

RULES OF

LADY GROVER'S HOSPITAL FUND FOR OFFICERS' FAMILIES LIMITED

Registered and incorporated under the Friendly Societies Act 1992

Register No: 474F

Effective from 1 January 2022

Registered Office:

**40 Caversham Road
Reading
RG1 7BT**

1 DEFINITIONS AND INTERPRETATION

1.1 In these Rules, unless a contrary intention appears:

"Act"	means the Friendly Societies Act 1992;
"Annual Accounts"	means the accounts (including the notes to them) which the Legislation requires the Society to prepare;
"Annual General Meeting"	means an annual general meeting of the Society held under Rule 15;
"Annual Report"	means the report by the Committee on the business of the Society, which shall include the information required by or under the Legislation;
"Auditor"	means the person or firm appointed to that office under Rule 24;
"Auditor's Report"	means the report of the Auditor on the Annual Accounts and the Annual Report;
"Beneficiary"	means a person for whom a Member may claim Benefit under these Rules;
"Benefit"	means the discretionary benefits for which Members are eligible for consideration in accordance with Rule 4;
"Chair"	means the Committee Member elected to fulfil that role under Rule 9;
"Chief Executive"	means the person responsible under the immediate authority of the Committee for the conduct of the business of the Society;
"Child"	includes adopted children, step-children and children of one or both partners of a marriage, a civil partnership or cohabiting couple;
"Committee"	means the committee of management of the Society;
"Committee Member"	means a member of the Committee;
"Dependant"	means a person who is normally supported financially by a Member or makes her/his permanent home with the Member and "Dependent" shall be construed

accordingly;

"Executive Committee Member"	means a Committee Member who holds an executive office with the Society;
"FCA"	means the Financial Conduct Authority or such other authority as may replace the Financial Conduct Authority from time to time or shall from time to time carry out such functions in relation to friendly societies as are at the date of registration of these Rules allocated to the Financial Conduct Authority;
"Financial Year"	means the 12 months ending on 31st December in any year;
"Foundation Member"	means a Member who was a Member under the Previous Rules and remains a Member or a person was a Member's Spouse at the date of the Society's incorporation and has become a Member in his or her own right after 1 January 2022 following the death of the Member or following divorce;
"Insured Benefit"	means benefit which a Member was entitled to claim under Rule 6 of the Previous Rules subject always to the terms and conditions of the Previous Rules;
"Legislation"	means the Act and any other act or acts of Parliament, statutory instruments or statutory provisions and any regulation made by a regulatory authority from time to time in force relating to an incorporated friendly society (with its registered office in England and Wales) carrying on the business and other activities carried on by the Society;
"Member"	means a member of the Society (and "Membership" shall be construed accordingly);
"Members' Notice"	has the meaning given in Rule 16.1;
"Memorandum"	means the memorandum for the time being of the Society;
"Normal Retirement Age"	means the maximum age permitted as the normal retirement age for members of the committee of management of a friendly society under paragraph 1(1) of Schedule 11 to the Act;
"Office Holder"	means the Chief Executive, the Secretary and the

Committee Members;

"Officer"	means any person who holds or has held a commission in the UK armed forces, associated nursing services or Royal Fleet Auxiliary for a minimum of one week;
"Previous Rules"	means the rules of the Society in force immediately before its incorporation on 1 January 2022
"Register of Members"	means the records (including any electronic records) of the Society comprising the names and addresses of Members maintained under Rule 3.1;
"Registered Office"	means the registered office of the Society;
"Rules"	means these Rules of the Society for the time being in force;
"Secretary"	means the person appointed by the Committee to be the Secretary of the Society;
"Society"	means Lady Grover's Hospital Fund for Officers' Families Limited;
"Special General Meeting"	means any general meeting which is not an Annual General Meeting;
"Special Resolution"	has the meaning given by paragraph 7 of Schedule 12 to the Act;
"Spouse"	includes a partner in a civil partnership or cohabiting couple;
"Vice-Chair"	means the Committee Member elected to fulfil that role under Rule 9; and
"Widow(er)"	means the Spouse of a deceased Officer.

1.2 Expressions defined in the Act, where used in these Rules, have the same meaning as they have in the Act, unless otherwise defined in these Rules.

1.3 Unless the context otherwise requires:

- (a) words in the singular shall include the plural and in the plural shall include the singular; and
- (b) a reference to one gender shall include a reference to the other gender.

- 1.4 A reference to a statute or statutory provision is a reference to it as amended, extended or re-enacted from time to time and shall include all subordinate legislation made from time to time under that statute or statutory provision.
- 1.5 Headings used in these Rules shall not affect the interpretation of these Rules.
- 1.6 References to an "address" include both a postal address and an electronic address which a Member has notified to the Society for receiving notices and other documents.
- 1.7 "In writing" and each one of the following expressions: "written", "give notice", "notified", "notice", "send" and/or "give a copy" means: (1) in written form delivered by post to an address provided by the recipient for that purpose; or (2) by electronic means to an address provided by the recipient for that purpose; or (3) delivered in person; or (4) communicated by means of a website.
- 1.8 A reference to a meeting held virtually is a reference to a meeting where participants may hear, whether or not they may also see, other participants by electronic means and may participate in the proceedings of the meeting by speaking and voting on a poll taken by electronic means and "virtual place" refers to the medium (including the log in details) through which such a meeting is conducted. References to a meeting held virtually include hybrid meetings which take place at a physical location but can also be joined virtually.

2 Membership

- 2.1 Persons who were Members under the Previous Rules may remain Members.
- 2.2 Those eligible to apply for Membership under these Rules are:
 - (a) an Officer with a Spouse or other Dependent, who is not disqualified from becoming a Beneficiary by age;
 - (b) a Widow(er) of an Officer provided that at the date of application either
 - (i) the Widow(er) has not attained the age of 55; or
 - (ii) the Officer had been a Member in the previous two years and the Widow(er) had been a Beneficiary under the Officer's Membership; and
 - (c) a divorced Spouse of an Officer provided that at the date of application the divorced Spouse has not attained the age of 55, the Officer had been a Member in the two years preceding the commencement of divorce proceedings and the divorced Spouse had been a Beneficiary under the Officer's Membership.

- 2.3 No person may be covered by more than one Membership.
- 2.4 Membership shall cease in any of the following circumstances:
- (a) on the death of the Member (provided that the surviving Spouse of an Officer may apply for Membership in his or her own right);
 - (b) on the Member giving notice to the Society of his or her resignation; and
 - (c) upon the Member's failure to pay his or her Membership subscription within 3 months of the due date (or for such longer period as the Committee may decide),

provided that on the cessation of an Officer's Membership his or her Spouse may apply for Membership in his or her own right under Rule 2.2(b) or (c).

- 2.5 If in the opinion of the Committee any Member:
- (a) shall have brought disgrace or disrepute on the Society;
 - (b) shall have attempted in any way to deceive or defraud or obtain a benefit from the Society by fraud or misrepresentation, or shall be aware of any such attempt and not communicate the same in writing to the Society; or
 - (c) shall have acted in serious or persistent breach of these Rules,

then the Committee may in its absolute discretion terminate his or her Membership and the Member's subscriptions shall be forfeited.

3 Register of names and addresses

- 3.1 The Society shall maintain a register of the names and addresses of Members.
- 3.2 The Register of Members shall be kept at the Registered Office or at such other place or places as the Committee thinks fit.
- 3.3 Any Member changing their address shall notify the Society at its head office in writing of their new address.
- 3.4 The Society need not enter in the Register of Members the address of a Member who became a Member before the incorporation of the Society while it has no address for them and their whereabouts are unknown.
- 3.5 Where it appears to the Society that the address shown in the Register of Members for a Member is no longer current, the Society
- (a) may remove that address from the Register of Members, and

- (b) need not enter in the Register of Members an address for that Member while it has no address for them and their whereabouts are unknown.

4 Subscriptions and Benefits

- 4.1 The Society shall pay Insured Benefit to any Member entitled to claim it under the Previous Rules provided that the period in respect of which the claim is made started before the date of incorporation of the Society and is made on or before 15 December 2022.
- 4.2 Every Member shall pay the subscription to the Society and shall be entitled to be considered for Benefit in accordance with Head D of Schedule 2 to the Act. The levels of subscription and the maximum amounts of Benefit shall be determined by the Committee and published on the Society's website from time to time. The Committee will have absolute discretion whether or not to pay any Benefit.
- 4.3 Benefit shall only be payable towards defraying nursing or convalescent expenses as set out in Rule 4.4 and as result of the illness of:
 - (a) any of the following categories of Beneficiaries, provided that no claim may be made on account of the illness of a Beneficiary if at the date of the Member's application to join the Society, that Beneficiary had attained the age of 65 years:
 - (i) a Member's Spouse who normally resides with the Member
 - (ii) the Member's or such Spouse's Dependent Children if under the age of 18, or, subject to the Committee's discretion, under the age of 21 where the child is undergoing a course of education, study, or vocational training, or where the Committee considers its discretion should be exercised in view of the circumstances; or
 - (iii) a parent, parent-in-law or step-parent of a Member who became Dependent on the Member before the age of 65.
 - (b) a Member under Rules 2.2(b) or (c); or
 - (c) a Member under Rule 4(e) of the Previous Rules
- 4.4 The expenses incurred through the illness of persons set out in Rule 4.3 for which Benefit may be paid are:
 - (a) the expense of temporary residence (including food and nursing care) in a hospital or nursing home;
 - (b) the expense of temporary employment of a Registered General Nurse, Enrolled Nurse General, or trained Health Care Assistant or Nursing Auxiliary with appropriate experience;
 - (c) the expense of convalescence (including travelling expenses) under medical advice in an accepted establishment, normally within the United Kingdom, unless the Committee in any case otherwise determines;
 - (d) the expenses of the temporary employment of a home help.

- 4.5 For the purpose of this Rule 4, “illness” does not include:
- (a) any confinement or illness arising from pregnancy; or
 - (b) any illness of a recurrent or chronic nature, unless the Committee in any case otherwise determines.
- 4.6. A Member shall not be entitled to be considered for Benefit:
- (a) until she/he shall have been a Member for a period of six months; or
 - (b) if the person in respect of whose illness Benefit would be paid is, in the opinion of the Committee, normally resident in a nursing home or other similar institution.
- 4.7 Benefit will not be payable in respect of surgeons’ or physicians’ fees or for any investigations or treatments carried out.
- 4.8 Subject to the other provisions of these Rules, a Member entitled to consideration for Benefit shall not receive any more than the amount of the expenses actually incurred in any week, and pro-rata for any part of a week, subject to the appropriate maximum amounts determined by the Committee from time to time for each class of expense and published on the Society’s website, and provided that the total for any week shall not exceed the maximum for a week so determined and published, and pro-rata for part of a week:

5 Committee of Management

- 5.1 The business of the Society shall be under the direction of the Committee which shall consist of not more than eleven nor (subject to the provisions of Rule 5.7) less than four persons and the Committee may from time to time resolve the number who together shall constitute the Committee within these limitations.
- 5.2 Subject to the provisions of the Act and these Rules and to any directions given by Special Resolution, the business of the Society shall be managed by the Committee who may exercise all the powers of the Society.
- 5.3 No alteration of the Memorandum or Rules and no direction by Special Resolution shall invalidate any prior act of the Committee which would have been valid if that amendment had not been made or that direction had not been given.
- 5.4 Without prejudice to the generality of the Rules 5.1 and 5.2, the Committee:
- (a) shall ensure the direction and management of all affairs and business of the Society:

- (i) by sufficient number of persons who are fit and proper to be Committee Members, or other Officers, in their respective positions;
 - (ii) with prudence and integrity in the best interest of the Members; and
 - (iii) in accordance with these Rules, and with the Act;
- (b) may establish sub-committees (and bring them to an end) consisting of Committee Members and/or others which shall have such powers and duties as the Committee shall reasonably delegate to them from time to time;
- (c) may make, vary or revoke regulations for the conduct of business at its meetings;
- (d) may pay out of the funds of the Society the expenses of the Society and such sums as the Committee may deem necessary or expedient to be paid in the interest of the Society, but no Committee Member (other than an Executive Committee Member) shall receive any payment save as is authorised by these Rules;
- (e) may make, vary or revoke regulations for the conduct of all affairs and business of the Society provided that the same are not inconsistent with these Rules, and with the Act; and
- (f) may authorise the use of all forms, instruments and other documents that it may deem necessary for the proper conduct of the business of the Society.
- 5.5 The Committee shall meet for business as often as it shall find necessary and the quorum for meetings of the Committee shall be at least 50% of the total number of Committee Members from time to time. Meetings of the Committee may be held virtually or in person or a combination.
- 5.6 The validity of any proceedings or acts of the Committee shall not be affected by any vacancy among the Committee Members or by any defect in the appointment of a Committee Member.
- 5.7 Notwithstanding any vacancies on the Committee, the remaining Committee Members may continue to act.
- 5.8 All acts done by the Committee, or any committee of the Committee, or person acting as a Committee Member shall, notwithstanding that it be afterwards discovered that there was some defect in the constitution of the Committee or committee or in the election or re-election or appointment of any Committee Member, or that any person was disqualified from holding office or

was not entitled to vote, be as valid as if the Committee or committee had been properly constituted and as if every such person had been duly elected or re-elected or appointed or entitled to vote and, where appropriate, was qualified and had been a Committee Member.

6 Eligibility and Election of the Committee

6.1 Committee Members may be elected at Annual General Meetings for a term of up to three years. If at the Annual General Meeting next following the date of incorporation of the Society any Committee Member shall have served for more than two years since last being elected, that Committee Member's current term of office shall be deemed to have ended at that Annual General Meeting regardless of any provisions of the Previous Rules relating to terms of office or retirement by rotation. For the purposes of this Rule 6.1 a 'year' shall be construed as the period from one Annual General Meeting to the next. The provisions of Rule 8 shall apply to all such elections.

6.2 No individual shall be elected or appointed as a Committee Member unless:

either

- (a) they will be below the Normal Retirement Age at the date on which the election, or in case of an appointment under Rule 7, the appointment, would take effect; or
- (b) if they will be at or above the Normal Retirement Age at the date on which the election would take effect, they have been approved by resolution of the Committee as eligible for election, and their age and the reason for the Committee's approval have been notified to every person entitled to vote at the election;

and

- (c) they are not a minor;

and

- (d) (except in the case of a Committee Member who is nominated by the Committee or who has been appointed by the Committee under Rule 7 or where a Committee Member stands for re-election under Rule 7.3) a form nominating the candidate for election, signed by not less than two Members qualified under Rule 6.5 and addressed to the Secretary, has been delivered at the Registered Office between the first and fifteenth days of the last month of the financial year preceding the Annual General Meeting at which the candidate is standing for election. The nomination form shall contain the full name, address, age and occupation of the person nominated, their

consent to be nominated, and the full names and addresses of the Members proposing the nomination.

- 6.3 When a Committee Member has completed (or is deemed to have completed) the term of office for which they were elected they may stand for re-election if they continue to comply with Rule 6.2 (a) or (b).
- 6.4 The Committee may require any individual nominated for election as a Committee Member to supply in writing such forms as the Committee may specify, evidence of their qualifications, financial and managerial experience, credit worthiness, competence and character.
- 6.5 The requirements with which a Member must comply in order to be eligible to nominate an individual as a Committee Member are as follows:
- (a) to have been a Member for not less than two years before the date of nomination;
 - (b) not to be in arrears with subscriptions; and
 - (c) not to be a minor at that date.

7 Filing of Casual Vacancies

- 7.1 The Committee may at any time and from time to time, appoint an individual as a Committee Member to fill a vacancy on the Committee (including a vacancy arising through the increase in the size of the Committee under Rule 5.1, subject always to the limitations prescribed by Rule 5.1).
- 7.2 The Committee may only appoint an individual under this Rule who:
- (a) appears to it to be fit and proper to be a Committee Member;
 - (b) is qualified under the Rule 6.2(a) and (c); and
 - (c) has not stood for election as a Committee Member at any election held within the preceding 12 months, and was not elected.
- 7.3 A Committee Member appointed under this Rule shall hold office until the conclusion of the Annual General Meeting next following such appointment.
- 7.4 A Committee Member appointed under this Rule 7 and retiring under Rule 7.3 shall be eligible for election under Rule 6.1 without nomination, provided that they are qualified under Rule 6.2(a) or (b) at the date of the Annual General Meeting at which they retire.

8 Election of Committee Members

Elections of Committee Members shall be held at Annual General Meetings. If the number of candidates for election or re-election to the Committee exceeds the number of vacancies those vacancies shall be filled by the candidates obtaining the most votes. The vote shall be taken on a poll, which shall be deemed to have been demanded by the person chairing the meeting. The following provisions shall apply to the poll:

- (a) the voting papers shall include the number of vacancies on the Committee and full names of all the candidates;
- (b) subject to paragraph (a) above, the Committee may prescribe or approve the form of the voting paper and may include such other declarations and denoting of retiring Committee Members as it thinks fit;
- (c) voting shall be effected by the placing of an 'X' after the names of the candidates for whom the votes are to be cast;
- (d) voting papers shall be void if a Member votes for more candidates than there are vacancies to be filled;
- (e) each Member shall have one vote in respect of each vacancy to be filled, and
- (f) no Member shall be required to cast all or any of the votes given by (e) above.

References in this Rule 8 to voting papers shall include any electronic forms used for polls conducted by electronic means and the poll shall be conducted by electronic means as nearly as possible to a poll conducted using physical voting papers.

9 Appointment of Chair and Vice-Chair

- 9.1 At its first meeting after every Annual General Meeting the Committee shall elect from its number a Chair (and a Vice-Chair) who shall subject to Rule 9.3, hold office until the start of the first meeting of the Committee held after the next Annual General Meeting unless they either cease in the meantime to be a Committee Member or resign the office. The Chair shall chair all meetings of the Committee at which they are present and in the absence of the Chair, the Vice-Chair shall chair the meetings.
- 9.2 If the Chair and the Vice-Chair are both absent from a meeting of the Committee or both decline to chair the meeting, the Committee Members present at the meeting shall elect a Committee Member to chair the meeting.

- 9.3 The Committee may at any time remove the Chair or the Vice-Chair from office.
- 9.4 The Committee shall fill from its number any casual vacancy in the office of Chair or Vice-Chair and a Chair or Vice-Chair so elected shall, subject to Rule 9.3, hold office until the start of the first meeting of the Committee held after the next Annual General Meeting unless they cease in the meantime to be a Committee Member or resign the office.

10 Remuneration and Expenses

- 10.1 No remuneration shall be payable to any Committee Member other than an Executive Committee Member but Committee Members may be reimbursed such reasonable travelling, hotel and other expenses as they may incur while attending Society business. They may also be paid for professional or other work done by them on behalf of the Society in addition to their usual services as a Committee Member.
- 10.2 The Committee shall determine the amount of salary and allowances from time to time to be paid to any Executive Committee Member.
- 10.3 The Society shall not award any pension to any Office Holder by virtue of any office held by them with the Society but may contribute indirectly towards the pensions of the Chief Executive, Secretary and/or an Executive Committee Member through sums payable by the Society to their employers under a third-party administration agreement.

11 Interest in Contracts

- 11.1 Subject to Committee Members complying with provisions for the time being of the Act that
- (a) require them to declare to the Committee any direct or indirect interest they might have, or be treated as having in any contract to which Society is a party;
 - (b) prohibit particular contracts;
 - (c) require a contract to be approved by a resolution of a general meeting; or
 - (d) require them to furnish to the Society particulars of any related business,

they may enter into or be interested, whether directly or indirectly, in contracts with the Society and shall not be disqualified from office thereby, nor shall they be liable to account to the Society for any profit arising out of any such

contract to which they are a party or in which they are interested by reason of being at the same time a Committee Member.

- 11.2 No Committee Member may vote as a Committee Member in regard to any contract, or proposed contract, in which they are interested, whether directly or indirectly, or upon any matter arising out of it. If they do vote, their vote shall not be counted and they shall not be counted in the quorum when any such contract, or proposed contract, is under consideration.
- 11.3 The prohibition contained in the Rule 11.2 may at any time or times be suspended or relaxed to any extent by resolution at a general meeting of the Society.
- 11.4 In this Rule 11 the term 'contract' includes any other transaction or arrangement.

12 Appointment of Officers, Employees and Others

- 12.1 The Society shall have a Chief Executive and a Secretary who shall be appointed and whose appointment may be terminated by the Committee. The same person may be both Chief Executive and Secretary, but the Chief Executive may not also hold the position of Chair.
- 12.2 The Chief Executive is responsible under the immediate authority of the Committee for the conduct of the business of the Society and the Committee may delegate to the Chief Executive such powers and duties for such periods as it thinks fit.
- 12.3 The Committee shall take all reasonable steps to secure that the person appointed as Chief Executive has the requisite knowledge and experience to discharge the functions of that office.
- 12.4 Where a person becomes or ceases to be the Chief Executive or the Secretary, the Society shall within one month give notice of that fact to the FCA, stating the person's full name and address and the date on which they became, or ceased to be, Chief Executive or Secretary.
- 12.5 The Committee may also: -
- (a) appoint and terminate the appointment of (or delegate these appointment and termination powers to any Officer) such employees, advisers and agents as the Committee may at any time determine; and
 - (b) appoint under this Rule more than one person to any office or place with the exception of the office of Chief Executive and Secretary and may require from any person appointed under this Rule such guarantees as in its judgement shall appear necessary.

13 Indemnity to Committee Members, Officer Holders and Employees

- 13.1 Every Committee Member and every other Office Holder and every employee of the Society shall be indemnified by the Society against any liability in respect of losses, costs, charges, damages and expenses which might arise from or in the course of their duties but not against any such liability as by virtue of any rule of law or of the Act, would attach to them in respect of any negligence, default, breach of duty or breach of trust of which they might be guilty in relation to the Society. They shall, however, be indemnified against any liability incurred by them in defending any proceedings whatsoever, whether civil or criminal, arising out of their duties in relation to the Society in which judgement is given in their favour or in which they are acquitted.
- 13.2 The Society may take out a policy of insurance to cover any such indemnity or liability as is mentioned in Rule 13.1.

14 Vacation of Office and Disqualification

- 14.1 A Committee Member shall cease to hold office:
- (a) if they resign by notice in writing to the Secretary;
 - (b) if they take up a permanent residence outside of the United Kingdom;
 - (c) if a resolution to remove them from office is passed at a meeting of the Committee by a majority of the Committee Members of the full Committee;
 - (d) if they do not attend meetings of the Committee for more than six consecutive months without permission of the Committee and the Committee passes a resolution to remove them from office;
 - (e) if they become bankrupt or subject to sequestration;
 - (f) if they are, or might be, suffering from mental disorder and either
 - (i) they are admitted to, or detained in, hospital in pursuance of an application for admission for treatment under the provisions of the Mental Health Act 1983, the Mental Health (Care and Treatment) (Scotland) Act 2003 or the provisions of legislation relating to mental health in any other applicable jurisdiction; or
 - (ii) an order is made by the court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for their detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to their property or affairs;

- (g) upon a resolution of which notice has been given under Rule 18 that they shall cease to be a Committee Member passed by the majority of the votes cast on a poll at a general meeting;
- (h) if, whilst a Committee Member and without prior consent of the Committee, they accept the office of a Committee Member in any other organisation, company or body considered by the Committee to be in direct competition with business of the Society;
- (i) upon conclusion of the Annual General Meeting next following each birthday after they attain the Normal Retirement Age unless they are re-elected at that meeting, the requirements of Rule 6.2(b) having been satisfied;
- (j) if they become prohibited by law from being a Committee Member; or
- (k) if they contravene Rule 11 by knowingly or recklessly failing to declare an interest and the Committee passes a resolution to remove them from office.

14.2 The Secretary shall give not less than 14 clear days' notice in writing to all Committee Members of a meeting of the Committee at which it is intended to move a resolution to remove a Committee Member from office. The notice shall set out the proposed resolution and, if all the requirements of this Rule are not complied with, the resolution, even if passed, shall be of no effect. The provisions of Rule 31 shall apply to any such notice.

15 Annual General Meetings

- 15.1 The Society shall hold an Annual General Meeting each Financial Year at a time and place or virtual place determined by the Committee, provided that not more than 15 months shall elapse between the date of one Annual General Meeting and the next. Notice of such meetings shall be given in accordance with Rule 18.
- 15.2 The Committee shall lay before the Members at the Annual General Meeting the Annual Accounts for the previous Financial Year, the Annual Report and the Auditor's Report.
- 15.3 A copy of the Annual Accounts, the Annual Report and the Auditor's Report shall be available for inspection at the Registered Office by any Member who would be eligible to vote at the Annual General Meeting.
- 15.4 No business shall be transacted at an Annual General Meeting, and no resolution shall be brought forward at any such meeting, except as may arise upon –

- (a) the Annual Accounts laid before the meeting;
- (b) the Annual Report submitted to the meeting;
- (c) the Auditor's Report submitted to the meeting;
- (d) the election and re-election of Committee Members;
- (e) the appointment or re-appointment of the Auditor;
- (f) the election of arbitrators under Rule 27.2;
- (g) a motion for the resolution contained in a Members' Notice received by the Society in accordance with the provisions of Rule 16; and
- (h) business (including a motion for a resolution, whether a Special Resolution or an ordinary resolution, or a motion to add to, alter or rescind any provision of the Memorandum or the Rules) brought before the meeting by the Committee.

16 Members' Resolutions

- 16.1 For the purpose of this Rule the following expressions shall have the following meanings:
- (a) "Requisite Number" means 100; and
 - (b) "Members' Notice" means a notice given to the Society in writing (whether in one or more documents) by at least the Requisite Number of Members of their intention to have moved on their behalf at an Annual General Meeting a resolution that is specified in the notice.
- 16.2 If the Society receives a Members' Notice, relating to an ordinary resolution the Committee shall (subject to Rule 16.3):
- (a) include in the notice of the Annual General Meeting a notice specifying the intention of those Members moving it to have the resolution moved on their behalf at that meeting and, if applicable, the intention to move it as a Special Resolution; and
 - (b) at the request of the Members intending to have the resolution moved on their behalf, include in the notice of that meeting a copy of any statement of not more than 100 words with respect to the matter referred to in the resolution.
- 16.3 The Committee shall be under no duty to take any of the steps required by Rules 16.2 if –

- (a) the Members' Notice (or the last of the documents sufficient to enable it to comply with the requirements of Rule 16.1(b)) and, if submitted, any statement under Rule 16.2(b) are received by the Society later than the end of the Financial Year preceding that in which year in which the Annual General Meeting at which it is intended to move the resolution is held;
- (b) the resolution specified in the Members' Notice does not relate directly to the affairs of the Society;
- (c) the rights conferred by this Rule 16 are being abused to seek needless publicity for defamatory matter or for frivolous or vexatious purposes; or
- (d) the resolution specified in the Members' Notice is in substantially the same terms as any resolution that has been defeated at an Annual General Meeting or a Special General Meeting during the period beginning with the third Annual General Meeting before the date on which Members' Notice (or last of the documents sufficient to enable it to comply with the requirements or Rule 16.1(b)) is received by the Society.

17 Special General Meetings

- 17.1 All general meetings other than Annual General Meetings shall be called Special General Meetings.
- 17.2 The Committee may, whenever it thinks fit, convene a Special General Meeting to be held at such hour, date and place or virtual place as the Committee shall determine.
- 17.3 The Committee shall also convene a Special General Meeting on the requisition of not less than 100 Members qualified under Rule 17.6. The requisition shall state the objects of the meeting (which must not however include the election of a Committee Member) and shall be signed by the requisitioners and deposited at the Registered Office and may consist of several documents in like form each signed by one or more requisitioners. A deposit of £100.00 in respect of each requisitioner signing the requisition shall be lodged with it. If within half an hour after the time appointed for the meeting a quorum is not present, all such deposits shall be forfeited but if a quorum is present the Members present and entitled to vote at the meeting shall decide whether the deposits shall be appropriated either wholly or in part towards the expenses of convening and holding the meeting and to any extent to which the deposits are not so appropriated they shall be returned by the Society to the requisitioners equally.
- 17.4 If the Committee does not within 28 days after the date of deposit of the sole requisition, or the date of the deposit of the last requisition sufficient to comply with the requirements of Rule 17.3, give notice convening a meeting to be held within 63 days after that date, the requisitioners or any proportion of them exceeding one-half may themselves convene a Special General Meeting. The

meeting convened by the requisitioners shall be convened in the same manner, as nearly as possible, as that in which meetings are convened by the Committee and notice of the meeting shall be published as required by Rule 18.2. Any meeting so convened may not be held after the expiration of five months from the date of deposit of the sole or last requisition. Any reasonable expenses incurred by the requisitioners by reason of the failure of the Committee duly to convene a meeting shall be paid to those requisitioners by the Society. Any sum so paid shall be recovered by the Society from the defaulting Committee Members. The Committee or, as the case may be, the requisitioners, shall give the Members notice of any resolution the requisitioners propose to move at the meeting at the same time and in the same manner as notice is given of the meeting.

17.5 No business shall be entertained at any Special General Meeting except as shall be stated in the notice convening the meeting.

17.6 A Member shall be qualified for the purpose of Rule 1 7.3 if they:

- (a) have been a Member for a continuous period of not less than two years before the date of the requisition, and
- (b) are entitled to vote at a general meeting of the Society on the date of the requisition.

18 Notice of meetings

18.1 Notice of an Annual General Meeting or a Special General Meeting shall be given to Members by means of a notice on the Society's website specifying the hour, date and place of the meeting and, if the meeting is held virtually, how Members may obtain joining instructions.

18.2 The notice shall be published on the Society's website at least 14 days before the last date for the receipt of proxy notices under Rule 21.

18.3 The notice shall specify:

- (a) the nature of any resolution to be moved at the meeting and of the other business to be transacted at the meeting, and
- (b) the full name of each candidate for office as a Committee Member, or Auditor, unless, in the case of an Auditor, his or her nomination has been received too late for his or her candidature to be included in the notice.

18.4. The Annual General Meeting shall be described as such in the relevant notice of meeting.

19. Quorums and Procedures at General Meetings

19.1 No business shall be considered at any Annual General Meeting or Special General Meeting unless a quorum is present, and a quorum shall be

considered for all purposes by eight Members present in person, virtually or by proxy, by attorney or by representative and entitled to vote.

- 19.2 If no quorum shall be present within half an hour after the time appointed for the Annual General Meeting or Special General Meeting, or if during such meeting a quorum ceases to be present, the person chairing the meeting shall adjourn it to such hour, date and place (or virtual place) as he or she shall direct, unless it is a Special General Meeting requisitioned under Rule 17 whereupon the person chairing the meeting shall dissolve it.
- 19.3 The Chair (or, in their absence, the Vice-Chair) will chair every general meeting of the Society. If neither the Chair nor the Vice-Chair is present within fifteen minutes after the time appointed for the meeting or if both the Chair and Vice-Chair are unwilling to act, the Committee Members present shall elect one of the number to chair the meeting. If at any meeting no Committee Member is willing to chair it, or if no Committee Member is present within fifteen minutes after the time appointed for the meeting, the Members present shall choose one of their number to chair the meeting.
- 19.4 The person chairing the meeting may, notwithstanding the presence of a quorum (and shall, if so directed by a resolution of the meeting) adjourn the meeting from time to time and from place to place (including virtual places), but except as provided in Rule 19.12 no business shall be transacted at any adjourned meeting other than the business left unfinished or not reached at the meeting from which the adjournment took place.
- 19.5 Every adjourned meeting shall be deemed a continuation of the original meeting and any resolution passed at an adjourned meeting shall for all purposes be treated as having passed on the date on which it was in fact passed and shall not be deemed to have been passed on any earlier date.
- 19.6 When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting but otherwise it shall not be necessary to give any notice of an adjournment or of the business to be transacted at any adjourned meeting.
- 19.7 Subject to the Act and these Rules, every question submitted to an Annual General Meeting or Special General Meeting shall be decided by a simple majority and votes shall be taken in the first instance by a show of hands, provided that if the meeting is held virtually every question put to the meeting shall be decided on a poll which shall be conducted by electronic means for Members not physically present and may be conducted either electronically or by means of voting papers for Members physically present.
- 19.8 A poll may (before or on the declaration of the result of the show of hands) be demanded by:
 - (a) the person chairing the meeting; or
 - (b) five Members who are entitled to vote at the meeting and are present in person by proxy, by attorney or by representative,

but, except as provided under Rule 19.7, no poll shall be permitted upon a resolution to appoint a person to chair the meeting or as to whether the meeting should be adjourned.

- 19.9 Unless a poll be so demanded or required, a declaration by the person chairing the meeting that a resolution on a show of hands has been carried, or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of, or against, such resolution.
- 19.10 If a motion for a Special Resolution is to be put to the vote of the meeting or there is a contest for the office or appointment of a Committee Member or Auditor, a poll shall be deemed to have been demanded by the person chairing the meeting.
- 19.11 Except in the case of a meeting held virtually, a motion for a Special Resolution, or of a contest for the office or appointment of Committee Member or Auditor, the demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the person chairing the meeting, and a demand so withdrawn shall not invalidate the result of a show of hands declared before the demand was made.
- 19.12 If a poll is required under Rule 19.7 or duly demanded in accordance with Rule 19.8 it shall be taken at the meeting at which it is demanded or, if the person chairing the meeting so decides, at an adjourned meeting and in either case in such manner as the person chairing the meeting directs and the result of the poll shall, notwithstanding Rule 19.4, be deemed to be the resolution of the meeting or adjourned meeting at which the poll was taken. The person chairing the meeting may, in the event of a poll, appoint scrutineers (who need not be Members) and may adjourn the meeting or adjourned meeting to some hour, date and place (including a virtual place) fixed by him or her for the purpose of declaring the result of the poll.
- 19.13 A demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than that upon which the poll has been demanded.
- 19.14 Voting papers to be used on a poll shall be valid only if they are issued by the Society.
- 19.15 Meetings may be held physically, virtually or as hybrid meetings which Members may attend either physically or virtually, at the discretion of the Committee (or if Rule 17.4 applies, of the requisitioners). The means by which the meeting will be held shall be specified in the notice of the meeting.

20. Entitlement of Members to Vote on Resolutions

- 20.1 Every Member aged 18 or over and present or voting by proxy shall have one vote, and when the votes are equal the person chairing the meeting shall have an additional or casting vote.
- 20.2 The holder of a power of attorney from a person who is a Member and who is entitled to vote under Rule 20.1 shall, if the power of attorney is duly registered at the Registered Office and if the power has the effect of authorising the holder to exercise the rights of the Member under the Rules, be entitled to vote in all circumstances as if they were a Member and in the Member's stead but shall not be entitled to appoint a proxy or an attorney.
- 20.3 A Member who is entitled to vote under Rule 20.1, and in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote, by his receiver curator bonis or other representative either on a show of hands or on a poll, and if on a poll, may vote by proxy. Evidence to the satisfaction of the Committee of the authority of the person claiming to exercise the right to vote shall be deposited at the Registered Office not less than two clear days before the day appointed for holding the meeting or adjourned meeting, at which the right to vote is to be exercised, and in default, the right to vote shall not be exercisable.

21. Appointment of Proxies

- 21.1 A Member entitled to attend and vote at a meeting of the Society
- (a) may appoint one person (whether a Member or not) as his or her proxy to attend and, on a poll, to vote on any resolution proposed, at the meeting instead of him or her; and
 - (b) may direct the proxy how to vote at the meeting.
- 21.2 A proxy may be appointed:
- (a) by an instrument in writing signed by the appointor; or
 - (b) by electronic means.
- 21.3 The instrument appointing a proxy shall be deposited at the Registered Office and appointments by electronic means may be sent, subject to Rule 21.9, via any website made available by the Society for the purpose or to any electronic address specified by the Society for the purpose) not less than 48 hours before the day appointed for holding the meeting, or adjourned meeting, and in default the instrument shall not be treated as valid.
- 21.4 An instrument appointing a proxy may be in any form permitted by the Legislation.
- 21.5 The Society may add to any instrument issued by it (or any electronic equivalent) any explanatory notes it may think fit to assist appointors.

- 21.6 The appointment of a proxy shall be deemed to confer authority to demand or join in demanding a poll, but a proxy shall have no right to speak at the meeting.
- 21.7 If a Member who, at the final date for the receipt of proxies is entitled to attend and vote at the meeting appoints a person as a proxy to vote instead of himself or herself at that meeting and then ceases after that date to be so entitled, that person may still act as the Member's proxy at that meeting.
- 21.8 A vote given in accordance with the terms of a proxy appointment shall be valid notwithstanding:
- (a) the previous death or mental disorder of the appointor or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of such death, mental disorder, revocation or transfer has been received by the Society at its Registered Office before the start of the meeting or adjourned meeting at which the proxy is used; or
 - (b) that since the last date specified for the receipt of proxy appointments the appointor has ceased to be entitled to attend and vote at the meeting.
- 21.9 The Committee may from time to time prescribe:
- (a) the method of determining the time at which any appointment of proxy or revocation sent by electronic means is to be treated as received by the Society; and
 - (b) the procedure of the conduct of an electronic appointment of proxy including, but not limited to, the methods of establishing the authenticity and integrity of the completed electronic appointment of proxy.
- 21.10 If two or more valid proxy appointments are received in respect of the same Member for use at the same meeting, the one which is last received or treated as last received in accordance with the method adopted by the Committee for determining the time of receipt (regardless of the date at which it is signed) shall be treated as replacing and revoking the others. If two or more valid but differing proxy appointments are received in respect of the same Member for use at the same meeting and the Society is unable to determine which was last received, none of them shall be treated as valid in respect of that meeting.

22. Accounts, Systems of Control

- 22.1 The Committee shall cause accounting records of the Society to be kept and established, and maintain systems of control of its business and records of inspection and report in accordance with the Legislation.
- 22.2 The Secretary shall supply free of charge to every Member on demand copies of the Annual Accounts, the Annual Report and the Auditor's Report for the

last Financial Year, and shall ensure that copies of those documents are also made available at every office of the Society.

23. Inspection of Books

The Committee shall make the records of the Society available for inspection by any Member at all reasonable hours, at the Registered Office or at any place where the records are kept, and it shall be the duty of the Secretary to produce the same accordingly. But no Member shall, unless they are an Office Holder, have access to personal information in respect of any other Member (other than information contained in the Register of Members) without written consent of that Member.

24. Auditor

- 24.1 At each Annual General Meeting the Society shall appoint a person eligible for appointment as auditor of a friendly society under the Legislation as its Auditor to audit its annual accounts. An individual or a firm may be appointed as auditor.
- 24.2 The Committee may appoint an eligible person as Auditor to fill any casual vacancy occurring between Annual General Meetings of the Society.
- 24.3 The remuneration, including any sums in respect of expenses, to be paid to the Auditor shall be fixed by the Committee.
- 24.4 The Society may by ordinary resolution in general meeting remove the Auditor from office subject to complying with the requirements of the Legislation.

25. Application of Funds

- 25.1 All moneys received on account of subscriptions or donations or otherwise shall be applied in carrying out the purposes of the Society in accordance with the Memorandum and these Rules.
- 25.2 The Committee shall establish such funds for such purposes of the Society as it shall determine and:
 - (a) shall cause separate accounts to be kept of each separate fund showing the allocations to and the income and expenditure of each fund; and
 - (b) may as it shall think fit from time to time, but subject always to the Legislation, transfer moneys between any of the funds.

26. Investment of Funds

Subject always to the requirements of the Act, so much of the funds of the Society as may not to be wanted either for immediate use may be invested with the consent of the Committee,

- (a) in the purchase of land, or in the erection of offices or other buildings thereon;
- (b) upon any other security other than personal security (but without prejudice to any provision of the Act relating to loans); or
- (c) in any other investment of a kind which trustees are for the time being by law authorised to make.

27. Disputes

- 27.1 If any dispute arises between a Member or Beneficiary or under the Rules, or any person aggrieved who has ceased to be a Member or Beneficiary, and the Society, or any Office Holder, it shall be decided by reference to arbitration, under the conditions set out in Rule 27.2 or, where both parties to the dispute so consent, by reference to the county court.
- 27.2 Three arbitrators shall be elected at a general meeting and any vacancy or vacancies shall be filled at a general meeting. An arbitrator to decide each dispute shall be selected by lot from among the panel of arbitrators so elected.
- 27.3 If no determination of the dispute has been made within 40 days of the application to the Society for the dispute to be determined by arbitration, then either party may apply for the dispute to be determined by the County Court.
- 27.4 In this Rule 27 the expression 'dispute' includes any dispute arising on the question whether a Member or person aggrieved is entitled to be or to continue to be a Member or to be reinstated as a Member but in the case of a person who has ceased to be a Member, does not include:
- (a) any dispute other than a dispute on a question which arose whilst that person was a Member or arises out of their previous status as a Member; and
 - (b) a dispute which has arisen as a result of and incidentally to a dispute between a Member, or person aggrieved who has ceased to be a Member and a Beneficiary.
- 27.5 The foregoing provisions of this Rule 27 are without prejudice to the provisions of the Legislation in relation to dispute resolution.

28. Complaints

- 28.1 If a complaint relating to the carrying on of the Society's business or the conduct of an Office Holder or member of staff is made in writing by a Member to the Society at its Registered Office, the Society shall ensure that the complaint is handled by an Office Holder or senior member of staff.

28.2 Rule 28.1 is without prejudice to the right of a Member to seek arbitration under Rule 27 and to any right the Member may have to refer the complaint to the Financial Ombudsman Service.

29. Voluntary Dissolution

The Society may at any time be dissolved by an instrument of dissolution approved by a Special Resolution of the Society.

30. Distribution of Surplus Assets on Dissolution

Upon the winding-up of the Society or the dissolution of the Society by consent any surplus remaining, after payment in full of the Society's creditors, shall be divided among those Members who at the commencement of the winding-up or dissolution had been Members for at least two years so that the amount of remaining surplus which each such Foundation Member receives is twice the amount that each such non-Foundation Member receives.

31. Notices

All notices shall be deemed to have been duly served if addressed to the Member or person for whom intended at his or her last known address and delivered at or sent by post, or where the Member or such other person has agreed, by electronic means to that address.

32. Copies of Memorandum and Rules

The Secretary shall on request give a copy of the Memorandum and these Rules

- (a) free of charge, to any Member to whom a copy of these documents has not previously been given; and
- (b) to any other person on payment of a reasonable fee.

33. Alterations to Memorandum and Rules

33.1 Subject always to the Legislation, the majority of the Members at a general meeting of which notice has been given specifying the intention to propose an alteration to the Memorandum or to these Rules may alter it by adding, rescinding or varying any provision.

33.2 The Committee may by resolution make and apply to register an alteration of the Rules by adding, rescinding or varying any provisions as they deem necessary or desirable from time to time, provided always that unless the alteration is approved by the majority of the Members at the next general meeting then the Committee shall forthwith after such general meeting submit to the FCA such further alterations as are required to restore the Rules to their former condition but this shall not prejudice policies already issued or acts already done under the previously altered Rules.

33.3 The Society may change its name in accordance with the above provisions for the amendment of its Rules.

33.4 Copies of a record of every alteration to Memorandum or Rules shall be sent to the FCA within three months of the date when the alteration was made.

33.5 The Society may change its registered office by resolution of the Committee.

34. Applicable Law

The applicable law in respect of these Rules and any contracts entered into by the Society shall be English Law.

Signatures

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Member

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Secretary

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Member

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Member

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Member

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Member

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Member

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Member