RULES

OF THE

COMPASS

FRIENDLY SOCIETY

LIMITED

Registered and incorporated under the Friendly Societies Act 1992

Register No 1143F

Effective from 1 January 2027
All previous rules rescinded

REGISTERED OFFICE

Old Bank House
59 High Street
Odiham
Hampshire
RG29 1LF

1. Membership

(1) Membership of the Society is confined to those persons who were members on the date of registration of these rules. The Society is closed to new members.

(2) A member who is a minor (being under the age of 18) may, if he is over 16 years of age, by himself, or if he is under that age, by his parent or guardian, execute all instruments and give all receipts necessary to be executed or given under the rules of the Society, but shall not vote or hold any office in the Society, and may not nominate, or join in nominating, a person for election as a member of the Committee, or as secretary of the Society.

(3) A member who applied for membership intending to make. or to procure the making of ,contributions to the Society on behalf of a minor (a "Donor Member") shall have the same rights as other members, and in particular the right to vote or hold office in the Society or to nominate or join in nominating a person for election as a member of a Committee, but for the avoidance of any doubt he shall only be entitled to one vote, irrespective of the number of policies by reference to which he has been granted membership.

Donor Membership by reference to a particular policy shall confer no financial interest in the Society and shall cease when the person in whose name the policy was effected attains the age of 18 years or on the termination of that policy if earlier.

(4) In addition to the circumstances described above and subject as hereinafter provided, a member shall cease to be a member at the earlier of the following times:

(a) the death of the member; or

(b) the surrender or other termination of all policies issued to the member by the Society, or the date on which he ceases to be a Donor Member if later.

2. Register of Names and Addresses of Members

(1) The Society shall maintain a register of the names and addresses of the members of the Society.

(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.

(3) Where it appears to a Society that the address shown in the register for a member is no longer current, the Society -

(a) may remove that address from the register; and

(b) need not enter in the register an address for that member while it has no address for him and his whereabouts are unknown.

3. Contributions and Benefits

(1) Subject to paragraph (2) and to a special resolution being passed in accordance with section 20 of the Act to approve an Instrument of Dissolution of the Society, every member of the Society shall pay contributions and receive benefits as

provided in the Tables, and such contributions shall be dealt with in accordance with rule 36.

Copies of the Tables shall be available free of charge to members of the Society at the registered office and will be sent free of charge to any member on request.

When a member takes out a contract of insurance with the Society he shall have received a policy document which shall specify the terms on which benefits and contributions are payable in accordance with the appropriate Table and any restrictions imposed by the Committee in accordance with rule 1(4) of the rules in force at the time of application. This policy document shall, subject always to these rules, form the basis of the contract between the member and the Society.

(2) With effect from the date on which a special resolution is passed to dissolve the Society ("the Dissolution Decision Date") until the dissolution of the Society comes into effect, but without prejudice to members' rights to receive distributions from the Society's surplus under rule 41:

a) no further subscriptions shall be payable by members (provided that the Society may set-off any subscriptions due from a member before that date against distributions to be made to that member under rule 41); and

b) no Benefit shall be payable to any member or to any other person who would otherwise be a beneficiary under a policy of insurance issued by, or transferred to, the Society.

Any subscription paid by, or on behalf of, a member in respect of any period after the Dissolution Decision Date shall be returned to the member.

4. Surpluses and Bonuses

Distribution of surplus and bonuses, where applicable, shall be determined by the Committee upon the advice of the appropriate actuary.

5. Linked Business

The procedures for dealing with the administration of unit-linked business are set out in the appropriate Tables.

6. Reinsurance of Risks

The Society may provide for the reinsurance of any risk accepted, or to be accepted, by the Society, subject to the approval of the appropriate actuary.

7. Disqualifications and Forfeitures of Membership

(1) The Committee may in their absolute discretion expel any member from membership who :-

(a) has wilfully committed any material breach of these rules, or

(b) has knowingly made any false statement or declaration which has or may have the effect of imposing on the funds of the Society.

(2) In the case of a breach of any rule of the Society, or of any offence under (b) of paragraph (1) (which shall, for the purposes of this rule, be treated as if it were a breach of rule), the Committee shall, unless action is taken under paragraph (1) of this rule, have power to impose a penalty by way of suspension from benefits.

(3) Where the penalty of suspension from benefit is imposed, such suspension shall run from the date on which notice of the alleged breach of rules is sent to the member or from such other date as the Committee may determine, not being earlier than the date of the alleged offence.

(4) Where it is proposed to consider the expulsion of a member, there shall be sent to him a statement in writing giving full particulars of the charge against him, together with a copy of the rule under which it is brought. He shall be given an opportunity of stating his case at a meeting of the Committee, notice of which shall be sent to him at least twenty-eight days before the date of the meeting.

The member shall be entitled to attend such meeting when he may be accompanied by one other person, or may send a written statement.

If the member fails to attend the meeting or to submit a written statement without satisfactory reason, the case shall be adjudicated on forthwith.

The decision of the Committee shall be recorded in the minutes and conveyed to the member.

(5) Every member expelled from the Society shall thereby cease to be a member and, except where provision is made under his Table of membership or policy document for the return of certain accumulations, shall forfeit all moneys which he has paid to the Society and all benefits and privileges then accrued.

(6) Any member circulating or causing to be circulated any report detrimental to the Society, or to the discredit of the members or officers of the Society, unless he can prove the truth of the same, shall be liable to expulsion.

8. Arrears

A period of grace of one calendar month from the due date of payment of any premium, except the first premium, will be allowed. The consequences of a premium remaining outstanding after the period of grace are set out in the relevant Table and policy document.

9. Change of Residence

Any member of the Society changing his residence shall give written notice to the Secretary within twenty-eight days thereof.

10. Claims and Benefits

(1) Subject to rule 3(2), Benefits will be payable in accordance with the relevant Tables and policy documents.

(2) Whenever a claim for benefit is submitted, it must be accompanied by such evidence of validity as the Committee may require.

(3) In particular, no money shall be paid (except as provided by statute) upon the death of a member unless the following evidence is provided to the Society :-

(a) the membership certificate and proof satisfactory to the Committee of the age of the member at the date of death; and

(b) a certificate of that death under the hand of the Registrar of Deaths or other person having care of the Register of Deaths in which the death is or ought to be entered; and

(c) proof satisfactory to the Committee of the title of the claimants or a copy of the grant of probate of the will of the member or of letters of administration to his estate or of a certificate of confirmation to his estate.

11. Nominations

(1) A member not under the age of 16 years may nominate a person or persons to whom any sum of money payable by the Society on his death or any specified amount of money so payable shall be paid at his decease, but the total amount which may be so nominated shall not exceed £5,000 or such higher amount as, by virtue of an order under section 6 of the Administration of Estates (Small Payments) Act 1965, may for the time being apply for the purposes of the enactments specified in subsection (1) of that section.

(2) All such nominations shall be made by writing, under the hand of the member, delivered at or sent to the registered office of the Society, or, made in a book kept at such office.

(3) 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, father, mother, child, brother, sister, nephew or niece of the nominator.

(4) A nomination so made may be revoked or varied by any similar document, under the hand of the nominator, delivered, sent or made as aforesaid, but a nomination is not revoked by a subsequent will.

(5) The marriage of a member shall operate as a revocation of any nomination previously made by him.

(6) Nominations, revocations and variations may be in the forms appended to these rules.

12. Committee of Management

(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 (hereinafter referred to as the "Committee") consisting of not more than 11 nor (subject to the provision of rule 22(6)) fewer than 5 members and the Committee may from time to time resolve the number who together shall constitute the Committee within these limitations.

(2) Subject to the provisions of the Act, the memorandum 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 powers of the Society.

(3) No alteration of the memorandum or rules and no direction as specified in (2) above shall invalidate any prior act of the Committee which would have been valid if that alteration had not been made or that direction had not been given.

(4) Without prejudice to the generality of the foregoing paragraphs (1), (2) and (3), the Committee -

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

(i) by a sufficient number of persons fit and proper to be 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 the memorandum and these rules, and with the Act;

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

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

(i) voting rights, including casting votes;

(ii) special meetings, and

(iii) minutes of meetings

(d) may pay out of the funds of the Society the expenses of the Society and such sums as the Committee may deem necessary or expedient to be paid in the interests of the Society, but no Committee Member (other than a holder of any executive office) shall receive any payment save as is authorised by these rules;

(e) may make, vary or revoke regulations for the conduct of all affairs and business of the Society, provided that the same are not inconsistent with the memorandum and 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.

(5) The Committee shall meet for business as often as it shall find necessary and not less than half the number of the Committee shall form a quorum.

(6) The validity of any proceedings or acts of the Committee shall not be affected by any vacancy among the Members or by any defect in the appointment of a Member.

13. Eligibility and Election of Committee of Management

(1) No individual shall be elected or appointed as a Committee Member unless -

either

(a) he will be less than 70 years of age at the date on which the election, or in the case of an appointment under rule 22, the appointment, would take effect

or

(b) if he will be more than 70 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;

and

(c) he is not a minor

and

(d) (except in the case of appointment under rule 22 or nomination under paragraph (4) below, or where a Committee Member retires under rule 23), a form nominating him, signed by not less than 3 members who comply with the requirements of paragraph (3) below and addressed to the secretary, has been delivered at the Registered Office during the hours of public business of the Society between the first and fifteenth days of the last month of the financial year preceding the Annual General Meeting at which the vacancy in respect of which he is nominated is to be filled. 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 purposes of paragraph (3) below.

(2) In exercise of its duties pursuant to rule 12(4)(a) the Committee may require any individual nominated for election as a Committee Member to supply in writing such forms as the Committee may specify, evidence as to his qualifications, financial and managerial experience, creditworthiness, competence and character and to complete in draft any form or questionnaire that, if elected, he would be required to submit to any regulatory authority in accordance with the Act.

(3) The requirements with which a member must comply in order to be eligible to nominate an individual as a Committee Member are as follows-

(a) he must have been a member for not less than 2 years before the date of nomination; and

(b) he must not be in arrears with his contributions; and

(c) he must not be a minor at that date.

(4) 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 27 nominate at the Annual General Meeting some other person who is at the date of that meeting -

(i) less than 70 years of age, and

(ii) not a minor.

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 the Committee may 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 22.

(5) 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 FCA. 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 Committee Member, the date of his birth.

14. Appointment of Chairman and Vice-Chairman

(1) At its first meeting after every Annual General Meeting the Committee shall elect from its number a chairman and a vice-chairman who shall subject to paragraph (3) 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 at which he is present and in the absence of the chairman the vice-chairman shall take his place.

2) If the chairman and the vice-chairman so elected shall both be absent from a meeting of the Committee or shall both decline to act as chairman, the Committee Members present at that meeting shall elect a Committee Member to be chairman for the purposes of that meeting.

(3) The Committee may at any time remove the chairman or the vice-chairman from office.

(4) The Committee shall fill from its number any casual vacancy (whether or not arising from the exercise of its power under paragraph (3) above) in the office of chairman or vice chairman so elected shall, subject to paragraph (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.

15. Remuneration and Expenses of Officers

(1) The annual remuneration of the Officers as Members of the Committee (exclusive of any remuneration paid in respect of executive duties) shall be paid at a rate to be determined by the Committee from time to time. This remuneration shall be divisible among the Officers in such proportion as may be agreed among them by a majority decision and, in default of agreement, in equal shares.

(2) In addition to such remuneration, any Officer 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.

16. 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 has been a Committee Member.

17. Offices of Profit

(1) A Committee Member may hold any office or place of profit with the Society (other than the office of auditor or valuer) simultaneously with his office of Committee Member and may be appointed by the Committee to an office or place of profit with any body corporate in which the Society is, or will be, interested.

(2) A Committee Member so appointed to an office or place of profit with a body corporate in accordance with paragraph (1) above shall disclose to the Committee any benefit he derives from any such office or place in the financial year in which it is received.

(3) A Committee Member, notwithstanding his interest, may be counted in the quorum present at any meeting at which he or any other Committee Member 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. He may vote on any such appointment or arrangement other than his own appointment or the arrangement of the terms of that appointment.

18. Interest in Contracts

(1) Subject to a Committee Member's complying with the provisions for the time being of the Act that -

(a) 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;

(b) prohibit particular contracts;

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

(d) 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.

(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.

(3) Notwithstanding anything contained in this rule, the prohibition contained in the foregoing paragraph (2) shall not apply to any interest that arises solely by virtue of a Committee Member being a member of the Society or by virtue of the Committee Member or any person connected with him being the beneficiary of a contract of insurance issued by, or transferred to, the Society and may also at any time or times be suspended or relaxed to any extent by resolution at a general meeting of the Society.

(4) In this rule the term "contract" includes any transaction or arrangement. For the avoidance of doubt, the word "interest" in this rule does not include any interest a Committee Member may have as a director of a controlled body of the Society.

19. Appointment of Officers, Employees and Others

(1) The Society must have a chief executive and a secretary who shall be appointed and whose appointment may be terminated by the Committee. The chief executive may not hold the position of Chairman.

(2) The chief executive is responsible under the immediate authority of the Committee for the conduct of the business of the Society.

(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.

(4) Where a person becomes or ceases to be the chief executive or the secretary, the Society shall within one month give notice of that fact to the FCA, stating the person's full name and address and the date on which he became, or ceased to be, chief executive or secretary.

(5) The Committee may also -

(a) appoint and terminate the appointment of (or delegate these appointment or termination powers in respect of employees to the chief executive) such employees, advisers and agents as the Committee may at any time determine;

(b) appoint under this rule more than one person to any office or place with the exception of the offices of chief executive and secretary

and may require from any person appointed under this rule such guarantees as in its judgement shall appear necessary.

(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.

20. Indemnity to Committee Members, Officers and Employees

(1) Every Committee Member, 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 Act, 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.

(2) The Society may take out a policy of insurance to cover any such indemnity or liability as is mentioned in paragraph (1) above.

21. Vacation of Office and Disqualification

(1) A Committee Member shall cease to hold office -

(a) if he resigns his office by notice in writing to the secretary;

(b) if he takes up a permanent residence outside the United Kingdom;

(c) 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;

(d) 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;

(e) if he becomes bankrupt or is subject to sequestration;

(f) if he is, or might be, suffering from mental disorder and either

(i) he is admitted to hospital in pursuance of an application for admission for treatment under the provisions of the Mental Health Act 1983 or he is admitted to hospital under the provisions of the Mental Health (Care and Treatment) (Scotland) Act 2003 or the provisions of the Mental Health Act (Northern Ireland) 1961, or

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

(g) upon a resolution of which notice has been given under rule 27 that he shall cease to be a Committee Member passed by three-fourths of the votes cast on a poll at a general meeting;

(h) 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 in its absolute discretion to be in direct competition with the business of the Society;

(i) upon the conclusion of the Annual General Meeting next following the date at which he attains 70 years of age unless he is re-elected at that meeting, the requirements of rule 13(1)(b) having been satisfied;

(j) if he becomes prohibited by law from being a Committee Member;

(k) if he contravenes rule 18(1) by knowingly or recklessly failing to declare an interest and the Committee passes a resolution that he has vacated office.

(2) The secretary shall give not less than 14 clear days' notice in writing to all Committee Members of a meeting of the Committee at which it is intended to move a resolution 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 42 shall be deemed to apply to any such notice.

22. Filling of Casual Vacancies

(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 an Committee Member in order to fill such a vacancy.

(2) If the Committee resolves to increase the number of Members of the Committee within the limitations prescribed by rule 12(1), the Committee may appoint an individual as an additional Member in order to fill any vacancy.

(3) The Committee shall appoint under this rule only an individual who -

(a) appears to it to be fit and proper to be a Member, and

(b) is qualified under rule 13(1) (as far as that rule is applicable), and

(c) 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.

(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.

(5) A Committee Member appointed under this rule and retiring under paragraph (4) above shall be eligible for election without nomination, provided that he is qualified under rule 13(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 23(3).

(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 12, 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 6 months but the chairman shall,

notwithstanding any regulation under rule 12(4)(c) not have a second or casting vote.

23. Retirement by Rotation

(1) In addition to any Committee Member retiring under rule 21(1)(j) or 22(4), either one-third (or the whole number nearest to but not exceeding one-third) of the other Committee Members or (if their number is greater) all those of the other Committee Members who have not been elected or re-elected at either of the last two Annual General Meetings shall retire from office at the Annual General Meetings in each year.

(2) The Committee Members to retire by rotation in each year shall be those who have been longest in office since their last election but, as between persons who were elected or were last re-elected Committee Members on the same day, those to retire shall, unless they agree among themselves, be decided by the Committee by lot.

(3) A Committee Member retiring under this rule shall be eligible for re-election without nomination provided he is qualified under rule 13(1) at the date of the Annual General Meeting at which he retires and is not ineligible by reason of his age at the date of the Annual General Meeting on that date and he shall retain office until the conclusion of that meeting.

(4) 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 22(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 :

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

(ii) subject to paragraph (i) 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;

(iii) 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;

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

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

(vi) no member shall be required to cast all or any of the votes given him by (v) above.

(5) If at an Annual General Meeting there is no contest for the office of Committee Member, then

(a) any member both eligible for election and nominated under either paragraph (1) or (4) of rule 13 shall be deemed to have been elected, and

(b) any retiring Committee Member offering himself for election or re-election who is qualified under rule 13(1) at 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 27(6)(b), shall be passed by a majority of the votes cast on a poll.

24. Pension and Other Schemes and Funds

(1) In this rule the term "Officers" excludes any Committee Member who does not hold or has not held any executive position in the Society in addition to that of Committee Member.

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

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

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

(c) the spouses, children and dependants of persons referred to in sub-paragraphs (a) or (b) hereof.

(3) In addition to the powers aforesaid the Committee may grant on such terms as it thinks fit other pensions, allowances, gratuities, donations and bonuses to or for the benefit of:-

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

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

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

(4) The Committee may make, vary and revoke the rules of any such fund or scheme as is mentioned in paragraph (2) (to such extent as this power is not thereby prohibited, or is found permissible) and may constitute any trust and may from time to time at its discretion exercise any powers reserved to the Society by the terms of any trust constituted by the Society including the power of modifying or discontinuing the terms of any such trust or any rules or regulations that may be or may have been made pursuant thereto.

24A Convening General Meetings

(1) The Committee shall determine whether a general meeting is to be held as
(a) a physical meeting at which members attend at a specified meeting place, or
(b) a virtual meeting at which members attend via an electronic platform, or

(c) a hybrid meeting at which members may attend either at the specified meeting place or via an electronic platform.

(2) The Committee may call general meetings whenever, at such times and places, and using such electronic platforms as it shall determine.

(3) The Committee shall specify in the notice calling the general meeting whether the meeting will be physical, virtual or hybrid. Such notice shall also specify the time, date and place or electronic platforms of the general meeting.

24B Electronic General Meetings

(1) “Electronic general meeting” means a meeting designated to be held as a virtual general meeting or a hybrid general meeting.

(2) The Committee may resolve to enable members entitled to attend an electronic general meeting and to do so by simultaneous attendance by electronic means with no member necessarily in physical attendance at the electronic general meeting. The members or their proxies present shall be counted in the quorum for, and entitled to vote at, the general meeting in question, and that meeting shall be duly constituted and its proceedings valid if the chairman of the meeting is satisfied that adequate facilities are available throughout the electronic general meeting to ensure that members and proxies attending the meeting who are not present together at the same place may attend and participate in the business of the meeting.

(3) If it appears to the chairman of the electronic general meeting that the electronic platforms, facilities, or security at the electronic general meeting have become inadequate for the purposes referred to in Rule 24B(2), the chairman may, without the consent of the meeting, interrupt or adjourn the general meeting. All business conducted at that general meeting up to the time of the adjournment shall be valid and the provisions of Rules 29(2), 29(3) and 29(4) shall apply to that adjournment.

(4) In relation to an electronic general meeting, the right of a member to participate in the business of any general meeting shall include, without limitation, the right to speak, vote on a poll, be represented by a proxy, and have access (including electronic access) to all documents made available at the meeting.

25. Annual General Meetings

(1) The Society shall hold an Annual General Meeting in each financial year, at such hour, date and place as the Committee shall determine.

(2) Not more than 15 months shall elapse between the date of one annual general meeting and that of the next.

(3) If the society holds its first Annual General Meeting within 18 months of its incorporation, it need not hold it in the year of its incorporation or in the following year.

(4) 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 Committee (called in these rules "the Committee's Report") on the business of the Society, which Committee's Report shall include the information required by or under the Act and details of any bonuses determined by the Committee in accordance with rule 4.

(5) A copy of the Annual Accounts shall be sent to each member who would be eligible to vote at the Annual General Meeting with the notice of the Annual General Meeting.

(6) In these rules "Annual Accounts" means the classes of document (including the notes to them) the Society is required (unless otherwise exempted) by or under the Act to prepare by way of accounts for itself individually and, if it has controlled bodies, by way of group accounts for itself and those controlled bodies.

(7) The report of the auditors on -

(a) the Annual Accounts laid before the Annual General Meeting, and

(b) the Committee's Report

shall be laid before that meeting and shall be available for inspection by any member.

(8) 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 Committee's report submitted to the meeting;

(c) the report of the auditors on the documents listed in (a) and (b) above;

(d) the election and re-election of committee Members;

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

(f) a motion for a resolution contained in a Members' Notice received by the Society in accordance with the provisions of rule 27, and

(g) business (including a motion for a resolution, whether special or ordinary, or a motion to add to, alter or rescind any of these rules) brought before the meeting by the Committee.

26. Special General Meetings

(1) All general meetings other than Annual General Meetings shall be called special general meetings.

(2) The Committee may, whenever it thinks fit, convene a special general meeting.

(3) The Committee shall convene a special general meeting on the requisition of not less than 100 members (or, if less, such number of members as then represents not less than 10% of the total number of members of the Society). The requisition shall state the objects of the meeting (which must not however include the election of a Committee Member) and shall be signed by the requisitioners and deposited at the Registered Office and may consist of several documents in like form each signed by one or more requisitioners. A deposit of £20 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 a 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.

(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 (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 five months from the date of the deposit of the sole or last requisition. The meeting so convened by the requisitioners shall be convened in the same manner, as nearly as possible, as that in which meetings are convened by the Committee and notices shall be sent by post to those persons entitled under rule 27(5). 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.

(5) No business shall be entertained at any special general meeting except such as shall be stated in the notice convening the meeting.

(6) Except where the requisitioners themselves convene a special general meeting under paragraph (4) of this rule, special general meetings shall be held at such hour, date and place as the Committee shall determine.

(7) A member shall be qualified for the purposes of paragraph (3) above if he -

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

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

27. Notice of Meetings

(1) At least 14 days' notice, expiring on the final date for the receipt of proxies under rule 31, in writing of every general meeting (whether an Annual General Meeting or a special general meeting) specifying the information required under Rule 24A(3) shall be given to members as provided in paragraph (5) hereof.

(2) The notice shall specify -

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

(b) 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.

(3) The notice shall state that -

(i) 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

(ii) the proxy need not be a member of the Society; and

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

(4) The Annual General Meeting shall be described as such in the notice of meeting.

(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.

(6) For the purposes of the following paragraphs of this rule the following expressions shall have the following meanings -

(a) "Requisite Number" means 100 (or, if less, such number of members as then represents not less than 10% of the total number of members of the Society), 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 and is either a Special Resolution or an ordinary resolution.

(7) If the Society receives a Members' Notice, (subject to paragraphs (8) and (9) below) the Committee shall -

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

(b) at the request of the members intending to have the resolution moved on their behalf, include in the notice of that meeting to each member entitled under paragraph (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.

(8) The Committee shall be under no duty -

(a) to include a Members' Notice in the notice of the Annual General Meeting or

(b) to send to members such a statement as is mentioned in paragraph (7)(b) above

if -

(i) the Members' Notice (or the last of the documents sufficient to enable it to comply with the requirements of paragraph (6)(b) above) and, if submitted, any statement given (of the kind mentioned in paragraph 7(b) above) are given to or lodged with the Society 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 (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 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 (6)(b) above) is given to the Society.

(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 6(b) above, the notice so given by members 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.

(10) A notice of a meeting shall be given by the Society by sending it by post to the registered address of the member and in this paragraph and in paragraphs (11) to (13) below the term "notice" includes any such notice given or statement lodged by members as is required to be sent by paragraph 6(b) above.

(11) Where a notice is required to be sent to a member, a notice of a meeting shall be given to the holder of a 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.

(12) Where a notice is required to be sent to a member, if a 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.

(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.

28. Quorum at General Meetings

(1) No business shall be considered at any Annual General Meeting or special general meeting unless a quorum is present at the time when the meeting proceeds to business and a quorum shall be constituted for all purposes by such number of members present or represented and entitled to vote as is equal to one more than the total number of Members of the Committee at that time.

(2) If no quorum shall be present within half an hour after the time appointed for the Annual General Meeting or special general meeting, 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 26(3) or (4) whereupon the Chairman of the meeting shall dissolve it.

29. Procedures at General Meetings

(1) The Chairman of the Committee or, in his absence, the Vice-Chairman of the Committee will preside at every meeting of the Society. If there is no such Chairman or Vice-Chairman or if neither the Chairman nor the Vice-Chairman is present within fifteen minutes after the time appointed for the meeting or if both the Chairman and the Vice-Chairman are 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 26 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.

(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 (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.

(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 passed on any earlier date.

(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.

(5) 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 such votes shall be taken in the first instance by a show of hands.

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

(a) the chairman of the meeting, or

(b) 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 30(4).

and in the event of such a demand, a poll shall be taken in accordance with paragraph (10) of this rule, but no poll shall be permitted upon a resolution to appoint a chairman.

(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.

(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.

(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.

(10) If a poll is duly demanded in accordance with paragraph (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 (12) below, as the chairman directs and the result of the poll shall, notwithstanding paragraph (3) 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.

(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.

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

30. Entitlement of Members to Vote on Resolutions

(1) Every member present or voting by proxy (and not disqualified by arrears or otherwise as mentioned in these rules) shall have one vote, and when the votes are equal the then presiding officer shall have an additional or casting vote.

(2) The holder of a power of attorney from a person who is a member and who is entitled to vote under paragraph (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 right 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.

(3) A member who is entitled to vote under paragraph (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.

(4) The right to vote shall be limited to those persons on whom this rule confers a right to vote.

31. Appointment of Proxies

(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 at the meeting instead of him, and

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

(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.

(3) An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit -

"Compass Friendly Society Limited

I ..... of .....

.....

hereby appoint the chairman of the meeting

or, failing him .....

of .....

as my proxy to attend, speak and vote in my name on my behalf at the

meeting of the Society to be held on the ..... day of

..... 20.. , and at any adjournment thereof.

Unless instructed to vote for or against the resolution(s) (as set out in the notice convening the meeting) by the placing of an X in the box(es) below, the proxy will abstain or vote at his discretion.

Resolution No 1		For	Against

Dated this ..... day of ..... 20 ..

Signature ..... "

(4) The Society may add to any instrument issued by it in the form set out in paragraph (3) above any explanatory notes it may think fit to assist appointors.

(5) The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll and to speak at the meeting.

(6) If a member who, at the final date for the receipt of proxy instruments determined under paragraph (2) above, is entitled to attend and vote at the meeting appoints a person as a proxy to vote instead of him at that meeting and then ceases after that date to be so entitled, that person may notwithstanding rule 30(2) act as the member's proxy at that meeting.

(7) A vote given in accordance with the terms of an instrument of proxy 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 as aforesaid shall have been received by the Society at its Registered Office before the commencement of the meeting or adjourned meeting at which the proxy is used;

(b) that since the last date specified for the deposit of instruments of proxy the appointor has ceased to be entitled to tend and vote at the meeting.

32. Accounts, Systems of Control

(1) The Committee shall cause accounting records of the Society to be kept, and establish and maintain systems of control of its business and records and of inspection and report, in accordance with the Act.

(2) The Committee shall cause to be maintained separate accounts for, and which identify the separate assets of, any controlled body companies.

(3) The Committee shall, before 1st July in each financial year, send to the FCA a statement of their opinion whether the requirements of the Act have been complied with in respect of the last financial year by the Society.

(4) The Committee shall in each financial year, not later than 30th June or 14 days before the Annual General Meeting, whichever is earlier, send the FCA a copy of the Annual Accounts for the last financial year, the Committee's report for that year and the auditors' report on those accounts.

(5) The Secretary shall, as from the date by which at the latest the Committee is required by paragraph 4 above to send them to the FCA, supply free of charge to every member on demand copies of the Annual Accounts for the last financial year, the Committee'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.

33. Inspection of Records

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 register of members) or the right to inspect the loan account of any other member without the written consent of that member.

34. Auditors

(1) At each Annual General Meeting the Society shall appoint a qualified auditor to audit its annual accounts. An individual or a firm may be appointed as auditor. The Society shall, within one week of the date of the meeting, notify the FCA if no auditor has been appointed or re-appointed.

(2) For the purpose of this rule the eligibility of a person for appointment as an auditor of the Society shall be determined in accordance with Schedule 14 to the Act.

(3) The Committee may appoint an auditor to fill any casual vacancy occurring between general meetings of the Society.

(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 a manner as the Society may determine at a General Meeting.

(5) The 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 FCA. A resolution at an Annual General Meeting or a special general meeting of the Society:

(i) removing an auditor before the expiration of his term of office or

(ii) 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.

(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 FCA.

(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.

(8) Where the auditor, with a notice referred to in paragraph (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 Act.

35. Actuary and Valuations

(1) The Society must have an actuary who shall be appointed and whose appointment may be terminated by the Committee. .

(2) The Committee shall arrange for the actuary to conduct an investigation and report accordingly into the financial condition of the Society in respect of its long term business, in accordance with the Act.

(3) The society shall keep adequate records to enable the actuary to conduct such an investigation.

36. Application of Funds

(1) All moneys received on account of contributions in accordance with any Tables, or on account of levies, donations or otherwise, shall be applied in carrying out the objects of the Society in accordance with the rules.

(2) Both moneys received and interest on investments, shall be credited to the appropriate funds.

(3) Any transfer of assets between the Society and a controlled body should be at arms length and for a proper market value consideration and there shall be a proper apportionment of all items of money and expenses between a Society and its controlled bodies.

37. Investment of Funds

So much of the funds of the Society, as may not be wanted for the 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, be invested by the Society in any of the following ways; namely:

(a) the purchase of land, the erection and alteration of offices or other buildings thereon, or any investment in which trustees are for the time being by law authorised to invest trust funds;

(b) the share or loan capital (other than shares or debentures not fully paid up at the time of issue) of a Housing Association being a Housing Association within the meaning of the Housing Associations Act 1985 or Part II of the Housing (Northern Ireland) Order 1981;

(c) shares and/or stock in the capital of any company (including any body corporate and any unincorporated body constituted under the law of a country or territory outside the United Kingdom), including the acquisition of any shares or stock in a company in connection with a public offer for sale;

(d) debentures, including debenture stock, bonds, certificates of deposit and other instruments creating or acknowledging indebtedness (not being instruments falling within sub-paragraph (e) below);

(e) loan stock, bonds and other instruments creating or acknowledging indebtedness issued by or on behalf of any government, local authority, public authority or international organisation;

(f) warrants or other instruments entitling the holder to subscribe for investments (including, but not limited to, those investments listed in sub-paragraphs (c) to (e) above);

(g) certificates representing securities including, but not limited to, certificates or other instruments which confer: property rights in respect of any investment (including but not limited to, those investments listed in sub-paragraphs (a) to (d) above); any right to acquire, dispose of, underwrite or convert an investment, being a right which the holder would be entitled if he held any such investment to which the certificate or instrument relates; or a contractual right (other than an option) to acquire any such investment;

(h) units in a collective investment scheme, including shares in or securities of an open-ended investment company, unit trust or mutual fund;

(i) options (including, but not limited to, options to acquire or dispose of currency, precious metals (including gold, palladium, platinum or silver), any investment described in this rule or an option to acquire or dispose of an investment described in this rule;

(j) futures (including, but not limited to, financial futures contracts);

(k) contracts for differences (including, but not limited to, rights under any other contract the purpose or pretended purpose of which is to secure a profit or avoid a loss by reference to fluctuations in the value of the price of property of any description or in an index or other factor designated for that purpose in the contract);

(l) notes and floating rate notes;

(m) time deposits;

(n) spot and forward exchange contracts;

(o) bankers' acceptances;

(p) precious metals and/or precious metals receipts;

(q) any investment where such acquisition was made pursuant to obligations of the Society as an underwriter or sub-underwriter;

(r) commercial paper with or without certificate form;

(s) convertible instruments;

(t) any other "investment" as that word is defined in section 22(4) of the Financial Services and Markets Act 2000 as amended from time to time.

38. Disputes

(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, in respect of any matter other than the exercise of the discretion of the Committee authorised under the provisions of rules 7(1) and 21(1)(h), it shall be decided by reference to arbitration, under the conditions set

out at subsection (2) of this rule or, where both parties to the dispute so consent, by reference to the county court.

(2) Five arbitrators shall be elected at a general meeting, none of them being directly or indirectly 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 three names out of the five by lot and the three arbitrators whose names are first drawn shall decide the dispute.

(3) In default of determination under subsection (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.

(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 ceases to be a member, does not include:

(a) 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

(b) does not include 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.

39. Complaints

(1) Where a complaint is made by a member to the Society, the Committee shall ensure that the complaint is investigated thoroughly by an officer or employee of the Society and that the investigation is completed within a reasonable time. As soon as practicable following completion of the investigation, the Committee shall ensure that the member who made the complaint is notified in writing of the results of that investigation. However, nothing in this rule shall prevent a member who makes a complaint to the Society using the disputes procedure set out in rule 38.

(2) Notwithstanding the above, where appropriate, the procedures for handling complaints set out by the Personal Investment Authority in respect of investment business shall be followed.

40. Voluntary Dissolution

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

41. Distribution of Surplus Assets on Winding-up or Dissolution

41.1 Upon the winding-up of the Society, or upon its being dissolved by consent, any surplus remaining after payment in full of the Society's creditors and any beneficiaries of insurance policies transferred to the Society making a claim to the trustees for amounts equivalent to the sums owed at the date of dissolution, in the manner and to the extent provided for in the Instrument of Dissolution shall be divided among those persons who

were members on 1 November 2026 (if the Dissolution Decision Date occurs on or before 31 March 2027) or who were members on the Dissolution Decision Date (if the Dissolution Decision Date occurs after 31 March 2027) in such just and equitable proportions as are determined by the Committee on the advice of the Actuary, taking into account the liabilities the Society had to members who were beneficiaries under policies of insurance prior to the dissolution becoming effective..

41.2 Any amount due to a member or other person pursuant to Rule 41.1 that has not been claimed by that member or person on or before 15 December 2027 may be donated to such charity or charities as may be nominated by the Committee prior to the Dissolution Decision Date.
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42. 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.

43. Copies of Memorandum and Rules

The secretary shall give a copy of the memorandum and these rules

(i) free of charge, to any member of the Society to whom a copy of these documents has not previously been given; and

(ii) to any other person on payment of £1.

44. Amendment of Memorandum and Rules

(1) The majority of the members at a general meeting of which notice has been given specifying the intention to propose an alteration to the memorandum or rules may alter them by adding, rescinding or varying any provision.

(2) Any alteration of the memorandum of the society to include among its purposes and powers the carrying on of any activity concerning the control of subsidiaries and other bodies corporate such as is mentioned in section 13(1) of the Act must be adopted by a special resolution of the society in general meeting; and any amendment of a provision in its memorandum which permits it to do so must also be so adopted.

(3) Copies of a record of every alteration to the Society's memorandum or rules shall be sent to the FCA within 3 months of the date when the alteration was made.

(4) No alteration of the Society's memorandum or rules shall take effect until it is registered or such later date as is specified in the record of alteration.

(5) The Society may change its name by a resolution of the Society in general meeting after the giving of such notice as is required for a special resolution. Notice of the change shall be sent to the FCA in the prescribed form.

(6) The Society may change its registered office within England or Wales by resolution of the Committee. Notice of the change shall be sent to the FCA in the prescribed form within 3 months.

45. 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) "The Act" means the Friendly Societies Act 1992, and any Acts amending or substituted for it and for the time being in force.

(4) “Appointed Actuary” and "appropriate actuary" have the meanings given by s.119 of the Act.

(5) “Benefit” means the benefits for which members are eligible under these rules.

(6) "controlled body" means a body corporate in respect of which the Society has control or joint control within the meaning of s.13 of the Act.

(7) “Dissolution Decision Date" has the meaning set out in Rule 3(2).

(8) “the FCA” means the Financial Conduct Authority.

() "special resolution" has the meaning given by paragraph 7 of schedule 12 to the Act.

(9) "Table" means a schedule of contribution rates and associated terms and conditions under which benefits and contributions are generally payable. All Tables under which a member may from time to time be covered for Benefit are published in a document entitled 'Tables of Contributions and Benefits' which is available at the registered office.

46. 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.