



# **Bye-laws of Control Group Co-operative Limited**

V1.0

## **OUR VISION**

The Control Group Cooperative was formed for the purpose of collecting the health data of the voluntarily vaccine free from around the world, as the control group to the SARS-CoV-2 vaccinated. It is our intention to use the stratified data to demonstrate the health outcomes of the control group, in comparison to the SARS-CoV-2 vaccinated by having it analysed and presented publicly by independent scientists and doctors.

As well as collecting the data, we aim to support the SARS-CoV-2 vaccine-free community and their inalienable rights to medical freedom and bodily autonomy.

## **OUR MISSION**

The Control Group will collect the health data through a website portal and make it available to independent researchers and journalists and build a worldwide, community-based support network through social media and work together with other organisation to ensure freedoms are maintained.. We are doing this with love to protect the future of our families, children, friends, neighbours and all of humanity.

## OUR VALUES

**Freedom** – Bodily integrity, freedom of speech and freedom of choice.

**Self-responsibility** - Every member will be encouraged to take responsibility to be the best that they can, to connect to their passions and be in service to others. Allowing people to be true to themselves enables them to 'do their bit' for their community and make the cooperative successful.

**True democracy** - Voting power cannot be bought – it's one member, one vote using sociocratic decision-making tools to ensure inclusivity and consent is achieved.

**Equality** – All members are equal and have an opportunity to get involved.

**Equity** – Our cooperative is committed to fairness, freedom and **Solidarity**, which means that together we are stronger.

**Self-help** - Members join together, sharing their skills and expertise to learn from what works.

## OUR PRINCIPLES

**Membership** - Voluntary and open to anyone over 16 who supports our aims.

**Beyond democratic** – To give members the tools to encourage full involvement in decision-making: listening to and understanding members' needs, exploring solutions, clarifying and integrating objections and reaching consent.

**Autonomy and independence** - We are only accountable to our members, not shareholders. We will always act in our members' interests to maintain the sovereignty of the cooperative.

**Education and Training** - We are committed to learning and developing our knowledge and skills so that we can be the best example of how a cooperative should be run. We will assist members by providing tools to share best practice.

**Cooperation among cooperatives** - To create our new future, we need to co-create it with others. We will work with, and support, other co-operatives in any area that will benefit our communities.

## OUR AIMS

- a) To operate as a Platform Co-operative using online protocols including websites and mobile apps such as Telegram and Signal.
- b) To collate data from community associates so as to provide a control group to properly assess the effectiveness of mass vaccination programmes and measure the long-term health benefits of these programmes.
- c) To provide support and assistance to community associates and participants and any other parties whose vision is aligned with that of the co-operative, in the pursuit of medical choice and the maintenance of personal freedoms.
- d) To champion free speech and protection of basic human rights.
- e) To carry on any trade or business whatsoever which can, in the opinion of the Board, be advantageously carried on in connection with or ancillary to any of the objects and activities of the Co-operative.
- f) To do all such other activities, enterprises, projects or ventures which can, in the opinion of the Board, be deemed incidental or conducive (either directly or indirectly) to the attainment of any of the objects of the Co-operative.

## OUR BYE-LAWS

### BYE-LAWS RELATED TO THE ARTICLES OF ASSOCIATION

#### 1. MEMBERS

##### 1.1 Types of member

The Coop has two types of member:

- a) Statutory members (partner member or employee member), as defined by section 112 of the Companies Act 2006, whose names are entered in the register of members and are guarantors for the Cooperative.
- b) Non-statutory members, who are users of and contributors to the Co-operative. The Board will endeavour to provide opportunities to non-statutory members to participate in activities and decision-making processes, examples include online polls.

##### 1.2 What are the criteria to become a Statutory member?

- a) The minimum age requirement is 16.
- b) Membership is open to any individual, unincorporated body, group, firm, organisation, co-operative, partnership or corporate body that has paid or agreed to pay any subscription or other sum due in respect of membership.
- c) All those wishing to become a member or remain a member must support the aims of the Co-operative as set out above.
- d) All those wishing to become a member must have demonstrated, to the satisfaction of the Directors, a commitment to the principles of the Co-operative and have actively contributed to the operations of the co-operative and where mutual trust has been established.
- e) Members are expected to act from the heart, with honesty and integrity, to treat others with kindness, consideration and respect and not bring the Co-operatives into disrepute or prejudice its general good standing in any way.

Statutory Members are either:

##### Partner Members

- Any natural person, unincorporated body, firm, partnership, corporate body or any representative of such may be eligible to become a member if they meet the criteria for engagement and involvement in the Co-operative's activities as defined by the Board; or

- Employee Members

All employees aged of 16 and holding a contract of employment with the Co-operative to perform at least eight hours of work per week for the Co-operative are eligible to become members. However, members may decide by a majority vote in a general meeting to exclude newly appointed employees during a specified probationary period and / or employees working less than a prescribed number of hours per week (or per month); provided that any such criteria for exclusion are applied equally to all employees. Membership is not a condition of employment.

### **1.3 How to become a Statutory Member?**

- a) Prospective members have to submit an application, which will then be reviewed by the Directors for approval.

### **1.4 What are the terms of Statutory Membership?**

- a) Members agree to attend general meetings and take an active interest in the operation and development of the Coop and its business. Members need to be aware that the Coop's business decisions are confidential, so they need to respect this.
- b) Members must notify the membership secretary within seven days of any change to their name or address.
- c) Members are expected to act from the heart, with honesty and integrity, to treat others with kindness, consideration and respect and not bring the Co-operatives into disrepute or prejudice its general good standing in any way.
- d) Corporate bodies can appoint someone to represent them and this person has the same rights and powers as if they were an individual member. Corporate bodies need to notify the Co-operative in writing of their choice of representative.
- e) And have paid their membership fee.
- f) Membership rights and privileges are not transferable.

### **1.5 How is Statutory Membership ended?**

Membership automatically ends immediately that the member:

- a) Ceases in the opinion of the Board to meet the Co-operative's criteria for membership. Examples include, but are not limited to, not supporting the aims of the Coop; acting in a manner likely to bring the Coop into disrepute or prejudice its good standing; committing fraud or undertaking activities deliberately aimed to mislead; behaving in a manner in which a reasonable person would regard as aggressive, bullying or intimidatory; or
- b) Fails in the opinion of the Board unreasonably to pay any fee or other monies due to the Coop; or
- c) Resigns in writing to the Membership Secretary; or
- d) Is expelled from membership in accordance with the Articles of Association; or
- e) Dies, or in the opinion of the Board is unable to carry out their duties, is wound up or goes into liquidation.

### **1.6 Removal of a Statutory Member**

In addition to **1.5**, the membership can vote to remove a member if they believe that it is in the best interests of the Coop by passing a resolution at a Coop general meeting. Such a resolution can only be passed if:

- a) The member to be removed has been given at least 21 days' notice in writing of the general meeting and the reasons why the removal is proposed; and
- b) The member is allowed to make representations at the general meeting, or have someone else there to represent them.

## **1.7 Education and training for Statutory Members**

- a) The Coop supports the principle of education, training and information.
- b) Members will be provided with information about what the role of a member involves.
- c) Members will be provided with training in the skills required to be a member and how they can participate in the operation of the Coop.
- d) Ongoing education and training in coop values and principles and other associated topics such as conflict resolution and decision-making, will be provided.
- e) The Co-operative will support its members by ensuring that meetings are accessible and participation is encouraged.

## **1.8 How to become a Non-Statutory member?**

All participants in the Control Group Co-operative are non-statutory members of the Co-operative and follow processes as set out on the company website.

## **1.9 What are the terms of Non-Statutory members?**

As specified on the company website.

## **1.10 How does someone cease to be a Non-Statutory member?**

Refer to the company website

## **2. GENERAL MEETINGS**

### **2.1 What are general meetings for?**

- a) The Coop has to hold an annual general meeting in each calendar year for Statutory Members (hereinafter “member(s)”), the first to be held within 18 months of incorporation. Thereafter, every annual general meeting will be held not more than 15 months after the previous annual general meeting. In addition to the annual general meeting, at least one other general meeting will be held annually
- b) General meetings are an opportunity to ensure that the Coop is managing itself in accordance with its values and principles, whether it is achieving its aims. It gives members the opportunity to review the business planning and management processes and get involved in decision-making. Items of business at the annual general meeting will normally include:
  - i. Consideration of accounts and balance sheets;
  - ii. Consideration of Directors’ and auditor’s reports;
  - iii. Elections to replace retiring Directors;
  - iv. Appointment and remuneration of the auditor (or their equivalent).
- c) The Directors, may in their absolute discretion, invite Community Associates to attend general meetings without any voting rights. However, the Directors may choose involve Community Associates by seeking feedback and opinions prior to general meetings.

### **2.2 How to call a general meeting**

A general meeting can be called by the directors or, in accordance with the Companies Acts, 10% of the members may, in writing, require the Directors to call a general meeting.

## 2.3 Proxies

If a member cannot be present at a general meeting, they can appoint someone else to act as their proxy, although no one can hold a proxy for more than five members at any one time in any general meeting. Proxies have to be appointed in accordance with the Articles of Association.

## 2.4 Proceedings at general meetings

- a) A quorum of members has to be present either in person or by proxy to hold the meeting. A quorum is ten members or one-third of the membership, whichever is the lowest number. If a quorum is not present within half an hour of the start time of the meeting, or if during a meeting a quorum ceases to be present, the chair must adjourn the meeting. If within half an hour of the time the adjourned meeting was due to commence a quorum is not present, those members present will constitute a quorum.
- b) A general meeting can be held in more than one place or online in accordance with the Articles of Association.
- c) It is up to members to appoint one of their number as the chair of the meeting. This will be the first item of business.
- d) Members may appoint a facilitator to facilitate the conduct of the meeting including the decision-making process. If a Facilitator is to be appointed, this will be the second item of business.
- e) Members have the right to speak at a meeting and are deemed to be in attendance when they are able to communicate to all those attending the meeting, including by electronic means. It is immaterial whether any two or more members attending are in the same place as each other.
- f) The chair of the meeting may permit others, who are not members, to attend and speak at meetings, without granting any voting rights.
- g) The chair of the meeting may adjourn the meeting whilst a quorum is present in accordance with the Articles of Association.

## 2.5 Decision-making and voting at general meetings

- a) Each member has one vote on any question to be decided in general meetings. A resolution put to the vote at a general meeting will be decided on a show of hands unless a poll is demanded in accordance with the Articles of Association. The chair has a second or casting vote.
- b) Before resolutions are put to the vote, to give members the tools to encourage full involvement in decision-making: listening to and understanding members' needs, exploring solutions, clarifying and integrating objections and reaching consent, the Coop intends to use a consent decision-making process.
- c) Consent decision-making means a decision is made when no-one objects, which works as follows:
  - i. A proposal is made for decision;
  - ii. Clarification – everyone has the opportunity to ask questions about the proposal;
  - iii. First reactions – everyone gives their initial, quick reaction to the proposal;
  - iv. Consent – everyone is asked whether they have any objections to the proposal. An objection means that the proposal interferes with the aims of, or harms, the Coop. If there is an objection, the objector should explain the reason and suggest an improvement to the proposal, which can then be amended to address the objections; and
  - v. Decision – if no-one objects, the resolution is put to the vote.
- d) Consent decision-making invites objections, values ideas and concerns, gives everyone the opportunity to speak up if there is room for improvement or clarification and builds trust and

choice. It allows progress to be made by asking people to work within their range of tolerance, not just their personal preference.

- e) The consent decision-making process may begin in advance of the general meeting to ensure maximum involvement with any members who are unable to attend the meeting.

## **2.6 Resolutions**

- a) Decisions at general meetings are made by passing resolutions. Resolutions may also be by written resolution. The following decisions must be made by special resolution requiring a majority of not less than 75% of votes cast:
  - (i) Decisions involving an alteration to the Articles of the Coop,
  - (ii) Decisions to dispose of the Coop's assets equivalent in value to one-third of the Coop's last published balance sheet;
  - (iii) The decision to wind up the Coop;
  - (iv) Other decisions which are required so by statute.
- b) All other decisions shall be made by ordinary resolution which require a simple majority (51%) of votes cast.
- c) In accordance with the Companies Acts, resolutions to remove a Director or auditor (or their equivalent) of the Coop before the end of his/her period of office shall not be passed by written resolution.
- d) A poll on a resolution may be demanded either before the meeting or at the meeting by the chair, The Directors or four or more people who have the right to vote.

## **3. DIRECTORS**

### **3.1 What are the criteria for being elected as a director?**

- a) The Coop will have at least two directors, elected by and from the Coop's members.
- b) The minimum age requirement is 16.
- c) On appointment the director agrees to provide the following information, which will be in the public domain (except for the residential address): name and any former names used for business purposes; residential address; service address; country of residence; nationality; business occupation, if any; date of birth.
- d) The Board will endeavour to ensure that its composition reflects the number of members in each category of user, employee and supporter members to maintain a representative balance.
- e) When recruiting new directors, the Board will review the existing balance of skills and experience on the Board and seek to encourage members to nominate themselves to fill any skills gaps.
- f) The Board may co-opt up to two external independent directors who need not be members and are selected for their particular skills and/or experience. Such external independent directors shall serve a fixed period determined by the Board at the time of the co-option, subject to a review at least every 12 months. External independent directors may be removed from office at any time by a resolution of the Board.
- g) The Board may at any time fill a casual vacancy on the Board by co-option. Such co-opted individuals must be members and will hold office as Director only until the next annual general meeting.

### **3.2 Retirement and re-election of directors**

At the first annual general meeting all directors shall stand down. At every subsequent annual general meeting one-third of the Board, or if their number is not a multiple of three then the number nearest to one-third, shall retire from office. The directors to retire will be those who have been longest in office since their last election. Where directors have held office for the same amount of time the director to retire shall be decided by lot. A retiring director is eligible for re-election.

### **3.3 Board education and training**

Before accepting a position as director an individual must agree to undertake training during their first year of office. This training will include information on the roles and responsibilities of being a director of a company which is also a coop.

### **3.4 Powers and duties of the board of directors**

- a) The directors are responsible for the management of the Coop's business and they may exercise all the powers of a company for this purpose.
- b) The Board has the powers set out in the Terms of Reference adopted by the Board on 15<sup>th</sup> July 2021, including all aspects of membership policy such as setting subscription levels.
- c) In accordance with the principles of democratic member control and member economic participation, the Board cannot sell or otherwise dispose of assets (in a single transaction or series of transactions) equivalent in value to one-third or more of the total value of the last published balance sheet of the Coop without the approval of the members by special resolution.

### **3.5 Delegation and sub-committees**

- a) The directors may delegate any of their powers to any person, corporate body, sub-committee, member or committee consisting of members as they think fit. They may authorise further delegation of the powers by any of those to whom they are delegated and revoke or alter any delegation in whole or in part.
- b) The Directors may make regulations for all or any sub-committees, provided that they are not inconsistent with the Articles of Association. All acts and proceedings of any sub-committee must be fully and promptly reported to the directors.

### **3.6 Proceedings of a meeting of the board of directors**

- a) The Board will meet a minimum of six times a year and may regulate their meetings as they think fit, including attending and voting by electronic means.
- b) The quorum for a Board meeting is 50% of the directors or 3, whichever is the greater. If at any time the total number of directors is less than the quorum required, the directors must not take any decisions other than to appoint further directors or to call a general meeting to allow the members to appoint further directors.
- c) The directors may appoint a facilitator to facilitate the conduct of the meeting and the decision-making process.
- d) The Board may invite people to attend its meetings with or without speaking rights and without voting rights. Such attendees will not count toward the quorum.

### **3.7 Decision-making and voting of the board of directors**

- a) In accordance with the principles of democracy, each director has one vote. A proposal put to the vote will be decided on a show of hands. The chair does not have a second or casting vote. Any decision of the directors must be by a majority of not less than 75% of votes cast. Questions arising at any meetings will also be decided by a majority of not less than 75% of votes cast.
- b) Before resolutions are put to the vote, to encourage full involvement in decision-making: listening to and understanding each other's opinions, exploring solutions, clarifying and integrating objections and reaching consent, the Board intends to use a consent decision-making process.
- c) Consent decision-making means a decision is made when no-one objects, which works as follows:
  - vi. A proposal is made for decision;
  - vii. Clarification – everyone has the opportunity to ask questions about the proposal;
  - viii. First reactions – everyone gives their initial, quick reaction to the proposal;
  - ix. Consent – everyone is asked whether they have any objections to the proposal. An objection means that the proposal interferes with the aims of, or harms, the Coop. If there is an objection, the objector should explain the reason and suggest an improvement to the proposal, which can then be amended to address the objections; and
  - x. Decision – if no-one objects, the resolution is put to the vote.
- e) Consent decision-making invites objections, values ideas and concerns, gives everyone the opportunity to speak up if there is room for improvement or clarification and builds trust and choice. It allows progress to be made by asking people to work within their range of tolerance, not just their personal preference. If the directors are still unable to reach a decision, the status quo shall be maintained and the Board may choose to refer the matter to a general meeting.
- f) A written resolution, circulated to all directors and signed by a majority of not less than 75% of directors, is as valid and effective as if it had been passed at a Board meeting.

### **3.8 Confidentiality and declaration of Interests**

The directors will comply with the Coop's Code of Conduct including the confidentiality clauses and procedure for declaring interests.

### **3.9 Remuneration and Expenses**

- a) Any director may act in a professional capacity for the Coop, except for the role of auditor, and in such instances, the director or their company will be entitled to remuneration for professional services.
- b) The Coop may pay any reasonable expenses which the directors incur in connection with their attendance at meetings or carrying out their responsibilities in relation to the Coop.

### **3.10 Termination of a Director's Appointment**

A person ceases to be a director of the Coop as soon as:

- (a) They cease to be a member, unless they are a co-opted external independent director;
- (b) They resign in writing to the Secretary;
- (c) They are removed by a resolution of the Coop in general meeting;
- (d) They are absent from 3 meetings of the Board during a continuous period of 12 months without special leave of absence granted by the Board and the directors pass a resolution that s/he has by reason of such absence vacated office;

- (e) Where the individual is the representative of a member organisation and that organisation removes their endorsement of their representative or the member organisation ceases to exist;
- (f) They cease to be a director under the Companies Acts or are prohibited from being a director by law;
- (g) A bankruptcy order is made against them;

### **3.11 Removal of a Director**

The membership can vote to remove a director if they believe that it is in the best interests of the Coop by passing a resolution at a Coop general meeting. Such a resolution can only be passed if:

- a) The director to be removed has been given at least 21 days' notice in writing of the general meeting and the reasons why the removal is proposed; and
- b) The director is allowed to make representations at the general meeting, or have someone else there to represent them.

## **4. SECRETARY**

The Board may appoint and remove a secretary under the terms and conditions as they think fit.

## **5. REGULATIONS**

The members may in a general meeting or the Board may from time to time make, adopt and amend such Regulations in the form of bye-laws, standing orders, secondary rules or otherwise as they think fit for the management, conduct and regulation of the affairs of the Coop and the proceedings of general meetings and powers and proceedings of the Board and sub-committees. No regulation can be made which is inconsistent with the Articles of Association or the Companies Acts. All members of the Coop and the Board will be bound by such Regulations whether or not they have received a copy of them.

## **6. LIABILITY OF MEMBERS**

The liability of members is limited to £1. Every member of the Coop undertakes to contribute to the assets of the Coop in the event of it being wound up while s/he/it is a member or within one year of her/him/it ceasing to be a member. The contribution will be for payment of the debts and liabilities of the Coop contracted while s/he/it was a member and of the costs, charges or expenses of winding up and for the adjustments of the rights of the contributories amongst themselves. Each member's contribution shall not exceed £1.

## **7. APPLICATION OF PROFITS**

The profits of the Coop shall be applied in the following ways, in such proportions and in such manner as the members in general meeting decide:

- (a) To create a general reserve for the continuation and development of the Coop;
- (b) In accordance with the principle of member economic participation, to a bonus for all members, either equally or in accordance with some other equitable formula which recognises the relative contribution made by each member to the business of the Coop;
- (a) In accordance with the principle of concern for community, to make payment for social, co-operative and community purposes.

## **8. DISSOLUTION**

As a common ownership enterprise, in the event of the winding up or dissolution of the Coop the liquidator has to firstly use the assets of the Coop to satisfy its debts and liabilities. Any balance of assets remaining may not be distributed among the members but will be transferred to some other common ownership coop(s) or to Co-operatives UK (or any body that succeeds to its function). If such residual assets cannot be distributed in this manner they shall be transferred to some other organisation(s) whose purpose is to promote and support the Co-operative Movement and common ownership enterprises.

## **9. ADMINISTRATIVE ARRANGEMENTS**

### **9.1 Electronic communication**

Members will be asked to provide their consent to receive communications from the Coop by electronic means.

### **9.2 Registers**

- a) The Board maintain accurate registers including a register of members, a register of directors and such other registers as required by the Companies Acts.
- b) The register of members records the member's name, address (in the case of a corporate body the registered office address), and the dates on they became and ceased to be a member. The secretary must be notified within seven days of any change to a member's name or address. An entry on the register relating to a former member will be removed from the register 10 years after the date on which they ceased to be a member.
- c) The register of directors will be open for inspection to any member without charge and to any other person on payment of such fee as may be prescribed. The register of director's residential addresses is not available for inspection.

### **9.3 Minutes**

Minutes will be kept of all general meetings and meetings of the Board and sub-committees including the names of the directors present and decisions made.

### **9.4 Accounts and Audit**

- a) Accounts will be kept and circulated in accordance with the Companies Acts. The annual accounts will be open to inspection of members and others authorised by the Coop in a general meeting.
- b) Regular financial updates and reports including cash flow predictions will be prepared as the members in a general meeting require. In addition, members may decide to undertake an account of the Co-op's activities to measure its co-operative, social and environmental performance.
- c) The Coop may decide if it meets the qualifying criteria to apply the small company audit exemptions. If not, at least once in every year the accounts will be audited.

### **9.5 Borrowing from Members**

In accordance with the principle of member economic participation the interest paid by the Coop on money borrowed from members cannot exceed such rate as is necessary to attract and retain the capital required to further the Coop's purpose.

### **9.6 Indemnity and Insurance**

Relevant Officers of the Coop may be indemnified in accordance with the Articles of Association and the directors may decide to purchase insurance for the benefit of any Relevant Officer of the Coop in connection with their duties or powers in relation to the Coop.