

For our primary rules, please see <http://www.cultivateoxford.org/rules>

The secondary rules contained in this document cannot override any rules contained in our primary rules, but can clarify, specify etc. Co-ops UK in their publication *Simply Governance*¹ define secondary rules as follows:

Secondary rules typically contain clauses relating to:

- *the conduct of meetings (often known as standing orders);*
- *any detailed additional membership criteria;*
- *membership rights and responsibilities;*
- *the amount of any membership fees or subscriptions and when due.*

Secondary rules are also known in some organisations as bye-laws. The secondary rules can often be changed by the governing body, but ratification of any changes by the membership at the next general meeting would be good governance. One of the reasons for having secondary rules is to avoid the time and expense of calling a general meeting to make minor changes to the governance of an organisation.

Cultivate Oxfordshire Secondary Rules

Latest version approved at Board Meeting: 28/4/14

Latest version ratified by membership at AGM: TBC

1. Membership – we have three categories of membership, all of whom have the same rights as defined in our primary rules. These categories are:
 - Investor members – shareholders from our community share offer who remain members as long as they hold the minimum shareholding in the Society (currently £100). They do not have to pay an annual subscription fee due to their shareholding.
 - Subscription members – who remain members as long as they pay the annual subscription, currently set at £24/year payable monthly or annually by Direct Debit.
 - Workshare members – who remain members as long as they contribute at least four hours of labour to the Society per calendar month (this includes employees, volunteers and suppliers).
2. Size of Board of Directors – The current maximum size of the board is seven. Three of the seven spaces on the Board are reserved for employees.
3. Election of members to the Board of Directors:
 - Employee seats – The management team will nominate a candidate for any vacant employee seats on the Board in the run up to each AGM. The board must then endorse the candidate(s). The candidate(s) will be submitted for uncontested election (online) prior to the AGM. If no nominations are received, this seat remains vacant until a nomination is put forward. If more than 3 employees wish to sit on the board, the management team must decide who to nominate for the vacant employee seats. The

¹ http://www.uk.coop/sites/storage/public/downloads/coopsuk_simplygovernance_webdownload_0.pdf

remaining candidates may choose to stand in the open election for openly elected seats as described below.

- Openly-elected seats – notice to all members is given approximately 8 weeks before the AGM if any seats are vacant. Any member can nominate themselves within the timeframe given. The board must then endorse the application(s) before the candidates are presented to the membership for election (online) prior to the AGM.
4. The annual period over which shareholder interest is calculated runs parallel to our financial year (1st January – 31st December).