

Civil Service Healthcare Society Limited

Register Number 463F

Memorandum & Rules

Effective from 1 July 2019. All previous rules rescinded.

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Memorandum of the Civil Service Healthcare Society Limited

Register No: 463F

1 Name

The Society is an incorporated friendly society. It is called the Civil Service Healthcare Society Limited and is hereinafter referred to as “the Society”.

2 Registered office

The registered office of the Society is to be situated in England and Wales. The address of the registered office shall be Princess House, Horace Road, Kingston upon Thames, Surrey KT1 2SL.

3 Purpose

3.1 The purposes of the Society shall be the carrying on of the following classes of business or other activity:

3.1.1 General business of any or all of classes 1, 2 and 3 specified in Head B of Schedule 2 to the Friendly Societies Act 1992, that is to say Accident, Sickness and Miscellaneous Financial Loss business, provided that any such business or activity:

3.1.1.1 is to be carried on by the Society with a view to the provision, for its Members and such persons connected with its Members as may be prescribed in the rules, of insurance or other benefits; and

3.1.1.2 is to be funded by voluntary subscriptions from Members of the Society, with or without donations.

3.1.2 Social or benevolent activities within the meaning of Section 10 of the Friendly Societies Act 1992 which are not inconsistent with the other purposes of the Society.

3.1.3 Group insurance within the meaning of Section 11 of the Friendly Societies Act 1992.

3.2 All the purposes, business and other activities above referred to may be carried on either inside or outside the United Kingdom.

4 Powers

4.1 Investment of funds The Society may invest its funds in accordance with the Society’s Rules

4.2 Holding of land (for purpose other than investment) In accordance with Section 15 of the Friendly Societies Act 1992:

4.2.1 The Society may acquire and hold land for the purpose of carrying on any of its activities.

4.2.2 The Society may dispose of, or otherwise deal with, any land so held by it.

4.3 Other powers

4.3.1 The Society may do anything mentioned in the provisions of paragraphs 2 to 7 inclusive of Schedule 5 to the Friendly Societies Act 1992 in the manner directed by the Society’s Rules.

4.3.2 For carrying out the Society's purposes the Society shall also have any other power specified in Part II of the Friendly Societies Act 1992.

4.3.3 Subject to the provisions of the Friendly Societies Act 1992, this memorandum and the Society's Rules, the Society shall have power to do any other thing which is incidental or conducive to the carrying out of its purposes.

5 Limitation of liabilities of Members

5.1 The liability of a Member of the Society is limited to the amount of any subscription to the Society which is outstanding.

5.2 No subscription of a Member of the Society shall be recoverable at law except on the winding up of the Society

Rules of the Civil Service Healthcare Society Limited

1 Definitions and Interpretation

1.1 In these Rules, unless the context requires otherwise:

“Act” means the Friendly Societies Act 1992;

“Actuary” means the person performing the Chief Actuary function for the Society in accordance with the PRA Rulebook;

“Adult Relative” means the parent, sibling or Child over the age of 18 of a Member or a Member’s spouse or partner;

“Annual Accounts” means the accounts (including the notes to them) which the Legislation requires the Society to prepare for itself and by way of group accounts for itself and any subsidiary companies;

“Annual General Meeting” means the annual general meeting of the Society convened and held under Rule 29;

“Appropriate Regulator” means the FCA and/or the PRA, as appropriate;

“Auditor” means the person or firm appointed to that office under Rule 39;

“Auditor’s Report” means the report of the Auditor on the Annual Accounts and the Board’s Annual Report;

“Board” means the committee of management of the Society;

“Board’s Annual Report” means the report by the Board on the business of the Society, which shall include the information required by or under the Legislation;

“Chairperson” means the Director appointed to that office under Rule 27.3;

“Chief Executive” means the person appointed by the Board to that office under Rule 23.1;

“Child” means a child or step-child of the Member or the Member’s spouse or partner or such other child as the Society accepts as a child of the Member, in each case, regardless of age;

“Deputy Chief Executive” means the person appointed by the Board to that office under Rule 23.1;

“Director” means a member of the Board;

“Employee” means a person who is in receipt of a salary or wages from the Society but, except in Rule 25, shall not include Directors;

“Executive Director” means a Director who holds an executive office within the Society;

“FCA” means the Financial Conduct Authority;

“FCA Handbook” means the rules and guidance made by the FCA under FSMA;

“FSMA” means the Financial Services and Markets Act 2000;

“Legislation” means the Act, FSMA, the FCA Handbook, the PRA Rulebook and any other Act or Acts, statutory instruments or statutory provisions or regulation 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 person whose application for membership of the Society has been accepted in accordance with Rule 4 and whose membership has not been terminated in accordance to Rule 6;

“Members’ Notice” shall have the meaning given in Rule 32.1;

“Non-executive Director” means a Director who is not an Executive Director;

“Nominations Committee” means the committee of the Board established under Rule 27.6 for the purpose of making recommendations on the appointment of Directors;

“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 (as amended from time to time);

“Qualifying Person” means a person who has established or is otherwise responsible for the operation of a group scheme or a trustee of such a scheme;

“Policy” means any insurance policy issued by the Society before or after adoption of these Rules or by any other insurance undertaking whose engagements have been transferred to the Society;

“PRA” means the Prudential Regulation Authority;

“PRA Rulebook” means the rules made by the PRA from time to time under FSMA;

“President” means the person appointed to that position under Rule 28.1;

“Registered Office” means the registered office of the Society from time to time;

“Secretary” means the person appointed by the Board to that office under Rule 23.1;

“Special General Meeting” means any general meeting of the Society other than an Annual General Meeting; and

“Vice-Chairperson” means the Director appointed to that office under Rule 27.3.

- 1.2 Words denoting the masculine gender shall be deemed to include the feminine and references to persons shall include bodies corporate.
- 1.3 Words in the singular shall include the plural and words in the plural shall include the singular.
- 1.4 Words and expressions used in the Act shall have the same meanings
- 1.5 Any reference in the Rules to the provisions of any particular statute shall include any statutory extension or modification, amendment or re-enactment of such statute and any regulations, statutory instruments or orders made under such statute.
- 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.

2 Membership

- 2.1 Any person may become a Member, at the discretion of the Board on consideration of evidence of health and such other matters as the Board may determine from time to time.
- 2.2 In the case of a group scheme the Qualifying Person shall be treated as the Member for the purposes of these Rules.

3 Persons who may be included under a Member's Policy

- 3.1 Members may include within their Policies their spouse or partner and/or Children, subject to the terms of the relevant Policy. For the purposes of these Rules a person included under a Member's Policy is referred to as a Member's 'dependant'.

3.2 On the death of a Member, a surviving dependant (but not a Child under the age of 18) shall become the policyholder and shall become a Member.

4 Applications for membership

4.1 An applicant for membership shall provide such information as the Society may reasonably require and, if so requested, shall authorise the provision of a report from the medical practitioner of any person to be insured or from a medical practitioner nominated by the Society.

4.2 The Board may accept or refuse an application for membership. An applicant must meet any terms which apply to the Policy concerned. An application may be accepted subject to such conditions as the Board may impose, including in relation to entitlement to benefit.

4.3 Any person wishing to rejoin the Society may apply to do so. Neither the applicant nor the applicant's dependants will have an automatic right to re-register with the Society. Any such application may be subject to special terms.

4.4 If an application is accepted, the applicant will be informed of the date from which membership starts.

5 Members who are minors

A Member who is under 18 years of age may, if over 16 years of age, by him- or herself, or if under that age, by a parent or guardian, execute all instruments and give all receipts necessary to be executed or given under the Rules of the Society, but shall not vote or hold any office in the Society, and may not nominate, or join in nominating, a person for election as a Director.

6 Termination of membership

6.1 Membership will terminate:

- a) on death;
- b) by giving notice in writing;
- c) as specified in Rules 9 and 11; or
- d) if in the opinion of the Board continued membership would not be in the interests of the Society.

6.2 Any person wishing to dispute a termination of membership under Rules 6.1(c) or (d) may do so under the provisions of Rule 41.

7 Register of names and addresses of Members

- 7.1 The Society shall maintain a register of the names and addresses of the Members of the Society.
- 7.2 The register shall be kept at the registered office of the Society or at such other place or places as the Board thinks fit.
- 7.3 The Society need not enter in the register the address of a Member who became a Member before the incorporation of the Society while it has no address for the Member and the Member's whereabouts are unknown.
- 7.4 Where it appears to the Society that the address shown in the register for a Member is no longer current, the Society:
 - a) may remove that address from the register; and
 - b) need not enter in the register an address for that Member while it has no address for the Member and the Member's whereabouts are unknown.

8 Policies, contributions and benefits

- 8.1 The terms and conditions of the Policies offered by the Society are specified in the schedules to those Policies from time to time in force.
- 8.2 Every Member of the Society shall pay contributions and receive benefits in accordance with those schedules.
- 8.3 Participation in a Policy shall constitute a contract with the Society that shall terminate, unless otherwise specified, on the date for renewal. A new contract shall be deemed to have commenced upon the payment of the contribution rates requested.
- 8.4 The Board shall have power to vary, add to or delete the schedules by written resolution of the Board from time to time so far as consistent with these Rules in the interests of prudent management and as advised by the Actuary. Explanatory notes and additional conditions may be included in the schedules, as the Board considers appropriate.
- 8.5 The Society
 - a) shall send to each Member a copy of the schedules applying to the Policy held by the Member on the first issue of the Policy and, at all times, in accordance with the Conduct of Business Rules of the FCA;
 - b) shall promptly make copies of the schedules available free of charge to Members at every office of the Society; and
 - c) shall send, free of charge, copies of these to any Member who requests them.

9 Arrears

If a Member fails to pay contributions, or fails to pay contributions at the required rate, the Society shall have the power to terminate membership, in accordance with the terms and conditions of the Policies offered by the Society, as detailed within the Policy schedules.

10 Changes of circumstance

10.1 A Member is required to give notice to the Society of any change of address in order that the register of addresses referred to in Rule 7.1 may be maintained.

10.2 A Member is required to give notice to the Society of any change of circumstances, which the Member might be reasonably expected to know would affect the right to pay contributions or to receive benefit, whether for the Member or for any dependant of the Member.

11 Misrepresentation

If, in connection with an application for insurance cover for any person or a claim for benefit, a Member or the insured person knowingly or negligently misrepresents or fails to disclose any material fact, the Member shall forfeit all right to receive benefit in respect of the person to whom the application or claim relates and in addition the Board may determine that:

- a) future benefit shall not be payable in respect of the person concerned for one or more specified conditions; or
- b) the Member be expelled from membership.

12 Board

The business of the Society and any business that the Society proposes to carry on shall be under the direction of a Board consisting of not more than 12 nor (subject to Rule 27.2) fewer than 5 Directors, and the Board may from time to time resolve the number who together shall constitute the Board within these limits. Non-executive Directors shall be elected in accordance with Rule 15. The Chief Executive and up to two other members of the senior management team shall be appointed Executive Directors and not subject to election unless they are above the Normal Retirement Age in which case they shall be subject to election (or re-election) in the same way as Non-executive Directors and Rule 13.1(a)(ii) shall apply.

13 Eligibility for the Board

13.1 No individual shall be elected or appointed as Director unless

- a) either

- i) they will be below the Normal Retirement Age at the date on which the election or in the case of an appointment under Rule 16, the appointment would take effect; or
 - ii) 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 Board as eligible for election, and their age and the reasons for the Board's approval of their eligibility have been notified to every person entitled to vote at the election; and
- b) they are not a minor;
 - c) they are fit and proper and competent to perform the role in question;
 - d) they have been approved by the Appropriate Regulator to carry out any senior insurance manager function to which they have been appointed (if required); and
 - e) they are permanently resident in the United Kingdom.

13.2 Any person, whether a Member of the Society or not, may be elected or appointed to the Board.

14 [Nomination for election to the Board](#)

14.1 Candidates for election as Non-executive Directors, other than retiring Directors applying for re-election under Rules 16 and 18, must

- a) submit their curriculum vitae to the Chairperson including any relevant details about their experience and qualifications to serve on the Board. The Chairperson will submit the application to the Nominations Committee, which may also identify candidates from other sources; and
- b) be nominated by no less than 10 Members (not including minors at the date of nomination) who have been Members of the Society for a continuous period of not less than 2 years, giving their full name and address and confirming that they are qualified under Rule 13 and also giving the names and addresses of those Members proposing the nomination. Nominations must be received at the Registered Office of the Society no less than twelve weeks before the Annual General Meeting at which the election is to be held.

14.2 The Nominations Committee will satisfy themselves that any candidate for election is eligible under Rule 13. Candidates may be required to provide any additional evidence the Nominations Committee may require to demonstrate they are fit and proper persons.

14.3 The Board may also nominate candidates directly for election at an Annual General Meeting in accordance with Rule 15

15 Election of Directors

- 15.1 Election of Non-executive Directors shall be conducted at the Annual General Meeting of the Society. Details of candidates for election (or re-election) shall be circulated with the notice of the Annual General Meeting in accordance with Rule 29.3.
- 15.2 The election of Directors at an Annual General Meeting shall be conducted by a poll in which the vacancies will be filled by those candidates obtaining the most votes. In such a poll each member attending the meeting, or voting by proxy, shall have one vote in respect of each vacancy to be filled. The Board may prescribe or approve the form of the voting paper including the details to be provided in respect of each candidate and may include the recommendation of the Nominations Committee and any other declarations as it thinks fit.

16 Filling of casual vacancies

The Board may fill any vacancy that occurs up to the limit on numbers set under Rule 12 by appointing a candidate put forward by the Nominations Committee. Any such candidate must satisfy the conditions of Rule 13.1 and must not be a person who has failed, following a nomination for election held within the preceding 12 months, to be elected as a member of the Board. A Director appointed under this Rule shall hold office until the next Annual General Meeting following the appointment. At that meeting the Director shall be subject to election in accordance with Rule 15.

17 Vacation of office and disqualification

- 17.1 A Director shall cease to hold office:
- a) if they resign their office by notice in writing to the Secretary;
 - b) if they takes up a permanent residence outside the United Kingdom;
 - c) if for more than six consecutive months they absent themselves without permission of the Board from meetings of the Board held during that period and the Board passes a resolution that they have vacated office;
 - d) if they becomes bankrupt or is subject to sequestration;
 - e) if they are, or may be, suffering from mental disorder and either:
 - i) they are admitted to hospital under the provisions of the Mental Health Act 1983 or 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 a 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;
- f) upon a resolution of which notice has been given under Rule 31 that they shall cease to be a Director passed by a majority of the votes cast on a poll at a General Meeting;
- g) if, whilst a Director and without the prior consent of their co-Directors, they accept the office of a director in any other organisation, company or body deemed by the Board to be in direct competition with the business of the Society;
- h) if they become prohibited by law from being a Director or if the Appropriate Regulator withdraws approval for them to perform a controlled function pursuant to section 63 of FSMA or takes action against them pursuant to section 66 of FSMA;
- i) if they contravene Rule 22.1 by knowingly or recklessly failing to declare an interest and the Board passes a resolution that they have vacated office;
- j) if they are requested in writing by a 75% majority of their co-Directors to resign and resolution that they vacated office is thereafter passed at a meeting of the Board by a majority of the remaining members of the full Board; or
- k) in the case of an Executive Director only, their employment by the Society terminates for any reason.

17.2 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 a resolution that a Director has vacated 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 31.3 shall be deemed to apply to any such notice.

18 Retirement and reappointment of Directors

18.1 Unless retiring permanently from the Board,

- a) Non-Executive Directors shall be required to retire and seek re-election at the third Annual General Meeting following first election;
- b) both Executive Directors and Non-Executive Directors shall be required to retire and seek re-election at each Annual General Meeting after reaching the Normal Retirement Age; and

c) Non-Executive Directors retiring under Rule 18.1(a) may seek re-election for further terms of three years provided they are below the Normal Retirement Age at the date of re-election.

18.3 The Board, on the recommendation of the Nominations Committee, may at its discretion nominate any Director retiring under Rule 18.1(a) and any Non-Executive Director retiring under Rule 18.1(b) who has also reached the Normal Retirement Age as a candidate for re-election subject to compliance with Rule 13.1(a)(ii).

18.4 In accordance with Rule 14.1 Directors seeking first election having been appointed to fill a vacancy under Rule 16 shall be eligible for election if nominated by the Board on the recommendation of the Nominations Committee.

19 Notification of changes on the Board

Where a person becomes or ceases to be a Director, the Society shall within one month give notice of that fact to the FCA. The notice shall state the person's full name and address and the date on which he or she became or ceased to be a Director.

20 Remuneration and expenses of Directors

20.1 The annual remuneration of the Directors (exclusive of any remuneration paid in respect of executive duties) shall be paid at a rate to be determined by the Board from time to time.

20.2 In addition to such remuneration, any Director may be paid such reasonable travelling, hotel and other expenses as they might incur while attending Society business with the approval of the Board. They may also, by resolution of the Board, be paid for professional or other work done by them on behalf of the Society in addition to their usual services as a Director.

21 Offices of Profit

21.1 A Director may hold any office or place of profit with the Society (other than the office of Auditor) simultaneously with the office of Director and may be appointed by the Board to an office or place of profit with any body corporate in which the Society is, or will be, interested.

21.2 A Director so appointed to an office or place of profit with a body corporate in accordance with Rule 21.1 shall disclose to the Board any benefit derived from any such office or place in the financial year in which it is received.

21.3 A Director, notwithstanding an interest, may be counted in the quorum present at any meeting at which that Director or any other Director is appointed to hold any office or place of profit with the Society or with any body corporate in which the Society is, or will be, interested or at which the terms of any such appointment are

arranged. The Director may vote on any such appointment or arrangement other than his or her own appointment or the arrangement of the terms of that appointment.

22 Conflicts of interest

22.1 Subject to a Director complying with the provisions for the time being of the Act that:

- a) require him or her to declare to the Board any direct or indirect interest he or she might have, or be treated as having in any contract to which the 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 the Director to furnish the Society particulars of any related business,

a Director 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 a Director 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 Director.

22.2 No Director may vote as a Director in regard to any contract, or proposal therefor, in which that Director is interested, whether directly or (subject to Rule 21.3) indirectly, or upon any matter arising out of it. If a Director shall so vote, their vote shall not be counted nor shall they be reckoned in estimating a quorum when any such contract, or proposal therefore, is under consideration.

22.3 Notwithstanding anything contained in this Rule, a Director may vote and be reckoned in estimating a quorum in regard to:

- a) a transfer or merger in which their interest arises from a connection with a branch or a subsidiary company or other associated body of the Society; or
- b) a resolution affecting the Members as a whole or a particular class of Members, notwithstanding that the Director may also be a Member affected.

23 Appointment of Executive Directors, Employees and others

23.1 The Society must have a Chief Executive and a Secretary, who shall be appointed and whose appointment may be terminated by the Board. The offices of Chief Executive and Secretary may be held by one person. The Board may appoint a Deputy Chief Executive to carry out functions of the post if the office is vacant or if for any reason the Chief Executive is not able to act. The Chief Executive and Deputy Chief Executive shall be appointed Directors.

- 23.2 The Chief Executive is responsible under the immediate authority of the Board for the conduct of the business of the Society.
- 23.3 The Board 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.
- 23.4 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 he or she became, or ceased to be, Chief Executive or Secretary.
- 23.5 The Board may also:
- a) appoint and terminate (or delegate to the Chief Executive these appointment and termination powers) of such Employees, advisers and agents as the Board 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.
- 23.6 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.

24 Indemnity to Directors, and Employees

- 24.1 Every Director 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. Directors and Employees shall, however, be indemnified against any liability incurred 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.
- 24.2 The Society may take out a policy of insurance to cover any such indemnity or liability as is mentioned in this Rule.

25 Pensions and other schemes and funds

- 25.1 In this Rule the term “Employees” shall include Executive Directors and “Children” shall be construed as if the references to a Member in the definition of “Child” in Rule 1.1 were references to the persons referred to in Rules 25.2(a) and 25.2(b) or in Rules 25.3(a) and 25.3(b), as the case may be.
- 25.2 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:
- a) past, present or future Employees of the Society;
 - b) past and present Employees of any society with which the Society merges in the future; and
 - c) the spouses, Children and dependants of persons referred to in Rules 25.2(a) and (b).
- 25.3 In addition to the powers aforesaid the Board may grant on such terms as it thinks fit other pensions, allowances, gratuities, donations and bonuses to or for the benefit of:
- a) past or present Employees of the Society;
 - b) past employees of a society with which the Society has merged; and
 - c) spouses, Children or dependants of such Employees referred to in Rules 25.3(a) and (b).
- 25.4 The Board may make, vary and revoke the rules of any such fund or scheme as is mentioned in Rule 25.2 and may constitute any trust and may from time to time at its discretion exercise any powers reserved to the Society by the terms of 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 thereto.

26 Powers and duties of the Board

- 26.1 Subject to the provisions of the Act, the memorandum and these Rules and to any directions given by an Annual General Meeting or Special General Meeting, the business of the Society shall be managed by the Board who may exercise all the powers of the Society.
- 26.2 No alteration of the memorandum or Rules and no direction as specified in Rule 26.1 shall invalidate any prior act of the Board which would have been valid if that alteration had not been made or that direction had not been given.
- 26.3 Without prejudice to the generality of the Rules 12 and 26.1 and 26.2, the Board:

- a) shall ensure the direction and management of all affairs and business of the Society;
 - i) by a sufficient number of persons fit and proper to be Directors or other managers, in their respective positions;
 - ii) with prudence and integrity;
 - iii) in the best interests of the Members and in accordance with best practice; and
 - iv) in accordance with the memorandum and these Rules and with the Act;
- b) may pay out of the funds of the Society the expenses of the Society and such sums as the Board may deem necessary or expedient to be paid in the interests of the Society, but no Director (other than a holder of any executive office) shall receive any payment save as is authorised by Rule 20;
- c) 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 the memorandum and these Rules and with the Act;
- d) may at its discretion reinsure to such extent as may from time to time be approved by the Actuary any risks against which persons are or are to be insured by the Society; and
- e) 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.

26.4 All acts done by the Board, or any committee, 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 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.

27 Conduct of business of the Board

- 27.1 The Board shall meet for business as often as it shall find necessary, but not less than twice a year, and half the number of the Board shall form a quorum.
- 27.2 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 of 5 prescribed by Rule 12 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 6 months.

- 27.3 At its first meeting after every Annual General Meeting the Board shall elect from its number a Chairperson and a Vice-Chairperson, who shall hold office until the commencement of the first meeting of the Board held after the next Annual General Meeting unless either of them shall cease in the meantime to be a Director or shall resign the office or the Board at any time shall vote to remove either of them from office.
- 27.4 The Chairperson shall preside at all meetings of the Board at which he or she is present and in the absence of the Chairperson the Vice-Chairperson shall take the place of the Chairperson. If the Chairperson and the Vice-Chairperson shall both be absent from a meeting of the Board or shall both decline to chair a meeting, the Directors present at that meeting shall elect a Director to chair that meeting.
- 27.5 The Board may fill from its number any casual vacancy in the office of Chairperson or Vice-Chairperson.
- 27.6 The Board may establish ad hoc or standing committees as the Board sees fit and may delegate to them such powers as the Board shall determine. Any delegation may be made subject to any conditions the Board may impose. Any committee will consist of at least two Directors, one of whom will act as chairperson . The committee terms of reference including their membership, role and quorum will be approved by the Board and they will report regularly to Board.
- 27.7 Questions arising at a meeting of the Board or a committee shall be decided by a majority of votes. In the case of an equality of votes, the chair of the meeting shall have a second or casting vote.
- 27.8 The Board may appoint professional advisers to assist the business of the Society. Professional advisers attending the meetings of the Board and committees shall not be reckoned in estimating a quorum, nor shall they have a vote.
- 27.9 Any three Directors may call a special meeting of the Board by notice in writing to the Secretary. The Secretary shall thereupon give at least 5 days' notice of the meeting. At such special meeting no business other than that specified in the notice shall be considered.
- 27.10 The Board shall cause minutes to be made of proceedings at all meetings of the Society, the Board and any committee. The minutes of a meeting if approved at the next succeeding meeting shall be conclusive evidence without any further proof of the facts therein stated.
- 27.11 The Board may make, vary or revoke regulation for the conduct of business at its meetings other than for matters covered by the Rules.

27.12 If a Director has fundamental reservations about a decision taken by the Board, he or she has the right to seek independent legal, actuarial or specialist advice, at the Society's expense subject to the agreement of the Chairperson or Vice-Chairperson, which shall not be unreasonably withheld.

28 President

28.1 The Board may appoint or terminate the appointment of a President.

28.2 The position of President shall be honorary and shall not impose upon the persons so appointed any liabilities or confer any rights.

29 Annual General Meetings

29.1 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 the next.

29.2 The Board shall lay before the Members at the Annual General Meeting the Annual Accounts of the Society for the last financial year before the date of that meeting, and shall also submit to them the Board's Annual Report and the Auditor's Report.

29.3 A notice of the Annual General Meeting shall be sent in advance to each Member who would be eligible to vote at the meeting together with a copy of the Chairperson's report, a summary financial statement and details of candidates for election (or re-election) as Directors in accordance with Rule 15.1. The full Annual Accounts, the Board's Annual Report and the Auditor's Report will be sent free of charge to any Member upon request.

29.4 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 and the Board's Annual Report;
- b) the Auditor's Report;
- c) the election and re-election of Directors;
- d) the appointment or re-appointment of the Auditor;
- e) business (including a motion for a resolution, whether special or ordinary, or a motion to add to, alter or rescind any of the Rules) brought before the meeting by the Board; and
- f) a motion for a resolution contained in a Member's Notice received by the Society in accordance with Rule 32.

30 Special General Meetings

30.1 The Board shall convene a Special General Meeting:

- a) whenever it thinks fit; or
- b) on the requisition of not less than 100 Members qualified under Rule 30.4. 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 and may consist of several documents in like form each signed by one or more requisitioners. A deposit of £10 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.

30.2 If the Board does not 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 Rule 30.1(b), proceed to despatch notices convening a meeting to be held within 8 weeks after that date, the requisitioners or any proportion of them exceeding one-half may themselves convene a Special General Meeting. Any meeting so convened shall not be held after the expiration of five months from the date of the deposit of the sole or last requisition. The meeting so convened by the requisitioners shall be convened in the same manner, as nearly as possible, as that in which meetings are convened by the Board and notices shall be sent by post to those persons entitled under Rule 31. Any reasonable expenses incurred by the requisitioners by reason of the failure of the Board 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 members of the Board (whether by way of retention of fees or other remuneration in respect of services, or otherwise). The Board 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.

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

30.4 A Member shall be qualified for the purposes of Rule 30.1(b) if he or she:

- a) has been a Member for a continuous period of not less than two years prior to the date of the requisition; and
- b) is entitled to vote at a general meeting of the Society on the date of the requisition.

31 Notice of meetings

- 31.1 At least 28 days' notice shall be given to Members of an Annual General Meeting and at least 14 days' notice shall be given to Members of a Special General Meeting, expiring in each case on the final day for the receipt of proxies under Rule 36.3. Notice shall be in writing and shall specify the hour, date and place of the meeting. All general meetings shall be held in the United Kingdom and, except for Special General Meetings convened by requisitioners in accordance with Rule 30.2, shall be at such hour, date and place as the Board shall determine.
- 31.2 The notice shall specify:
- a) the nature of any resolution to be moved at the meeting and of the other business to be transacted; and
 - b) the full name of each candidate for the office of Director or Auditor, unless the nomination has been made, or in the case of an Auditor the nomination has been received, too late for the Auditor's candidature to be included in, or to accompany, the notice.
- 31.3 Notice of a meeting shall be sent to every Member or other person who would be eligible to vote at the meeting if the meeting were held on the date of the notice. Notices shall be deemed to have been duly served if addressed to the Member, or person for whom they are intended, at their last known registered postal or, if applicable, email address and delivered at or sent by post or email to that address. The accidental omission to send a notice of a meeting to, or the non-receipt of a notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting. In this Rule and Rules 31.4 and 31.5 the term "notice" includes any such notice of statement lodged by Members as is required to be sent by Rule 32.2.
- 31.4 Where a notice is required to be sent to a Member who has appointed a power of attorney, a notice of a meeting shall be given to the holder of such power of attorney which has been duly registered in the records at the Registered Office by sending the notice by post or email to the last known registered postal or email address of the holder of the power of attorney. No notice shall be given to the Member who gave the power.
- 31.5 Where a notice is required to be sent to a Member who is suffering from a mental disorder, a notice of a meeting shall be given by the Society to the Member's receiver, curator bonis or other person in that behalf appointed by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder. Such a notice shall be sent by post or by email to the last known registered postal or email address supplied for the purpose by the receiver, curator bonis or other person or, until a postal or email address has been so supplied, by sending the notice by post or email to the last known registered postal or email address of the Member.

32 Members' notice

32.1 A "Members' Notice" may be given to the Society in writing (whether in one or more documents) by at least 10 Members qualified under Rule 30.4, of their intention to have moved on their behalf at an Annual General Meeting a resolution that is specified in the notice and is either a special resolution or an ordinary resolution.

32.2 If the Society receives a Members' Notice, (subject to Rule 32.3) the Board shall:

- 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 to each Member entitled to receive 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.

32.3 The Board shall be under no duty to include a Members' Notice in the notice of the Annual General Meeting, or to send to Members the statement mentioned in Rule 32.2(b) if:

- a) the Members' Notice (or the last of the documents sufficient to enable it to comply with the requirements of Rule 32.1) and any statement under Rule 32.2(b) are received by the Society less than two months before the Annual General Meeting at which it is intended to move the resolution;
- b) the resolution specified in the Members' Notice and any such statement does not relate directly to the affairs of the Society;
- c) the rights conferred by Rule 32.2 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 one of the three preceding Annual General Meetings.

33 Quorum at General Meetings

33.1 No business shall be considered at any Annual General Meeting or Special General Meeting unless a quorum is present, and a quorum shall be constituted for all purposes by 20 Members present or represented and entitled to vote.

33.2 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 chair of the meeting may adjourn it to such hour,

date and place as he or she shall direct, unless it is a Special General Meeting requisitioned under Rules 30.1(b) whereupon the chair of the meeting shall dissolve it.

34 Procedures at General Meetings

- 34.1 The Chairperson (or, in the absence of the Chairperson, the Vice-Chairperson) will preside at every general meeting of the Society. If neither the Chairperson nor the Vice-Chairperson is present or willing to act, the Directors present shall elect one of their number to chair the meeting. If at any meeting no Director is present or willing to chair the meeting within 15 minutes after the time appointed for the meeting, the Members present and entitled under Rule 33.1 to be included in the quorum for the meeting shall choose one of their number to chair the meeting.
- 34.2 The chair 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 and from place to place, but except as provided in Rule 34.10 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.
- 34.3 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 been passed on the date on which it was in fact passed and shall not be deemed to have been passed on any earlier date.
- 34.4 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 an adjourned meeting.
- 34.5 Subject to the Act and these Rules every question submitted to an Annual General Meeting or Special General Meeting with the exception of special resolutions or contested elections of Directors
- a) shall be decided by a simple majority; and
 - b) such votes shall be taken in the first instance by a show of hands.
- 34.6 A poll may be demanded before or on the declaration of the result of a show of hands by:
- a) the chair of the meeting; or
 - b) 10 Members who are entitled to vote at the meeting and are present in person, by proxy, by attorney or by representative.
- 34.7 Unless a poll is demanded, a declaration by the chair of 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, duly entered 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.

- 34.8 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 the chair of the meeting. A special resolution must be passed by not less than three quarters of the Members entitled to vote on it and voting in person or by proxy on a poll at a meeting of the Society.
- 34.9 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 chair 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.
- 34.10 If a poll is demanded in accordance with Rule 34.6, it shall be taken at the meeting at which it is demanded or, if the chair of the meeting so decides, at an adjourned meeting and in either case in such manner as the chair of the meeting directs. The chair of the meeting may appoint scrutineers (who need not be Members) and may adjourn the meeting to some hour, date and place fixed by him or her for the purpose of declaring the result of the poll.
- 34.11 A poll demanded on a question of adjournment shall be taken forthwith and 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 upon which the poll was demanded.
- 34.12 Voting papers to be used on a poll shall be valid only if they are issued by the Society.

35 Entitlement of Members to vote on resolutions

- 35.1 Every Member present or voting by proxy (and not disqualified by arrears or otherwise as mentioned in these Rules) shall have one vote, and when the votes are equal the chair of the meeting shall have an additional or casting vote.
- 35.2 The holder of a power of attorney from a person who is a Member and who is entitled to vote under Rule 35.1 shall, if the power of attorney is duly registered at the Registered Office, be entitled to vote in all circumstances as if he or she were a Member and in the Member's stead, but shall not be entitled to appoint a proxy or an attorney.
- 35.3 A Member who is entitled to vote under Rule 35.1 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 or her receiver, curator bonis or other representative in that behalf appointed by that court. Any such receiver, curator bonis 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 2 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.

36 Appointment of proxies

- 36.1 A Member entitled to attend and vote at a meeting of the Society:
- a) may appoint one person (whether a Member or not) as a proxy to attend and, on a poll, to vote at the meeting instead of the Member, and
 - b) may direct the proxy how to vote at the meeting.
- 36.2 A proxy may be appointed:
- a) by an instrument in writing signed by the appointor;
 - b) by electronic means; or
 - c) if the appointor is a body corporate, under the hand of a duly authorised officer.
- 36.3 The instrument appointing a proxy or a representative shall be deposited at the Registered Office or at such other place as is described in the notice of the meeting and appointments by electronic means may be sent, subject to Rule 36.9, 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 [(or such shorter period but not less than 48 hours as the Board may decide)] and in default the instrument shall not be treated as valid.
- 36.4 An instrument appointing a proxy may be in any form permitted by the Legislation.
- 36.5 The Society may add to any instrument issued by (or any electronic equivalent) it any explanatory notes it may think fit to assist appointors.
- 36.6 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.
- 36.7 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 him or her 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.
- 36.8 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 or 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.

36.9 The Board 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.

36.10 If two or more valid proxy appointments are received (whether at the Society's Registered Office address or such other address as is described in the notice of the meeting) 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 of 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.

37 Keeping and inspection of records

37.1 The Board shall cause accounting 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 Legislation.

37.2 The Board shall make the records of the Society available for the 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, save as required by law, no-one other than a Director or Employee of the Society or a person specially authorised by a resolution of the Society, may have access to personal information in respect of any Member other than themselves (other than information contained in the register of Members).

38 Management of funds

- 38.1 All moneys received on account of contributions or donations or otherwise shall be applied in carrying out the purposes of the Society in accordance with the Rules.
- 38.2 The Board 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 transfer moneys between any of the funds.
- 38.3 So much of the funds of the Society as may not be wanted for immediate use or to meet accruing liabilities shall be invested by the Society or its nominees appointed by the Society from time to time (upon such terms and with such delegated power as the Society may determine) as the Board shall from time to time determine in any of the following:
- a) the purchase, retention, improvement, development, demolition or the repair of land and buildings whether freehold or leasehold and any interest therein;
 - b) any investment of a kind which trustees are for the time being authorised by law to make, it not being a personal security; and
 - c) at any time during which the Society falls within s 14(3) of the Act (or is treated as doing so for the purposes of s 14(2) of the Act), in the purchase of any interest in any kind of property, located anywhere in the world, regardless of whether the property produces income or incurs liabilities for the Society and the Society may also lend its funds either against security (which may include Society Policies) or against no security.
- 38.4 The Society may sell, exchange, convey, lease, mortgage, charge, agree to let, license or grant any option in respect of any land as the Board shall determine from time to time.
- 38.5 In determining the meaning of the words and phrases in this Rule, they shall be interpreted and defined in their widest possible sense.

39 Auditor

- 39.1 At each Annual General Meeting the Society shall appoint an auditor who is duly qualified as required by the Legislation to audit its annual accounts. The Society shall, within one week of the date of the meeting notify the Appropriate Regulator if no Auditor has been appointed or re-appointed.
- 39.2 The Board may appoint an auditor to fill any casual vacancy occurring between General Meetings of the Society.

- 39.3 The remuneration, including any sums in respect of expenses, to be paid to the Auditor shall be fixed by the Board.
- 39.4 The Society may by ordinary resolution in general meeting remove an Auditor from office subject to the requirements of the Legislation.
- 40 **Actuary**
The Board shall appoint an Actuary who shall be of appropriate seniority and experience to perform that function.
- 41 **Disputes**
Without prejudice to the provisions of FSMA and the FCA Handbook in relation to dispute resolution, any Dispute that 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, shall be decided by a single arbitrator who shall be appointed by agreement between the parties to the dispute or, if they cannot agree, by the President for the time being of the Law Society or, where both parties to the dispute agree, by the County Court.
- 42 **Voluntary Dissolution**
- 42.1 The Society may at any time be dissolved by an instrument of dissolution approved by a special resolution.
- 42.2 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 those Members who were Members at the date of commencement of dissolution or winding-up so that the amount of remaining surplus which each Member receives will be the same proportion thereof as that Member's financial interest in the Society, taking account of the Member's current Policy conditions and as certified by the Actuary, bears to the Society's total assets.
- 43 **Alteration to Memorandum and Rules**
- 43.1 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 rules may alter them by adding, rescinding or varying any provision.
- 43.2 The Society may change its name by a resolution of the Society in general meeting.
- 43.3 The Society may by resolution of the Board at any time change the Registered Office to any address within England and Wales.

44 Copies of Memorandum and Rules

44.1 The Society shall on request give a copy of the memorandum and rules free of charge to any Member to whom a copy of such documents has not previously been given.

44.2 The Society shall otherwise on request provide a copy of the memorandum and rules upon payment of such fee as it may determine subject to any limitation prescribed from time to time by the Legislation.

45 Applicable law

Subject to the mandatory requirements of the law of any state, the applicable law in respect of contracts of insurance entered into with the Society shall be English law.