membership of the Society should be made to the Co-ordinating Body in the form set out in the appendix to these Rules. Each applicant shall be considered by the Co-ordinating Body at their next ensuing meeting and notice of admission or otherwise shall be sent to the applicant as soon as possible. When an application for membership is rejected, the Co-ordinating Body shall not be required to give any reason for such rejection.

[c] In considering any application for membership, the Co-ordinating Body shall not discriminate against the applicant on the grounds of race, sex, political or religious beliefs, marital status or sexual orientation, physical or mental disabilities.

5. EXPULSION

Any member may be expelled from the Society on the grounds that she/he has behaved or is behaving in a manner which has caused or is likely to cause serious harm to the Society provided:

[a] that she/he shall have been given at least 28 days written notice of a Special General Meeting convened to consider his/her proposed expulsion together with written particulars of the alleged grounds for expulsion and,

[b] that at least two thirds of those members present and voting at the said General Meeting shall have voted in favor of his/her expulsion.

[c] Any person expelled from membership may only be readmitted to membership with the approval of at least two thirds of those members present and voting at a Special General Meeting, notice of which, including notice of the motion to readmit the expelled former member, shall have been given at least 14 days in advance of the date of the said Special General Meeting.

6. CESSATION OF MEMBERSHIP

[a] A member may withdraw from the Society at any time by giving written notice of withdrawal to the Secretary. If a member withdraws from membership, then his/her shareholding shall be automatically cancelled and the amount paid up thereon shall become the property of the Society.

[b] A member whose Annual Subscription is overdue by more than one year shall be deemed to have withdrawn from the Society.

7. SHARE CAPITAL

The capital of the Society shall consist of shares of the nominal value of 1 Euro each subject to the provisions of Rules 16 and 17, these shares shall not be withdrawable or transferable, shall carry no right to interest, dividend or bonus and shall be cancelled on cessation of membership for whatever reason and the amount paid up on any such cancelled share shall become the property of the Society. Each member, on admission to the Society, shall subscribe for one share. No member shall hold more than one share in the Society.

8. INVESTMENTS

Subject to such investment policies, if any, as may be determined by the Society in general meeting from time to time, the Co-ordinating Body may invest any portion of the Society's capital as follows:

[a] In any security in which Trustees are for the time being by law authorised to invest.

[b] In the shares of, or on the security of, any other registered Society or Company provided such Society or company shall be one with limited liability.

[c] In the shares of, or loans to, any other registered Society or Company which is a member of this Society.

9. BORROWING

[a] The Society shall, subject to the provisions of Section 6 of the Industrial and Provident Societies (Amendment) Act 1978, have power to borrow money for the purpose of the Society in whatsoever manner it may determine including the issue of loan stock, to such an extent, on such conditions, against such security, for such periods and at such rates of interest as shall be authorised by the General Meeting from time to time.

[b] The Society may secure the repayment of any such loan and any interest thereon by a mortgage or charge on all or any of the physical assets of the society or by the issue of bonds, agreements or promissory notes.

10. CO-ORDINATING BODY

[a] The business and affairs of the Society shall be conducted by a committee of management to be known as the "Co-ordinating Body" which shall manage the business carried on by or on account of the Society.

[b] The maximum number of members on the Co-ordinating Body shall be as decided from time to time by the Annual General Meeting and in the absence of any decision by the AGM shall be twelve members.

[c] In the absence of a decision by the AGM in accordance with clause [b] above, six vacancies on the Co-ordinating Body shall fall to be filled at each Annual General Meeting of the Society and those elected to the Co-ordinating Body at each AGM shall hold office for a period of two years ending at the time of the AGM two years thereafter when they shall resign but shall be eligible for re-election. Seats left vacant by resignation may also be filled by election at the AGM, the term being the balance of the term of the vacated seat, subject to the provisions of 10[f]ii.

[d] Nomination for elections to the Co-ordinating Body, other than nominations of retiring members, shall contain a written consent signed by the nominee to act as a member of the Co-ordinating Body if elected.

[e] Any member of the Society who has held membership throughout the six months prior to the date of the AGM may be elected to the Co-ordinating Body. No person shall be entitled to act as a member of the Co-ordinating Body who is a bankrupt or whose bankruptcy still subsists or who has been convicted on indictment of any offence involving fraud or dishonesty.

[f]

[i] The Co-ordinating Body may co-opt as many members as it wishes provided however that each co-optee has held membership of the Society throughout the six months prior to the date of co-option and the total number of Co-ordinating Body members shall not, in the absence of a decision by the AGM, exceed the number fixed in accordance with paragraph (b) of this Rule. Any member so co-opted shall hold office for such term as the Co-ordinating Body may decide, subject to the proviso that such co-opted member shall retire, at the latest, at the second AGM following their cooption but shall (subject to clause [f][ii] below) be eligible for re-election.

[ii] Each Co-ordinating Body member shall hold office for a maximum of two consecutive two-year terms, four years in succession, unless the AGM determines otherwise.

[iii] Any casual vacancy occurring in the Co-ordinating Body may be filled by co-option but any person so co-opted to fill a casual vacancy shall retain his/her position on the Co-ordinating Body only until the Annual General Meeting of the Society at which the member whose retirement, removal or resignation caused the casual vacancy to arise was due to retire under these Rules, but shall hold office only until the next Annual General Meeting of the Society when he/she shall retire, but shall subject to clause [f][ii], above) be eligible for re-election.

[iv] Details of any co-option or resignation must be advised to members within one week of appointment or resignation by a notice affixed to a noticeboard at every office or place at which the business of the Registered Society is carried out and displayed for a period of not less than one month. Details of any Co-options shall also be notified to the

subsequent Ordinary General Meeting of the Society and shall be subject to ratification by that meeting.

[v] Any Co-ordinating Body Member who misses three consecutive CB meetings without good reason shall be deemed by the Co-ordinating Body to have resigned their position with immediate effect.

[g] The Co-ordinating Body shall meet at least once per calendar month.

[h] No business shall be conducted at any Co-ordinating Body (CB) meeting unless five of its members are present. Proceedings at CB meetings shall be conducted in accordance with Rule 13 below.

[i] Any Co-ordinating Body member may be removed from office in accordance with rule 13(b), at a Special General Meeting called for the purpose provided the notice calling the meeting sets out the motion for removal in writing.

[j] The members of the Co-ordinating Body, or any one of them, shall receive such remuneration (if any) for their services as may be agreed upon at any General Meeting.

[k] The Chairperson for all meetings shall be appointed by the members of the Co-ordinating Body.

[l] The Co-ordinating Body shall appoint and have the power to remove a Secretary who shall be Secretary of the Society, and shall have such functions, powers and remuneration as the Co-ordinating Body shall from time to time decide.

[m] The Co-ordinating Body may appoint and remove a coordinator and other employees who shall have such functions, powers and remuneration as the Co-ordinating Body shall from time to time decide.

[n] The removal from office of the coordinator of the Society shall be done only at a Co-ordinating Body Meeting, written notice of which meeting, including notice of the resolution to remove the coordinator, shall have been given to the members of the Co-ordinating Body and the coordinator, at least fourteen clear days before the date of the meeting.

11. GENERAL MEETINGS

[a] General Meetings of the Society shall be Ordinary or Special.

[b] An Ordinary General Meeting of the Society, to be called the Annual General Meeting, shall be held at least once in each calendar year. Notice of every Ordinary Meeting shall be given at least fourteen days before the day fixed for the Meeting and shall state the time and place at which it shall be held.

[c] A Special General Meeting may be convened by the Co-ordinating Body at any time, on their own authority or upon a requisition addressed to the Co-ordinating Body, Chairperson, or Secretary signed by at least ten per cent of the Members of the Society for the time being. Following receipt of a requisition fulfilling the necessary requirements, the Co-ordinating Body shall call a Special General Meeting for a date and time that is not more than six weeks from the date of receipt.

[d] Notice stating the time, place and purpose of every Special General Meeting shall be given or sent to each member not less than fourteen clear days before the date of such meeting. No business shall be transacted at a Special General Meeting save that for the purpose for which the meeting is convened and of which full particulars shall be given in the notice convening every such meeting.

[e] Notice of General Meetings shall be either handed, posted, or, with the consent of the individual concerned, conveyed by electronic means to members, to receive said notice at least fourteen days prior to the General Meeting taking place and, that such notice of the meeting be affixed to a notice-board at every office or place at which the business of the Registered Society is carried out, for at least two weeks prior to the meeting taking place.

[f] The quorum for General Meetings of Dublin Food Co-operative shall be not less than forty members.

[g] If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened at the request of members, shall be dissolved; in any other case it shall stand adjourned to such day in the next week at such time and place as the Co-ordinating Body may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.

[h] Any General Meeting may be adjourned from time to time for any period not exceeding twenty-eight clear days. No business shall be transacted at an adjourned meeting except what relates to the original agenda of such meeting. If a General Meeting is adjourned, not less than four clear days notice shall be given to the members of the date fixed for the adjourned meeting.

[i] The proceedings at General Meetings shall be conducted in accordance with Rule 13 below.

[j] Only paid-up members are entitled to vote at General meetings.

12. ANNUAL GENERAL MEETINGS

[a] The Annual General Meeting shall be held within the period of three months immediately following the end of the Society's financial year which financial year shall coincide with the calendar year.

[b] The following business shall be transacted at every Annual General Meeting:

[i] The adoption of the Minutes of the previous Annual General Meeting and of any Special General Meeting held since then.

[ii] The adoption of the Statement of Accounts and Balance Sheet as prepared by the Society's Auditor.

[iii] The appointment of Auditor for the current year. The Auditor shall not hold any other office in connection with the Society.

[iv] The election of Co-ordinating Body members in accordance with the provisions of Rule 10.

[v] The authorisation of borrowing powers for the Society.

[vi] Any other business relevant to the General Meeting of the Society.

13. CONSENSUS DECISION-MAKING

[a] Except where otherwise provided in these Rules, and subject to the provisions set out below, questions arising at meetings shall be decided by consensus. By consensus is meant a situation where the members present are in agreement on an issue, or where those not in agreement agree not to maintain an objection.

[b] In the absence of consensus, the matter shall be placed further down the agenda to be discussed later at the same meeting. A recess shall take place before this second discussion of the matter. The length and timing of the recess shall be determined by the facilitator. During the recess, the interested parties shall discuss the matter with a view to preparing for a consensus decision when the meeting reconvenes. The issue/s shall be the first item/s on the agenda for discussion after the recess. If consensus is still not possible, the matter shall be decided by a 75% majority of votes of those present, each member present being entitled to one vote. Voting may be conducted by a show of hands or, if requested by five or more members, a secret ballot may be taken.

[c] There shall be no proxy voting at General Meetings or Co-ordinating Body Meetings.

14. APPLICATION OF SURPLUS FUNDS

Surplus funds arising in the Society shall be applied as follows, in such proportion and in such manner as the General Meeting shall decide from time to time:

[a] To a general reserve for the continuation and development of the Society.

[b] To paying a bonus on wages to part-time or full-time employee members in relation to their work on behalf of the Society during the previous financial year.

[c] To paying a bonus to any member, which bonus shall be related to the value of the particular member's contribution to the Society.

[d] To make payments for social or charitable objects or for relevant services among members and the community generally, provided however that no part of the surplus shall be paid or transferred directly or indirectly to members of the Society except by way of payment in good faith of reasonable and proper wages and repayment of expenses to any member or employee of the Society in return for any services actually rendered to or expenses incurred on behalf of the Society.

15. AMENDMENTS TO RULES

[a] Rules may be made, altered, rescinded or amended by in accordance with rule 13(b) of the members present and voting at a Special General Meeting called for the purpose.

[b] Every alteration or amendment shall be duly registered with the Registrar of Friendly Societies.

16. NOMINATION

[a] A member may, subject to the provisions of Section 25-26 inclusive of the Industrial and Provident Societies Act of 1893, as amended by Section 5 of the Industrial and Provident Societies Act 1913, nominate in writing anyone to whom his/her property in the Society at the time of his/her death may be transferred up to and including the maximum amount authorised by law. The Co-ordinating Body shall transfer any such property belonging to a deceased member in accordance with the member's nomination. A member shall pay 50 cents for the recording or registering of every nomination, revocation, or variation.

[b] If any member of a registered society entitled to property therein in respect of shares or loans, not exceeding in the whole, at his/her death, such amount as may be fixed by law from time to time pursuant to the provisions of the Acts, dies intestate without having made any nomination thereof then subsisting, the Co-ordinating Body may, without letters of administration, distribute the same among such persons as appear to them, on such evidence as they deem satisfactory, to be entitled by law to receive the same.

17. DEATH, BANKRUPTCY OR INSANITY

[a] If a claim is made by the trustee in bankruptcy of a bankrupt member or the personal representative of a deceased member or the trustee or committee of the estate of an insane member to any property in the society belonging to the bankrupt, deceased or insane member the Co-ordinating Body shall transfer or pay the full value thereof to which the trustee in bankruptcy, personal representative, trustee or committee has become entitled as the trustee in bankruptcy, personal representative, trustee or committee may direct.

[b] If a member becomes insane, and no committee of his/her estate or trustee of his/her property has been duly appointed, the Society, acting through its Co-ordinating Body, may, when it is proved to the satisfaction of the Co-ordinating Body that it is just and expedient so to do, pay the amount of the shares or loans belonging to such member to any person whom

they shall judge proper to receive the same on his/her behalf, whose receipt shall be a good discharge to the Society for any money so paid.

18. STATUTORY DUTIES

[a] A copy of the Rules shall be delivered by the Society to every person on demand on payment of a sum not exceeding 50 cents.

[b] The Society shall paint or affix and keep painted or affixed its registered name on the outside of every office or place in which the business of the Society is carried on in a conspicuous position in letters easily legible and have its registered name engraved in legible characters on its seal and have its registered name mentioned in legible characters in all notices, advertisements and other official publications of the Society and in all bills of exchange, promissory notes, endorsements, cheques and orders for money or goods purporting to be signed by or on behalf of the Society and in all bills of parcels, invoices, receipts and letters of credit of the Society.

[c] The Society shall keep proper records of account relating to all sums of money received and expended by it, the matters in respect of which income and expenditure take place and all assets and liabilities of the Society in such manner as is necessary to give a true and fair view of the state of the Society's affairs and to explain its transactions.

[d] The records of account of the Society shall be kept at its registered office or at such other place as the Co-ordinating Body thinks fit.

[e] Every record required to be kept under paragraphs [c] and [d] of these rules shall be preserved by the Society for a period of not less than six years after the date to which it relates.

[f] The Society shall once in every financial year, submit its accounts for audit to the public auditor appointed under Rule 12.

[g] The Society shall keep a copy of the last Balance Sheet for the time being together with the report of the public auditor always hung in a conspicuous place at the registered office of the Society.

[h] The Society shall once in every year, not later than the 31st day of March, send to the Registrar an annual return of the receipts and expenditure, funds and effects, of the Society as audited. The annual return shall be signed by the auditor and shall be made in the form required by the Registrar.

[i] The Society shall give a free copy of the last annual return of the Society for the time being to any member or person interested in the funds of the Society on request.

[j] The Society shall once at least in every three years make out and send to the Registrar a triennial return in accordance with the provisions of Sections 4 of the 1913 Act.

19. SEAL

The Society shall have its name engraved in legible characters upon a seal which shall be in the custody of the Secretary. It shall only be used under the authority of a resolution of the Co-ordinating Body, and shall be attested by the signatures of two members of the Co-ordinating Body and the Secretary.

20. CHANGE OF NAME, AMALGAMATION, CONVERSION OR DISSOLUTION

[a] The Society may, by special resolution in accordance with the provisions of Section 51 of the Industrial and Provident Societies Act 1893:

[i] Change its name.

[ii] Amalgamate with or transfer its engagements to another Society or Company, or accept a similar transfer.

[iii] Convert itself into a Company.

[iv] Voluntarily dissolve by resolution to wind up as is provided in the Industrial and Provident Societies Acts 1893-1978.

[b] If upon winding-up or dissolution of the Society any of its assets remain to be disposed of after its liabilities have been satisfied, the said assets remaining shall not be distributed among the members but shall be transferred to a similar co-operative or common ownership enterprise, as may be determined by the members at or before the time of winding-up or dissolution or, in so far as the assets are not transferred shall be held for charitable purposes.

21. INSPECTION OF ACCOUNTS BY MEMBERS

Any member or person interested in the funds of the Society may inspect his/her account and the register of members during business hours at the Society's registered office, provided however that the register of members or any copy thereof or extract therefrom shall not be disposed of by the Society for reward or otherwise to any person who desires the said information for commercial purposes.

22. INSPECTION BY REGISTRAR

Any ten members may, in accordance with Section 18 of the Industrial and Provident Societies Act 1893, apply to the Registrar to appoint an accountant to inspect the books of the Society.

23. APPLICATION TO REGISTRAR

Members may make application to the Registrar in accordance with the Acts:

[a] to appoint one or more inspectors to examine into and report upon the affairs of the Society; or

[b] to call a Special Meeting of the Society.

24. INTERPRETATION

In construing these Rules the following words and expressions shall have the meanings stated:

[a] "The Society" shall mean the Society to which these Rules refer.

[b] "The Founder Members" shall mean the signatories to the original application for the registration of the Society.

[c] "The Acts" shall mean the Industrial and Provident Societies Acts 1893-1978.

[d] "Registrar" shall mean the Registrar of Friendly Societies.

[e] "Special Resolution" shall mean a resolution passed in accordance with Section 51 of the Act of 1893.

[f] "Co-ordinating Body" shall mean the Committee of Management of the Society established in accordance with Rule 10.

APPENDIX

APPLICATION FOR ORDINARY SHARES BY AN INDIVIDUAL

To: Dublin Food Co-operative Society Limited.

I, the undersigned, hereby apply for one Ordinary Share of 1 Euro in the above-named Society, in respect of which I agree to make the payments required by the Rules of the Society and otherwise to be bound thereby.

Signature of Applicant:.....

Name [capitals]:.....

Address

Witness:.....

Date:.....