

Memorandum and Rules

Issue Date: 14 November 2025

Board of Directors

Ian Blanchard

Helen Chamberlain (Chief Financial Officer)

Miranda Dodd

David Furniss (Chair)

Angela Hays (Vice Chair)

Lee Howell OBE

Anthony Lock

Damien Marmion

Belinda Moore

Les Philpott

Dean Waddingham

Tom Woolgrove (Chief Executive Officer)

Secretary:

Stella Croot

Registered Office:

Holgate Park Drive, York, YO26 4GG

The Benenden Healthcare Society Limited is an incorporated friendly society registered under the Friendly Societies Act 1992, registered number 480F. The Society's contractual business (the provision of tuberculosis benefit) is authorised by the Prudential Regulation Authority and regulated by the Financial Conduct Authority and the Prudential Regulation Authority. The remainder of the Society's business is undertaken on a discretionary basis. The Society is subject to Prudential Regulation Authority requirements for prudential management.

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**MEMORANDUM
of
THE BENENDEN HEALTHCARE SOCIETY LIMITED**

Registered and Incorporated under
The Friendly Societies Act 1992

Register No: 480F

Registered Office:
Holgate Park Drive
York
YO26 4GG

Memorandum

1. NAME

The Society is an incorporated friendly society. It is called The Benenden Healthcare Society Limited (formerly The Post Office and Civil Service Sanatorium Society) and is hereinafter referred to as "the Society".

2. REGISTERED OFFICE

The registered office of the Society shall be situated in England and Wales at Holgate Park Drive, York YO26 4GG.

3. PURPOSES

The purposes of the Society are:

- 3.1 the relief or maintenance of Members and their nominees during sickness, infirmity, disability, or any medical condition, by the provision of benefits including surgical and medical treatment, nursing care and otherwise funded by voluntary contributions either:
 - 3.1.1 on a discretionary basis, or
 - 3.1.2 by effecting and carrying out contracts on a flat rate basis with or without donations, and subject at all times to the limitations set out in Heads C & D of Schedule 2 of the Act.
- 3.2 the carrying on of social or benevolent activities which are not inconsistent with the other purposes of the Society.
- 3.3 the formation of subsidiaries, taking part with others in forming bodies corporate to be jointly controlled by it, or otherwise acquiring, or keeping, control or joint control of bodies corporate as permitted by the Statutes.

4. POWERS

For the purpose of carrying out its purposes the Society shall have all the powers:

- 4.1 set out in its Rules and in the Statutes and, subject to the provisions of the Statutes, its memorandum and its rules, shall have any other power which is incidental or conducive to the carrying out of its purposes, including for the avoidance of doubt power:
 - 4.1.1 to make such grants, payments or donations as the Board may from time to time determine for research into any of the medical complaints or conditions covered by the Rules;
 - 4.1.2 to organise by such means as may from time to time be approved by the Board the raising of monies therefor;

- 4.1.3 to subscribe out of its funds to any hospital, infirmary, charitable or provident institution having as its main object relief of sickness, any annual or other sum necessary to secure to the members of the Society the benefits of such institution;
- 4.1.4 to establish or acquire hospitals or nursing homes, or to secure the reservation of beds or treatment at the same, for members entitled to benefit under the Rules;
- 4.1.5 to borrow money including by temporary bank overdraft.

5. LIMITATION OF LIABILITY

- 5.1 The liability of any Member of the Society is limited to the amount of any subscription to the Society which is outstanding;
- 5.2 No subscription of a Member of the Society is recoverable at law except on the winding up of the Society.

6. INTERPRETATION

In this Memorandum:

- 6.1 "the Act" means the Friendly Societies Act 1992 as amended from time to time;
- 6.2 "the Statutes" means the Act and any other acts or statutory provisions or provisions of statutory instruments from time to time in force relating to friendly societies or the activities of the Society;
- 6.3 "the Board" means the Board of Directors of the Society;
- 6.4 "the Members" means the Members of the Society;
- 6.5 "the Rules" means the rules of the Society registered pursuant to the Act as amended, varied or replaced from time to time;
- 6.6 Expressions defined in the Statutes, shall, where the context permits, have the same meaning in this Memorandum;
- 6.7 Any words importing the masculine include all other genders and any words importing the singular include the plural and vice versa;
- 6.8 Reference to any statute, statutory provision or statutory instrument shall include reference to any statutory modification or re-enactment thereof.



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Friendly Societies Act 1992

Acknowledgement of registration of an alteration of a memorandum

This document acknowledges the registration of the alteration to the attached memorandum under Friendly Societies Act 1992 for:

Society: The Benenden Healthcare Society Limited

Registration number: 480 F

Effective date: 10 Oct 2024

Date: **10 October 2024**



Registered as a Limited Company in England and Wales No. 1920623. Registered office as above.

**RULES
of
THE BENENDEN HEALTHCARE SOCIETY LIMITED**

Registered and Incorporated under
The Friendly Societies Act 1992

Register No: 480F

Registered Office:
Holgate Park Drive
York
YO26 4GG

RULES 2025

All previous rules rescinded

Words in **bold text** are explained in the Interpretation section at the end of the Rules.

1. MEMBERSHIP

- 1.1 The **Members** of **the Society** shall be those individuals who are holders of a **Product** of the **Society**. An individual shall cease to be a **Member** at such time as they no longer hold a **Product** or in accordance with Rule 4 below.
- 1.2 Any person, who at the time of **Application** is over the age of sixteen and normally resident in the **United Kingdom** shall be eligible for admission into membership.
- 1.3 A person shall become a **Member** upon **the Society's** acceptance of their **Application**, having provided such information as **the Society** shall require. Acceptance of any **Application** shall be in the ultimate discretion of **the Board**.

2. RETENTION OF MEMBERSHIP

Subject to Rule 4 and the **Product Terms**, membership may continue notwithstanding the fact that a **Member** shall be absent from the **United Kingdom**.

3. NOMINATIONS FOR BENEFIT

Subject to Rule 4, any **Member** may nominate any person to receive benefits (as outlined in Rule 6) under any **Product** held by them. Each nomination shall continue in force until either the **Member** gives to **the Society** notice revoking the nomination, the **Nominee** notifies **the Society** that they no longer wish to be included, or the appropriate contribution ceases to be paid.

4. EXPULSION

The Board may expel a **Member** or **Nominee** from membership without the right to re-apply for admission if, in the opinion of **the Board**, they:

- 4.1 misapply the funds of **the Society**; or
- 4.2 supply false information to **the Society**; or
- 4.3 verbally or physically abuse, or make threats to, an employee or representative of **the Society**, or of a provider contracted by **the Society**; or
- 4.4 act contrary in a way which may bring **the Society** into disrepute.

5. CONTRIBUTIONS

- 5.1 The contribution payable for each **Product** offered by **the Society** shall be such sum as shall be determined by **the Board**.
- 5.2 Contributions shall be payable in accordance with the **Product Terms**.

- 5.3 Where contributions are not made in accordance with the **Product Terms**, **the Society** may, with immediate effect and without notice, at the end of the period to which contributions have been paid:
- 5.3.1 suspend the right of the **Member** and any **Nominees** to receive any benefits provided by **the Society**; or
- 5.3.2 terminate the membership and the **Member** and their **Nominees** right to receive any benefits provided by **the Society** shall cease.
- 5.4 **The Board** may determine that any contributions payable under Rule 5.1 for a **Member** and any **Nominees** of that **Member** may be waived or reduced.

6. BENEFITS

- 6.1 **The Society** is a society whose benefits vary according to the resources available. Accordingly, the benefits set out in Rule 6.2 and further defined in the **Product Terms** shall be provided to the extent that there are sufficient resources available to cover such provision. The first call on the resources of **the Society** shall be the provision of the non-discretionary benefit defined in Rule 6.2.1.
- 6.2 The benefits **the Society** may provide for its **Members** and their **Nominees** shall include any one or more of the following:
- 6.2.1 The defraying of costs of **Approved Treatment** for tuberculosis or any allied complaint.
- 6.2.2 Any of the benefits provided for in the relevant **Product Terms**.
- 6.3 **The Society** shall provide a free copy of the **Product Terms** on demand to every person holding a **Product**.
- 6.4 In respect of benefits referred to in Rule 6.2.2 **the Board** shall have complete discretion in terms of whether:
- 6.4.1 any sum should be paid and, if so, the amount of any such payment, and
- 6.4.2 any and, if so, what benefit should be provided.
- 6.5 If at any time it shall appear to **the Board** that the resources of **the Society** during the ensuing twelve months are likely at the end of that period to be insufficient to provide all of the benefits under Rule 6.2 at the levels then prevailing, **the Board** shall convene a **Special General Meeting** to consider **the Board's** proposals (including as the case may be proposals relating to the provision of benefits) for the future conduct of **the Society's** affairs.

7. GENERAL MEETINGS

- 7.1 **The Annual General Meeting** shall be held in each financial year at such time and place as shall be determined by **the Board**.
- 7.2 Not more than 15 months shall elapse between the date of one **Annual General Meeting** and the next.
- 7.3 All other general meetings shall be called **Special General Meetings**.

- 7.4 All **General Meetings** shall be convened by **the Board** and notice thereof shall be given in writing by **the Secretary** to every **Member** who would be eligible to vote at the **General Meeting** if the **General Meeting** were held on the day of the notice.
- 7.5 Subject to these Rules, the period of such notice shall be at least fourteen days expiring on the **Voting Date**.
- 7.6 The notice described in Rule 7.4 shall specify:
- 7.6.1 the time, date and place of the meeting;
 - 7.6.2 the nature of any **Proposition** to be moved before the meeting;
 - 7.6.3 the full name of each person nominated to **the Board** in accordance with these Rules;
 - 7.6.4 any other business to be conducted; and
 - 7.6.5 any other administrative arrangements required by these Rules to be included in a notice of meeting.
- 7.7 **The Board** shall lay before the **Members** at the **Annual General Meeting** a copy of the audited **Financial Statements**, the **Report of the Board** and the **Report of the Auditors**.
- 7.8 **The Board** may call a **General Meeting** as a physical meeting or as a meeting held by a combination of physical and **Electronic Means** whenever and at such times and places (including facilities for electronic attendance and participation) as it thinks fit.
- 7.9 Where **the Board** determines that a **General Meeting** shall be held partly by means of **Electronic Platform** the notice calling the meeting shall include a statement to that effect; specify the means, or all different means, of attendance and participation at the meeting; any access, identification and security arrangements; and state how it is proposed that persons attending or participating in the meeting electronically should communicate with each other during the meeting.
- 7.10 Where **the Board** resolves to enable persons entitled to attend and participate in a **General Meeting** to do so by simultaneous attendance and participation by **Electronic Platform**, the **Members** or their proxies **Present** in person or by proxy by **Electronic Means** (as so determined by **the Board**) shall be counted in the quorum for, and entitled to vote at, the meeting in question.
- 7.11 **The Board** may determine in its sole discretion that any business that would or could be dealt with at a **General Meeting**, including but not limited to the election or re-election of the **Directors** and any **Proposition** (including a Special Resolution), be conducted by postal, electronic or combined ballot (a combined ballot means a postal ballot and electronic ballot) where the following provisions shall apply:
- 7.11.1 notice of a postal, electronic or combined ballot shall be given in writing at least twenty-eight days before the **Voting Date**;

- 7.11.2 the notice shall contain all such information about, and shall be accompanied by such other documents as would be required to be given or sent to a **Member** in connection with a **Proposition** had it been intended to vote on that **Proposition** at a meeting instead of by postal or electronic ballot with the exception, however, of any notice relating to voting by proxy at a meeting;
- 7.11.3 notice of a postal ballot shall include the address where completed voting papers, or other documents or information relating to the ballot should be sent;
- 7.11.4 notice of an electronic ballot shall include the email address, address of the website or other electronic repository where the facility for registering a vote may be accessed and how to access such facility;
- 7.11.5 in a combined ballot, the notice shall include the details set out in 7.11.3 and 7.11.4 but no **Member** or their proxy is entitled to vote in both the postal and electronic ballot;
- 7.11.6 subject to these Rules, **the Board** may make such regulations as it thinks fit for holding postal, electronic or combined ballots, for counting of votes and for the safe keeping or destruction of associated documents and records and may appoint independent organisations to facilitate the ballots;
- 7.11.7 **the Board** shall announce the result of the postal, electronic or combined ballot within fourteen days of the **Voting Date** for the receipt of votes and the result shall be conclusive.
- 7.12 Nothing in these Rules prevents **the Board** at its discretion from combining permitted methods of participation in the activities of **the Society**, including but not limited to participation in **General Meetings**, such that the provisions of these Rules relating to the holding of physical meetings, participation in meetings by **Electronic Means**, and the holding of postal or electronic ballots may be combined to facilitate engagement of the **Members**, and in such circumstances the notice of meetings shall make clear the relevant arrangements.

8. AGENDA

- 8.1 No **Proposition** shall be accepted for consideration at any **General Meeting** unless it shall emanate from **the Board** or be notified to **the Secretary** by written requisition made by at least 250 **Members** of **the Society**.
- 8.2 Other than in respect of a **Proposition** emanating from **the Board**, no **Proposition** shall be accepted for consideration at any **Annual General Meeting** unless it shall be delivered to **the Secretary** ten weeks before the **Annual General Meeting**.
- 8.3 No candidate for election to **the Board** shall be placed on the ballot paper unless their nomination (whether by **the Board** or via self-nomination) has been received by **the Secretary** by a date set by **the Board** which shall be no less than twelve weeks before the **Annual General Meeting**.

- 8.4 **The Secretary** shall send to every **Member** entitled to vote at a **General Meeting** details of the **Propositions** to be voted on at the **General Meeting** and any candidates for election with the notice calling the meeting.
- 8.5 The **General Meeting** agenda shall be set in a manner and order as directed by the **Secretary**.

9. PROCEDURE

- 9.1 At all **General Meetings** the Chair of **the Board** or if absent the Vice Chair of **the Board** or if absent a **Member-Nominated Director** or if none is available an **Eligible Member** appointed by the **Members** shall be the Presiding Officer.
- 9.2 No business shall be considered at any **General Meeting** unless a quorum of twenty-five **Members** is **Present** (in person or represented by proxy) and entitled to vote.
- 9.3 Any member of **the Board** who would benefit from a **Proposition** by virtue of their membership of **the Board** shall not be charged with accepting or proposing the **Proposition** on behalf of **the Board** or be involved in the counting of votes.
- 9.4 Subject to **Legislation** and these Rules, all **Propositions** to be decided at a **General Meeting** shall be decided by a poll and unless required to be adopted as a Special Resolution, shall be decided by simple majority.
- 9.5 The election of the **Directors** shall be by ballot of **Members**.
- 9.6 **The Board** may make any security arrangements which it considers appropriate relating to the holding of a meeting of **the Society**. At any **General Meeting** where attendance by **Electronic Means** is permitted, **the Board** may make any arrangement and impose any requirement or restriction as is necessary and proportionate to ensure the identification of those taking part and the security of the **Electronic Communication**. An **Officer** or **the Secretary** may refuse entry (whether physically or by **Electronic Means**) to a **General Meeting** to any person who refuses to comply with any such arrangements. The Presiding Officer's decision, taken in good faith, on all matters of procedure or arising incidentally shall be final.
- 9.7 All **Members** seeking to attend and participate in a **General Meeting** by way of **Electronic Means**, where made available, shall be responsible for maintaining adequate facilities to enable them to do so. If it appears to the Presiding Officer that either or both of the **Electronic Platform** or security at any **General Meeting** have become inadequate or are otherwise not sufficient to allow the **General Meeting** to be conducted substantially in accordance with the provisions set out in the notice calling the meeting, then the Presiding Officer shall, without the consent of the **General Meeting**, interrupt or adjourn the **General Meeting**. Subject only to the requirement for the Presiding Officer to adjourn a **General Meeting** in accordance with this Rule, any inability of a person or persons to attend or participate in a meeting by **Electronic Means** shall not invalidate the proceedings of that **General Meeting**.

10. SPECIAL GENERAL MEETINGS

- 10.1 A **Special General Meeting** shall be called by **the Board** at a time, place and means to be determined by **the Board**:
 - 10.1.1 if **the Board** shall under Rule 6.5 or otherwise consider it necessary so to do, or
 - 10.1.2 within two calendar months of receipt by **the Secretary** of a written requisition made by at least 250 **Members** of **the Society** and stating the business for which it is desired.
- 10.2 No **Proposition** shall be accepted for consideration at any **Special General Meeting** unless it shall either emanate from **the Board** or be notified to **the Secretary** by written requisition made by at least 250 **Members** of **the Society** delivered to **the Secretary** six weeks before the proposed **Special General Meeting**.

11. SPECIAL RESOLUTIONS

- 11.1 No **Proposition** at any **General Meeting** shall be passed as a Special Resolution unless it is required to be so passed by or under any provision of **Legislation** or these Rules and at least fourteen days' notice expiring with the **Voting Date** and which shall include a statement that the **Resolution** will not be effective unless it is passed as a Special Resolution is given to the **Members** by written notice and (if **the Board** deems it desirable in any case) by advertisement.
- 11.2 Such **Proposition** shall not be effective as a Special Resolution unless it is passed by not less than three quarters of the number of **Members** entitled to vote on the **Proposition** and voting on a poll.

12. ENTITLEMENT OF MEMBERS TO ATTEND GENERAL MEETINGS AND VOTE ON PROPOSITIONS

- 12.1 The persons entitled to attend any **General Meeting** of **the Society** and/or vote on **Propositions** shall be any person who is:
 - 12.1.1 at the date of the **General Meeting** a **Member**;
 - 12.1.2 not under the age of eighteen years at the date of the **General Meeting**,
 - 12.1.3 any proxy appointed by a **Member** pursuant to Rule 13, subject to the provisions in this Rule 12.
- 12.2 Every **Member** shall have one vote and when the votes are equal the Presiding Officer, in accordance with Rule 9.1, shall have a casting vote.
- 12.3 The holder of a power of attorney from a person who is a **Member** entitled to vote under Rule 12.1 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 the holder were a **Member** and in the **Member's** place but shall not be entitled to appoint a proxy.

- 12.4 **Members** who are entitled to vote under Rule 12.1, 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 their mental disorder, may vote by their receiver, curator bonis or other representative in any way in which **Members** are permitted to vote. 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 **General Meeting** at which the right to vote is to be exercised, and in default, or where **the Board** is not satisfied (in its discretion) as to the authority of the person claiming to exercise the right to vote, the right to vote shall not be exercisable.

13. APPOINTMENT OF PROXIES

- 13.1 A **Member** who is entitled to attend and vote at any **General Meeting** of the **Society**:
- 13.1.1 may appoint another person (whether or not a **Member**) as a proxy to attend and to vote at the **General Meeting** instead of the **Member**; and
 - 13.1.2 may direct the proxy how to vote at the **General Meeting**.
- 13.2 If a **Member** has appointed a proxy, the **Member** shall not be entitled to vote in person unless that **Member** has previously revoked the appointment of a proxy and has given written notice of such revocation to **the Society** in accordance with the method provided in Rule 13.3.1 and, where appointments are permitted to be made by **Electronic Means**, Rule 13.3.2.
- 13.3 The instrument appointing a proxy shall be:
- 13.3.1 deposited at the **Registered Office** or such other place as is described in the notice of **General Meeting**; or
 - 13.3.2 if the **Board** permits appointments to be made by **Electronic Means**, via a website or sent to such electronic address or in **Electronic Form** as **the Society** may specify for the purpose,
- in each case not less than five clear days before the day appointed for holding the **General Meeting** and in default the appointment shall not be treated as valid.
- 13.4 The instrument appointing a proxy shall be in such form, including such explanatory notes as **the Board** may from time to time determine and shall be signed by the **Member**.
- 13.5 **The Board** may make regulations (subject always to the provision of **Legislation** and the Rules) for the provision and return of proxy appointments.
- 13.6 A proxy appointment shall be deemed to confer the authority to attend and vote at a **General Meeting**.
- 13.7 A vote given at a **General Meeting** in accordance with the terms of a proxy appointment shall be valid notwithstanding:
- 13.7.1 the previous death or incapacity of the appointer, or the revocation of the proxy or of the authority under which the proxy was executed provided that no notice in writing of any such event as aforesaid has

been received by **the Society** at the **Registered Office** (or, where appointments are permitted to be made by **Electronic Means**, by the method set out in Rule 13.3.2) before the date of the **General Meeting**; or

13.7.2 that since the last date specified for the delivery of proxy appointments the appointer has ceased to be entitled to attend and vote at the **General Meeting**.

13.8 The Board may from time to time prescribe:

13.8.1 the method for determining the time at which any appointment of proxy or revocation sent by means of **Electronic Communication** is to be treated as received by **the Society**;

13.8.2 the procedure for the conduct of an electronic appointment of proxy including, but not limited to, the methods of establishing authenticity and integrity of the completed electronic appointment of proxy.

13.9 If two or more valid proxy appointments are received in accordance with these Rules in respect of the same **Member** for use at the same **General 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 on which it is signed or the method of delivery) 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 **General Meeting** and **the Society** acting by **the Board** is unable to determine which was last received, none of them shall be treated as valid in respect of that **General Meeting**.

14. ELECTION OF DIRECTORS

14.1 **The Board** shall consist of not more than twelve nor fewer than seven **Directors**, the number being agreed by **the Board** according to business need.

14.2 **The Board** shall consist of:

14.2.1 not more than five nor fewer than three **Member-Nominated Directors** who have self-nominated in accordance with Rule 8.3; and

14.2.2 not more than five nor fewer than three **Board-Nominated Directors** who are nominated by the Board; and

14.2.3 not more than two **Executive Directors**, each of whom holds the position of **Senior Manager** and who has been nominated by **the Board**.

Elections to fill vacancies on **the Board** shall be held at the **Annual General Meeting**.

14.3 The persons so elected shall continue in office for a term which shall expire at the end of the third **Annual General Meeting** following the **Annual General Meeting** at which they were elected but shall, subject to Rules 14.1, 14.2 and 14.5 be eligible for re-election.

- 14.4 Save as provided in Rule 15.1, **Non-Executive Directors** shall vacate office at the end of the **Annual General Meeting** which shall follow the date on which each individual has served the **Maximum Term of Office** and shall not be eligible for re-election.
- 14.5 **Directors** who are seventy or more years of age at the date on which they are elected to **the Board** shall cease to hold office at the end of the next **Annual General Meeting** but shall, subject to Rules 14.1, 14.2, 14.4 and 17.1 be eligible for re-election. For the purposes of Rule 14.4, such requirement for annual election shall not have the effect of reducing the **Maximum Term of Office**.
- 14.6 **Directors** attaining the age of seventy during their term of office shall retire from office at the next **Annual General Meeting** but shall, subject to Rules 14.1, 14.2, 14.4 and 17.1 be eligible for re-election. For the purposes of Rule 14.4, such requirement for annual election shall not have the effect of reducing the **Maximum Term of Office**.
- 14.7 Elections for **Directors** required to stand for annual re-election under Rules 14.5 and 14.6 shall not be contested other than at the end of a three-year term of office.
- 14.8 Each **Non-Executive Director** shall be entitled to be paid such reasonable fees as **the Board** may from time to time determine.
- 14.9 Each **Executive Director** shall be entitled to such remuneration as **the Board** may from time to time determine. Such remuneration shall be a Society Expense which is subject to Rule 26.

15. REPLACEMENT OF DIRECTORS

- 15.1 If for any reason there is a vacancy in the office of **Director**, as determined by the maximum numbers referred to in Rule 14.2, then:
 - 15.1.1 if the vacancy arises in the office of a **Non-Executive Director**, **the Board** may co-opt an **Eligible Person** or
 - 15.1.2 if the vacancy arises in the office of an **Executive Director**, **the Board** may co-opt an executive officer of **the Society** who holds the position of **Senior Manager**;in each case as a replacement until the next **Annual General Meeting** when such a replacement shall retire but may, subject to these Rules, be eligible for election for the remainder of the term of the **Director** whose cessation caused the vacancy. Such a replacement shall not be a candidate who has failed to be elected to **the Board** within the preceding twelve months. Such a replacement shall not be a person who has previously served the **Maximum Term of Office** on the Board other than in the case of an **Executive Director**.
- 15.2 An **Executive Director** ceasing for any reason to be an employee of **the Society** or a **Senior Manager** shall forthwith automatically vacate the office of **Director**.

16. REMOVAL OF DIRECTORS

- 16.1 Any **Director** may be removed from office at any time by a **Resolution** passed by a majority of the **Members** entitled to vote and voting at a **Special General Meeting** called for that purpose.

- 16.2 **The Board** shall have the power to remove any **Director** providing materially false or misleading information under Rule 17.2.
- 16.3 Any **Director** whose behaviour is in breach of the requirements of the **Relevant Regulator's** Code of Conduct, contrary to the Benenden values or likely to bring the organisation into disrepute may be asked to resign.
- 16.4 Any **Director** shall cease to hold office if requested in writing by a majority of **Directors** to resign and a decision that the **Director** has vacated office is thereafter made at a meeting of **the Board** of Directors in accordance with Rule 16.5.
- 16.5 A decision of **the Board** under Rule 16.2, 16.3 or 16.4 shall require a two-thirds majority of those present and entitled to vote. The decision shall be notified to the **Director** as soon as practicable, and in any event within seven days.
- 16.6 Any **Director** who ceases to be eligible under Rule 17.1 shall immediately vacate office.

17. ELIGIBILITY OF CANDIDATES

- 17.1 For the purpose of Rules 14 and 15 an **Eligible Person** means an individual who:
 - 17.1.1 is not under the age of eighteen years and either (a) will not have attained the age of seventy years prior to the date on which either the election is held or, in the case of a co-option under Rule 15, the co-option would take effect; or (b) if the individual will be seventy or more years of age at the date on which the election would take effect, that individual has been approved by resolution of **the Board** as eligible for election, and the individual's age and the reasons for **the Board's** approval of eligibility to stand for election have been notified to every person entitled to vote at the election, and
 - 17.1.2 where Rule 17.2 applies, has provided the information and evidence required by **the Board**, and
 - 17.1.3 will not be ineligible under Rule 14.3 to stand for election to **the Board** at the date on which the election is held.
 - 17.1.4 in the case of a **Member-Nominated Director**, is a **Member** of the **Society**.
- 17.2 **The Board** may require individuals nominated for election as a **Director** to supply in writing such forms as **the Board** may specify, evidence as to their eligibility, qualifications, financial and managerial experience, creditworthiness, competence and character and to complete in draft any form or questionnaire that, if elected, they may be required to submit to any regulatory authority. Any individual providing materially false or misleading information under this Rule may be removed by **the Board** from those nominated for election.
- 17.3 Any change, whether before or after election to **the Board**, to the information supplied by a **Director** or a prospective **Director** under Rule 17.2 shall be notified immediately by them to the Chief Executive.
- 17.4 **The Board** may require individuals nominated for election as **Member-Nominated Directors** to participate in an interview process.

- 17.5 **The Board** has the right to remove a candidate nominated for election as a **Member-Nominated Director** from the election process if **the Board** deems that the election of the candidate would not be in the best interests of **the Society**.

18. MANAGEMENT

- 18.1 Subject to any **Legislation**, the Memorandum, these Rules and any **Resolution** passed at an **Annual** or **Special General Meeting**, the business of **the Society** shall be directed by **the Board** which may exercise all the powers of **the Society**.
- 18.2 No alteration in these Rules and no such **Resolution** shall invalidate any prior act of **the Board** which would have been valid if that alteration had not been made or that **Resolution** had not been passed.
- 18.3 Without prejudice to the generality of Rules 18.1 and 18.2, **the Board**
- 18.3.1 shall ensure the direction and management of all affairs and business of **the Society**;
 - 18.3.1.1 by a sufficient number of persons fit and proper to be **Directors** or other **Officers**, in their respective positions;
 - 18.3.1.2 with prudence and integrity;
 - 18.3.1.3 in the best interests of the **Members** and in accordance with best practice; and
 - 18.3.1.4 in accordance with the Memorandum and these Rules and with **Legislation**.
 - 18.3.2 shall supervise the activities of any **Controlled Body** of **the Society**.

19. CHIEF EXECUTIVE

- 19.1 **The Society** must have a Chief Executive who shall be appointed by **the Board** and whose appointment may be terminated by **the Board**.
- 19.2 The terms of service of the Chief Executive shall be determined by **the Board**.
- 19.3 The Chief Executive is responsible under the immediate authority of **the Board** for the conduct of the business of **the Society**.
- 19.4 Subject to **Legislation**, **the Board** may resolve to give to the Chief Executive the responsibility for the carrying on by **the Society** of those activities which are regulated by the **Relevant Regulator**.
- 19.5 **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. BOARD OF DIRECTORS

- 20.1 A duly convened meeting of **the Board** at which a quorum of not less than half of the **Directors** for the time being is present, with at least half of the **Member-Nominated Directors** present and at least half of the **Board-Nominated Directors** present, may exercise all powers exercisable by **the Board**.
- 20.2 **The Board** shall have the power to act notwithstanding any vacancy or vacancies in their own body.

- 20.3 Every question before **the Board** shall be decided by consensus or by a majority of votes of **the Board** and if the votes be equal the **Director** chairing the meeting shall have a casting vote. In the event of a vote being called, should the number of **Member-Nominated** and **Board-Nominated Directors** present not be equal, an appropriate number of either **Member-Nominated** or **Board-Nominated Directors** shall withdraw from voting to enable decisions to be taken by an equal number of **Board-Nominated** and **Member-Nominated Directors**, with the Chair retaining a casting vote.
- 20.4 All acts done by **the Board**, or any committee or sub-committee, or any person acting as a **Director** shall, notwithstanding that it be afterwards discovered that there was some defect in the constitution of **the Board** or committee or sub-committee or in the election or re-election or appointment of any **Director** or committee 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 Board** or committee or sub-committee had been properly constituted and as if every such person had been duly elected or re-elected or appointed or entitled to vote and, where appropriate was qualified and had been a **Director**.
- 20.5 Subject to **Directors** complying with the 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 **the Society** is a party;
 - (b) prohibit particular contracts;
 - (c) require a contract to be approved by a **Resolution of the Society** in **Annual** or **Special 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 them being at the same time **Directors**.
- 20.6 **Directors** shall not vote as **Directors** in regard to any contract, or proposal therefor, in which they are interested, whether directly or indirectly, or upon any matter arising out of it. If they shall so vote, their votes shall not be counted nor shall they be reckoned in estimating a quorum when any such contract, or proposal therefor, is under consideration.
- 20.7 Notwithstanding anything contained in this Rule, the prohibition contained in the above Rule 20.6 may at any time or times be suspended or relaxed to any extent by **Resolution of the Society** in **Annual** or **Special General Meeting**.
- 20.8 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 **Director** may have as a director of a **Controlled Body** of **the Society**.

21. CHAIR, VICE-CHAIR

- 21.1 **The Board** shall elect from amongst the **Board-Nominated Directors**, a Chair who shall preside at all their meetings and who shall cease to hold such office when **the Board** shall so determine.
- 21.2 **The Board** shall elect from amongst the **Member-Nominated Directors** a Vice-Chair who shall preside in the absence of the Chair, and who shall cease to hold office when **the Board** shall so determine.
- 21.3 If at any duly convened meeting of **the Board** the Chair and the Vice-Chair shall not be present, the members present shall elect one of the **Non-Executive Directors** to chair that meeting.

22. MEETINGS

- 22.1 **The Board** shall meet no less than four times a year at such times as they shall determine.
- 22.2 The Chair or any six **Directors** may require a special meeting by giving notice in writing to **the Secretary**. A special meeting shall be convened by **the Secretary** within fourteen days of receipt of such notice at such a time and place as **the Secretary** may determine. The business shall be that specified in the notice and no other business shall be taken at that meeting.

23. ATTENDANCE OF OTHER OFFICERS

The Chief Executive (if not a member of **the Board**) and **the Secretary** shall attend all meetings of **the Board** and be at liberty to take part in them.

24. SECRETARY

- 24.1 **The Society** shall have a **Secretary** who is an **Eligible Member** and whose appointment, terms of service, and termination of appointment shall be governed by **the Board**.
- 24.2 The duties of **the Secretary** shall be such as **the Board** may from time to time determine.

25. FINANCE

- 25.1 All monies received on account of contributions, levies, donations or otherwise shall be applied in carrying out the purposes of **the Society** in accordance with the Rules; both monies received and income from investments shall be credited to the appropriate funds.
- 25.2 All donations to **the Society** in the absence of an expressed desire by the donor that the gift shall be applied for any particular purpose shall be applied to the general funds of **the Society**.
- 25.3 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 **the Society** and its **Controlled Bodies**.

26. SOCIETY EXPENSES

- 26.1 Society Expenses shall be determined by **the Board**. Society Expenses shall be all expenditure included in the accounts of **the Society** other than:
 - 26.1.1 costs attributable to **Members'** and **Nominees'** benefits
 - 26.1.2 any exceptional items as determined by **the Board**
- 26.2 Society Expenses shall not exceed 24% of the total of:
 - 26.2.1 member contributions
 - 26.2.2 dividends from subsidiaries
 - 26.2.3 other net incomeaveraged over the sum of the current financial year and the previous two financial years
- 26.3 **The Board** shall report to the **Annual General Meeting**
 - 26.3.1 current year Society Expenses
 - 26.3.2 current year Society Expenses percentage
 - 26.3.3 Society Expenses percentage as in 26.2
 - 26.3.4 current year expenditure on any exceptional items
- 26.4 The Society Expenses shall include:
 - 26.4.1 The expenses of travelling and all other expenses properly incurred by **the Officers** in attending meetings and **General Meetings** where it is their duty to be present in accordance with a scale drawn up from time to time by **the Board**.
 - 26.4.2 The expense of insuring against accidental death or injury in such sum or sums as **the Board** may from time to time determine all **Officers** and **Members** of **the Society** when on Society business including travelling thereon.
 - 26.4.3 Such sum or sums as **the Board** may, in accordance with actuarial advice, from time to time determine for establishing and maintaining a scheme granting superannuation benefits to employees of **the Society** in accordance with the rules of such a scheme.

27. INVESTMENT

Subject to the provisions of **Legislation**, such of the funds of **the Society** as are not wanted for immediate use or to meet the usual accruing liabilities shall with the consent of **the Board** or of the majority of the **Members** entitled to vote and voting at any **General Meeting** be invested by **the Society** in such investments as **the Society** may think fit.

28. ACCOUNTS AND AUDIT

- 28.1 **The Board** shall cause proper accounting records of **the Society** (including a separate account of Society Expenses) to be kept, and systems of control of its business and records and of inspection and report to be established and maintained by the Chief Executive in accordance with **Legislation**.

- 28.2 Copies of the **Financial Statements** for the last financial year, the last **Report of the Board** and the last **Report of the Auditors** shall be supplied free of charge to every **Member** on demand and shall be made available at every office of **the Society**.
- 28.3 **The Board** shall cause to be maintained separate accounts for, and which identify the separate assets of, any **Controlled Bodies**.

29. AUDITORS

- 29.1 At each **Annual General Meeting the Society** shall appoint or reappoint an auditor who is eligible for appointment as auditor. For the purpose of this rule, an individual or firm recognised in accordance with **Legislation** as qualified to audit **the Society** and its **Controlled Bodies** is eligible for appointment as auditor.
- 29.2 **The Society** shall, within one week of the date of the **Annual General Meeting**, notify the **Relevant Regulator** if no auditor has been appointed or reappointed.
- 29.3 **The Board** may appoint an auditor to fill any casual vacancy occurring between **General Meetings of the Society**.
- 29.4 The remuneration, including any sums in respect of expenses, to be paid to the auditor shall be fixed by **the Board**.
- 29.5 **The Society** may by ordinary **Resolution** in **Annual** or **Special General Meeting** remove an auditor before expiration of their term of office, and notice of such **Resolution** shall be sent, within fourteen days, by **the Secretary** to the **Relevant Regulator**. A **Resolution** of an **Annual** or **Special General Meeting of the Society** removing an auditor before the expiration of their term of office or 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 twenty-eight days before the **General Meeting** at which it is moved. On receipt of such notice **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, inform the **Members** of any representations made by the person proposed to be removed, or as the case may be, by the retiring auditor, and shall make copies of the representations available at the **General Meeting** at which the **Resolution** is to be moved.
- 29.6 Where **the Society** receives from an auditor a written notice of their resignation from office, **the Secretary** shall, within fourteen days, send a copy of that notice to the **Relevant Regulator**.
- 29.7 Where **the Society** receives from an auditor, on cessation of their office, a statement of any circumstances which they consider 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**.
- 29.8 Where the auditor, with a notice referred to in Rule 29.6, requisitions the convening of a **Special General Meeting** for the purpose of considering an explanation of the circumstances connected with their resignation, **the Board** shall within twenty-one days convene such a meeting for a day not more than

twenty-eight 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 of **Legislation**.

30. DISPUTES

- 30.1 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 a person aggrieved and **the Society**, or any **Officer** but only in their capacity as an **Officer of the Society**, it shall be determined by arbitration in the manner directed by Rule 30.2 unless the parties to the dispute agree that it shall be determined by the County Court or, in Scotland, the Sheriff, and it is so determined.
- 30.2 Any such dispute as is referred to in Rule 30.1 shall be referred to and finally resolved by an arbitrator agreed by the parties or failing agreement by an arbitrator appointed on the application of either party by the President or a Vice-President of the Chartered Institute of Arbitrators.
- 30.3 If a party to a dispute has applied to **the Society** under Rule 30.2 for determination of the dispute by arbitration and no such determination has been made within the period of forty days beginning with the day on which the application was made and either party applies for determination of the dispute by the County Court or, in Scotland, the Sheriff, the dispute may be so determined.
- 30.4 In this rule the expression "dispute" includes any dispute arising on the question whether a **Member** or a 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:
- 30.4.1 any dispute other than a dispute on a question which arose while such person was a **Member** or arises out of such person's membership, nor:
- 30.4.2 a dispute which has arisen as a result of and incidentally to a dispute between a **Member**, or person aggrieved who has ceased to be a **Member**, and a person claiming through such **Member** or person or under the Rules of **the Society**.

31. VOLUNTARY DISSOLUTION

The Society may at any time be dissolved by an instrument of dissolution approved by a Special Resolution of **the Society** as determined by Rule 11.

32. DISTRIBUTION ASSETS

- 32.1 Without prejudice to its own obligations under the Act, **the Society** shall not transfer any of its assets other than for **Full Consideration** unless such transfer is to a registered Charity or Charities as **the Board** may determine, provided such Charity or Charities shall have objects all or some of which are similar or substantially similar to the purposes of **the Society** or shall have as one of its main objects the provision of hospital or healthcare services.

- 32.2 Upon the winding up of **the Society**, or upon its being dissolved by consent, any surplus remaining after payment in full of **the Society's** creditors, shall be distributed to a registered Charity or Charities as **the Board** may determine provided such Charity or Charities shall have objects all or some of which are similar or substantially similar to the purposes of **the Society** or shall have as one of its main objects the provision of hospital or healthcare services.

33. NOTICES

Any notice which under these rules is to be in writing may be given by **Electronic Communication**. 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 the last known address of such **Member** or person and delivered at or sent by post to that address or, unless the law or these rules require service by some other means, if given by using **Electronic Communication** to an address for the time being notified to **the Society** by such **Member** or person.

34. INSPECTION OF RECORDS

Subject to **Legislation**, **the Board** shall cause the records of **the Society** to be available for the inspection of 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 Chief Executive to reproduce the same accordingly.

35. ALTERATION TO MEMORANDUM AND RULES

- 35.1 No alteration to, amendment of or rescission of the Memorandum or Rules shall be valid unless passed by a majority of **Members** entitled to vote and voting at an **Annual** or **Special General Meeting**.
- 35.2 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 **the Act** must be adopted by Special Resolution by **the Society** at an **Annual** or **Special General Meeting**; and any amendment of a provision in its Memorandum which permits it to do so must also be so adopted.
- 35.3 No new Rule or amendment of the Memorandum or Rules is valid until registered or until such later date as is specified in the record of alteration.
- 35.4 One free copy of the Memorandum and these Rules shall be provided by **the Society** to every person on demand in accordance with **Legislation**.

36. INSPECTION

An application may be made by 100 **Members** or, if the number of **Members** of **the Society** shall be less than 1000, by one tenth in number of the **Members** of **the Society**, to the **Relevant Regulator** for an inspection of the affairs of **the Society** or the calling of a **Special General Meeting** or both in accordance with **Legislation**.

37. COMPLAINTS

- 37.1 If any complaint shall arise between **the Society** and any **Member** or any person claiming through a **Member**, such complaint shall be addressed through **the Society's** internal complaints procedure.
- 37.2 Copies of **the Society's** internal complaints procedure shall be supplied to **Members** or any persons claiming through a **Member** on demand and shall be enclosed with letters acknowledging receipt of such complaint.
- 37.3 Where a relevant complaint cannot be resolved through **the Society's** internal complaints procedure, such complaint may be referred by the **Member**, or person claiming through a **Member**, to the Financial Ombudsman Scheme, details of which shall be displayed within **the Society's** internal complaints procedure.

38. INDEMNITY TO BOARD MEMBERS, OFFICERS AND EMPLOYEES

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**. Every **Director** 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.

39. APPLICABLE LAW

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

40. VALIDITY OF PREVIOUS RULES

No rules of The Benenden Healthcare Society registered under the Friendly Societies Act 1974 shall have effect on the incorporation of The Benenden Healthcare Society Limited under the Friendly Societies Act 1992.

INTERPRETATION

In these Rules:

- Unless otherwise provided, words denoting the singular shall include the plural and words denoting the plural shall include the singular.
- Expressions defined in **Legislation**, where the context permits, have the same meaning.
- Reference to any statute, statutory provision or statutory instrument shall include reference to any statutory modification or re-enactment thereof.

Act, the	The Friendly Societies Act 1992, as amended from time to time.
Annual General Meeting	The Annual General Meeting of the Society held every year under Rule 7.
Application	The completion of an application process for a Product .
Approved Treatment	Treatment in an establishment approved by the Board .
Board, the	The Board of Directors, the directing body of the Society acting as the committee of management for the purposes of the Act .
Board-Nominated Director	An individual nominated by the Board and elected to the Board pursuant to Rule 14 or co-opted pursuant to Rule 15.
General Meeting	Any General Meeting , whether an Annual General Meeting or a Special General Meeting
Controlled Body	A body corporate in respect of which the Society has control or joint control within the meaning of Legislation .
Director	Any Non-Executive or Executive member of the Board , elected pursuant to Rule 14 or co-opted pursuant to Rule 15.
Electronic Communication	As defined by the Electronic Communications Act 2000.
Electronic Form and Electronic Means	A document is supplied in Electronic Form or by Electronic Means if it is sent via electronic equipment for the processing or storage of data, for example by email or fax.
Electronic Platform	Any form of electronic platform or facility, including but not limited to any website address and conference call system and any device, system, procedure, method or other facility providing Electronic Means of attendance at and/or participation in a meeting determined by the Board and specified in the notice of that meeting.
Eligible Member	A Member who is not under the age of eighteen years.
Eligible Person	An individual eligible to stand for election, or be co-opted, to the Board under Rules 14 and 15.

Executive Director	A member of the Board elected pursuant to Rule 14 or co-opted pursuant to Rule 15 who holds the position of Senior Manager
Financial Statements	The classes of document (including the notes to them) that have been prepared in accordance with Legislation for the last financial year of the Society before the date of the Annual General Meeting at which they are laid.
Full Consideration	An arm's length transaction between unrelated parties for an amount not less than the fair market value.
Legislation	The Act , the Financial Services & Markets Act and any other act or acts or statutory instruments or statutory provisions (including for the avoidance of doubt the Relevant Regulator's Handbooks) from time to time in force relating to friendly societies or to other firms carrying on similar business to the Society .
Maximum Term of Office	Normally three terms of three years, whether or not consecutive, but this may be extended by the Board in exceptional circumstances.
Member	A member of the Society .
Member-Nominated Director	A self-nominated Member elected to the Board pursuant to Rule 14 or co-opted pursuant to Rule 15.
Nominee	A person nominated by a Member under Rule 3.
Non-Executive Director	The Member-Nominated and Board-Nominated Directors .
Officers	The Directors and the Secretary .
Present	For the purposes of a physical General Meeting (whether Annual or Special) held by a combination of physical or Electronic Means , present in person or by Electronic Means (and references to persons attending by Electronic Means is defined as attendance at a General Meeting (whether Annual or Special) via the Electronic Platform(s) stated in the notice of such meeting).
Product	Such benefit or combination of the benefits as the Society may make available to Members and their Nominees or any individuals from time to time and as detailed in the relevant Product Terms .
Product Terms	The document for each Product of the Society detailing the terms of that Product .
Proposition	A proposal submitted for discussion or decision at a General Meeting (whether Annual or Special) which, if adopted, shall become a Resolution ; or for alteration to the Memorandum or any Rule, including the deletion of existing clauses in the Memorandum or any Rule and insertion of new clauses and Rules.

Registered Office	The Registered Office of the Society from time to time.
Relevant Regulator	The Prudential Regulation Authority and/or the Financial Conduct Authority or any successor body or bodies to either or both of them.
Report of the Auditors	The annual report by the auditors prepared in accordance with Legislation .
Report of the Board	The annual report by the Board on the activities of the Society prepared in accordance with Legislation .
Resolution	A Proposition (as defined above) adopted by a General Meeting (whether Annual or Special).
Secretary, the	The Secretary of the Society .
Senior Manager	An individual approved by the Relevant Regulator to hold a Senior Manager Controlled Function as defined in Section 59 of the Financial Services & Markets Act 2000.
Society, the	The Benenden Healthcare Society Limited.
Special General Meeting	A Special General Meeting of the Society called under Rule 10.
United Kingdom	The United Kingdom of Great Britain and Northern Ireland.
Voting Date	In respect of a General Meeting (whether Annual or Special) the earlier of the date on which the General Meeting is to be held and the final date for the receipt of completed postal ballot papers specified in the notice of General Meeting .

Friendly Societies Act 1992

Acknowledgement of registration of a rule alteration

This document acknowledges the registration of the alteration of the attached rules under Friendly Societies Act 1992 to take effect on 14 Nov 2025 for:

Society: The Benenden Healthcare Society Limited

Registration number: 480 F

Date: **14 November 2025**





0300 304 5700*



www.benenden.co.uk

*Calls to 03 numbers from UK landlines and mobiles cost no more than a national rate call to 01 or 02 numbers. If you receive inclusive free calls to 01 or 02 numbers with your landline or mobile tariff, calls to 03 numbers will also be included.