RULES OF

ANGLO-SAXONS FRIENDLY SOCIETY LIMITED

Registered and incorporated under the Friendly Societies Act 1992

Partial Alteration of Rules effective 1 November 2026

Register No: 189F

Registered Office:

The Old Rectory Basepoint
Springhead Road
Northfleet
Kent DA11 8HN

1 DEFINITIONS AND INTERPRETATION

1.1 In these Rules the following words and expressions shall have the following meanings unless a contrary intention appears:

"Act"	the Friendly Societies Act 1992;
“Actuary”	the person or persons appointed under Rule 34 to carry out the actuarial functions required under the Legislation;
“Annual Accounts”	the accounts (including the notes to them) which the Legislation requires the Society to prepare for itself and, if it has Subsidiaries, by way of group accounts for itself and its Subsidiaries;
“Annual General Meeting”	an annual general meeting of the Society held under Rule 24;
“Annual Report”	the report by the Board on the business of the Society, which shall include the information required by or under the Legislation;
"Appropriate Regulator"	the Prudential Regulation Authority and/or the Financial Conduct Authority as appropriate or such other authority as may replace them from time to time or shall from time to time carry out such functions in relation to friendly societies as are at the date of registration of these Rules allocated to the Prudential Regulation Authority and/or the Financial Conduct Authority;
“Appropriate Regulator Handbooks”	the rules and guidance promulgated by the Appropriate Regulator;
“Auditor”	the person or firm appointed to that office under Rule 33;
“Auditor’s Report”	the report of the Auditor on the Annual Accounts and the Annual Report;

“Benefits”	Discretionary Benefit and benefits to which Members are entitled under the terms of a Policy;
“Board”	the committee of management of the Society;
“Chairperson”	the Director elected to fulfil that role under Rule 16;
"Chief Executive"	the person responsible under the immediate authority of the Board for the conduct of the business of the Society;
“Committee”	the committee of management of the Society;
“Connected Person”	a spouse, civil partner, child or grandchild (including children and grandchildren by adoption) of a Member;
“Director”	a member of the Board;
“Discretionary Benefit”	Benefits in accordance with Head D of Schedule 2 to the Act which may be awarded to Members at the discretion of the Board;
“Discretionary Member”	a Member entitled only to receive Discretionary Benefit;
"Executive Director"	a Director who holds an executive office with the Society or one of its subsidiaries;
"Financial Year"	the 12 months ending on 31st December in any year;
“FSMA”	the Financial Services and Markets Act 2000;
“Insured Member”	a Member insured under a Plan or under the Tables;
“Legacy Benefit”	Benefit to which persons who were Members immediately before the incorporation of the Society are entitled under the Tables;
“Legacy Death Benefit”	Benefit payable upon the death of a Member or Connected Person in accordance with the relevant Tables and subject to Rule 10.3;
"Legacy Sickness Benefit”	Benefit payable upon the sickness of a Member or Connected Person in accordance with the relevant Table and subject to Rule 10.2;
“Legislation”	the Act, the FSMA, the Appropriate Regulator Handbooks 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"	a member of the Society (and "Membership" shall be construed accordingly);
"Members' Notice"	has the meaning given in Rule 25.1;
"Memorandum"	the memorandum for the time being of the Society;
"Normal Retirement Age"	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;
"Officers"	the Chief Executive, the Secretary and the Directors;
"Plan"	a Membership plan set out in a policy document issued by the Society to the Member;
"Plan Benefit"	Benefit payable to a Member in accordance with the terms of his or her Plan;
"Policy"	a policy of assurance underwritten by the Society the terms of which are set out either in a Plan or in the Tables;
"Premiums"	the contributions payable by a Member under the terms of his or her Policy;
"Register of Members"	the records (including any electronic records) of the Society comprising the names and addresses of Members;
"Registered Office"	the registered office of the Society;
"Rules"	these Rules of the Society for the time being in force;
"Secretary"	the Officer appointed by the Board to be the Secretary of the Society;
"Senior Independent Director"	the Director elected to fulfil that role under Rule 16;
"Society"	Anglo-Saxons Friendly Society Limited;

"Special General Meeting"	any general meeting which is not an Annual General Meeting;
"Special Resolution"	has the meaning given by paragraph 7 of Schedule 12 to the Act; and
"Tables"	the tables of contributions and Benefits in force immediately before the date of incorporation of the Society together with any other documents issued by the Society before that date setting out the terms of policies of insurance underwritten by the Society.

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

1.3 Unless the context otherwise requires:

(a) words in the singular shall include the plural and in the plural shall include the singular; and

(b) a reference to one gender shall include a reference to the other gender.

1.4 A reference to a statute or statutory provision is a reference to it as amended, extended or re-enacted from time to time and shall include all subordinate legislation made from time to time under that statute or statutory provision.

1.5 Headings used in these Rules shall not affect the interpretation of these Rules.

1.6 The Tables shall form part of the Rules.

1.7 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.

1.8 "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 who is between the ages of 16 and 60 may, at the discretion of the Board, become a Member upon satisfactory completion of the Society's application form, provided that

(a) persons entitled to Legacy Benefit; and

(b) persons who were entitled to Plan Benefit to the age of 60 who have subsequently passed that age,

may continue in Membership until their Membership ceases under Rule 2.3 or 2.4.

2.2 Membership shall continue for such period as Premiums are being paid under a Policy, the Member or the Member's dependants have an entitlement or a contingent entitlement to Benefit or, in the case of Discretionary Members, the Discretionary Member continues to pay when due the annual Membership fee determined by the Board.

2.3 Membership shall cease on the death of the Member and in any of the following circumstances:

(a) if any monies are due from the Society at maturity of the Member's Policy, on payment by the Society of such monies;

(b) on the surrender of the Policy before the maturity date;

(c) on the direction of the Board in accordance with rules 8 and 9; and

(d) upon the Member's failure to pay his or her Premiums, or in the case of Discretionary Members, Membership fee within months of the due date.

2.4 A Member may terminate his or her Membership by giving one calendar month's notice in writing to the head office of the Society, and, in the case of an Insured Member to whom any monies are due on termination of their membership, the Society shall pay all such monies due in accordance with the appropriate Table or Plan.

2.5 The Board shall have the right to refuse admission to membership without giving reason for such refusal.

2.6 Persons of the age of 16 and over may be admitted and become Members and a Member who is a minor may execute all instruments and give all receipts necessary to be executed or given under the Rules, 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.

3 Register of names and addresses

3.1 The Society shall maintain a register of the names and addresses of Members.

3.2 The Register of Members shall be kept at the Registered Office or at such other place or places as the Board thinks fit.

3.3 The Society need not enter in the Register of Members the address of a Member who became a Member before the incorporation of the Society while it has no address for them and their whereabouts are unknown.

3.4 Where it appears to the Society that the address shown in the Register of Members for a Member is no longer current, the Society

(a) may remove that address from the Register of Members, and

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

4 Contributions and Benefits

4.1 Every Insured Member shall pay contributions and receive Benefits as provided in their Plan or the relevant Table and shall also be eligible, subject to any applicable waiting period, to receive Discretionary Benefits. Every Discretionary Member shall pay the Membership fee determined by the Board from time to time and shall be eligible for Benefits only in accordance with Head D of Schedule 2 to the Act.

4.2 The Board shall have discretion to decline, or accept on modified terms, any proposal which, were it to be accepted on standard terms, might present a higher than normal risk against the funds of the Society.

5 Surpluses and bonuses

Distribution of surplus and bonuses upon eligible Policies shall be determined by the Board upon the advice of the Actuary.

6 Reinsurance of risks

The Board may, with the approval of the Actuary, reinsure any risks taken on by the Society.

7 Disqualifications and forfeitures of membership

The Board shall have power to disqualify any person from Membership in the following circumstances:

(a) the Member commits a serious breach of the Rules;

(b) an untrue declaration was made on application for Membership; or

(c) the Member brings the Society into disrepute.

Upon disqualification from Membership, all claims upon the Society shall be forfeited, provided that the Board may at its discretion remit any portion of such forfeiture as it may think fit.

8 **Arrears**

If an Insured Member's Premiums exceed fourteen weeks in arrears, no Benefit will be payable in respect of such member until eight weeks after the arrears have been brought within the fourteen week limit. Membership shall cease in respect of arrears of six months or more, but such Member may, on production of a satisfactory medical certificate and subject to the approval of the Board enter as a new Member.

9 **Change of address**

Any Member changing their address shall notify the Society at its head office in writing of their new address within 30 days (quoting the details of all Policies held by them) and shall produce such written evidence of the same as the Society may require.

10 **Benefits**

10.1 The Benefits for which Members may be eligible are Legacy Benefit, Plan Benefit and Discretionary Benefit. All Members are eligible for consideration for Discretionary Benefit but only those Members who contribute in accordance with the terms of a Plan are eligible for Plan Benefit and only those Members who were insured by the Society at the date of its incorporation and who continue to contribute in accordance with the appropriate Tables are eligible for Legacy Benefit. A receipt will be required in respect of each payment of Benefit by way for reimbursement for expenses incurred.

10.2 The following provisions relate to Legacy Sickness Benefit but shall not fetter the discretion of the Board to award Discretionary Benefit if it thinks fit:

(a) No Legacy Sickness Benefit is payable in respect of the first six months of the insurance.

(b) Sickness periods shall be deemed to be continuous unless a period of fifty two weeks elapses between the end of one Legacy Sickness Benefit claim and the beginning of the next.

(c) An application for Legacy Sickness Benefit must be accompanied by a self-certification certificate in respect of the first seven days of the claim. From the eighth day of sickness or for sickness which counts as continuous in accordance with rule 10.2(b), medical certificates signed

by a qualified medical practitioner are required to cover the period until Legacy Sickness Benefit ceases.

(d) The Board may request a Member claiming, or in receipt of, Legacy Sickness Benefit to attend an examination by a medical practitioner of the Society's nomination for the determination of entitlement to Legacy Sickness Benefit.

(e) No Legacy Sickness Benefit will be paid in respect of injuries or illness induced by drunkenness, fighting (except in self-defence) or any unlawful game, exercise or pursuit.

(f) Legacy Sickness Benefit may cease, at the discretion of the Board, should the Member commit any act which, in the opinion of his or her medical practitioner, is detrimental to the Member's recovery.

(g) No Legacy Sickness Benefit shall be payable to Members who have attained the age of 65.

(h) Legacy Sickness Benefit is not payable in cases of pregnancy and childbirth.

10.3 The following provisions relate to Legacy Death Benefit but shall not fetter the discretion of the Board to award Discretionary Benefit if it thinks fit:

(a) Legacy Death Benefit shall be payable in accordance with the provisions of the Table to which subscriptions are made. All claims shall be made in writing to the Secretary at the Registered Office and must be accompanied by a death certificate (or official copy) issued by the Registrar of Births, Marriages and Deaths, and if available a copy of the last will of the Member or letters of administration.

(b) No Legacy Death Benefit in excess of £800 shall be insured on death under the age of ten years.

11 **Nominations**

11.1 A member may nominate a person or persons to whom any sum of money payable by the Society on the Member's death or any specified part of that sum shall be paid on the Member's death, but the total amount which may be so nominated shall not exceed £5000 or such higher amount as may for the time being apply by virtue of an order under Section 6 of the Administration of Estates (Small Payments) Act 1965.

11.2 All such nominations shall be made by writing and sent to the Registered Office. The person or persons so nominated must not at the date of the nomination be an Officer or employee of the Society unless that Officer or

employee is the husband, wife, civil partner, father, mother, child, brother, sister, nephew or niece of the nominator.

11.3 A nomination may be revoked or varied in writing sent to the Registered Office, but a nomination is not revoked by a subsequent will.

11.4 The marriage of a Member shall operate as a revocation of any nomination previously made by him or her.

12 **Board**

12.1 The business of the Society shall be under the direction of the Board which shall consist of not more than eleven nor (subject to the provisions of Rule 12.7) less than five persons and the may from time to time resolve the number who together shall constitute the Board within these limitations.

12.2 Subject to the provisions of the Act and these Rules and to any directions given by Special Resolution, the business of the Society shall be managed by the Board who may exercise all the powers of the Society.

12.3 No alteration of the Memorandum or Rules and no direction by special resolution shall invalidate any prior act of the Board which would have been valid if that amendment had not been made or that direction had not been given.

12.4 Without prejudice to the generality of the Rules 12.1 and 12.2, the Board:

(a) shall ensure the direction and management of all affairs and business of the Society:

(i) by sufficient number of persons who are fit and proper to be Directors, or other Officers, in their respective positions;
(ii) with prudence and integrity in the best interest of the Members; and
(iii) In accordance with these Rules, and with the Act;

(b) shall supervise the activities of any controlled body of the Society;

(c) may establish sub-committees (and bring them to an end) consisting of Directors and/or others which shall have such powers and duties as the Board shall reasonably delegate to them from time to time;

(d) may make, vary or revoke regulations for the conduct of business at its meetings;

(e) 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 interest of the Society, but no Director (other than an Executive Director) shall receive any payment save as is authorised by these Rules;

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

(f) may authorise the use of all forms, instruments and other documents that it may deem necessary for the proper conduct of the business of the Society.

12.5 The Board shall meet for business as often as it shall find necessary and the quorum for meetings of the Board shall be at least 50% of the total number of Directors from time to time.

12.6 The validity of any proceeding or acts of the Board shall not be affected by any vacancy among the Directors or by any defect in the appointment of a Director.

12.7 Notwithstanding any vacancies on the Board, the remaining Directors may continue to act.

12.8 All acts done by the Board, or any committee of the Board, or 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 Board or committee 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.

13 Eligibility and Election of the Board

13.1 Directors may be elected at Annual General Meetings for a term of up to three years. If at the Annual General Meeting next following the date of incorporation of the Society any Director shall have served for more than two years since last being elected, that Director's current term of office shall be deemed to have ended at that Annual General Meeting regardless of any provisions of the previous rules of the Society relating to terms of office or retirement by rotation. For the purposes of this Rule 13.1 a 'year' shall be construed as the period from one Annual General Meeting to the next. The provisions of Rule 15 shall apply to all such elections.

13.2 No individual shall be elected or appointed as a Director unless:

either

(a) they will be below the Normal Retirement Age at the date on which the election, or in case of an appointment under Rule 14, the appointment, would take effect;

or

(b) if they will be at or above the Normal Retirement Age at the date on which the election would take effect, they have been approved by resolution of the Board as eligible for election, and their age and the reason for the Board's approval have been notified to every person entitled to vote at the election;

and

(c) they are not a minor;

and

(d) (except in the case of a Director who is nominated by the Board or who has been appointed by the Board under Rule 14 or where a Director stands for re-election under Rule 13.3) a form nominating the candidate for election, signed by not less than two Members qualified under Rule 13.5 and addressed to the Secretary, has been delivered at the Registered Office not later than the first of February preceding the Annual General Meeting at which the candidate is standing for election. The nomination form shall contain the full name, address, age and occupation of the person nominated, their consent to be nominated, and the full names and addresses of the Members proposing the nomination.

13.3 When a Director has completed (or is deemed to have completed) the term of office for which they were elected they may stand for re-election if they continue to comply with Rule 13.2 (a) or (b).

13.4 The Board may require any individual nominated for election as a Director to supply in writing such forms as the Board may specify, evidence of their qualifications, financial and managerial experience, credit worthiness, competence and character and to complete in draft any form or questionnaire that, if elected and appointed to any role as an 'approved person' under FSMA (whether or not it is intended to appoint them to such a role) they would be required to submit to the Appropriate Regulator.

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

(a) to have been a member for not less than two years before the date of nomination; and

(b) not to be in arrears with contributions.

14 Filling of Casual Vacancies

14.1 The Board may at any time and from time to time, appoint an individual as a Director to fill a vacancy on the Board (including a vacancy arising through the increase in the size of the Board under Rule 12.1, subject always to the limitations prescribed by Rule 12.1)

14.2 The Board may only appoint an individual under this Rule who:

(a) appears to it to be fit and proper to be a Director;

(b) is qualified under the Rule 13.2(a) and (c); and

(c) has not stood for election as a Director at any election held within the preceding 12 months, and was not elected.

14.3 A Director appointed under this Rule shall hold office until the conclusion of the Annual General Meeting next following such appointment.

14.4 A Director appointed under this Rule 14 and retiring under Rule 14.3 shall be eligible for election under Rule 13.1 without nomination, provided that they are qualified under Rule 13.2(a) or (b) at the date of the Annual General Meeting at which they retire.

15 Election of Directors

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

(a) the voting papers shall include the number of vacancies on the Board and full names of all the candidates;

(b) subject to paragraph (a) above, the Board may prescribe or approve the form of the voting paper and may include such other declarations and denoting of retiring Directors as it thinks fit;

(c) voting shall be effected by the placing of an ‘X’ after the names of the candidates for whom the votes are to be cast;

(d) voting papers shall be void if a Member votes for more candidates than there are vacancies to be filled;

(e) each member shall have one vote in respect of each vacancy to be filled, and

(f) no Member shall be required to cast all or any of the votes given by (e) above

16 Appointment of Chairperson and Senior Independent Director

16.1 At its first meeting after every Annual General Meeting the Board shall elect from its number a Chairperson (and a Senior Independent Director) who shall subject to Rule 16.3, hold office until the start of the first meeting of the Board held after the next Annual General Meeting unless they either cease in the meantime to be a Director or resign the office. The Chairperson shall chair all meetings of the Board at which they are present and in the absence of the Chairperson, the Senior Independent Director shall chair the meetings.

16.2 If the Chairperson and the Senior Independent Director are both absent from a meeting of the Board or both decline to chair the meeting, the Directors present at the meeting shall elect a Director to be chairperson for the purposes of that meeting.

16.3 The Board may at any time remove the Chairperson or the Senior Independent Director from office.

16.4 The Board shall fill from its number any casual vacancy in the office of Chairperson or Senior Independent Director and a Chairperson or Senior Independent Director so elected shall, subject to Rule 16.3, hold office until the start of the first meeting of the Board held after the next Annual General Meeting unless they cease in the meantime to be a Director or resign the office.

17 Remuneration and Expenses

17.1 The salaries of the Directors (excluding any additional salary payable to Executive Directors) shall be paid at a rate to be determined by the Board from time to time.

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

17.3 The Board shall determine the amount of salary and allowances from time to time to be paid to the Executive Directors.

18 Offices of profit

18.1 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.

18.2 A Director so appointed to an office or place of profit with a body corporate in accordance with Rule 18.1 shall disclose to the Board any benefit derived from any such office or place in the financial year in which it is received.

18.3 A Director, notwithstanding their interest, may be counted in the quorum present at any meeting at which they 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. They may vote on any such appointment or arrangement other than their own appointment or the arrangement of the terms of that appointment.

19 Interest in Contracts

19.1 Subject to Directors complying with provisions for the time being of the Act that

(a) require them to declare to the Board any direct or indirect interest they might have, or be treated as having in any contract to which Society is a party;

(b) prohibit particular contracts;

(c) require a contract to be approved by a resolution of a general meeting; or

(d) require them to furnish to the Society particulars of any related business,

they may enter into or be interested, whether directly or indirectly, in contracts with the Society and shall not be disqualified from office thereby, nor shall they be liable to account to the Society for any profit arising out of any such contract to which they are a party or in which they are interested by reason of being at the same time a Director.

19.2 No Director may vote as a Director in regard to any contract, or proposed contract, in which they are interested, whether directly or indirectly, or upon

any matter arising out of it. If they do vote, their vote shall not be counted and they shall not be counted in the quorum when any such contract, or proposed contract, is under consideration.

19.3 The prohibition contained in the Rule 19.2 may at any time or times be suspended or relaxed to any extent by resolution at a general meeting of the Society.

19.4 In this Rule 19 the term 'contract' includes any transaction or arrangement. For the avoidance of doubt, the word "interest" in this Rule 19 does not include any interest a Director may have as a director of a controlled body or jointly controlled body of the Society.

20 Appointment of Officers, Employees and Others

20.1 The Society shall have a Chief Executive and a Secretary who shall be appointed and whose appointment may be terminated by the Board. The same person may be both Chief Executive and Secretary, but the Chief Executive may not also hold the position of Chairperson.

20.2 The Chief Executive is responsible under the immediate authority of the Board for the conduct of the business of the Society and the Board may delegate to the Chief Executive such powers and duties for such periods as it thinks fit.

20.3 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.

20.4 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 Appropriate Regulator, stating the person's full name and address and the date on which they became, or ceased to be, Chief Executive or Secretary.

20.5 The Board may also: -

(a) appoint and terminate the appointment of (or delegate these appointment and termination powers to any Officer) such employees, advisers and agents as the 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.

21 Indemnity to Directors, Officers and Employees

21.1 Every Director 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 their duties but not against any such liability as by virtue of any rule of law or of the Act, would attach to them in respect of any negligence, default, breach of duty or breach of trust of which they might be guilty in relation to the Society. They shall, however, be indemnified against any liability incurred by them in defending any proceedings whatsoever, whether civil or criminal, arising out of their duties in relation to the Society in which judgement is given in their favour or in which they are acquitted.

21.2 The Society may take out a policy of insurance to cover any such indemnity or liability as is mentioned in Rule 21.1.

22 Vacation of Office and Disqualification

22.1 A Director shall cease to hold office:

(a) if they resign by notice in writing to the Secretary;

(b) if they take up a permanent residence outside of the United Kingdom;

(c) if a resolution to remove them from office is passed at a meeting of the Board by a majority of the Directors of the full Board;

(d) if they do not attend meetings of the Board for more than six consecutive months without permission of the Board and the Board passes a resolution to remove them from office;

(e) if they become bankrupt or subject to sequestration;

(f) if they are, or might be, suffering from mental disorder and either

(i) they are admitted to, or detained in, hospital in pursuance of an application for admission for treatment under the provisions of the Mental Health Act 1983, the Mental Health (Care and Treatment) (Scotland) Act 2003 or the provisions of legislation relating to mental health in any other applicable jurisdiction; or

(ii) an order is made by the court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for their detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to their property or affairs;

(g) upon a resolution of which notice has been given under Rule 25 that they shall cease to be a Director passed by the majority of the votes cast on a poll at a general meeting;

(h) if, whilst a Director and without prior consent of the Board, they accept the office of a director in any other organisation, company or body considered by the Board to be in direct competition with business of the Society;

(i) upon conclusion of the Annual General Meeting next following each birthday after they attain the Normal Retirement Age unless they are re-elected at that meeting, the requirements of Rule 13.2(b) having been satisfied;

(j) if they become prohibited by law from being a Director;

(k) if they contravene Rule 19 by knowingly or recklessly failing to declare an interest and the Board passes a resolution to remove them from office; or

(l) if the Appropriate Regulator expresses to the Society its dissatisfaction with their fitness to be a Director.

22.2 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 to remove a Director from office. The notice shall set out the proposed resolution and, if all the requirements of this Rule are not complied with, the resolution, even if passed, shall be of no effect. The provisions of Rule 41 shall apply to any such notice.

23 Pension and Other Schemes and Funds

23.1 The Board may from the Society's resources and on such terms as it thinks fit provide, establish, maintain, and administer pension, life assurance, sickness, annuity and other funds or schemes (whether contributory or not) for the benefit of;

(a) past, present and future Officers and employees of the Society;

(b) past and present Officers and employees of any society with which the Society may merge; and

(c) the spouses, children, dependants of person referred to in sub paragraphs (a) and (b).

23.2 In addition to the powers in Rule 23.1 the Board may grant such terms as it thinks fit: other pensions, allowances, gratuities, donations and bonuses to or for the benefit of;

(a) past and present Officers and employees of the Society;

(b) past Officers and employees of a Society with which the Society has merged; and

(c) any spouses, children and dependants of such Officers and employees mentioned in (a) and (b).

23.3 The Board may make, vary and revoke the rules of any fund or scheme under Rule 23.1 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 such trust including the power of modifying or discontinuing the trust or any rules or regulations relating to it.

24 Annual General Meetings

24.1 The Society shall hold an Annual General Meeting each Financial Year at a time and place determined by the Board, provided that not more than 15 months shall elapse between the date of one Annual General Meeting and the next. Unless the Board determines otherwise, the Annual General Meeting shall be held on the first Friday in May at 7 pm. Notice of such meetings shall be given in accordance with Rule 27.

24.2 The Board shall lay before the Members at the Annual General Meeting the Annual Accounts for the previous Financial Year, the Annual Report and the Auditor's Report.

24.3 A copy of the Annual Accounts, the Annual Report and the Auditor's Report shall be available for inspection at the Registered Office by any Member who would be eligible to vote at the Annual General Meeting.

24.4 No business shall be transacted at an Annual General Meeting, and no resolution shall be brought forward at any such meeting, except as may arise upon –

(a) the Annual Accounts laid before the meeting;

(b) the Annual Report submitted to the meeting;

(c) the Auditor's Report submitted to the meeting;

(d) the election and re-election of Directors;

(e) the appointment or re-appointment of the Auditor;

(f) a motion for the resolution contained in a Members' Notice received by the Society in accordance with the provisions of Rule 25; and

(g) business (including a motion for a resolution, whether a Special Resolution or an ordinary resolution, or a motion to add to, alter or rescind any provision of the memorandum or the Rules) brought before the meeting by the Board.

25 Members' Resolutions

25.1 For the purpose of this Rule the following expressions shall have the following meanings:

(a) "Requisite Number" means 100 and

(b) "Members' Notice" means a notice given to the Society in writing (whether in one or more documents) by at least the Requisite Number of Members of their intention to have moved on their behalf at an Annual General Meeting a resolution that is specified in the notice.

25.2 If the Society receives a Members' Notice, relating to an ordinary resolution the Board shall (subject to Rule 25.3):

(a) include in the notice of the Annual General Meeting a notice specifying the intention of those Members moving it to have the resolution moved on their behalf at that meeting and, if applicable, the intention to move it as a Special Resolution; and

(b) at the request of the Members intending to have the resolution moved on their behalf, include in the notice of that meeting a copy of any statement of not more than 100 words with respect to the matter referred to in the resolution.

25.3 The Board shall be under no duty to take any of the steps required by Rules 25.2 if –

(a) the Members' Notice (or the last of the documents sufficient to enable it to comply with the requirements of Rule 25.1(b)) and, if submitted, any statement under Rule 25.2(b) are received by the Society later than the first of February in the year in which the Annual General Meeting at which it is intended to move the resolution is held;

(b) the resolution specified in the Members' Notice does not relate directly to the affairs of the Society;

(c) the rights conferred by this Rule 25 are being abused to seek needless publicity for defamatory matter or for frivolous or vexatious purposes; or

(c) the resolution specified in the Members' Notice is in substantially the same terms as any resolution that has been defeated at a General Meeting during the period beginning with the third Annual General Meeting before the date on which Members' Notice (or last of the documents sufficient to enable it to comply with the requirements or Rule 25.1(b)) is received by the Society.

26 Special General Meetings

26.1 All general meetings other than Annual General Meetings shall be called Special General Meetings.

26.2 The Board may, whenever it thinks fit, convene a Special General Meeting to be held at such hour, date and place as the Board shall determine. Notice of all such meetings shall be given in accordance with Rule 27.

26.3 The Board shall also convene a Special General Meeting on the requisition of not less than 100 Members qualified under Rule 26.6. 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 £100.00 in respect of each requisitioner signing the requisition shall be lodged with it. If within half an hour after the time appointed for the meeting a quorum is not present, all such deposits shall be forfeited but if a quorum is present the Members present and entitled to vote at the meeting shall decide whether the deposits shall be appropriated either wholly or in part towards the expenses of convening and holding the meeting and to any extent to which the deposits are not so appropriated they shall be returned by the Society to the requisitioners equally.

26.4 If the Board does not within 28 days after the date of deposit of the sole requisition, or the date of the deposit of the last requisition sufficient to comply with the requirements of Rule 26.3, give notice convening a meeting to be held within 63 days after that date, the requisitioners or any proportion of them exceeding one-half may themselves convene a Special General Meeting. The meeting convened by the requisitioners shall be convened in the same manner, as nearly as possible, as that in which meetings are convened by the Board and notices shall be sent to those persons entitled under Rule 27.2. Any meeting so convened may not be held after the expiration of five months from the date of deposit of the sole or last requisition. Any reasonable expenses incurred by the requisitioners by reason of the failure of the 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.

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

26.6 A Member shall be qualified for the purpose of Rule 26.3 if they:

(a) have been a member of the Society for a continuous period of not less than two years before the date of the requisition, and

(b) are entitled to vote at a general meeting of the Society on the date of the requisition.

27 Notice of Meetings

27.1 The minimum period of notice to be given to Members of general meetings of the Society shall be

(a) 20 working days for Annual General Meetings; and

(b) 14 clear days for Special General Meetings.

27.2 The Society shall send notice of a general meeting to each Member eligible to attend and vote at the meeting under Rule 29 whose registered address is within the United Kingdom.

27.3 The notice shall specify:

(a) the nature of any resolution to be moved at the meeting and of the other business to be transacted at the meeting, and

(b) the full name of each candidate for office as a Director, or Auditor, unless, in the case of an Auditor, his or her nomination has been received too late for his or her candidature to be included in the notice.

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

28. Quorums and Procedures at General Meetings

28.1 No business shall be considered at any Annual General Meeting or Special General Meeting unless a quorum is present, and a quorum shall be considered for all purposes by 20 Members present in person or by proxy, by attorney or by representative and entitled to vote.

28.2 If no quorum shall be present within half an hour after the time appointed for the Annual General Meeting or Special General Meeting, or if during such meeting a quorum ceases to be present, the person chairing the meeting shall adjourn it to such hour, date and place as he or she shall direct, unless it is a

Special General Meeting requisitioned under Rule 26 whereupon the person chairing the meeting shall dissolve it.

28.3 The Chairperson (or, in their absence, the Senior Independent Director) will chair every general meeting of the Society. If neither the Chairperson nor the Senior Independent Director is present within fifteen minutes after the time appointed for the meeting or if both the Chairperson and Senior Independent Director are unwilling to act, the Directors present shall elect one of the number to chair the meeting. If at any meeting no Director is willing to chair it, or if no Director is present within fifteen minutes after the time appointed for the meeting, the Members present and entitled to be included in the quorum for the meeting under Rule 27 shall choose one of their number to chair the meeting.

28.4 The person chairing the meeting may, notwithstanding the presence of a quorum (and shall, if so directed by a resolution of the meeting) adjourn the meeting from time to time and from place to place, but except as provided in Rule 28.12 no business shall be transacted at any adjourned meeting other than the business left unfinished or not reached at the meeting from which the adjournment took place.

28.5 Every adjourned meeting shall be deemed a continuation of the original meeting and any resolution passed at an adjourned meeting shall for all purposes be treated as having passed on the date on which it was in fact passed and shall not be deemed to have been passed on any earlier date.

28.6 When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting but otherwise it shall not be necessary to give any notice of an adjournment or of the business to be transacted at any adjourned meeting.

28.7 Subject to the Act and these Rules, every question submitted to an Annual General Meeting or Special General Meeting shall be decided by a simple majority and votes shall be taken in the first instance by a show of hands.

28.8 A poll may (before or on the declaration of the result of the show of hands) be demanded by:

(a) the person chairing the meeting; or

(b) five members who are entitled to vote at the meeting and are present in person by proxy, by attorney or by representative,

but no poll shall be permitted upon a resolution to appoint a person to chair the meeting or as to whether the meeting should be adjourned.

28.9 Unless a poll be so demanded, a declaration by the person chairing the meeting that a resolution on a show of hands has been carried, or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minutes of the meeting shall be

conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of, or against, such resolution.

28.10 If a motion for a Special Resolution is to be put to the vote of the meeting or there is a contest for the office or appointment of a Director or Auditor, a poll shall be deemed to have been demanded by the person chairing the meeting.

28.11 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 person chairing the meeting, and a demand so withdrawn shall not invalidate the result of a show of hands declared before the demand was made.

28.12 If a poll is duly demanded in accordance with Rule 28.8 it shall be taken at the meeting at which it is demanded or, if the person chairing the meeting so decides, at an adjourned meeting and in either case in such manner as the person chairing the meeting directs and the result of the poll shall, notwithstanding Rule 28.4, be deemed to be the resolution of the meeting or adjourned meeting at which the poll was taken. The person chairing the meeting may, in the event of a poll, appoint scrutineers (who need not be Members) and may adjourn the meeting or adjourned meeting to some hour, date and place fixed by him or her for the purpose of declaring the result of the poll.

28.13 A demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than that upon which the poll has been demanded.

28.14 Voting papers to be used on a poll shall be valid only if they are issued by the Society.

29. Entitlement of Members to Vote on Resolutions

29.1 Every Member aged 18 or over and present or voting by proxy (and not disqualified by arrears or as otherwise mentioned in these Rules) who either

(a) was entitled to vote on Resolutions in accordance with the Rules in effect on 31 March 2023; or

(b) has been a Member for a continuous period of 12 months,

shall have one vote, and when the votes are equal the person chairing the meeting shall have an additional or casting vote.

29.2 The holder of a power of attorney from a person who is a Member and who is entitled to vote under Rule 29.1 shall, if the power of attorney is duly registered at the Registered Office and if the power has the effect of authorising the holder to exercise the rights of the Member under the Rules, be entitled to vote in all circumstances as if they were a Member and in the

Member's stead but shall not be entitled to appoint a proxy or an attorney.
29.3 A Member who is entitled to vote under Rule 29.1, and in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote, by his receiver curator bonis or other representative either on a show of hands or on a poll, and if on a poll, may vote by proxy. Evidence to the satisfaction of the Board of the authority of the person claiming to exercise the right to vote shall be deposited at the Registered Office not less than two clear days before the day appointed for holding the meeting or adjourned meeting, at which the right to vote is to be exercised, and in default, the right to vote shall not be exercisable.

30. Appointment of Proxies

30.1 A Member entitled to attend and vote at a meeting of the Society

(a) may appoint one person (whether a Member or not) as his proxy to attend and, on a poll, to vote on any resolution proposed, at the meeting instead of him or her; and

(b) may direct the proxy how to vote at the meeting.

30.2 A proxy may be appointed:

(a) by an instrument in writing signed by the appointor; or

(b) by electronic means.

30.3 The instrument appointing a proxy shall be deposited at the Registered Office and appointments by electronic means may be sent, subject to Rule 30.9, via any website made available by the Society for the purpose or to any electronic address specified by the Society for the purpose) not less than 48 hours before the day appointed for holding the meeting, or adjourned meeting, and in default the instrument shall not be treated as valid.

30.4 An instrument appointing a proxy may be in any form permitted by the Legislation.

30.5 The Society may add to any instrument issued by it (or any electronic equivalent) any explanatory notes it may think fit to assist appointors.

30.6 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.

30.7 If a Member who, at the final date for the receipt of proxies is entitled to attend and vote at the meeting appoints a person as a proxy to vote instead of himself or herself at that meeting and then ceases after that date to be so entitled, that person may still act as the Member's proxy at that meeting.

30.8 A vote given in accordance with the terms of a proxy appointment shall be valid notwithstanding:

(a) the previous death or mental disorder of the appointor or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of such death, mental disorder, revocation or transfer has been received by the Society at its Registered Office before the start of the meeting or adjourned meeting at which the proxy is used; or

(b) that since the last date specified for the receipt of proxy appointments the appointor has ceased to be entitled to attend and vote at the meeting.

30.9 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.

30.10 If two or more valid proxy appointments are received in respect of the same Member for use at the same meeting, the one which is last received or treated as last received in accordance with the method 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.

31. Accounts, Systems of Control

31.1 The Board shall cause accounting records of the Society to be kept and established, and maintain systems of control of its business and records of inspection and report in accordance with the Legislation.

31.2 The Secretary shall supply free of charge to every member on demand copies of the Annual Accounts, the Annual Report and the Auditor's Report for the last Financial Year, and shall ensure that copies of those documents are also made available at every office of the Society.

32. Inspection of Books

The Board shall make the records of the Society available for inspection by any Member or person having an interest in the funds of the Society at all reasonable hours, at the Registered Office 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 they are an Officer of the Society, or are 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 written consent of that Member.

33. Auditor

33.1 At each Annual General Meeting the Society shall appoint a person eligible for appointment as auditor of a friendly society under the Legislation as its Auditor to audit its annual accounts. An individual or a firm may be appointed as auditor.

33.2 The Board may appoint an eligible person as Auditor to fill any casual vacancy occurring between Annual General Meetings of the Society.

33.3 The remuneration, including any sums in respect of expenses, to be paid to the Auditor shall be fixed by the Board.

33.4 The Society may by ordinary resolution in general meeting remove the Auditor from office subject to complying with the requirements of the Legislation.

34. Actuary and Valuations

The Society shall appoint a suitably qualified person or persons to carry out the actuarial functions required by the Legislation, who shall be appointed and whose appointment may be terminated by the Board. The Board shall notify the Appropriate Regulator of all appointments and changes.

35. Application of Funds

35.1 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 Memorandum and these Rules.

35.2 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, but subject always to the Legislation, transfer moneys between any of the funds.

36. Investment of Funds

36.1 Subject always to the requirements of the Act, so much of the funds of the Society as may not to be wanted either for immediate use or to meet the usual accruing liabilities shall be invested with the consent of the Board and, where appropriate, with the approval of the Actuary,

(a) in the purchase of land, or in the erection of offices or other buildings thereon;

(b) upon any other security expressly directed by the rules of the Society, other than personal security (but without prejudice to any provision of the Act relating to loans); or

(c) in any other investment of a kind which trustees are for the time being by law authorised to make.

37. Disputes

37.1 If any dispute arises 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 in Rule 37.2 or, where both parties to the dispute so consent, by reference to the county court.

37.2 The arbitration shall be by a single arbitrator to be appointed by the President of the Chartered Institute of Arbitrators.

37.3 The arbitrator shall give notice of his or her appointment to each party and, subject to any directions given by the arbitrator as to conduct of the arbitration, each party shall submit to the arbitrator and the other party within seven days from receipt of such a notice a written statement of their case. Either party may within a further seven days submit to the arbitrator their written comments on the other party's statement. The arbitrator may then require a hearing of the dispute if they in their absolute discretion think fit or may proceed immediately to determine the dispute.

37.4 The provisions of the Arbitration Act 1996 shall apply to any arbitration under this Rule.

37.5 The arbitrator may direct to and by whom and in what manner the costs of the arbitration shall be paid in his discretion.

37.6 If no determination of the dispute has been made within 40 days of the application to the Society for the dispute to be determined by arbitrator, then either party may apply for the dispute to be determined by the County Court.

37.7 In this Rule 37 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:

(a) any dispute other than a dispute on a question which arose whilst that person was a Member or arises out of their previous status as a Member; and

(b) a dispute which has arisen as a result of and incidentally to a dispute between a Member, or person aggrieved who has ceased to be a Member and a person claiming through them or under the Rules.

37.8 The foregoing provisions of this Rule 37 are without prejudice to the provisions of FSMA and the Appropriate Regulator Handbook in relation to dispute resolution.

38. Complaints

38.1 If a complaint relating to the carrying on of the Society’s business or the conduct of an employee, agent, or Officer of the Society is made in writing by a member to the Society at its Registered Office, the Society shall ensure that the complaint is handled by an Officer or senior employee of the Society in accordance with the Legislation.

38.3 The forgoing provisions of this Rule 38 are without prejudice to the right of a Member to seek arbitration under Rule 37 and to any right the Member may have to refer the complaint to the Financial Ombudsman Service.

39. Voluntary Dissolution

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

40. Distribution of Surplus Assets on Dissolution

Upon the winding-up of the Society or the dissolution of the Society by consent any surplus remaining, after payment in full of the Society’s creditors, shall be divided among those Members who had been Members for a continuous period of at least 3 years at the commencement of the winding-up or dissolution so that the amount of remaining surplus which each Member receives will be the same proportion as that Member’s financial interest in the Society, as certified by the Actuary, bears to the Society’s total assets.

41. Notices

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

42. Copies of Memorandum and Rules

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

(a) free of charge, to any Member 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.

43. Alterations to Memorandum and Rules

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

43.2 The Board may (having obtained and considered such actuarial or other advice as it considers appropriate) by resolution make and apply to register an alteration of the Rules by adding, rescinding or varying any provisions as they deem necessary or desirable from time to time, provided always that unless the alteration is approved by the majority of the members at the next General Meeting then the Board shall forthwith after such General Meeting submit to the Appropriate Regulator such further alterations as are required to restore the Rules to their former condition but this shall not prejudice policies already issued or acts already done under the previously altered Rules.

43.3 The Society may change its name and may change its registered office in accordance with the above provisions for the amendment of its Rules.

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

43.5 No amendment of the Memorandum or Rules shall take effect until it is registered.

44. Applicable Law

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.

Signed by Paul Osborn (Secretary) _____