

Memorandum and Rules

Issue Date: 3 November 2022



Board of Directors

Bob Andrews (Chief Executive)
Jo Andrews
Ian Blanchard
Helen Chamberlain (Chief Financial Officer)
Paula Clark
Brian Eaton
David Fletcher
David Furniss (Chair)
Angela Hays (Vice Chair)
Deryck Lewis
Les Philpott
Sameer Rahman

Chief Executive:

Bob Andrews

Secretary:

René Fraioli

Deputy Secretary:

Deryck Lewis

Company Secretary:

Richard Johnston ACG

Medical Adviser:

Mr Rowan Connell MD FRCOG

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 on a discretionary basis or by effecting and carrying out contracts, funded by voluntary contributions 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.

Form MSR/FS/MEM 3

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**Certificate of Registration of an
Alteration of a Memorandum
(Friendly Societies Act 1992 sch. 3 para. 6)**

Name of Society: **The Benenden Healthcare Society Limited**

Register No: **480 F**

The alteration of the society's memorandum set out in the attached record of alteration, was registered on **28 June 2017** to take effect on **5 July 2017**, the date specified in that record.

A copy of this certificate and the record of the alteration is kept on the public file of the society.

Date: **28 June 2017**



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 2022

All previous rules rescinded

1. INTERPRETATION

- 1.1 In these Rules, unless otherwise provided, words denoting the singular shall include the plural and words denoting the plural shall include the singular, and words denoting one gender shall be deemed to include the other.
- 1.2 In these Rules the expressions following in the left column shall, unless otherwise provided, bear the meanings appearing against them in the right column:
- | | | |
|--------|--------------------------------|---|
| 1.2.1 | The Society | The Benenden Healthcare Society Limited. |
| 1.2.2 | The Act | The Friendly Societies Act 1992, as amended from time to time. |
| 1.2.3 | The Statutes | 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. |
| 1.2.4 | Member | A Member of the Society. |
| 1.2.5 | The Board | The Board of Directors. |
| 1.2.6 | Civil Service | The Civil Service of the governments of Great Britain and Northern Ireland. |
| 1.2.7 | United Kingdom | The United Kingdom of Great Britain and Northern Ireland the Isle of Man and the Channel Islands. |
| 1.2.8 | Treatment | Surgical or medical procedures recognised as suitable by the Board on the advice of the Society's Medical Advisers, the purpose of which is wholly and exclusively the cure or the active and significant mitigation of the effects of disease or injury. |
| 1.2.9 | Approved Treatment | Treatment in an establishment approved by the Board. |
| 1.2.10 | Consultation | An appointment for diagnostic purposes, arising from a referral by a General Practitioner, with a Consultant or other specialist approved by the Board; and, within discretionary financial limits laid down from time to time by the Board, necessary investigations and outpatient treatments related directly to the consultation. |
| 1.2.11 | The Secretary | The Secretary of the Society. |
| 1.2.12 | The Officers | The members of the Board and the Secretary. |
| 1.2.13 | Nominee | A person nominated by a member under Rule 4.1 |
| 1.2.14 | Notice by Advertisement | Notice to be given by way of advertisement in at least one newspaper circulating in the areas in which the Members live. |

1.2.15	Annual Conference	The Conference held in every year under Rule 14.1.
1.2.16	Proposition	A proposal submitted in accordance with the process set out in the Democratic Handbook as a Motion for discussion or decision at a Conference (whether Annual or Special) which, if adopted, shall become a Resolution; or for alteration to the Memorandum or any Rule, including deletion of existing clauses in the Memorandum or of any Rule and insertion of new clauses and Rules.
1.2.17	Resolution	A Proposition (as defined in Rule 1.2.16) adopted by a Conference (whether Annual or Special).
1.2.18	Report of the Board	The annual report by the Board on the activities of the Society prepared in accordance with the Statutes.
1.2.19	Report of the Auditors	The annual report by the auditors prepared in accordance with the Statutes.
1.2.20	Financial Statements	The classes of document (including the notes to them) that have been prepared in accordance with the Statutes for the last financial year of the Society before the date of the Annual Conference at which they are laid.
1.2.21	FCA	The Financial Conduct Authority or any successor body or bodies.
1.2.22	Controlled Body	A body corporate in respect of which the Society has control or joint control within the meaning of the Statutes.
1.2.23	Corporate Scheme	A scheme where an entity or organisation funds in full or in part or otherwise facilitates the payment of the membership contributions of a group of Members and/or Nominees.
1.2.24	Senior Manager	An individual approved by the Regulators to hold a Senior Manager Controlled Function as defined in Section 59 of the Financial Services and Markets Act 2000.
1.2.25	Non-Executive Officers	The Member Nominated Board Members, the Board Nominated Board Members and the Secretary.
1.2.26	Member Nominated Director	A member of the Board elected pursuant to Rule 21.1.1 or co-opted pursuant to Rule 22.1.1.
1.2.27	Board Nominated Director	A member of the Board elected pursuant to Rule 21.1.2 or co-opted pursuant to Rule 22.1.1.
1.2.28	Executive Director	A member of the Board elected pursuant to Rule 21.1.3 or co-opted pursuant to Rule 22.1.2.
1.2.29	Elected Capacity	Elected by Conference to the office of member of the Board or, under the Society's Rules prior to incorporation, as a Trustee or Treasurer.

- 1.2.30 **Nominations Committee** A sub-committee of the Board which includes in its terms of reference the task of identifying and recommending candidates for election to the Board.
- 1.2.31 **Eligible Member** A Member who is not under the age of 18 years.
- 1.2.32 **Electronic Communication** As defined by the Electronic Communications Act 2000.
- 1.2.33 **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.
- 1.2.34 **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.
- 1.2.35 **Regulators** The Prudential Regulation Authority and the Financial Conduct Authority or any successor body or bodies to either or both of them.
- 1.2.36 **Prevailing Rate Contribution** As at the date of commencement of a Corporate Scheme (and on each anniversary of the date of commencement of a Corporate Scheme) the contribution per head as most recently determined by the Board immediately preceding such date.
- 1.2.37 **Community** A group of Members of the Society in a geographical area defined by the Board.
- 1.2.38 **Direct Member Voting** Individual Members casting their vote via Electronic Means, postal ballot or by proxy.
- 1.2.39 **Member Council** A group of Representatives appointed by their Communities.
- 1.2.40 **Present** For the purposes of a physical Conference (whether Annual or Special), present in person or, for the purposes of a Conference (whether Annual or Special) held by a combination of physical and Electronic Means, present in person or by Electronic Means (and references to persons attending by Electronic Means is defined as attendance at Conference (whether Annual or Special) via the Electronic Platform(s) stated in the notice of such meeting).
- 1.2.41 **Registered Office** The registered office of the Society from time to time.
- 1.2.42 **Voting Date** In respect of a Conference (whether Annual or Special) the earlier of the date on which the Conference is to be held and the final date for the receipt of completed postal ballot papers specified in the notice of Conference.

- 1.3 Reference to any statute, statutory provision or statutory instrument shall include reference to any statutory modification or re-enactment thereof.
- 1.4 Expressions defined in the Statutes shall, where the context permits, have the same meaning in these Rules.

2. MEMBERSHIP

- 2.1 Any person may apply for admission into membership of the Society if he or she is, at the time of such application, over the age of 16 and normally resident in the United Kingdom. The admission of such person into membership of the Society shall be at the discretion of the Board.
- 2.2 Any Nominee whose nomination was in force on the date of the cessation of membership (for whatever reason) of the nominating Member can apply to join as a nominating Member provided an application and contributions are received within one year thereof.
- 2.3 Any Nominee over the age of 16 may apply for admission into membership.

3. RETENTION OF MEMBERSHIP

Membership may continue notwithstanding the fact that a Member shall be absent from the United Kingdom.

4. NOMINATIONS FOR BENEFIT

- 4.1 Any Member may nominate for benefit any person provided that the appropriate contribution mandate as provided by Rule 7 is given to the Society in respect of each Nominee. Each nomination shall continue in force until either the Member gives to the Society notice in writing revoking the nomination or the appropriate contribution ceases to be paid.

5. EXPULSION

Any Member shall be expelled from membership:

- 5.1 if he shall misapply the funds of the Society;
- 5.2 if he shall wilfully supply false information when applying for benefit; or
- 5.3 in the circumstances specified in Rule 10.4 or 10.5.

without prejudice to prosecution or to any liability to repay any sums due to the Society.

6. SCALE OF CONTRIBUTIONS

- 6.1 The monthly contribution per head payable by or on behalf of a Member or on behalf of each Nominee shall be such sum as shall be determined by the Board, following a timetabled period of detailed and meaningful consultation at meeting events with elected Member representatives.
- 6.2 Within 4 weeks of any change in the monthly contribution being determined the Secretary shall cause Notice by Advertisement of the details to be given to members.
- 6.3 Notwithstanding Rule 6.1, the monthly contribution per head payable by or on behalf of a Member or on behalf of each Nominee through a Corporate Scheme may, at the discretion of the Board, be the Prevailing Rate Contribution.

7. PAYMENT OF CONTRIBUTIONS

- 7.1 On applying for membership and subsequently when nominating a person for benefit, a Member shall give to the Society a mandate, in the form required by the Society, to direct the appropriate authority to deduct and pay to the Society annual contributions under Rule 6 by the agreed instalments.
- 7.2 In this Rule "the appropriate authority" shall mean the body responsible for paying on behalf of his or her employer the Member's wages, salary or pension. Or, if no arrangement is in force between the Society and such body for the payment of contributions, such bank, building society or other body as the Board shall approve.
- 7.3 In this Rule "the agreed instalments" shall mean such instalments as may from time to time be agreed between the Society and the appropriate authority. Or, if no such arrangement as is referred to in Rule 7.2 is in force, the phrase shall mean one year's contributions in advance or by quarterly or monthly instalments from the due date.

8. NON-PAYMENT OF CONTRIBUTIONS

- 8.1 If any mandate given by or on behalf of a Member under Rule 7.1 shall be cancelled, withdrawn or become ineffective (unless replaced by another mandate) membership shall cease and benefits shall not be provided to such Member or for any Nominees of that Member as from the date to which contributions have been paid.
- 8.2 Payment of contributions for a Member and any Nominees of that Member shall be waived for any period that such Member is absent without pay from employment on authorised sick leave from any cause.

9. BENEFITS

- 9.1 The Society is a society whose benefits vary according to the resources available. Accordingly the benefits set out in Rule 9.2 shall be provided to the extent that there are sufficient resources available to cover such provision, the first call on the resources being the provision of non-discretionary benefits.

- 9.2 Subject to Rule 9.1 the benefits provided by the Society for its Members and their Nominees shall be:
- 9.2.1 At the discretion of the Board, the defraying of costs of Consultation for a medical condition.
 - 9.2.2 The defraying of costs of Approved Treatment for tuberculosis or any allied complaint.
 - 9.2.3 At the discretion of the Board, the defraying of costs of approved treatment for cancer.
 - 9.2.4 Financial assistance to Members or their Nominees suffering from tuberculosis or any allied complaint or cancer in cases where the Board in its discretion considers that such a need exists, such assistance to be of such amount as the Board may in its discretion determine.
 - 9.2.5 At the discretion of the Board, the provision of Approved Treatment to Members or their Nominees suffering from any complaint in any hospital accommodation maintained or selected by the Society for such provision.
 - 9.2.6 At the discretion of the Board, the provision of a range of information services to assist members and their Nominees in their understanding of their health needs and opportunities for health and social care.
- 9.3 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 9.2 at the levels then prevailing, the Board shall convene a Special Conference 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.
- 9.4 In respect of all the benefits referred to in rules 9.2.1, 9.2.3, 9.2.4, 9.2.5 and 9.2.6 the Board shall have a complete discretion in terms of whether any sum should be paid and, if so, the amount of any such payment or, as appropriate whether any and, if so, what treatment should be provided.

10. DISQUALIFICATION FROM BENEFITS

- 10.1 A Member shall not be entitled to any benefit for himself or herself or any Nominee:
- 10.1.1 if at the time of application for benefit the Member has been a Member for less than six calendar months (inclusive of any time spent as the Nominee of a Member), or, (as the case may be) the Nominee has been nominated for benefit for less than six calendar months, or
 - 10.1.2 to cover the cost of treatment or consultation not approved by the Board.
- 10.2 The qualifying period outlined in Rule 10.1.1 shall not apply to any information services provided under Rule 9.2.6 which shall be available to members immediately.
- 10.3 The six month qualifying period outlined in Rule 10.1.1 may be waived for Members and Nominees joining through Corporate Schemes at the discretion of the Board provided such Nominees are included at the date the Member joins the Corporate Scheme.

- 10.4 Should any person entitled to benefit under these rules who has been granted and admitted to treatment be discharged from the hospital or other establishment for breach of regulations or shall have left the same against medical advice, that person shall not be eligible for any further benefit and if the Member themselves was receiving the benefit they shall be expelled from the Society, unless the Board shall otherwise determine.
- 10.5 Any Member or Nominee whose behaviour is in breach of the requirements of the Regulators' Code of Conduct, contrary to the Benenden values or may bring the organisation into disrepute may be expelled from membership at the discretion of the Board and will not have the right to re-apply for admission. For the avoidance of doubt, such behaviour will include, but not be restricted to, verbal or physical abuse of, or threats to, an employee or representative of the Society, or of a provider contracted by the Society.
- 10.6 Where a Member or Nominee is not ordinarily resident in the UK the benefits to which they are entitled may be restricted by the Society at the discretion of the Board.

11. REGULATIONS FOR BENEFITS

- 11.1 The Board shall make regulations for the manner in which benefits are to be claimed and setting limits on financial assistance and travelling expenses. Such regulations shall include information on eligibility for and rates of benefits, but shall not impose any penalties except as may be otherwise provided in these Rules.
- 11.2 The regulations shall take account of the wishes of Annual Conference, as decided by Resolution.
- 11.3 Copies of such regulations shall be available free of charge to Members at every office of the Society and shall be sent without charge upon request within seven days to any Member requesting the same.
- 11.4 Copies of such regulations shall specify the contribution rate from time to time determined under Rule 6.

12. MEMBER ENGAGEMENT

- 12.1 Every Member shall be a member of a Community based on the geographical post code in which they live.
 - 12.1.1 The role of each Community is to consider, collect and communicate the views of its Community members to the Society via the Member Council.
 - 12.1.2 Each Community shall have Community Representatives elected by its members.
 - 12.1.3 The geographical boundaries of each Community may be changed by a decision of the Board, having sought the views of the Member Council.
 - 12.1.4 Members may opt to join a Community other than the one to which they have been allocated under Rule 12.1 but shall not be a member of more than one Community.

- 12.2 There shall be a Member Council whose role shall include:
 - 12.2.1 Collating the views of Communities and communicating with the Board: and
 - 12.2.2 Acting as the representative body providing constructive challenge to the Board on behalf of Members.
- 12.3 Each Community shall appoint one of its Representatives as a member of the Member Council.
- 12.4 Members of the Board shall not be eligible to be members of the Member Council.
- 12.5 Members of the Member Council may receive a payment for their services. Whether such payment shall be made and the amount of any such payment shall be determined by the Board from time to time.

13. DEMOCRATIC HANDBOOK

- 13.1 A Democratic Handbook shall set out the processes for:
 - 13.1.1 Member engagement
 - 13.1.2 Benenden Health Communities
 - 13.1.3 The Member Council
 - 13.1.4 Submission of Propositions to any Conference (whether Annual or Special)
 - 13.1.5 Nominations for election as Member Nominated Directors.
- 13.2 The Democratic Handbook shall be approved jointly by the Board and the Members Council.
- 13.3 Changes to the Democratic Handbook may be made by the Board from time to time following agreement with the Member Council
- 13.4 One free copy of the Democratic Handbook shall be provided by the Society to every Member on demand.

14. CONFERENCES

- 14.1 Annual General Meetings (called Annual Conferences) shall be held in every year in the month of June at such time and place as may be determined by an Annual Conference four years earlier or, in default of such decision or where the Board acting reasonably decides it is not practicable to hold the meeting at that time, by the Board.
- 14.2 All other general meetings shall be called Special Conferences.
- 14.3 All Conferences 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 Conference if the Conference were held on the day of the notice and (if the Board deems it desirable in any case) by advertisement, in which case the advertisement shall be inserted in at least one newspaper circulating in the area or areas in which Members live (or such sub-set of Members as the Board decides).

- 14.4 Subject to these Rules, the period of such notice shall be at least 14 days expiring on the Voting Date.
- 14.5 The notice described in Rule 14.1 shall specify:
- 14.5.1 the time, date and place of the meeting;
 - 14.5.2 the nature of any Proposition to be moved before the meeting;
 - 14.5.3 the full name of each person nominated to the Board in accordance with these Rules;
 - 14.5.4 any other business to be conducted; and
 - 14.5.5 any other administrative arrangements required by these Rules to be included in a notice of meeting.
- 14.6 The Board shall lay before the Members at the Annual Conference a copy of the audited Financial Statements, the Report of the Board and the Report of the Auditors.
- 14.7 The Board may call a Conference 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. If the Board determines that a Conference 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. Where the Board resolves to enable persons entitled to attend and participate in a 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.
- 14.8 The Board may determine in its sole discretion that any business that would or could be dealt with at a Conference, 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:
- 14.8.1 notice of a postal, electronic or combined ballot shall be given in writing at least 28 days before the Voting Date;
 - 14.8.2 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;
 - 14.8.3 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;

- 14.8.4 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;
- 14.8.5 in a combined ballot, the notice shall include the details set out in 14.8.3 and 14.8.4 but no Member or their proxy is entitled to vote in both the postal and electronic ballot;
- 14.8.6 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;
- 14.8.7 the Board shall announce the result of the postal, electronic or combined ballot within 14 days of the Voting Date for the receipt of votes and the result shall be conclusive.
- 14.9 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 Conferences, 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.

15. AGENDA

- 15.1 No Proposition shall be accepted for consideration at any Conference unless it shall emanate from the Board or the Member Council, or be notified to the Secretary by written requisition made by at least 250 Members of the Society
- 15.2 Other than in respect of a Proposition emanating from the Board, no Proposition shall be accepted for consideration at any Annual Conference unless it shall be delivered to the Secretary 6 weeks before Conference.
- 15.3 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 at least 12 weeks before the Conference.
- 15.4 The Secretary shall send to every Member entitled to vote at a Conference details of the Propositions to be voted on at the Conference and any candidates for election with the notice calling the meeting.
- 15.5 The Conference agenda shall be set in a manner and order as directed by the Society Secretary.

16. PROCEDURE

- 16.1 At all Conferences the Chair of the Board or if absent the Vice Chair of the Board or if absent a Member Nominated Board member or if none is available an Eligible Member appointed by the Members shall be the Presiding Officer.
- 16.2 No business shall be considered at any Conference unless a quorum of 50 Members is present (in person or represented by proxy) and entitled to vote.

- 16.3 Any member of the Board who would benefit from a motion or a Proposition by virtue of their membership of the Board shall not be charged with accepting or proposing the motion or Proposition on behalf of the Board or be involved in the counting of votes.
- 16.4 Subject to the Statutes and these Rules, all Propositions to be decided at a Conference shall be decided by a poll and unless required to be adopted as a Special Resolution, shall be decided by simple majority.
- 16.5 The election of the Officers (other than the Secretary) shall be by ballot of Members.
- 16.6 The Board may make any security arrangements which it considers appropriate relating to the holding of a meeting of the Society. At any 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 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.
- 16.7 All Members seeking to attend and participate in a 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 meeting have become inadequate or are otherwise not sufficient to allow the 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 meeting, interrupt or adjourn the meeting. Subject only to the requirement for the Presiding Officer to adjourn a 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 meeting.

17. SPECIAL CONFERENCES

- 17.1 A Special Conference shall be called by the Board at a time, place and means to be determined by the Board:
 - 17.1.1 if the Board shall under Rule 9.3 or otherwise consider it necessary so to do, or
 - 17.1.2 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.

- 17.2 No Proposition shall be accepted for consideration at any Special Conference unless it shall either emanate from the Board or the Member Council, or be notified to the Secretary by written requisition made by at least 250 Members of the Society delivered to the Secretary 6 weeks before the proposed Special Conference.

18. SPECIAL RESOLUTIONS

- 18.1 No Proposition at any Conference shall be passed as a Special Resolution unless it is required to be so passed by or under any provision of the Statutes or these Rules and at least 14 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.
- 18.2 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.

19. ENTITLEMENT OF MEMBERS TO ATTEND CONFERENCES AND VOTE ON PROPOSITIONS

- 19.1 The persons entitled to attend any Conference of the Society and/or vote on Propositions shall be any person who is:
- 19.1.1 at the date of the Conference a Member;
 - 19.1.2 any proxy appointed by a Member pursuant to Rule 20, subject to the provisions in this Rule 19
- 19.2 Every Member shall have one vote and when the votes are equal the Presiding Officer, in accordance with Rule 16.1, shall have a casting vote.
- 19.3 The holder of a power of attorney from a person who is a Member entitled to vote under Rule 19.1 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.
- 19.4 Members who are entitled to vote under Rule 19.1, 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 Conference 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.

20. APPOINTMENT OF PROXIES

- 20.1 A Member who is entitled to attend and vote at any Conference of the Society:
 - 20.1.1 may appoint another person (whether or not a Member) as a proxy to attend and to vote at the Conference instead of the Member; and
 - 20.1.2 may direct the proxy how to vote at the Conference.
- 20.2 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 20.3.1 and, where appointments are permitted to be made by Electronic Means, Rule 20.3.2.
- 20.3 The instrument appointing a proxy shall be:
 - 20.3.1 deposited at the Registered Office or such other place as is described in the notice of Conference; or
 - 20.3.2 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 Conference and in default the appointment shall not be treated as valid.
- 20.4 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.
- 20.5 The Board may make regulations (subject always to the provision of the Statutes and the Rules) for the provision and return of proxy appointments.
- 20.6 A proxy appointment shall be deemed to confer the authority to attend and vote at a Conference.
- 20.7 A vote given at a Conference in accordance with the terms of a proxy appointment shall be valid notwithstanding:
 - 20.7.1 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 20.3.2) before the date of the Conference; or
 - 20.7.2 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 Conference.
- 20.8 The Board may from time to time prescribe:
 - 20.8.1 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;
 - 20.8.2 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.

20.9 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 Conference, 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 Conference 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 Conference.

21. ELECTION OF OFFICERS OTHER THAN THE SECRETARY

- 21.1 Subject to Rule 21.6, with effect from the date of registration of these rules and at each subsequent Annual Conference, elections to the Board shall be held to fill vacancies on the Board which shall consist of:
- 21.1.1 not more than six Member Nominated Directors who have self-nominated in accordance with Rule 15.3; and
 - 21.1.2 not more than six Board Nominated Directors who are recommended by the Nominations Committee and nominated by the Board; and
 - 21.1.3 not more than two executive officers of the Society, each of whom holds the position of Senior Manager and who has been nominated by the Board and in the case of an executive officer who will be 70 or more years of age at the date on which the election would take effect, their age and the reasons for the Board's approval of their eligibility have been notified to every person entitled to vote at the election.
- 21.2 Subject to the transitional arrangements in Rule 21A, the persons so elected shall continue in office for a term which shall expire at the end of the third Annual Conference following the Annual Conference at which they were elected.
- 21.3 From the Annual Conference in 2024, not less than one third of Board members shall stand down at every Annual Conference but shall, subject to Rules 21.1, 21.2, and 21.5 and be eligible for re-election.
- 21.4 Subject to the transitional arrangements in Rule 21A, save as provided in Rule 22.1, all Member Nominated Directors and all Board Nominated Directors shall vacate office at the end of the Annual Conference which shall follow the date on which each individual has served three terms (to a maximum of 9 years) on the Board (whether or not consecutive terms and whether or not each term has been of three years) and shall not be eligible for re-election.
- 21.5 Save as provided in Rule 22.1, at the Annual Conference in 2023, all members of the Board shall stand down and be eligible for re-election, such re-election to be for a term which shall expire at the end of the third Annual Conference following the Annual Conference in 2023, subject to the transitional arrangements in Rule 21A.

- 21.6 Members of the Board who are 70 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 Conference but shall, subject to Rules 21.1, 21.2, 21.5 and 24.1 be eligible for re-election. For the purposes of Rule 21.5, such requirement for annual election shall not have the effect of reducing the maximum tenure of nine years.
- 21.7 Members of the Board attaining the age of 70 during their term of office shall retire from office at the next Annual Conference but shall, subject to Rules 21.1, 21.2, 21.5 and 24.1 be eligible for re-election. For the purposes of Rule 21.5, such requirement for annual election shall not have the effect of reducing the maximum tenure of nine years.
- 21.8 Elections for members of the Board required to stand for annual re-election under Rules 21.6 and 21.7 shall not be contested other than at the end of a three-year term of office.
- 21.9 Each Board Nominated Director and each Member Nominated Director shall be entitled to be paid such reasonable fees as the Board may from time to time determine.

21A. ELECTION OF OFFICERS OTHER THAN THE SECRETARY – TRANSITIONAL ARRANGEMENTS

- 21A.1 Following the Annual Conference in 2023, the Board shall agree the transitional arrangements to allow for the process of rotation arising from Rule 21.4. In so doing the Board shall agree the sequence in which Board members will vacate office.
- 21A.2 The transitional arrangements provided in Rule 21A.1 may result in:
- 21A.2.1 Board members serving less than a three-year term; or
 - 21A.2.2 Board members in post at the end of the Annual Conference in 2022 serving more than three terms, in which case their service on the Board shall not exceed nine years in total.

22. REPLACEMENT OF OFFICERS OTHER THAN THE SECRETARY

- 22.1 If for any reason there is a vacancy in the office of a member of the Board, as determined by the maximum numbers referred to in Rule 21.1, then:
- 22.1.1 if the vacancy arises in the office of a Member Nominated Director or a Board Nominated Director, the Board may co-opt an Eligible Person or
 - 22.1.2 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 Conference when such a replacement shall retire but may, subject to these Rules, be eligible for election for the remainder of the term of the Board member 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 12 months. Such a replacement shall not be a person who has previously served three terms on the Board (whether or not consecutive terms) other than in the case of an Executive Director.

- 22.2 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 Board member.

23. REMOVAL OF OFFICERS OTHER THAN THE SECRETARY

- 23.1 Any Officer other than the Secretary may be removed from the office of member of the Board at any time by a Resolution passed by a majority of the Members entitled to vote and voting at a Special Conference called for that purpose.
- 23.2 The Board shall have the power to remove any Non-Executive Officer providing materially false or misleading information under Rule 24.3.
- 23.3 Any Non-Executive Officer whose behaviour is in breach of the requirements of the regulatory Code of Conduct, contrary to the Benenden values or likely to bring the organisation into disrepute may be asked to resign as a Director or Secretary.
- 23.4 Any Non-Executive Officer shall cease to hold office if requested in writing by a majority of Directors to resign and a resolution that that Officer has vacated office is thereafter passed at a meeting of the Board of Directors in accordance with Rule 23.5.
- 23.5 A decision of the Board under Rule 23.2, 23.3 or 23.4 shall require a two-thirds majority of those present and entitled to vote. The decision shall be sent by post to the Non-Executive Officer as soon as practicable, and in any event within seven days.
- 23.6 Any Non-Executive Officer who ceases to be eligible under Rule 24.1 shall immediately vacate office.

24. ELIGIBILITY OF CANDIDATES

- 24.1 For the purpose of Rules 21 and 22 an "Eligible Person" means an individual who:
- 24.1.1 is not under the age of 18 years and either (a) will not have attained the age of 70 years prior to the date on which either the election is held or, in the case of a co-option under Rule 21, the co-option would take effect; or (b) if the individual will be 70 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
- 24.1.2 where Rule 24.2 applies, has provided the information and evidence required by the Board, and
- 24.1.3 will not be ineligible under Rule 21.3 to stand for election to the Board at the date on which the election is held.
- 24.1.4 in the case of a Member Nominated Director, is a Member of the Society.

- 24.2 The Board may require individuals nominated for election as a Board member 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.
- 24.3 Any change, whether before or after election to the Board, to the information supplied by a member of the Board or a prospective member of the Board under Rule 24.2 shall be notified immediately by them to the Chief Executive.
- 24.4 The Board may require individuals nominated for election as Member Nominated Board Members to participate in an interview process with a panel consisting of a subset of the Board and the Member Council.
- 24.5 The Member Council (having sought the views of the Board) has the right to remove a candidate nominated for election as a Member Nominated Board Member from the election process if the Council deems that the election of the candidate would not be in the best interests of the Society.

25. MANAGEMENT

- 25.1 Subject to the Statutes, the Memorandum, these Rules and any Resolution passed at an Annual or Special Conference, the business of the Society shall be directed by a Board of Directors which may exercise all the powers of the Society. The Board is the directing body of the Society and is the Society's committee of management for the purposes of the Act. The members of the committee of management shall be known as and shall be Directors of the Society (and references in these Rules to "Board" or "Director" shall be construed accordingly).
- 25.2 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.
- 25.3 Without prejudice to the generality of Rules 25.1 and 25.2, the Board
- 25.3.1 shall ensure the direction and management of all affairs and business of the Society;
 - 25.3.1.1 by a sufficient number of persons fit and proper to be Board members or other Officers, in their respective positions;
 - 25.3.1.2 with prudence and integrity;
 - 25.3.1.3 in the best interests of the Members and in accordance with best practice; and
 - 25.3.1.4 in accordance with the Memorandum and these Rules and with the Statutes.
 - 25.3.2 shall supervise the activities of any Controlled Body or Branch of the Society.

25.4 CHIEF EXECUTIVE

- 25.4.1 The Society must have a Chief Executive who shall be appointed by the Board and whose appointment may be terminated by the Board.
- 25.4.2 The terms of service of the Chief Executive shall be determined by the Board.
- 25.4.3 The Chief Executive is responsible under the immediate authority of the Board for the conduct of the business of the Society.
- 25.4.4 The Board may, at its discretion, resolve to give to the Chief Executive the responsibility for the carrying on by the Society of those activities which are regulated by the Regulators.
- 25.4.5 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.

26. BOARD OF DIRECTORS

- 26.1 A duly convened meeting of the Board at which a quorum of not less than half of the members of the Board 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.
- 26.2 The Board shall have the power to act notwithstanding any vacancy or vacancies in their own body.
- 26.3 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 member 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.
- 26.4 All acts done by the Board, or any committee or sub-committee, or any person acting as a Board member 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 Board member 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 Board member.
- 26.5 Subject to Board members 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 Conference 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 Board members.
- 26.6 Board members shall not vote as Board members 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.
- 26.7 Notwithstanding anything contained in this Rule, the prohibition contained in the above Rule 26.6 may at any time or times be suspended or relaxed to any extent by Resolution of the Society in Annual or Special Conference.
- 26.8 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 Board member may have as a director of a controlled body of the Society.

27. CHAIR, VICE CHAIR

- 27.1 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.
- 27.2 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.
- 27.3 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 either the Member Nominated Directors or the Board Nominated Directors to chair that meeting.

28. MEETINGS

- 28.1 The Board shall meet no less than four times a year at such times as they shall determine.
- 28.2 The Chair or any six members of the Board may require a special meeting by giving notice in writing to the Secretary. A special meeting shall be convened by the Secretary within 14 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.

29. 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.

30. SECRETARY

- 30.1 The Society shall have a Secretary who is an Eligible Member and whose appointment and termination of appointment shall be governed by the Board.
- 30.2 The duties of the Secretary shall be such as the Board may from time to time determine.

31. DEPUTY SECRETARY

- 31.1 The Deputy Secretary shall be appointed from amongst the Member Nominated Directors by the Board to act during the absence of the Secretary and shall cease to hold such office when the Board shall so determine.
- 31.2 For their services the Deputy Secretary shall receive an amount determined by the Board.

32. SECRETARIES' SALARIES

The salaries payable to the Secretary and Deputy Secretary shall be deemed to accrue from day to day and shall be paid at such times and by such instalments as the Board may from time to time decide.

33. FINANCE

- 33.1 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.
- 33.2 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.
- 33.3 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.

34. SOCIETY EXPENSES

- 34.1 Society Expenses shall be determined by the Board. Society Expenses shall be all expenditure included in the accounts of the Society other than:
 - 34.1.1 costs attributable to Members' and Nominees' benefits
 - 34.1.2 any exceptional items as determined by the Board
- 34.2 Society Expenses shall not exceed 24% of the total of:
 - 34.2.1 member contributions
 - 34.2.2 dividends from subsidiaries

34.2.3 other net income

averaged over the sum of the current financial year and the previous two financial years

34.3 The Board shall report to the Annual Conference:

34.3.1 current year Society Expenses

34.3.2 current year Society Expenses percentage

34.3.3 Society Expenses percentage as in 34.2

34.3.4 current year expenditure on any exceptional items

34.4 The Society Expenses shall include:

34.4.1 The expenses of running Communities, with a minimum funding level of 0.2% of annual member contributions as declared in the Financial Statements for the last financial year. Any additional funding will be up to a limit approved by the Board having sought the views of the Member Council.

34.4.2 The expenses of travelling and all other expenses properly incurred by the officers in attending meetings, Member Council and Conference where it is their duty to be present in accordance with a scale drawn up from time to time by the Board.

34.4.3 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.

34.4.4 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.

35. INVESTMENT

Subject to the provisions of the Statutes and the rules of the Regulators, 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 Conference be invested by the Society in such investments as the Society may think fit.

36. ACCOUNTS AND AUDIT

36.1 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 the Statutes and the Rules of the Regulators.

36.2 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.

- 36.3 The Board shall cause to be maintained separate accounts for, and which identify the separate assets of, any Controlled Bodies.
- 36.4 Communities shall conform to such regulations for the holding of funds and the production and audit of accounts as the Board, having sought the views of the Member Council, may from time to time determine.

37. AUDITORS

- 37.1 At each Annual Conference 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 the Statutes as qualified to audit the Society and its Controlled Bodies is eligible for appointment as auditor.
- 37.2 The Society shall, within one week of the date of the Annual Conference, notify the FCA if no auditor has been appointed or reappointed.
- 37.3 The Board may appoint an auditor to fill any casual vacancy occurring between Conferences of the Society.
- 37.4 The remuneration, including any sums in respect of expenses, to be paid to the auditor shall be fixed by the Board.
- 37.5 The Society may by ordinary Resolution in Annual or Special Conference remove an auditor before expiration of their term of office, and notice of such Resolution shall be sent, within 14 days, by the Secretary to the FCA. A Resolution of an Annual or Special Conference 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 28 days before the Conference 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 Conference at which the Resolution is to be moved.
- 37.6 Where the Society receives from an auditor a written notice of resignation from office, the Secretary shall, within 14 days, send a copy of that notice to the FCA.
- 37.7 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.

37.8 Where the auditor, with a notice referred to in Rule 37.6, requisitions the convening of a Special Conference for the purpose of considering an explanation of the circumstances connected with their resignation, the Board 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 of the Statutes.

38. DISPUTES

- 38.1 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 his capacity as an Officer of the Society, it shall be determined by arbitration in the manner directed by Rule 38.2 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.
- 38.2 Any such dispute as is referred to in Rule 38.1 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.
- 38.3 If a party to a dispute has applied to the Society under Rule 38.2 for determination of the dispute by arbitration and no such determination has been made within the period of 40 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.
- 38.4 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:
- 38.4.1 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:
 - 38.4.2 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.

39. 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 18.

40. DISTRIBUTION OF SURPLUS ASSETS

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.

41. 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.

42. INSPECTION OF RECORDS

Subject to the Statutes, 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.

43. ALTERATION TO MEMORANDUM AND RULES

- 43.1 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 Conference.
- 43.2 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 Conference; and any amendment of a provision in its Memorandum which permits it to do so must also be so adopted.
- 43.3 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.
- 43.4 One free copy of the Memorandum and these Rules shall be provided by the Society to every person on demand in accordance with the Statutes.

44. 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 FCA for an inspection of the affairs of the Society or the calling of a Special Meeting or both in accordance with the Statutes.

45. COMPLAINTS

- 45.1 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.
- 45.2 Copies of the Society's internal complaints procedure shall be supplied to Members on demand and shall be enclosed with letters acknowledging receipt of such complaint.
- 45.3 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.

46. INDEMNITY TO BOARD MEMBERS, OFFICERS AND EMPLOYEES

Every Board member and every other Officer and every employee of the Society shall be indemnified by the Society against any liability in respect of losses, costs, charges, damages and expenses which might arise from, or in the course of, his duties, but not against any such liability as, by virtue of any rule of law or of the 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.

47. 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.

48. 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.

Friendly Societies Act 1992

Acknowledgement of registration of a rule amendment

This document acknowledges the registration of the amendment of the attached rules under Friendly Societies Act 1992 for:

Society: The Benenden Healthcare Society Limited

Registration number: 480 F

Date: **03 November 2022**





0800 414 8100



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