

**Rules  
Of  
The Shepherds Friendly Society Limited  
2013**

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All previous rules rescinded**

Registered Office: Shepherds House  
Stockport Road  
Cheadle  
Cheshire  
SK8 2AA

T: 0161 428 1212  
F: 0161 428 3666  
[www.shepherds.co.uk](http://www.shepherds.co.uk)  
email: [info@shepherds.co.uk](mailto:info@shepherds.co.uk)

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## Interpretation and Glossary

- In these Rules, unless the context requires otherwise;
- References to one gender shall include all genders and references to the singular shall include the plural and vice versa.
- Words and expressions which are defined in ss116 and 119 (inclusive) of the 1992 Act shall have the meanings given in those sections.
- Any reference to any Statute refers to that Statute as amended, varied or re-enacted from time to time.
- Reference to a person shall exclude a corporate body.
- Headings to Rules are for convenience only and shall not affect the interpretation of these Rules.

"1992 Act"	the Friendly Societies Act 1992, and any Acts amending, varying or substituted for it.
"Actuary"	the person or persons appointed by the Board to be the Actuarial Function Holder or the "With Profits Actuary" (as defined by the Relevant Legislation) or any other actuarial function which may be relevant or as the Board may decide.
"Annual Accounts"	the accounts which the Relevant Legislation requires the Society to prepare for itself and by way of group accounts for itself and its subsidiaries and jointly controlled bodies.
"Annual General Meeting"	an annual general meeting held under Rule 17 (Annual General Meeting).
"Auditor"	a qualified Auditor with in the meaning of Schedule 14 of the 1992 Act.
"Auditor's Report"	the report of the Auditor on the Annual Accounts and the Report of The Board of Directors.
"Board"	the Directors acting as the Committee of Management of Society.

"Board Manual"	the manual for governing the conduct of the Board adopted under Rule 5.5.1.
"Board Report"	the report by the Board on the business of the Society which shall include the information required by the Relevant Legislation.
"Chief Executive"	a person appointed by the Board to conduct the business of the Society and any other person authorised by the Board to act in such capacity.
"Cohabitant"	refers to a person living with another person as either husband or wife whether or not as prelude to marriage.
"Controlled Body"	a subsidiary or a body corporate in respect of which the Society has control or joint control within the meaning of s.13 of the 1992 Act.
"Director"	a member of the Board.
"Dispute"	shall be construed in accordance with section 80 (8) of the 1992 Act.
"Electronic Communication"	an electronic communication within the meaning of the Electronic Communications Act 2000.
"Executive Director"	a Director who holds an executive office with the Society.
"Financial Ombudsman Service"	the Statutory Ombudsman Scheme set up under part XVI of the Financial Services and Markets Act 2000.
"Financial Services Authority"	the Financial Services Authority or such body as may fulfil the functions of the Financial Services Authority from time to time in accordance with the Relevant Legislation.
"Investment Product"	means those contracts or policies issued by the Society and which the Board have from time to time designated as Investment Products and which have a "with profit" element.
"Member"	a member of the Society as defined by Rule 1.1 and "Membership" shall be construed accordingly.
"Non Executive Director"	a Director who is not an Executive Director.

"Non Investment Product"	means those contracts or policies issued by the Society and which the Board have from time to time designated as Non Investment Products.
"Officer"	a member of the Board and holding an executive role, any senior executive Officer or any General Manager (however described) and the Secretary.
"Policy"	a policy document or contract issued by the Society to a Member.
"Poll"	the casting, recording and counting of votes at a General Meeting of the Society, by such means as may be determined at the meeting by the chairman of the meeting.
"Product"	means any Investment Product or non Investment Product or any other form of financial services product issued by the Society.
"Register"	the records of the Society comprising the register of Members.
"Registered Office"	the registered office of the Society.
"Relevant Legislation"	the Friendly Societies Act 1992, the Financial Services and Markets Act 2000 and all regulations made thereunder and every other enactment or regulation for the time being in force relating to an incorporated friendly society (with its Registered Office situated in England or Wales) and the business conducted by such a Society.
"Remuneration Report"	the report prepared by the Board which shall include the matters required where relevant under the requirements of the Companies Act 2006 or any Codes of Practice adopted from time to time by the Society.
"Rules"	the rules of the Society in force from time to time.
"Secretary"	the person appointed by the Board to be the Society's secretary.
"Senior Independent Director"	the Senior Independent Director as appointed in accordance with the Board Manual.
"Society"	The Shepherds Friendly Society Limited.

"Special Resolution"

has the meaning given by paragraph 7 of Schedule 12 to the 1992 Act.

"Terms and Conditions"

the terms and conditions of any Product under which Members are entitled to benefits including the contribution and benefit tables adopted from time to time by the Board, (including all tables previously incorporated within the Rules but since removed). Terms and conditions shall also include all terms for payment of Product premium and any other matter the Board consider expedient. Such terms and conditions shall be maintained by the Secretary, at the Registered Office or such other place as the Board may decide.

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## **Rules of the Shepherds Friendly Society Limited**

### **1. Membership**

- 1.1** A **Member** is any person who is, and remains, the original holder of an Investment Product or a Non Investment Product of the Society the liabilities of which sit within the Long Term Insurance Fund. A corporation or other business entity may not be a Member of the Society save through a “qualifying person” as defined by Sec 11 of the 1992 Act.
- 1.2** Each Member of the Society and all persons claiming through him or on his account shall be bound by the Rules from time to time in force during the period of the person’s membership of the Society.
- 1.3** Subject to Rule 1.8, Membership shall commence from the date of issue of the certificate or Policy evidencing the terms of the benefit or assurance.
- 1.4** Each Member shall supply a specimen signature as and when required by the Society.
- 1.5** A Member shall automatically cease to be a Member if the Society receives notice that he has died or that:
- (a) he has assigned his interest in all his Policies with the Society by virtue of which he was entitled to be a Member (otherwise than by way of mortgage or charge) or has ceased by operation of law to be a policyholder in respect of all such Policies; or
  - (b) an event has occurred upon which the benefit or last of the benefits payable under all his Policies with the Society by virtue of which he was entitled to be a Member have fallen due; or
  - (c) for some other reason (including the rescission or cancellation or surrender of a Policy or the expiry of any periods of assurance stated in a Policy) neither the Society nor the Member has any remaining rights under any of his Policies with the Society by virtue of which he was entitled to be a Member
- 1.6** A person of any age may be a Member but must be aged 18 years to be able to vote. If the Member is 16 years of age or over, he may give a valid receipt or execute documents under these Rules or to the Society. A person who is under 16 years of age can only execute documents or give receipts through parents or legal guardians.
- 1.7** Acceptance of any Member into the Society shall be at the Society’s absolute discretion and at the determination of the Board.



## **2. Register of Members**

- 2.1 The Society shall maintain a register of the names and addresses of its Members. The register shall also include any electronic addresses notified to the Society as contemplated by paragraph 14(1A) of Schedule 3 to the 1992 Act.
- 2.2 The Register will be kept at the Registered Office or at such other place or places the Board shall decide. Where it appears to the Society that the address shown in the Register for a Member is no longer correct, the Society;
  - 2.2.1 may remove that address from the Register; and
  - 2.2.2 need not enter in the Register an address for that Member while it has no current address and the Member's whereabouts are unknown.
- 2.3 A member must notify any change of address to the Society within 14 days of such change and shall produce such written evidence of the same as the Society may require quoting the number and details of all the Products held by the Member. If instructions are received in a format other than a written letter, the Society may delay entering the new address until it is satisfied as to the identity of the person providing the information.

## **3. Disqualification and Termination of Membership**

- 3.1 If, at any time, a Member is considered by the Board (in its absolute discretion):
  - 3.1.1 to have misled (materially or not) the Society at the time of applying for a Product;
  - 3.1.2 to be or have been in material breach of any of the Rules or in arrears with contributions; or
  - 3.1.3 that the person's continued membership of the Society is or may be detrimental or prejudicial to the interest of the Members generally, subject always to the Rules of the Society,then the Member in question shall be disqualified and expelled from Membership
- 3.2 Nothing contained in Rule 3.1 above shall prevent a person from referring the decision of the Board thereunder to arbitration under the provisions of Rule 29.
- 3.3 If a Member shall make a claim on the Society's funds knowing the same to be false or fraudulent as regards the amount or otherwise, his entitlement to any benefit from the Society shall become void and all benefits shall be forfeited.

- 3.4 Upon disqualification from Membership any Product benefit or investment gain will be forfeit. Premiums paid in to the Product will be returned in full less a charge for the administrative costs incurred in dealing with the matter which will not exceed £500 plus Value Added Tax. If legal expenses have to be incurred by the Society in resolving the matter, the Society has the discretion to pass those on to the Member in full.

#### **4. Premiums and Benefits**

- 4.1 The Terms and Conditions shall set out the terms on which a Member shall pay premiums to the Society and receive benefits or investment returns. Those Terms and Conditions are issued at the point when a person is accepted into Membership. Copies of any Terms and Conditions may be obtained from the Society free of charge on request. The Society shall make available free of charge to Members at every office of the Society copies of the terms on which a benefit for which he is eligible to apply is provided. Such Terms and Conditions are not contained in these Rules.
- 4.2 The Board may from time to time determine the Terms and Conditions to apply to a particular Product having regard to the advice of the Actuary and in accordance with and subject to the Relevant Legislation. If a change is to be made to the Terms and Conditions of any existing Product then the Member will be advised of such change in writing or by written electronic communication.
- 4.3 The Board shall determine the levels of bonus (where relevant) and calculation of profit and surplus arising to the Society and relevant Products after having considered the guidance of the Actuary.
- 4.4 **If a Product is in the name of a child under the age of 16, with premiums being paid by another adult person then, the Product benefits, at whatever point taken, will be paid to an account in the name of the child in accordance with Rule 1.6. A Member who is aged 16 or over may nominate a person to whom any Product benefit shall be paid in the event of his death. Schedule 9 of the 1992 Act shall apply.**

#### **5. Powers and Duties**

- 5.1 The Board is the Society's committee of management for the purposes of the 1992 Act. The members of the Board shall be known as and shall be Directors of the Society. The Directors shall manage the Society within the powers and provisions of the 1992 Act, the Memorandum of Association of the Society, these Rules, the Financial Services and Markets Act 2000 and other Relevant Legislation.
- 5.2 The business of the Society and any business which the Society proposes to carry on shall be under the direction of the Board.

- 5.3 No Rule or alteration to a Rule made by the Society in general meeting shall invalidate any act of the Board prior to the date on which the new Rule or altered Rule takes effect that would have been valid if that Rule or alteration had not been made.
- 5.4 The Directors have the authority to undertake any activity on behalf of the Society or its Members which is permitted to be undertaken by an incorporated friendly society under the provisions of the Relevant Legislation.
- 5.5 In addition to the generality of this Rule 5, the Board:
- 5.5.1 may make, vary or revoke regulations for the conduct of all affairs and business of the Society provided that such regulations are not, or do not become, inconsistent with the Society's Memorandum, these Rules or with the Relevant Legislation. Regulations may also be made by the Board for the conduct of the Board and which shall be set out in the Board Manual. The Board may vary all such regulations from time to time;
  - 5.5.2 may manage pay expenses of and generally pay out and invest the funds of the Society as the Board may consider necessary or expedient in the interests of the Society;
  - 5.5.3 may purchase or take on lease in the name of the Society any land, and may sell, exchange, mortgage, lease or build upon such land;
  - 5.5.4 may exercise the borrowing powers of the Society as the Board sees fit;
  - 5.5.5 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.
  - 5.5.6 may, in relation to any fund, separate or otherwise, establish reserves which may or may not be allocated for a specific purpose and may transfer to or from such reserves such sums as the Board shall from time to time think fit and to that end the Board may or may not rely on advice (if any) they may request of the Actuary.
  - 5.5.7 may take all steps and other actions required or authorised by the Relevant Legislation and all other necessary actions in order to provide for the reinsurance, (to such extent as may from time to time be approved by the Actuary), of any risks against which persons are or are to be insured by the Society in accordance with s 12 (3) of the 1992 Act;
  - 5.5.8 may take all steps and other others required or authorised by the Relevant Legislation and all other necessary actions in order to amalgamate the Society with one or more other friendly societies in accordance with sections 85 or 86 of the 1992 Act (except to the extent

that the steps and actions in question are only capable of being carried out at a general meeting of the Society);

5.5.9 supervise the affairs of any subsidiary or any jointly Controlled Body of the Society; and

5.5.10 may delegate any of its powers to:

5.5.10.1 a sub-committee consisting of two or more Directors, or other persons it considers appropriate; or

5.5.10.2 any Director.

Any such delegation may be made subject to any conditions the Board may impose and may be revoked or altered at any time. The Board may give the sub-committee exclusive powers within its terms or reference or may retain the right of the Board to exercise its own powers. The proceedings of any such sub-committee with two or more members shall be governed, as far as they are applicable, by the Board Manual.

## **6. Meetings of the Board**

6.1 The Board shall meet for business as often as it shall deem necessary.

6.2 The quorum for the transaction of the business of the Directors shall be four individuals present in person or in communication with each other by telephone conference.

6.3 A resolution of the Directors who are in communication with each other by telephone who would (if attending a meeting) comprise a quorum shall be as valid and effective as if passed at a meeting of the Board duly convened and held.

6.4 The validity of any proceedings or acts of the Board or sub-committee shall not be affected by any vacancy among the Directors or any defect in the appointment of a member of the Board or any sub-committee.

6.5 For a quorum to be valid there must be a least one executive Director and two Non Executive Directors.

6.6 The conduct of Directors (including Non Executive Directors) and their meetings shall be governed by the Board Manual.

6.7 Subject always to the right of a Member or person to refer any dispute to arbitration under Rule 29, the decision of the Board on whether or not to make an ex-gratia payment or as to the amount of any forfeit shall be final and binding.

## **7. Membership of the Board**

- 7.1** The Board shall consist of a minimum of five Directors.
- 7.2** Prospective Directors may be nominated for election to the Board in accordance with the Board Manual or in accordance with Rule 7.3 and 7.6. Directors shall be elected to the Board at an Annual General Meeting. Under Rule 10 the Board may appoint an additional Director at any time to fill a casual vacancy provided he complies with the relevant sections of the Board Manual.
- 7.3** No individual shall be elected or appointed as a Director unless:
- 7.3.1** he will be more than 18 years of age at the date on which the election, or in the case of an appointment under the filling of casual vacancies, the appointment would take effect; and
  - 7.3.2** in the case of any resolution under Rule 18.2 a written form proposing him has been received at the Registered Office of the Society no later than twelve weeks before the Annual General Meeting at which the vacancy in respect of which he is nominated is to be filled. The proposal form shall be dated with the date of its receipt at the Registered office and that date shall be deemed to be the date of proposal; and
  - 7.3.3** he fulfils the appropriate conditions of the Board Manual.
- 7.4** The Board may require any individual proposed for election as a Director to supply in writing on such forms as the Board may specify evidence as to his qualifications, financial and managerial experience, creditworthiness, competence and character. The Board may also require the individual to submit to interview by financial services regulatory authorities before appointment as a Director is confirmed.
- 7.5** All Board appointments are subject to prior financial services regulatory authorities (or other appropriate regulatory body) approval.
- 7.6** The proposal of an individual as a Director shall be made by two individuals who;
- 7.6.1** have been Members of the Society for not less than one year before the date of the Annual General Meeting; and
  - 7.6.2** are not in arrears with their contributions; and
  - 7.6.3** are not minors at the date of proposal; or
  - 7.6.4** who have been a Director of the Society for not less than 3 years.
- 7.7** Notwithstanding Clause 7.2 if a Director is appointed to the Board to fill a casual vacancy under Rule 10 in the 3 months before an Annual general Meeting, that

Director shall continue to sit on the Board until at least the following Annual General Meeting 12 months later.

- 7.8 The appointment of a Director shall, unless made under Rule 10, be made at Annual General Meetings upon a resolution being passed that a person shall be appointed as a Director. In the case of the number of persons nominated exceeding the number of vacancies, the appointment shall be made of the person(s) obtaining the most votes on a Poll. The Poll shall be deemed to have been demanded by the Chairman presiding at the Annual General Meeting. The following provisions shall also apply:
- 7.8.1 the voting papers shall include the number of vacancies on the Board, the full names of all the candidates, any declarations required by the 1992 Act and any recommendations made by the Board;
  - 7.8.2 the Board may prescribe or approve the form of the voting paper and may include such other declarations and denoting or retiring Directors as it thinks fit. If proposing a person for election as a Non Executive Director, the Board shall give its reasons for doing so in papers accompanying the voting papers;
  - 7.8.3 the voting papers shall be void if a Member votes for more persons than there are vacancies to be filled;
  - 7.8.4 each Member who is qualified to vote shall have one vote in respect of each vacancy to be filled;
  - 7.8.5 no Member shall be required to cast all or any of the votes given to him; and
  - 7.8.6 in the event of two or more persons tying for appointment as a Director on a Poll, the person who Polled the fewest votes in that Poll shall withdraw from the election and a new Poll shall be conducted in accordance with this Rule save that any instruction given to a proxy to vote in favour of the person who has withdrawn from the election shall be disregarded and the proxy shall abstain from exercising that vote.
- 7.9 All acts done by the Board, or any committee of the Board, or any person acting as a Director shall, notwithstanding that it be afterwards discovered that there was some defect in the constitution of the Board or committee or in the election or re-election or appointment of any Director or committee member or person acting as aforesaid, or that any person was disqualified from holding office or was not entitled to vote, be as valid as if the Board 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 Director.

## **8. Appointment of Chairman and Vice Chairman and Senior Independent Director**

- 8.1 The Directors shall, from time to time, appoint one of their members (except the Chief Executive Officer or any other Executive Director) as Chairman of the Board, and another as Vice Chairman and another as Senior Independent Director. The Board may remove such member from such office at any time. The Chairman, or in his absence, the Vice Chairman, shall preside at every meeting of the Board at which he is present.** If the Chairman and Vice Chairman are both absent from the meeting of the Board, or both decline to preside at a meeting, the Directors present at that meeting shall appoint a Non-Executive Director to be Chairman for the purposes of that meeting.

## **9. Vacation of Office and Disqualification**

- 9.1** A Director shall cease to hold office:

9.1.1 if he resigns his office by notice in writing to the Secretary;

9.1.2 if he takes up permanent residence outside the UK;

9.1.3 if he fails to attend at least 75% of all Board Meetings in a rolling 24 month period to which he is invited and the Board passes a resolution that he has vacated office;

9.1.4 if he is absent from two consecutive Board meetings (without permission of the Board) other than for reasons of serious ill health;

**9.1.5 if he is requested in writing by at least four fifths of all Directors** (rounded down to the nearest whole number) to resign and a resolution that he has vacated office is thereafter passed at a meeting of the Board by at least four fifths (rounded down to the nearest whole number) of all the Directors (other than the Director thereby removed);

**9.1.6** if it is agreed by at least four-fifths of all the other Directors (rounded down to the nearest whole number) that his election was the result of fraud or misrepresentation or that he has been convicted of a criminal offence detrimental to the well being of the Society;

**9.1.7** if he becomes bankrupt or is subject of sequestration or makes any arrangement with creditors;

**9.1.8** If he is, or might be, suffering from mental disorder and either;

9.1.8.1 he is admitted to hospital in pursuance of an application for admission for treatment under the provisions of the Mental Health Act 1983 (as amended by the Mental Health Act 2007), or is admitted to hospital under the provisions of the Mental

Health (Scotland) Act 1984 or the provisions of the Mental Health (Northern Ireland Consequential Amendments) Order 1986, or any successor legislation, or

- 9.1.8.2 an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for an appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs.
- 9.1.9 upon a resolution, of which the required notice has been given, that he shall cease to be a Director is passed by a majority of the votes cast on a Poll at a general meeting of the Society;
- 9.1.10 if, whilst a Director of the Society and without the prior consent of his fellow Directors, he accepts the office of a director or equivalent in any other organisation, company or body deemed by the Board to be in direct competition with the business of the Society;
- 9.1.11 if he becomes prohibited by any Relevant Legislation from being a Director; or
- 9.1.12 if he contravenes Rule 13 (Interest in Contracts) by knowingly or recklessly failing to declare an interest and the Board passes a resolution that he has vacated office.
- 9.1.13 if, while an Executive Director, he or she ceases for any reason to hold an executive office with the Society.
- 9.2 The Secretary shall give not less than 14 clear days' notice in writing to all Directors of a meeting of the Board at which it is intended to move the resolution that a Director has vacated office. The notice shall set out the proposed resolution and if all the requirements of this paragraph are not complied with, the resolution, even if passed shall be of no effect. The provisions of rule 19 shall be deemed to apply to any such notice.
- 9.3 A person who has held any executive role in the Society may not stand as a Non Executive Director for at least 2 years after the termination of such executive role.

## **10. Filling of casual vacancies**

- 10.1 In the case of any vacancy not caused by the retirement of any Director by rotation, the Board may at any time, and from time to time, appoint an individual as a Director to fill such a vacancy.
- 10.2 The Board shall appoint under this Rule only an individual who:



10.2.1 is eligible under Rule 7.3.1

10.2.2 complies with the appropriate sections of the Board Manual, and

**10.2.3** is not a person who, having been nominated for election as a Director at any election held within the preceding 12 months, was not elected as a Director.

**10.3** **Subject to Rule 7.7,** a Director appointed under this Rule 10 shall hold office until the conclusion of the Annual General Meeting next following such appointment. Such Director shall be eligible for election without nomination, provided that he continues to fulfil the appropriate sections of the Board Manual at the date of the Annual General Meeting at which he retires, and he shall be a retiring Director for the purposes of Rule 11 (Retirement by Rotation).

**10.4** Notwithstanding any vacancies on the Board, the remaining Directors may continue to act. If at any time the number of Directors falls below the minimum number prescribed by Rule 7, the board so constituted, although its members are insufficient to form a quorum, may act by a majority of its members for a maximum period of three months but the Chairman shall not, in this instance, have a second or casting vote.

## **11. Retirement by rotation**

11.1 Subject only to Rule 7.7, all non-executive directors shall retire at the end of each Annual General Meeting. Executive Directors shall retire at the end of their contract of employment.

11.2 A Director retiring at an Annual General Meeting shall retain office until the conclusion of the Annual General Meeting, and shall be eligible for reappointment at the same Annual General meeting provided first that he is nominated by the Board for reappointment at least 14 days before the giving of notice for the Annual General Meeting.

11.3 The election of Directors shall be made at Annual General Meetings. If, at any Annual General Meeting there is no contest for the office of Director, then any retiring Director nominated by the Board for re-election shall be deemed to be re-elected as a Director. Such a Director shall not be re-elected, however, if a resolution has been passed by four fifths of the votes cast on a Poll that he shall cease to be a Director.

## **12. Remuneration of Directors**

12.1 Each Director shall be entitled to such remuneration as the Board, on advice from any relevant committee, may from time to time determine and each Director may, in addition, be paid;

- 12.1.1 reasonable travelling, hotel and other expenses he may incur while attending to the business of the Society, as the Board may approve; and
  - 12.1.2 reasonable expenses he may incur in obtaining independent legal or other professional advice in relation to the performance of his duties as a Director.
- 12.2 A Director may hold any office or position of profit with the Society simultaneously with his office of Director and may be appointed by the Board to an office or position of profit with any body corporate in which the Society is, or will be interested. A Director may not hold the office of Auditor.
- 12.3 A Director so appointed to an office or place of profit with a body corporate in accordance with Rule 12.2 above shall disclose to the Board any benefit he derives from any such office or place in the financial year in which it is received.

### **13. Interests in contracts**

- 13.1 Subject to a Director complying with the Relevant Legislation:
  - 13.1.1 requiring him to declare to the Board any direct or indirect interest he may have, or be treated as having, in any contract to which the Society is a party;
  - 13.1.2 prohibiting particular contracts;
  - 13.1.3 requiring a contract to be approved by a resolution of a general meeting; or
  - 13.1.4 requiring him to furnish to the Society particulars of any related business,

he 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 he be liable to account to the Society for any profit arising out of any such contract to which he is party or in which he is interested by reason of his being at the same time a Director.
- 13.2 No Director may vote as a Director in regard to any contract, or proposed contract, in which he is interested, whether directly or indirectly or upon any matter arising out of it. If he shall so vote, his vote shall not be counted nor shall he be reckoned in estimating a quorum when any such contract, or proposed contract, is under consideration.
- 13.3 In this Rule the term 'contract' includes any transaction or arrangement, but does not include those whose contract is a Policy. For the avoidance of doubt,

the word 'interest' in this Rule does not include any interest a Director may have as a Director of a subsidiary company or other associated body of the Society.

#### **14. Appointment of officers, employees and others**

- 14.1 The Society shall have a Chief Executive, other Executive Directors and a Secretary who shall be appointed by, and whose appointment may be terminated by, the Board. The offices of Chief Executive and Secretary may not be held by the same person.
- 14.2 The Chief Executive shall not hold the position of Chairman of Society.
- 14.3 The Chief Executive is responsible under the immediate authority of the Board for the conduct of the business of the Society and all employees of the Society shall be accountable to him for the performance of their duties as employees. No senior Officer will be dismissed without the authority of the Board.
- 14.4 The Board shall take all reasonable steps to secure that the person/persons appointed as Chief Executive and/or Secretary has the requisite knowledge and experience to discharge the functions of his office and the provisions of the Board Manual shall be observed in those respects.
- 14.5 The Secretary shall submit to the Annual or Special General Meetings and the Board all correspondence requiring their attention and shall be responsible for their minutes. He, along with the Executive Directors and other senior Officers shall ensure the preparation of all returns and other documents required by Relevant Legislation and that they are duly forwarded to the relevant Authorities. The Board may delegate such other of its duties and tasks to an Officer or committee as it considers appropriate.
- 14.6 The Board may also appoint and terminate appointment (or delegate these appointment and termination powers) in respect of such employees, advisers and agents as the Board at any time may determine.
- 14.7 The powers and duties of persons appointed under this Rule shall be those given them from time to time by the Board which may pay them such salaries, wages, commissions and bonuses, compensation for loss of office or of employment, fees and other remuneration as it may consider desirable.

#### **15. Indemnity to Directors, Officers and Employees**

- 15.1 Every Director and every other Officer of the Society shall be indemnified by the Society against any liability which might arise from, or in the course of, his duties. Such indemnification shall cover any liability incurred by him in defending any proceedings whatsoever, whether civil or criminal, which arises out of his duties in relation to the Society and under which judgement is given in his favour or under which he is acquitted, but may not cover any liability under

any rule of law or of the Relevant Legislation, in respect of any negligence, default, breach of duty or breach of trust of which he might be guilty in relation to the Society.

- 15.2 The Society may take out a policy of insurance to cover any such indemnity or liability as mentioned in paragraph 15.1.
- 15.3 Save where there is a dispute between a Director and the Society any Director may seek professional advice with regard to that person's rights, duties, responsibilities and liabilities as a Director, either with regard to a particular matter or generally and the reasonable costs of such professional advice shall be paid from the funds of the Society.

## **16. Pensions and other Schemes and Funds**

- 16.1 The Board may, from the Society's resources, and on such terms as it thinks fit, provide, establish, maintain and administer pension, life assurance, sickness, annuity and other funds or schemes (whether contributory or not) for the benefit of:
  - 16.1.1 past, present or future Executive Directors, Officers and employees of the Society (excluding Non-Executive Directors);
  - 16.1.2 past and present Executive Directors, Officers and employees of any Society with which the Society merges in the future;
  - 16.1.3 the spouses or Cohabitants, children and dependants of persons referred to above.
- 16.2 In addition the Board may grant on such terms as it thinks fit other pensions, allowances, gratuities, donations and bonuses to or for the benefit of or for the benefit of the persons in Rule 16.1.
- 16.3 The Board may make, vary and revoke the rules of any such fund or scheme as is mentioned in paragraph 16 and may constitute any trust and may from time to time, at its discretion, exercise any powers reserved to the Society and to any trust constituted by the Society, including the power of modifying or discontinuing the terms of any such trust or any rules or regulations that may be or may have been made pursuant to it.
- 16.4 The Society may maintain a benevolent fund for the purpose of granting assistance to sick and other Members known to be suffering financial hardship.

## **17. Annual General Meeting**

- 17.1 The Society shall hold an Annual General Meeting in each financial year.

Not more than 15 months shall elapse between the date of one Annual General Meeting and that of the next.

17.2 The Board shall lay before the Members at the Annual General Meeting:

17.2.1 the Annual Accounts of the Society for the last financial year before the date of that meeting;

17.2.2 the Board Report;

17.2.3 the Auditor's Report; and

17.2.4 the Remuneration Report.

Any advertisement or notice of the Annual General Meeting shall state that copies of the above document are available to Members.

17.3 No business shall be transacted at an Annual General Meeting, and no resolutions shall be proposed at any such meeting, except as may arise upon:

17.3.1 the Annual Accounts;

17.3.2 the Board Report;

17.3.3 the Auditor's Report;

17.3.4 the appointment and/or re-appointment of Directors;

17.3.5 the appointment or re-appointment of the Auditor,

17.3.6 a motion for a resolution contained in a Members' Notice received by the Society in accordance with the provisions of Rule 19 (Notice of Meetings);

17.3.7 business brought before the meeting by the Board, including a motion for a resolution;

## **18. Special General Meetings**

18.1 All general meetings other than Annual General Meetings shall be called 'Special General Meetings'. The Board may, whenever it thinks fit, convene a Special General Meeting.

18.2 The Board shall as soon as practicable convene a Special General Meeting on the requisition of not less than the Requisite Number of Members (see Rule 19.6) qualified under paragraph 18.4 below, or of four of the Directors. The requisition shall state the objects of the meeting (which must not, however, include the election of a Director) and shall be signed by the requisitioners and

deposited at the Registered Office. It may consist of several documents in like form each signed by one or more of the requisitioners.

18.3 The Board shall, within 28 days after the date of deposit of the sole requisition, or the date of deposit of the last requisition sufficient to comply with the requirements of paragraph 18.2 above, proceed to despatch notices convening a meeting to be held within 63 days after that date, to every Member of the Society entitled to vote at a general meeting of the Society. No business shall be entertained at such Special General Meeting except such as shall be stated in the Notice convening the meeting.

18.4 A Member shall be qualified for the purposes of paragraph 18.2 above if he:

18.4.1 has been a Member of the Society for a continuous period of not less than one year to the date of the requisition; and

18.4.2 is a person entitled to vote at a general meeting of the Society on the date of the requisition.

## **19. Notice of Meetings**

19.1 At least 21 days notice of every general meeting (whether an Annual General Meeting or a Special General Meeting) shall be given to Members in writing as provided in Rule 19.2. The notice may be given as an Electronic Communication.

19.2 The notice shall specify;

19.2.1 the hour, date and place of the meeting;

19.2.2 the nature of any resolution to be moved at the meeting and of the other business to be transacted at the meeting, and

19.2.3 the full name of each candidate for office of Director and/or Auditor,

19.3 The notice shall state that;

19.3.1 a Member entitled to attend and vote at the general meeting may appoint a proxy to attend and, on a Poll, vote at the meeting instead of him;

19.3.2 the proxy need not be a Member;

19.3.3 the Member may direct the proxy how to vote at the meeting; and

19.3.4 proxy appointment forms are either enclosed with the notice of available on request from the Secretary.

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

- 19.5 Notice of a meeting shall be sent to every Member who would be eligible to vote at the meeting if the meeting were held on the date of the notice. A notice of a meeting shall be given by the Society by sending it by post to the registered address of the Member eligible to vote. The accidental omission to send a notice of meeting to, or the non-receipt of a notice of meeting by any person entitled to receive notice shall not invalidate the proceedings at that meeting.
- 19.6 For the purposes of Rules 18 and 19 the following expression shall have the following meanings:
- 19.6.1 'Requisite Number' means 250 or, if a greater number, 5 per cent of the Members of the Society qualified under Rule 18.4; and
- 19.6.2 Members' Notice' means a notice given to the Society:
- 19.6.2.1 in writing (whether such notice consists of one or more documents); and
- 19.6.2.2 by at least the Requisite Number of Members entitled to attend and vote at general meetings of the Society of their intention to propose a resolution that is specified in the notice, either as a special resolution or an ordinary resolution, at an Annual General Meeting.
- 19.7 If the Society receives a Members' Notice the Board shall:
- 19.7.1 Include in the notice of the Annual General Meeting a notice specifying the intention to propose the resolution at that meeting and, if applicable, the intention to propose it as a special resolution; and
- 19.7.2 At the request of the members proposing the resolution, include in the notice of the Annual General Meeting a copy of any statement of not more than 100 words about the proposed resolution (a 'Resolution Statement').
- 19.8 The Board shall not be obliged to include a Members' Notice or a Resolution Statement in the notice of the Annual General Meeting unless:
- 19.8.1 The Members' Notice (or the last of the documents sufficient to enable it to comply with paragraph 8) and any Resolution Statement are received by the Society at least 12 weeks before the Annual General Meeting at which the resolution is intended to be proposed;
- 19.8.2 The resolution and the Resolution Statement both relate directly to the affairs of the Society;

- 19.8.3 The resolution specified in the Members' Notice is substantially different from any resolution that has been defeated at a meeting during any of the previous three financial years;
- 19.9 The Board shall also not be obliged to include a Members' Notice or a Resolution Statement in the notice of an Annual General Meeting if the rights conferred by this Rule are being abused to seek needless publicity for defamatory matter or for frivolous or vexatious purposes.

## **20. Quorum at General Meetings**

- 20.1 No business shall be considered at any Annual General Meeting or Special General Meeting unless a quorum is present, and a quorum shall consist of such number of members entitled to vote at the meeting present in person or a number of proxy votes as is one more than the number of Directors in office at the start of the meeting.
- 20.2 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 the meeting a quorum ceases to be present, the chairman of the meeting shall adjourn it to such hour, date and place as he shall direct, unless it is a Special General Meeting, whereupon the chairman of the meeting shall dissolve it.

## **21. Procedures at General Meetings**

- 21.1 The Chairman or Vice Chairman of the Board will preside at every General Meeting of the Society. If neither of the above is present within 15 minutes after the time appointed for the meeting, or is willing to act, the Directors present shall elect one of their number to preside. If no Director is present within 15 minutes after the time appointed for the meeting, or is willing to act, the Members present and entitled to vote shall choose one of their number to be chairman of the meeting.
- 21.2 The chairman of 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, from place to place, but except as provided in paragraph Rule 21.9 of this Rule no business shall be conducted at any adjourned meeting other than the business left unfinished or not reached at the meeting from which the adjournment took place.
- 21.3 Every adjourned meeting shall be deemed a continuation of the original meeting, and any resolution passed at an adjourned meeting shall be, for all purposes, treated as having been passed on the date on which it was in fact passed. It shall not be deemed to have been passed on any earlier date.



- 21.4 When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as if it were a new meeting, but otherwise it shall not be necessary to give any notice of an adjournment or the business to be transacted at an adjourned meeting.
- 21.5 Subject to the Relevant Legislation and these Rules every question submitted to an Annual General Meeting or Special General Meeting shall be decided by a simple majority and such votes shall be taken in the first instance by a show of hands.
- 21.6 A Poll may (before or on the declaration of the result of the show of hands) be demanded by:

21.6.1 the chairman of the meeting; or

21.6.2 Fifteen Members who are entitled to vote on the resolution and who are present in person or by proxy in the meeting.

Unless a Poll be so demanded, a declaration by the chairman 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.

- 21.7 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 Director or Auditor, a poll shall be deemed to have been demanded by the chairman of the meeting.
- 21.8 Except in the case of a motion for a Special Resolution or of a contest for the office or appointment of Director or Auditor, the demand for a Poll may, before the Poll is taken, be withdrawn, but only with the consent of the chairman of the meeting, and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.
- 21.9 If a Poll is duly demanded in accordance with Rule 21.6 it shall be taken at the meeting at which it is demanded or, if the chairman of the meeting so decides, at an adjourned meeting, and in either case in such manner, subject to paragraph 21.11 below, as the chairman of the meeting directs. The result of the poll, shall, notwithstanding Rule 21.3, be deemed to be the resolution of the meeting or adjourned meeting at which the poll was taken. The chairman of the meeting may, in the event of a Poll, appoint scrutineers (who need not be Members of the Society) and may adjourn the meeting or adjourned meeting to some hour, date or place fixed by him for the purpose of declaring the result of the Poll.
- 21.10 A Poll demanded on a question of adjournment shall be taken forthwith and the result declared immediately upon the conclusion of the taking of the Poll. A Poll demanded on any other question shall not prevent the continuance of a meeting

for the transaction of any business other than that on which the Poll has been demanded. A Poll once demanded or deemed demanded cannot be withdrawn.

- 21.11 Voting papers to be used on a Poll shall be valid only if they are issued by the Society.
- 21.12 The Board may make regulations for the taking of polls, for the conduct of elections, for the counting of votes and for the safe keeping or destruction of forms of proxy and ballot papers, and may appoint scrutineers in relation to any meeting or any vote to be taken thereat.

## **22. Entitlement of Members to Vote on Resolutions**

- 22.1 Every Member entitled to vote who is present or voting by proxy shall have one vote, and when the votes are equal, the chairman of the meeting shall have an additional or casting vote save in respect of a resolution to appoint a Director when the procedure in Rule 7.8 shall apply.
- 22.2 The holder of a power of attorney from a person who is a Member and who is entitled to vote 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 he were a Member and in the Member's stead but he shall not be entitled to appoint a proxy or attorney.
- 22.3 A Member who is entitled to vote under Rule 22.1, 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 non or other representative in that behalf appointed by that court. Any such receiver, curator bonis non or other representative may vote 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 Board 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.
- 22.4 The following resolutions may only be passed as Special Resolutions of the Society if at least 75% of those present and entitled to vote and voting (whether in person or by proxy) on a show of hands or on a Poll at a meeting of the Society or in a postal ballot:
  - 22.4.1 a resolution to transfer the whole or part of the engagements of the Society to any other organisation;
  - 22.4.2 a resolution to amalgamate with another friendly society or mutual organisation;

- 22.4.3 a resolution to convert the Society into a proprietary company; and
- 22.4.4 a resolution to rescind, disapply or alter this Rule 22.4.
- 22.5 The provisions of Schedule 12 paragraph 8A of the 1992 Act shall apply to the Society.

## **23. Appointment of Proxies**

- 23.1 A Member entitled to attend and vote at a meeting of the Society may:
  - 23.1.1 appoint one person (whether a Member or not) as his proxy to attend, and on a Poll, to vote at the meeting instead of him; and
  - 23.1.2 direct the proxy how to vote at the meeting.

The instrument appointing a proxy or a representative shall be deposited at the Registered Office (or any other place stipulated in the notice of the meeting) not less than 48 hours before the hour and day appointed for holding the meeting, or adjourned meeting, and in default the instrument shall not be treated as valid. An instrument appointing a proxy shall be in such form as may be decided by the Board or required by the required by the Relevant Legislation. The Society may add to any instrument issued by it any explanatory notes it may think fit to assist appointers provided there shall be no restriction on the manner in which the person appointing the proxy may direct to vote.

- 23.2 The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a Poll, but, save as provided by this paragraph, a proxy shall have no right to speak at the meeting.
- 23.3 If a Member who, at the final date for the receipt of proxy appointments is entitled to attend and vote at the meeting appoints a person as proxy to vote instead of him at that meeting and then ceases after that date to be so entitled, that person may act as the Member's proxy at that meeting.
- 23.4 A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding:
  - 23.4.1 The previous death or mental disorder of the appointer 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 as aforesaid shall have been received by the Society at its Registered Office before the commencement of the meeting or adjourned meeting at which the proxy is used;

- 23.4.2 That since the last date specified for the deposit of instruments of proxy the appointor has ceased to be entitled to attend and vote at the meeting.

## **24. Accounts and Systems of Control**

- 24.1 The Board shall cause accounting and valuation records of the Society to be kept, and establish and maintain systems of control of its business and records and of inspection and report, in accordance with the Relevant Legislation and the Board Manual.
- 24.2 The Board shall cause to be maintained separate accounts for, and which identify the separate assets of, any subsidiary companies.
- 24.3 The Board shall, by any relevant date send to the relevant regulatory authorities such financial returns and any other returns and/or information required by Relevant Legislation and a statement of their opinion whether the requirements of the 1992 Act, and any other Relevant Legislation, have been complied with in respect of the last financial year by the Society.
- 24.5 The Secretary shall supply free of charge to every Member, on demand, copies of the Annual Accounts for the last financial year, the Board Report for that year and the Auditor's Report on those accounts, and he shall ensure that copies of such documents are also made available at every office of the Society.

## **25. Inspection of Records**

- 25.1 The Board shall make the records of the Society available for inspection by any Member or person having an interest in the funds of the Society at all reasonable hours, at the Registered Office of the Society, or at any place where the records are kept, and it shall be the duty of the Secretary to produce the same accordingly. But such Member or person shall not, unless he is an Officer of the Society, or is specially authorised by a resolution of the Society to do so, have access to personal information in respect of any Member.

## **26. Auditors**

- 26.1 At each Annual General Meeting the Society shall appoint an Auditor to audit its Annual Accounts. An individual or a firm may be appointed as an Auditor. The Society shall, within one week of the date of the meeting, notify the financial services regulatory authorities if no Auditor has been appointed or re-appointed.
- 26.2 None of the following shall be appointed as Auditor of the Society:
- 26.2.1 an Officer or employee of the Society, or

- 26.2.2 a partner or an employee of such a person or a partnership of which such a person is a partner, or
  - 26.2.3 a person who has, or whose associates have, connections with the Society or any of its subsidiaries, or
  - 26.2.4 a person who is ineligible by virtue of section 1214 of the Companies Act 2006.
- 26.3 The Board may appoint an Auditor to fill any casual vacancy occurring between general meetings of the Society.
- 26.4 The remuneration, including any sums in respect of expenses, to be paid to the Auditor shall be fixed by the Board.
- 26.5 In the event of:
- 26.5.1 the removal of the Auditor before the expiration of his term of office by Ordinary Resolution of the Society in a general meeting; or
  - 26.5.2 the resignation of the Auditor in accordance with Schedule 14 to the 1992 Act;
- the Secretary shall notify the Regulatory authority within 14 days.
- 26.6 If the Society receives:
- 26.6.1 a statement from the Auditor, on cessation of his office, of any circumstances which he considers should be brought to the attention of the Members or the Creditors of the Society; and
  - 26.6.2 a requisition to convene a meeting of the Society for the purpose of explaining the circumstances connected with his resignation;
- the secretary shall, unless directed otherwise by the Court on an application, call a Special General Meeting within 28 days and shall (within 14 days of receipt by the Society) send a copy of the statement or requisition to the members.

## **27. Actuary and Valuations**

- 27.1 The Society shall have one or more Actuaries to act in accordance with the Relevant Legislation who shall be appointed and whose appointments may be terminated by the Board. The Board shall notify the financial services regulatory authorities of all appointments and changes.

27.2 The Board shall arrange for the relevant Actuary to conduct an investigation and report accordingly into the financial condition of the Society, in accordance with the Relevant Legislation.

27.3 The Society shall keep adequate records to enable the Actuary to conduct such an investigation.

## **28. Application and Investment of Funds**

28.1 All moneys received as premiums, contributions, donations or under any Society Policies shall be applied in carrying out the purposes of the Society in accordance with the Rules. Both monies received and interest or income from investments shall be credited to the appropriate funds.

28.2 So much of the funds of the Society, as may not be wanted, either for immediate use, or to meet the usual accruing liabilities shall, with the consent of the Board, subject to the advice of the Actuary where appropriate, be invested by the Society in any of the following ways:

28.2.1 in the purchase of land, or in the erection or alteration of offices or other buildings thereon;

28.2.2 in any investment in which trustees are for the time being by law authorised to invest trust funds;

28.2.3 in the establishment of any discretionary funds as the Board consider appropriate including making payments into and out of the same as it considers fit;

28.2.4 in lending money (whether secured or otherwise) to either a Member of any other person or organisation.

28.3 Save as authorised by section 16 of the 1992 Act, any transfer of assets between the Society and any subsidiary shall be at arms length and for a proper market value consideration and there shall be a proper apportionment of all items of money and expenses between the Society and its Controlled Bodies.

## **29. Disputes**

29.1 If any dispute arises between a Member (or a person claiming through a Member or under the Rules) or any person aggrieved who has ceased to be a Member (or any person claiming through such person aggrieved) on the one hand and the Society or any Officer of the Society on the other hand, the dispute shall be decided by arbitration. The arbitrator shall be agreed between the disputants and if not done within 14 days of either party requesting arbitration then the arbitrator will be appointed by the President for the time being of the Law Society. The arbitrator shall include a ruling as to costs in his decision.

29.2 In default of determination by arbitration, and after 40 days, beginning with the day on which application was made for determination by arbitration, either party may apply for determination of the dispute by the County Court.

29.3 Nothing in this Rule 29 shall prevent any person from having their claim dealt with under the Financial Ombudsman Scheme before, or instead of, arbitration.

### **30. Complaints**

30.1 The Board may from time to time establish or amend the Society's complaint procedures but will always seek to ensure that such procedures meet the requirements of Relevant Legislation and in particular the requirement to seek to treat customers fairly.

30.2 The Board shall provide, free of charge, written details of any procedure or scheme from time to time in force under this Rule 30 to any Member or other person requesting them.

30.3 The Society is a member of the Financial Ombudsman Service. Any member may refer a complaint to the Ombudsman in accordance with the rules of the Ombudsman scheme from time to time in force.

### **31. Dissolution and Asset Distribution**

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

31.2 Upon the winding up of the Society, or upon its being dissolved by consent, any surplus remaining after payment in full of the Society's creditors shall be divided among the Members as at the date of commencement of the dissolution or winding up in accordance with the provisions of sections 19 to 24 and Schedule 10 to the 1992 Act, and the amount of each Member's share shall be in the same proportion as that Member's financial interest in the Society (as determined having regard to the advice of the Actuary) bears to the Society's total assets.

### **32. Notices**

All summonses and notices shall be deemed to have been duly served if addressed to the Member or person to whom they are intended at his last known address and delivered at or sent by post to that address or address on the Register of Members.

### **33. Copies of Memorandum and Rules**

The Society shall give any person who requests it a copy of the Memorandum and Rules free of charge.

### **34. Alteration of Memorandum and Rules**

- 34.1 No alteration of the Society's Memorandum or Rules shall take effect until it is registered in accordance with the Relevant Legislation or until such later date as is specified in the record of alteration.
- 34.2 The Memorandum or Rules of the Society may be changed by the Society in general meeting upon the passing of an Ordinary Resolution to that effect and further subject to the requirements of any Relevant Legislation.
- 34.3 The Society may change its name by a resolution of the Society in general meeting, after giving of such notice as is required for a Special Resolution.
- 34.4 The Society may change its Registered Office in accordance with the Relevant Legislation (and in particular Schedule 3, paragraph 12 of the 1992 Act.)
- 34.5 Any alteration of the Memorandum of the Society to include among its purposes and powers the carrying on of any activity concerning the control of subsidiaries and other bodies corporate such as is mentioned in Section 13 (1) of the 1992 Act must be adopted by a Special Resolution of the Society in general meeting. Any amendment of a provision in its Memorandum which permits it to do so must also be so adopted.

### **35. Applicable Law**

Subject to the mandatory requirements of the law of a member state, or part thereof, the applicable law in respect of contracts of insurance entered into by virtue of these Rules, and any other contracts of insurance entered into with the Society shall be English law.

### **36. Financial Services Compensation Scheme**

- 36.1 In addition to being subject to the Financial Services Compensation Scheme, the Board may subscribe in the name of the Society to any scheme made under arrangements entered into between the Society and other friendly societies for the purpose of making funds available to meet losses incurred by any society which is a party to the arrangements or by the members of any such society by virtue of their membership of it and shall, in the event of such subscription being made:
  - 36.1.1 bind the assets of the Society to pay out of such fund or funds of the Society as the Board shall determine any sums required by the rules of the scheme;



- 36.1.2 nominate from time to time a person to represent the Society as a member of any company or association formed to administer such scheme;
- 36.1.3 indemnify out of the funds or funds of the Society as aforesaid such nominee against any expenses or subscriptions of such membership; and
- 36.1.4 comply with any other duties or obligations of membership of such scheme.