

NORFOLK & NORWICH BENEVOLENT MEDICAL SOCIETY

Registered under the Friendly Societies Act 1974

Register No. 560F

RULES

All Previous Rules rescinded

REGISTERED OFFICE:

13 The Close

NORWICH

NR1 4DS

www.nnbms.org.uk

Introduction

The Norfolk and Norwich Benevolent Medical Society was established in 1786 and has for more than 200 years provided financial support in times of need for its members, their widows and widowers, their children and dependants.

The Society became a registered Friendly Society in 1845 and continues to provide benevolence for members and their families where need arises.

There are currently 280 members

Interpretation

In these Rules, unless the contrary intention appears:

- (1) Words denoting the masculine gender shall be deemed to include the feminine.
- (2) Words in the singular shall include the plural and words in the plural shall include the singular.
- (3) Expressions used in these Rules which are in either the 1974 or the 1992 Act shall have the same meaning as they have for the purposes of the 1974 or the 1992 Act.
- (4) 'The 1974 Act' means the Friendly Societies Act 1974 (as amended).
- (5) 'The 1992 Act' means The Friendly Societies Act 1992 (as amended).
- (6) 'The Acts' means the Friendly Societies Act 1974 and the Friendly Societies Act 1992 (as amended).
- (7) 'the Authority' means the Financial Services Authority (FSA).
- (8) 'special resolution' has the meaning given by paragraph 7 of schedule 12 to the 1992 Act.
- (9) 'Rules' means the Rules of the Society
- (10) "Norfolk" means the City of Norwich and County of Norfolk
- (11) "Partner" is to be given the same meaning as under the Civil Partnerships Act 2004

1. **Name**

The Society is a registered Friendly Society. It is called the **NORFOLK AND NORWICH BENEVOLENT MEDICAL SOCIETY** and is in these Rules referred to as ‘the Society’.

2. **Registered Office**

The address of the Society’s registered office shall be 13 The Close Norwich NR1 4DS

3. **Purposes**

The purpose of the Society shall be the raising and maintaining of a fund for the assistance of its members, their partners and dependants on a discretionary basis

4. **Membership**

The Society shall consist of registered medical practitioners practising in Norfolk at the time of their election to membership. No person shall normally be eligible for election who has been registered for more than twenty-five years.

5. **Register of Names and Addresses**

- 5.1. The Society shall maintain a register of the names and addresses of the members of the Society.
- 5.2. The register shall be kept at the registered office of the Society or at such other place or places as the Committee thinks fit.

6. **Contributions and Benefits**

- 6.1. Every member of the Society shall pay contributions and receive benefits as provided in these Rules, and such contributions shall be dealt with in accordance with Rules 31 and 32.
- 6.2. The Annual Subscription shall be such sum as shall be decided at a General Meeting of the Society and shall be payable in advance on election as a provisional member in respect of any full or part year (pro rata) for each month or part month and thereafter in full on 1st July each year. At the date of these Rules the annual subscription is £15.
- 6.3. No member shall be called upon to pay an annual subscription after 30 years of membership and he shall then be a life member.
- 6.4. No member who is in receipt of benefits or whose family or dependants are receiving benefits shall be called upon to pay an annual subscription whilst benefits continue to be paid.

7. **Arrears**

The Secretary shall notify a member by recorded delivery if his subscription be three months in arrears, and no member (or his family) shall receive benefit if his subscription be more than twelve months in arrears. Every member whose Annual Subscription is in arrears for three years shall be informed in writing by recorded delivery sent to his last known address by the Secretary, and shall cease to be a member if he neglects to pay such arrears within three months of such notice being sent.

8. Surpluses and Bonuses

There shall be no distribution of surpluses and bonuses.

9. Change of Residence

Any member ceasing to practise in Norfolk to practise elsewhere may, so long as he continues to pay his subscriptions, remain a member of the Society.

10. Committee of Management

10.1. The business of the Society and any business that the Society proposes to carry on shall be under the direction of a Committee of Management (in these Rules referred to as the 'Committee') consisting of not more than 10 nor (subject to the provisions of Rule 19(6)) less than 5 members and the Committee may from time to time resolve the number who together shall constitute the Committee within these limitations.

10.2. Subject to the provisions of the Acts and these Rules and to any directions given by special resolution, the business of the Society shall be managed by the Committee who may exercise all the powers of the Society.

10.3. No amendment of the Rules and no direction as specified in 10.2 above shall invalidate any prior act of the Committee which would have been valid if that amendment had not been made or that direction had not been given.

10.4. Without prejudice to the generality of the foregoing paragraphs 10.1, 10.2 and 10.3, the Committee –

10.4.1. 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 Committee Members or other Officers, 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 these Rules, and with the Acts;

10.4.2 may make, vary or revoke regulations for the conduct of business at its meetings, including, but not limited to:

- (1) voting rights, including casting votes;
- (2) special meetings, and
- (3) minutes of meetings

10.4.3 may pay out of the funds of the Society the expenses of the Society and such sums as the Committee may deem necessary or expedient to be paid in the interests of the Society, but no Committee Member shall receive any payment save as is authorised by these Rules;

10.4.4 may make, vary or revoke regulations for the conduct of all affairs and business of the Society, provided that the same are not inconsistent with these Rules, and with the Acts;

10.4.5 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.

- 10.5. The Committee shall meet for business as often as it shall find necessary and 4 Committee members shall form a quorum.
- 10.6. The validity of any proceedings or acts of the Committee shall not be affected by any vacancy among the Committee Members or by any defect in the appointment of a Committee Member.

11. **Eligibility and Election of Committee Management**

11.1 No individual shall normally be elected or appointed as a Committee Member unless either:-

11.1.1. he will be more than 25 and less than 75 years of age at the date on which the election, or in the case of an appointment under Rule 16, the appointment, would take effect; or

11.1.2. if he will be more than 75 years of age at the date on which the election would take effect, he has been approved by resolution of the Committee as eligible for election, and his age and the reasons for the Committee's approval of his eligibility have been notified to every person entitled to vote at the election;

11.1.3. (except in the case of appointment under Rule 19 or nomination under paragraph 11.4 below, or where a Committee Member retires under Rule 20), a form nominating him, signed by not less than 2 members who comply with the requirements of paragraph 11.2 below and addressed to the Secretary, has been delivered at the Registered Office. The nomination form shall contain the full name, address, age and occupation of the person nominated, his consent to be so nominated, and the full names and addresses of the members proposing his nomination. The nomination form shall be dated with the date of its delivery at the Registered Office and that date shall be deemed to be the date of nomination for the purpose of paragraph 11.2 below.

11.2 The requirements with which a member must comply in order to be eligible to nominate an individual as a Committee Member are as follows:

11.2.1 he will normally have been a member for not less than 2 years before the date of nomination; and

11.2.2 he must not be in arrears with his contributions.

11.2.3 If a vacancy arises on the Committee after the last day of the financial year and before the conclusion of the Annual General Meeting held in the succeeding financial year by reason of the death or disqualification of any retiring Committee Member who was seeking re-election the Committee may without giving notice under Rule 23 nominate at the Annual General Meeting some other member who is at the date of that meeting more than 25 years and less than 75 years of age to take the place of such retiring Committee Member as a candidate for election and such Member shall be deemed to be a retiring Committee Member or reduce the number of vacancies to be filled at the Annual General Meeting by one in respect of each such event and any remaining vacancy on the Committee shall be and become a vacancy which the Committee has power to fill under Rule 19.

11.2.4 Where a person becomes or ceases to be a Member of the Committee, the Society shall within one month give notice of that fact to the Authority. The notice shall state the person's full name

and address and the date on which he became, or ceased to be a Member of the Committee and, in the case of a person becoming a Member, the date of his birth.

12. **Appointment of Chairman**

- 12.1. At its meeting immediately before every Annual General Meeting the Committee shall elect from its number a chairman who shall subject to paragraphs 12.3 and 12.5 below, hold office until the commencement of the first meeting of the Committee held after the next Annual General Meeting unless he either shall cease in the meantime to be a Committee Member or shall resign the office. The chairman shall preside at all meetings of the Committee and Society at which he is present.
- 12.2. If the chairman so elected shall be absent from a meeting of the Committee or Society or shall decline to act as chairman, the Committee Members or members of the Society present at that meeting shall elect a Committee Member to be chairman for the purposes of that meeting.
- 12.3. The Committee may at any time remove the chairman from office.
- 12.4. The Committee shall fill from its number any casual vacancy (whether or not arising from the exercise of its power under paragraph 12.3 above) in the office of chairman and a chairman so elected shall, subject to paragraph 12.3 above, hold office until the commencement of the first meeting of the Committee held after the next Annual General Meeting unless he shall cease in the meantime to be a Committee Member or shall resign the office.
- 12.5. The appointment of the Chairman is to be confirmed at the Annual General Meeting or at any other general meeting

13. **Remuneration and Expenses of Officers**

- 13.1. There will be no annual remuneration for the Officers or Members of the Committee
- 13.2. Any Officer or Member of the Committee may be paid such reasonable travelling, hotel and other expenses as he might incur while attending Society business with the approval of the Committee. He may also, by resolution of the Committee, be paid for professional or other work done by him on behalf of the Society in addition to his usual services as an Officer.

14. **Validity of Acts**

All acts done by the Committee, or any sub-committee, or any person acting as a Committee Member shall, notwithstanding that it be afterwards discovered that there was some defect in the constitution of the Committee or sub-committee or in the election or re-election or appointment of any Committee Member or sub-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 Committee or sub-committee had been properly constituted and as if every such person had been duly elected or re-elected or appointed or entitled to vote and, where appropriate, was qualified and had been a Committee Member.

15. **Interest in Contracts**

- 15.1. Subject to a Committee Member complying with the provisions for the time being of the 1992 Act that:

- 15.1.1. require him to declare to the Committee any direct or indirect interest he might have, or be treated as having, in any contract to which the Society is a party;
- 15.1.2. prohibit particular contracts;
- 15.1.3. require a contract to be approved by a resolution of a general meeting or
- 15.1.4. require 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 a party or in which he is interested by reason of his being at the same time a Committee Member.

- 15.2 No Committee Member may vote as a Committee Member in regard to any contract, or proposal therefor, 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 proposal therefor, is under consideration.
- 15.3 In this Rule the term ‘contract’ includes any transaction or arrangement.

16. Appointment of Officers, Employees and Others

- 16.1. The Society must have a Chief Executive and Honorary Secretary (in these Rules referred to as “the Secretary”) who shall be appointed and whose appointment may be terminated by the Committee. The Chief Executive may not hold the position of Chairman
- 16.2. The Chief Executive is responsible under the immediate authority of the Committee for the conduct of the business of the Society.
- 16.3. The Committee shall take all reasonable steps to secure that the person appointed as Chief Executive has the requisite knowledge and experience to discharge the functions of his office.
- 16.4. 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 Authority, stating the person's full name and address and the date on which he became, or ceased to be, Chief Executive or Secretary.
- 16.5. The Committee may also-
 - 16.5.1. appoint and terminate the appointment of (or delegate these appointment and termination powers in respect of) such employees, advisers and agents as the Committee may at any time determine;
 - 16.5.2. 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.
- 16.6 The powers and duties of persons appointed under this Rule shall be those given them from time to time by the Committee 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.

17. Indemnity to Committee Members, Offices and Employees

- 17.1. Every Committee Member, and every other Officer 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, his duties, but not against any such liability as, by virtue of any Rule of law or of the Acts, would attach to him in respect of any negligence, default, breach of duty or breach of trust of which he might be guilty in relation to the Society. He shall, however, be indemnified against any liability incurred by him in defending any proceedings whatsoever, whether civil or criminal, arising out of his duties in relation to the Society in which judgement is given in his favour or in which he is acquitted.
- 17.2. The Society may take out a policy of insurance to cover any such indemnity or liability as is mentioned in paragraph 17.1 above.

18. Vacation of Office and Disqualification

- 18.1. A Committee Member shall cease to hold office:
- 18.1.1. if he resigns his office by notice in writing to the Secretary;
 - 18.1.2 if he takes up a permanent residence outside the United Kingdom;
 - 18.1.3 if he is requested in writing by all his co-Committee Members to resign and a resolution that he has vacated office is thereafter passed at a meeting of the Committee by at least four-fifths of the Members of the full Committee;
 - 18.1.4 if for more than six consecutive months he absents himself without permission of the Committee from meetings of the Committee held during that period and the Committee passes a resolution that he has vacated office;
 - 18.1.5 if he becomes bankrupt or is subject to sequestration;
 - 18.1.6 if he is, or might be, suffering from mental disorder;
 - 18.1.7 upon a resolution of which notice has been given under Rule 23 that he shall cease to be a Committee Member passed by a majority of the votes cast on a poll at a general meeting;
 - 18.1.8 if, whilst a Committee Member of the Society and without the prior consent of his co-Committee Members, he accepts the office of a director in any other organisation, company or body deemed by the Committee to be in direct competition with the business of the Society;
 - 18.1.9 upon the conclusion of the Annual General Meeting next following the date at which he attains 75 years of age unless he is re-elected at that meeting, the requirements of Rule 11.1.1 having been satisfied;
 - 18.1.10 if he becomes prohibited by law from being a Committee Member;
 - 18.1.11 if he contravenes Rule 15.1 by knowingly or recklessly failing to declare an interest and the Committee passes a resolution that he has vacated office.
- 18.2. The Secretary shall give not less than 21 clear days' notice in writing to all Committee Members of a meeting of the Committee at which it is intended to move a resolution that a Committee Member 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 23 shall be deemed to apply to any such notice.

19. Filling of Casual Vacancies

- 19.1 In the case of any vacancy not occasioned by the retirement of any Committee Member by rotation the Committee may at any time, and from time to time, appoint an individual as a Committee Member to fill such a vacancy.
- 19.2 If the Committee resolves to increase the number of Members of the Committee within the limitations prescribed by Rule 10.1, the Committee may appoint an individual as an additional Member in order to fill any vacancy.
- 19.3 The Committee shall appoint under this Rule only an individual who
- 19.3.1 appears to it to be fit and proper to be a Member, and
 - 19.3.2 is qualified under Rule 11.1 (as far as that Rule is applicable), and
 - 19.3.3 is not a person who, having been nominated for election as a Member at any election held within the preceding 12 months, was not elected as a Member.
- 19.4 A Committee Member appointed under this Rule shall hold office until the conclusion of the Annual General Meeting next following such appointment, or if earlier, the expiration of the period of 16 months beginning with the date of his appointment.
- 19.5 A Committee Member appointed under this Rule and retiring under paragraph 19.4 above shall be eligible for election without nomination, provided that he is qualified under Rule 11.1 at the date of the Annual General Meeting at which he retires and is not ineligible by reason of his age on that date, and he shall be a retiring Committee Member for the purposes of Rule 20.3.
- 19.6 Notwithstanding any vacancies on the Committee, the remaining Committee Members may continue to act. If at any time the number of Committee Members falls below the minimum of 5 prescribed by Rule 10, the Committee so constituted, although its Members are insufficient to form a quorum, may act by a majority of its Members for a maximum period of 12 months.

20. Appointment of Committee Members

- 20.1. Elections of Committee Members shall be held at Annual General Meetings. If at such a meeting there is a contest for the office of Committee Member in that the number of candidates for election or re-election to the Committee (including Committee Members retiring under this Rule and Rule 19.4) exceeds the number of vacancies thereon, the vacancies shall be filled by those candidates obtaining the most votes. The vote shall be taken on a poll, which shall be deemed to have been demanded by the chairman. The following provisions of the Rules shall apply to such poll:
- 20.1.1. the voting papers shall include the number of vacancies on the Committee and the full names of all the candidates;
 - 20.1.2. subject to paragraph 20.1.1 above, the Committee may prescribe or approve the form of the voting paper and may include such other declarations and denoting of retiring Committee Members as it thinks fit;
 - 20.1.3. the voting shall be effected by the placing of an X after the names of the candidates for whom the votes are to be cast.
 - 20.1.4. the voting papers shall be void if a member votes for more candidates than there are vacancies to be filled;
 - 20.1.5. each member shall have one vote in respect of each vacancy to be filled, and

- 20.1.6. no member shall be required to cast all or any of the votes given him by 20.1.5 above.
- 20.2 If at an Annual General meeting there is no contest for the office of Committee Member, then
 - 20.2.1 any member both eligible for election and nominated under either paragraph 20.1.1 or 20.1.3 of Rule 11 shall be deemed to have been elected, and
 - 20.2.2 any retiring Committee Member offering himself for election or re-election who is qualified under Rule 11.1 at the date of the meeting and is then not ineligible by reason of his age shall be deemed to have been elected or re-elected unless a resolution that he shall cease to be a Committee Member, of which notice has been given under Rule 23.6.2, shall be passed by a majority of the votes cast on a poll.

21. Annual General Meetings

- 21.1. The Society shall hold an Annual General Meeting in each financial year, at such hour, date and place as the Committee shall determine.
- 21.2. Not more than 15 months shall elapse between the date of one annual general meeting and that of the next.
- 21.3. The Committee 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 a report by the Chairman (called in these Rules 'the Chairman's Report') on the business of the Society, which Chairman's Report shall include the information required by or under the 1992 Act.
- 21.4. A copy of the Annual Accounts shall be sent to each member who would be eligible to vote at the Annual General Meeting together with the notice of the Annual General Meeting.
- 21.5. In these Rules 'Annual Accounts' means the classes of document (including the notes to them) which the Society is required (unless otherwise exempted) by or under the 1992 Act to prepare by way of accounts for itself.
- 21.6. The report of the auditors on:
 - 21.6.1. the Annual Accounts laid before the Annual General Meeting, and
 - 21.6.2. the Chairman's Report
 shall be laid before that meeting and shall be available for inspection by any member.
- 21.7. 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:
 - 21.7.1. the Annual Accounts laid before the meeting;
 - 21.7.2. the Chairman's Report submitted to the meeting;
 - 21.7.3. the report of the auditors on the documents listed in 21.7.1 and 21.7.2 above;
 - 21.7.4. the election and re-election of the Chairman and Committee Members;
 - 21.7.5. the appointment or re-appointment of auditors;
 - 21.7.6. a motion for a resolution contained in a Members' Notice received by the Society in accordance with the provisions of Rule 23; and

- 21.7.7. 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 Committee.

22. **Special General Meetings**

- 22.1 All general meetings other than Annual General Meetings shall be called special general meetings.
- 22.2 The Committee may, whenever it thinks fit, convene a special general meeting.
- 22.3 The Committee shall convene a special general meeting on the requisition of not less than 25 members qualified under paragraph 23.7 below. The requisition shall state the objects of the meeting (which must not however include the election of a Committee member) and shall be signed by the requisitioners and deposited at the Registered Office and may consist of several documents in like form each signed by one or more requisitioners.
- 22.4 If the Committee 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 paragraph 22.3 above, proceed to despatch notices convening a meeting to be held within 63 days after that date, the requisitioners or any proportion of them exceeding one-half may themselves convene a special general meeting. Any meeting so convened shall not be held after the expiration of 5 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 Committee and notices shall be sent by post to those persons entitled under Rule 23. Any reasonable expenses incurred by the requisitioners by reason of the failure of the Committee duly to convene a meeting shall be paid to those requisitioners by the Society. Any sum so paid shall be recovered by the Society from the defaulting members of the Committee (whether by way of retention of fees or other remuneration in respect of services, or otherwise). The Committee or, as the case may be, the requisitioners, shall give the members notice of any resolution the requisitioners propose to move at the meeting at the same time and in the same manner as notice is given of the meeting.
- 22.5 No business shall be entertained at any special general meeting except such as shall be stated in the notice convening the meeting.
- 22.6 Except where the requisitioners themselves convene a special general meeting under paragraph 22.4 of this Rule, special general meetings shall be held at such hour, date and place as the Committee shall determine.
- 22.7 A member shall be qualified for the purposes of paragraph 22.3 above if he:
 - 22.7.1 has been a member of the Society for a continuous period of not less than 2 years prior to the date of the requisition, and
 - 22.7.2 is a person entitled to vote at a general meeting of the Society on the date of the requisition.

23. **Notice of Meetings**

- 23.1. At least 21 days' notice, expiring on the final date for the receipt of proxies under Rule 27, in writing of every general meeting (whether an Annual General Meeting or a special general meeting) specifying the hour, date and place of the meeting shall be given to members as provided in paragraph 23.5 hereof.
- 23.2. The notice shall specify:

- 23.2.1. the nature of any resolution to be moved at the meeting and of the other business to be transacted thereat, and
- 23.2.2 the full name of each candidate for the office of member of the Committee, or auditor, unless the nomination has been made, or in the case of an auditor his nomination has been received, too late for his candidature to be included in, or to accompany, the notice.
- 23.3 The notice shall state that:
 - 23.3.2 a member entitled to attend and vote may appoint one proxy to attend and, on a poll, vote at the meeting instead of him; and
 - 23.3.3 the proxy need not be a member of the Society; and
 - 23.3.4 the member may direct the proxy how to vote at the meeting.
- 23.4. The Annual General Meeting shall be described as such in the notice of meeting.
- 23.5. 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.
- 23.6. For the purposes of the following paragraphs of this Rule the following expressions shall have the following meanings:
 - 23.6.1. 'Requisite Number' means 10, and
 - 23.6.2. 'Members' Notice' means a notice given to the Society in writing (whether in one or more documents) by at least the Requisite Number of members, of their intention to have moved on their behalf at an Annual General Meeting a resolution that is specified in the notice and is either a Special Resolution or an ordinary resolution.
- 23.7 If the Society receives a Members' Notice, (subject to paragraphs 23.8 and 23.9 below) the Committee shall:
 - 23.7.1 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
 - 23.7.2 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 under paragraph 23.5 above 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.
- 23.8 The Committee shall be under no duty:
 - 23.8.1 to include a Members' Notice in the notice of the Annual General Meeting or
 - 23.8.2 to send to members such a statement as is mentioned in paragraph 23.7.2 above if:
 - (i) the Members' Notice (or the last of the documents sufficient to enable it to comply with the requirements of paragraph 23.6.2 above) and, if submitted, any statement given (of the kind mentioned in paragraph 23.7.2 above) are given to or lodged with the Society no later than the last day of the financial year preceding that in which the Annual General Meeting at which it is intended to move the resolution is held; or
 - (ii) the resolution specified in the Members' Notice and, if lodged, any such statement does not relate directly to the affairs of the Society; or

- (iii) the rights conferred by paragraph 23.7 above are being abused to seek needless publicity for defamatory matter or for frivolous or vexatious purposes; or
 - (iv) the resolution specified in the Members' Notice is in substantially the same terms as any resolution that has been defeated at a meeting or on a postal ballot during the period beginning with the third Annual General Meeting before the date on which the Members' Notice (or the last of the documents sufficient to enable it to comply with the requirements of paragraph 23.6.2 above) is given to the Society.
- 23.9 If it is not practicable for any reason to include in the notice of the Annual General Meeting a notice given by members in accordance with paragraph 23.6.2 above, the notice so given together with any statement lodged in accordance with that paragraph shall be sent with the notice of that meeting. If, however, that is not practicable, the notice so given and any statement so lodged shall be sent as soon as practicable after the despatch of the notice of that meeting.
- 23.10 A notice of a meeting shall be given by the Society by sending it by post to the registered address of the members and in this paragraph and in paragraphs 23.11 to 23.13 below the term 'notice' includes any such notice given or statement lodged by members as is required to be sent by paragraph 23.6.2 above.
- 23.11 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 to the registered address of the holder of the power of attorney. No notice shall be given to the member who gave the power.
- 23.12 Where a notice is required to be sent to a member, if the member is suffering from mental disorder a notice of a meeting shall be given by the Society to his 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 to the address supplied for the purpose by the aforesaid receiver, curator bonis or other person or, until such an address has been so supplied, by sending the notice by post to the registered address of the member.
- 23.13 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.
24. **Quorum at General Meetings**
- 24.1 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 8 members present or represented and entitled to vote.
- 24.2 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 chairman of the meeting shall adjourn it to such hour, date and place as he shall direct, unless it is a special general meeting requisitioned under Rule 22(3) or (4) whereupon the Chairman of the meeting shall dissolve it.
25. **Procedures at General Meetings**

- 25.1. The Chairman of the Committee will preside at every general meeting of the Society. If there is no Chairman present within fifteen minutes after the time appointed for the meeting or if the Chairman is unwilling to act, the Committee Members present shall elect one of their number to be chairman of the meeting. If at any meeting no Committee Member is willing to act as chairman, or if no Committee Member is present within fifteen minutes after the time appointed for the meeting, the members present and entitled under Rule 24 above to be included in the quorum for the meeting shall choose one of their number who is present to be the chairman of the meeting.
- 25.2. 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 and from place to place, but except as provided in paragraph 25.10 of this Rule 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.
- 25.3. 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.
- 25.4. 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.
- 25.5. Subject to the Acts 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.
- 25.6. A poll may (before or on the declaration of the result of the show of hands) be demanded by:
 - 25.6.1. the chairman of the meeting, or
 - 25.6.2. 5 members who are entitled to vote at the meeting and are present in person, by proxy, by attorney, by representative or by a person specified in Rule 26.4:and in the event of such a demand, a poll shall be taken in accordance with paragraph 25.10 of this Rule, but no poll shall be permitted upon a resolution to appoint a chairman or as to whether the meeting should be adjourned.
- 25.7. 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.
- 25.8. 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 member of the Committee or auditor, a poll shall be deemed to have been demanded by the chairman.
- 25.9. Except in the case of a motion for a Special Resolution or of a contest for the office or appointment of Committee Member or auditor, the demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairman, 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.
- 25.10. If a poll is duly demanded in accordance with paragraph 25.6, it shall be taken at the meeting at which it is demanded or, if the chairman so decides, at an adjourned

meeting and in either case in such manner, subject to paragraph 25.12 below, as the chairman directs and the result of the poll, shall, notwithstanding paragraph 25.03 of this Rule, be deemed to be the resolution of the meeting or adjourned meeting at which the poll was taken. The chairman may, in the event of a poll, appoint the scrutineers (who need not be members of the Society) and may adjourn the meeting or adjourned meeting to some hour, date and place fixed by him for the purpose of declaring the result of the poll.

- 25.11 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 upon which the poll has been demanded.
- 25.12 Voting papers to be used on a poll shall be valid only if they are issued by the Society.

26. Entitlement of Members to Vote on Resolutions

- 26.1 Every member present or voting by proxy (and not disqualified by arrears or otherwise as mentioned in the Rules) shall have one vote, and when the votes are equal the presiding officer shall have an additional or casting vote.
- 26.2 The holder of a power of attorney from a person who is a member and who is entitled to vote under paragraph 26.1 above 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 an attorney.
- 26.3 A member who is entitled to vote under paragraph 26.1 above, and in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote, by his receiver, curator bonis or other representative 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 Committee 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.
- 26.4 The right to vote shall be limited to those persons on whom this Rule confers a right to vote (subject to Rule 27).

27. Appointment of Proxies

- 27.1 A member entitled to attend and vote at a meeting of the Society:
- 27.1.1 may 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
- 27.1.2 may direct the proxy how to vote at the meeting.
- 27.2. The instrument appointing a proxy or a representative shall be deposited at the Registered Office not less than 48 hours before the day appointed for holding the meeting, or adjourned meeting, and in default the instrument shall not be treated as valid.
- 27.3. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit.

- 28.3. The Secretary shall supply free of charge to every member on demand copies of the Annual Accounts for the last financial year, the Chairman's report for that year and the Auditors' Report on those accounts, and he shall ensure that copies of such documents are also made available at every office of the Society.
- 28.4. The Committee shall in each financial year, not later than 1st October, also send to the Authority an additional report prepared by the auditors, in accordance with the 1992 Act, on the conduct of the activities of the Society for the last financial year.

29. Inspection of Books

The Committee 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 other member (other than information contained in the register of members) without the written consent of that member.

30. Auditors

- 30.1 At each Annual General Meeting the Society shall appoint an auditor to audit its Annual Accounts who is a person eligible for appointment as auditor of a Friendly Society. An individual or a firm may be appointed as auditor. The Society shall, within one week of the date of the meeting, notify the Authority if no auditor has been appointed or re-appointed.
- 30.2 For the purpose of this Rule a person is eligible for appointment as auditor of a Friendly Society who is a member of any of the supervisory bodies recognised under the Companies Act 1989 and is not ineligible for appointment under the Rules of that body. None of the following shall be appointed as auditor of the Society:
- 30.2.1 an officer or employee of the Society, or
 - 30.2.2 a partner or an employee of such a person or a partnership of which such a person is a partner, or
 - 30.2.3 a person who has, or whose immediate associates have, connections with the Society
- 30.3 The Committee may appoint an auditor to fill any casual vacancy occurring between general meetings of the Society.
- 30.4 The remuneration, including any sums in respect of expenses, to be paid to the auditor shall be fixed by the Committee or in such manner as the Society shall determine at a general meeting.
- 30.5 A Society may by ordinary resolution in general meeting remove an auditor before expiration of his term of office, and notice of such resolution shall be sent, within 14 days, by the Secretary to the Authority. A resolution at an Annual General Meeting or a special general meeting of the Society:
- 30.5.1 removing an auditor before the expiration of his term of office or,
 - 30.5.2 appointing another person as auditor in place of a retiring auditor

shall not be effective unless notice of the intention to move it has been given to the secretary not less than 28 days before the meeting at which it is moved. On receipt of notice of intention to move any such resolution the Secretary shall give notice of the resolution to the members and to the person proposed to be removed or, as the case may be, to the person to be appointed and to the retiring auditor. The Secretary shall, unless on application the court directs otherwise, also inform the members of any representations made by the person proposed to be removed

- or, as the case may be, the retiring auditor, and shall make copies of the representations available at the meeting at which the resolution is to be moved.
- 30.6 Where the Society receives from an auditor a written notice of his resignation of office, the Secretary shall, within 14 days, send a copy of that notice to the Authority
- 30.7 Where the Society receives from an auditor, on cessation of his office, a statement of any circumstances which he considers should be brought to the attention of the members and creditors of the Society, the Secretary shall, unless on application the court directs otherwise, send a copy of such statement to the members.
- 30.8 Where the auditor, with a notice referred to in para 30.6 above, requisitions the convening of a special general meeting of the Society for the purpose of considering an explanation of the circumstances connected with his resignation, the Secretary shall within 21 days convene such a meeting for a day not more than 28 days after the date on which notice of the meeting is given and the Society will, unless on application the Court directs otherwise, comply with the requirements set out in paragraph 13 of Schedule 14 to the 1992 Act
31. **Application of Funds**
- 31.1 All moneys received on account of contributions in accordance with these Rules, or on account of donations or otherwise, shall be applied in carrying out the purposes of the Society in accordance with the Rules.
- 31.2 Both moneys received and interest on investments, shall be credited to the appropriate funds.
32. **Investment of Funds**
- 32.1 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 Committee or of a majority of the members of the Society present and entitled to vote in general meeting and, where appropriate, with the approval of an actuary, be invested by the Committee in any of the following ways, namely: in the purchase of land, or in the erection or alteration of offices or other buildings thereon, or in any investment in which trustees are for the time being by law authorised to invest trust funds.
- 32.2 The Committee may delegate the management of investments to a financial expert but only on terms that:
- 32.2.1 The investment policies set down in writing for the financial expert by the Committee;
- 32.2.2 Every transaction is reported promptly to the Committee;
- 32.2.3 The performance of the investments is reviewed regularly with the Committee;
- 32.2.4 The Committee is entitled to cancel the delegation arrangement at any time;
- 32.2.5 The investment policy and delegation arrangements are reviewed at least annually;
- 32.2.6 All payments due to the financial expert are on a scale at a level which is agreed in advance and are notified promptly to the Committee; and
- 32.2.7 The financial expert must not do anything outside the powers of the Committee
- 32.3 The Committee may arrange for the investments or other property of the Society to be held in the name of a nominee company acting under the control of the Committee or of a financial expert acting under their instructions, and to pay any reasonable fee required

33. **Holding of Land**

- 33.1. The Society may acquire and hold land for the purpose of carrying on any of its activities and shall appoint up to four trustees for this purpose and may dispose of, or otherwise deal with, any land so held; and
- 33.1.1. no person shall be bound to enquire as to the authority of the trustees to dispose of or deal with land;
- 33.1.2. the receipt of the trustees shall be a discharge for all sums of money arising from, or in connection with, the disposal of or other dealing with land

34. **Disputes**

- 34.1 If any dispute shall arise between a member or 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, and the Society, or any officer of the Society, it shall be decided by reference to arbitration, under the conditions set out at subsection 34.2 of this Rule or, where both parties to the dispute so consent, by reference to the County Court.
- 34.2 Three arbitrators shall be elected at a general meeting, none of them being directly interested in the funds of the Society, and any vacancy or vacancies shall be filled at a general meeting. The complaining party to a dispute, or someone appointed by him, shall draw a name out of the three by lot and the arbitrator whose name is drawn shall decide the dispute.
- 34.3 In default of determination under subsection 34.2 above and upon the expiry of 40 days beginning with the day on which application was made for such determination, either party may apply for determination of the dispute by the County Court.
- 34.4 In this Rule the expression ‘dispute’ includes any dispute arising on the question whether a member or person aggrieved is entitled to be or to continue to be a member or to be reinstated as a member but, save as aforesaid, in the case of a person who has ceased to be a member, does not include:
- 34.4.1 any dispute other than a dispute on a question which arose whilst he was a member or arises out of his previous relation as a member to the Society and
- 34.4.2 a dispute which has arisen as a result of and incidentally to a dispute between a member, or person aggrieved who has ceased to be a member and a person claiming through him or under the Rules of the Society.

35. **Complaints**

Nothing in either this or the disputes Rule above prevents any person, in accordance with the scheme for which Part XVI of the Financial Services and Markets Act 2000 provides (the Ombudsman Scheme), from having a complaint dealt with under such a scheme before, or instead of, arbitration.

36. **Voluntary Dissolution**

The Society may at any time be dissolved by an instrument of dissolution approved by a special resolution of the Society in general meeting.

37. **Distribution of Surplus Assets on Dissolution**

Upon the dissolution of the Society by consent any surplus remaining, after payment in full of the Society's creditors, shall be distributed or transferred as authorised by a special resolution of the Society in general meeting.

38. Notices

All summonses and notices shall be deemed to have been duly served if addressed to the member or person for whom they are intended at his last known address and delivered at or sent by post to that address. By consent with a member notices may be delivered by fax or other electronic means.

39. Copies of Rules

The Secretary shall on request give a copy of these Rules

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

40. Amendment of Rules

40.1 The majority of the members at a general meeting of which notice has been given specifying the intention to propose an amendment of the Rules may amend them by adding, rescinding or varying any provision.

40.2 Copies of any amendment to the Society's Rules shall be sent to the Authority for registration.

40.3 No amendment of the Society's Rules shall take effect until it is registered.

40.4 The Society may change its name in accordance with the above provisions for the registration of an amendment of its Rules

40.5 The Society may change its registered office. Notice of the change shall be sent to the Authority in the directed form

41. 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.

These Rules were adapted at the Annual General Meeting of the Society held at BUPA Hospital Norwich on 14th June 2007 in place of the Rules dated 18th September 2003.

Signed by Dr Brian Payne
Chairman of the Society
and Christopher Hutchinson
Honorary Secretary and
David Welch Immediate Past Chairman