

MEMORANDUM AND RULES OF

TUNBRIDGE WELLS

EQUITABLE FRIENDLY SOCIETY LIMITED

Register No: 190F

Contents

- 1) Memorandum
- 2) Rules
- 3) Certificate of Incorporation

Tunbridge Wells Equitable Friendly Society Limited, incorporated in the United Kingdom under the Friendly Societies Act 1992, registered number 190F. Authorised and regulated by the Financial Services Authority, FSA registered no. 109990. Member of the Financial Ombudsman Service. Registered office: Brockbourne House 77 Mount Ephraim, Tunbridge Wells, Kent, TN4 8GN.

Tunbridge Wells Equitable Friendly Society Limited was established in 1881.

MEMORANDUM

OF

**TUNBRIDGE WELLS EQUITABLE
FRIENDLY SOCIETY LIMITED**

Registered and incorporated under the Friendly Societies Act 1992

Register No: 190F

This Memorandum was registered on, and is effective from,
21 August 2006 and replaces all previous versions.

MEMORANDUM
OF
TUNBRIDGE WELLS EQUITABLE FRIENDLY SOCIETY LIMITED

1. NAME

The Society is an incorporated friendly society. It is called "TUNBRIDGE WELLS EQUITABLE FRIENDLY SOCIETY LIMITED", and is hereinafter referred to as "the Society".

2. REGISTERED OFFICE

The registered office of the Society is to be situated in England or Wales. The address of the registered office is Brockbourne House, 77 Mount Ephraim, Tunbridge Wells, Kent, TN4 8GN.

3. PURPOSES

(1) The purposes of the Society shall be the carrying on of any of the following classes of business or other activity. Any business or activity referred to below :-

- (i) is to be carried on by the Society with a view to the provision for its members and such persons connected with its members as may be prescribed in the rules; and
- (ii) is to be funded by voluntary subscriptions from members of the Society with or without donations.

A. Long-term business of one or more of the following classes:

<u>Number</u>	<u>Description</u>	<u>Nature of Business</u>
I	Life and annuity	Effecting and carrying out contracts of insurance on human life or contracts to pay annuities on human life, but excluding (in each case) contracts within Class III below.
II	Marriage and birth	Effecting and carrying out contracts of insurance to provide a sum on marriage or on the birth of a child, being contracts expressed to be in effect for a period of more than one year.
III	Linked long-term	Effecting and carrying out contracts of insurance on human life or contracts to pay annuities on human life where the benefits are wholly or partly to be determined by reference to the value of, or the income from, property of

IV	Permanent health	<p>any description (whether or not specified in the contracts) or by reference to fluctuation in, or in an index of, the value of property of any description (whether or not so specified).</p> <p>Effecting and carrying out contracts of insurance providing specified benefits against risks of persons becoming incapacitated in consequence of sustaining injury as a result of an accident or of an accident of a specified class or of sickness or infirmity, being contracts that:</p> <p>(a) are expressed to be in effect for a period of not less than five years, or until the normal retirement age for the persons concerned, or without limit of time, and</p> <p>(b) either are not expressed to be terminable by the insurer, or are expressed to be so terminable only in special circumstances mentioned in the contract.</p>
V	Tontines	Effecting and carrying out tontines.
VI	Capital redemption	Effecting and carrying out capital redemption contracts.
VII	Pension fund management	<p>Effecting and carrying out-</p> <p>(a) contracts to manage the investments of pension funds; or</p> <p>(b) contracts of the kind mentioned in paragraph (a) above that are combined with contracts of insurance covering either conservation of capital or payment of a minimum interest.</p>

B. General business of one or more of the following classes:

<u>Number</u>	<u>Description</u>	<u>Nature of Business</u>
1	Accident	<p>Effecting and carrying out contracts of insurance providing fixed pecuniary benefits or benefits in the nature of indemnity (or a combination of both) against risks of the person insured:</p> <p>(a) sustaining injury as the result of an accident or of an accident of a specified class, or</p>

(b) dying as the result of an accident or of an accident of a specified class, or

(c) becoming incapacitated in consequence of disease or of disease of a specified class,

inclusive of contracts relating to industrial injury and occupational disease but exclusive of contracts falling within Class 2 below or within Class IV in head A above (permanent health).

2 Sickness

Effecting and carrying out contracts of insurance providing fixed pecuniary benefits or benefits in the nature of indemnity (or a combination of the two) against risks of loss to the persons insured attributable to sickness or infirmity, but exclusive of contracts falling within Class IV in head A above.

C. Activities carried out in accordance with the Society's rules (or with arrangements made under the rules) whereby discretionary benefits are provided :-

(a) for the education of any person;

(b) for the relief or maintenance of any person during sickness, when out of employment or when in distressed circumstances; or

(c) for the funeral expenses of any person

but, save as may otherwise be provided from time to time by law, only to the extent that such activities do not constitute the carrying on of commercial business.

(2) In addition the Society may carry on :-

(a) social or benevolent activities which are not inconsistent with the other purposes of the Society;

(b) group insurance business;

(c) reinsurance of risks for any other registered friendly society or any other incorporated friendly society.

(3) The Society may form subsidiaries, take part with others in forming bodies corporate to be jointly controlled by it and otherwise acquire, or keep, control or joint control of bodies corporate being in each case bodies formed in a member state for the purposes of carrying on any business which is permitted by law to be undertaken by a subsidiary of a friendly society from time to time.

(4) Any of the purposes set out in paragraphs 3 (1) and (2) above may be carried on by the Society within or outside the United Kingdom.

4. **POWERS**

(1) **Investment of Funds**

So much of the funds of the Society as may not be wanted either for immediate use, or to meet the usual accruing liabilities, shall with the consent of the Board or of a majority of the members of the Society present and entitled to vote in general meeting and, where appropriate, having taken advice from the actuarial function holder and with-profits actuary, may be applied or invested in the purchase of or at interest upon the security of such stocks funds shares securities or other investments or property of whatsoever nature and wheresoever and whether involving liability or not as the Board shall in its absolute discretion think fit to the intent that the Board shall have the same power of investing and of transposing of investments in all respects as if it was the absolute beneficial owner thereof.

(2) **Holding of Land (for purposes other than investment)**

Without prejudice to the power of the Society to invest its funds in property, the Society may acquire and hold land :-

- (a) for the purpose of carrying on any of its activities; or
- (b) for the purpose of enabling a subsidiary of the Society, or a body jointly controlled by it, to conduct its business

and may dispose of, or otherwise deal with, any land so held by it.

(3) **Borrowing**

The Society may borrow money with or without security and on such terms as to interest repayment and otherwise as the Board may in its discretion think fit and use it for any of the purposes or activities of the Society or its subsidiaries and no one from whom the Society borrows money in purported exercise of this power shall be concerned to see that the money is wanted or that no more than is wanted is raised or be concerned in any other way as to the propriety of the transaction of the application of the money.

(4) **Assistance to controlled bodies**

The Society may provide its subsidiaries or bodies which it jointly controls with any of the following services :-

- (a) loans of money, with or without security and whether or not at interest;
- (b) the use of services or property, whether or not for payment;
- (c) grants of money, whether or not repayable; and
- (d) guarantees of the discharge of their liabilities.

(5) **Loans to members**

The Society may, out of any separate loan fund to be formed by contributions or deposits from the members, make loans to members on their personal security, with or without sureties or, in Scotland, cautioners, subject to the restrictions contained or referred to in the Legislation.

(6) **Government Securities Fund**

The Society may (in accordance with its rules) set up and administer a fund for the purchase on behalf of members contributing thereto, of Defence Bonds, National Savings Certificates or such other securities of Her Majesty's Government as the FSA may prescribe.

(7) Investment of funds in a housing association

The Society may invest funds of the Society in subscribing for any of the share or loan capital of a housing association (within the meaning of the Housing Associations Act 1985) other than shares or debentures not fully paid up at the time of issue.

(8) Accumulation of Surplus Contributions for use of Members

The Society may accumulate at interest, for the use of any member, any surplus of his contributions to the funds of the Society which may remain after providing for any assurance or for the provision of other benefits in respect of which the contributions are paid.

(9) Hospital and other benefits

The Society may subscribe out of its funds to any hospital, infirmary, charitable or provident institution, any annual or other sum which may be necessary to secure to members of the Societies and their families the benefits of that institution.

(10) **Other Societies**

The Society may contribute to the funds and take part in the government of any other friendly society.

(11) **Other Activities**

The Society may carry on any activity which is incidental or conducive to the carrying out of its purposes.

5. **LIABILITY OF MEMBERS**

The liability of a member of the Society is limited to the amount of any subscription to the Society which is outstanding.

6. **INTERPRETATION**

In this Memorandum :-

- (a) "the Board" means the committee of management of the Society;
- (b) "the Legislation" means the Friendly Societies Act 1992, The Financial Services and Markets Act 2000 and subordinate legislation made thereunder;
- (c) expressions, where used in Legislation or the FSA Handbook, have the same meaning as they have in the Legislation;
- (d) any words importing the masculine include the feminine, any words importing the singular include the plural, and vice versa;
- (e) reference to any statute includes reference to any statutory modification or re-enactment thereof;
- (f) "FSA" means the Financial Services Authority or its successor as the Society's regulatory body;
- (g) "FSA Handbook" means the Handbook of Rules and Guidance issued from time to time by the FSA.

ALL PREVIOUS RULES RESCINDED

RULES OF

**TUNBRIDGE WELLS EQUITABLE
FRIENDLY SOCIETY LIMITED**

Registered and incorporated under the Friendly Societies Act 1992

Register No: 190F

These rules were registered on, and are effective from, 19 October 2007.

REGISTERED OFFICE:

**Brockbourne House
77 Mount Ephraim
Tunbridge Wells
Kent TN4 8GN**

INDEX TO RULES

	<u>Page</u>	
1. Interpretation	4	
2. Membership	5	
3. Register of Names and Addresses of Members	6	
4. Disqualifications and Forfeitures of Membership	7	
5. Arrears	7	
6. Nominations	7	
7. Benefits provided by the Society	8	
8. Management	8	
9. Eligibility and Election of Directors	10	
10. Appointment of Chairman and Senior Independent Director	11	
11. Offices of Profit	11	
12. Interest in Contracts	12	
13. Appointment of Officers, Employees and Others	12	
14. Indemnity to Directors, Officers and Employees	13	
15. Vacation of Office and Disqualification	13	
16. Filling of Casual Vacancies	14	
17. Retirement by Rotation	14	
18. Funds, Reserves, Pension and Other Schemes	15	
19. Annual General Meeting	17	
20. Special Meetings	17	
21. Notice of Meetings	19	
22. Procedure at Meetings	21	
23. Entitlement of Members to Vote on Resolutions	23	
24. Appointment of Proxies	24	
25. Postal Ballots	25	
26. Counting of Votes	26	
27. Disputes	26	
28. Alteration of Memorandum and Rules	27	
29. Notices to the Secretary and by the Society	28	
30. Accounts	28	
31. Inspection of Records	28	
32. Auditors	29	
33. Actuarial Function Holder and Valuations	30	
34. Application of Funds	30	
35. Investment of Funds	30	
36. Borrowing	30	
37. Complaints	31	
38. Voluntary Dissolution	31	
39. Distribution of Surplus Assets on Winding-up or Dissolution	31	
40. Copies of the Memorandum and Rules	31	
41. Transfer of Engagements	31	
42. Applicable Law	32	
43. Validity of Previous Rules	32	
Schedule 1 – Sickness Benefit		
Part A	General Provisions	33
Part B	Sickness and Surplus Funds	37
Part C	Payment of Sickness Benefit	39

Schedule 1A – Incapacity Benefit

Part A	General Provisions	44
Part B	Sickness and Surplus Funds	45
Schedule 2 – Life and Endowment Assurance		
Part A	General Provisions	46
Part B	The Life Fund	48
Schedule 3 – Pension Business		
Part A	General Provisions	48
Part B	The Pension Business Fund	49
Part C	Personal Pension Scheme	50

RULES

of

TUNBRIDGE WELLS EQUITABLE FRIENDLY SOCIETY LIMITED

Rule 1. - Interpretation

In these Rules unless the context otherwise requires:-

- (1) "actuarial function holder" means an actuary appointed to perform the actuarial function as defined in the FSA's supervisory regulations;

"Annual Accounts" means the classes of document (including the notes to them) which the Society is required (unless otherwise exempted) by or under the Legislation to prepare by way of financial statements for itself individually and, if it has subsidiaries, by way of group financial statements for itself and those subsidiaries.

"Board" means the committee of management of the Society;

"Chief Executive" means a person who is employed by the Society and who, either alone or jointly with one or more other persons, is or will be responsible under the immediate authority of the Board for the conduct of the business of the Society and also means, if the office is vacant or if there is for any other reason no Chief Executive capable of acting, a person authorised by the Board to act as the deputy or assistant to or in the stead of the Chief Executive;

"director" means a member of the Board;

"Electronic Mail" means email or comparable form of communication sent over a public electronic communications network which can be stored in the network or in the recipient's terminal equipment until it

is collected by the recipient but does not include sounds, voice messages or short message services;

"Electronic Notice" means a notice sent by Electronic Mail;

"financial year" means the 12 months ending on 31st December in any year;

"FSA" means the Financial Services Authority or such other regulatory body which shall from time to time be responsible for the regulation of the activities of the Society;

"FSA Handbook" means the Handbook of Rules and Guidance issued from time to time by the FSA;

"FSMA" means the Financial Services and Markets Act 2000;

"Legislation" means the Friendly Societies Act 1992, FSMA and any other primary or secondary legislation from time to time in force relating to incorporated friendly societies;

"Manager" means a person (other than the Chief Executive) employed by the Society who, under the immediate authority of a director or the Chief Executive, exercises managerial functions or is responsible for maintaining accounts or other records of the Society;

"Memorandum" means the memorandum for the time being in force of the purposes and the extent of the powers and activities of the Society agreed upon by the Society pursuant to the Legislation;

"month" means calendar month;

"officer" means any director, Chief Executive, Secretary or Manager;

"person" includes a body corporate;

"registered address" in relation to any member of the Society means the address currently shown in the register of members and if the Board so requires shall be an address in the United Kingdom;

"register of members" means the records of the Society comprising the register of members maintained pursuant to the Legislation;

"Rules" means the rules of the Society for the time being in force;

"Secretary" means the officer appointed by the Board to be the Secretary of the Society and also means, if the office is vacant or if there is for any other reason no Secretary capable of acting, a person authorised by the Board to act as the deputy or assistant to or in the stead of the Secretary;

"Senior Independent Director" means a non-executive Board director who is considered by the Board to be independent of the Society, in accordance with corporate governance best practice, and has been elected to be Senior Independent Director by the Board;

"Society" means Tunbridge Wells Equitable Friendly Society Limited;

"special resolution" has the meaning given by paragraph 7 of Schedule 12 to the Friendly Societies Act 1992;

"with-profits actuary" means an actuary appointed to perform the with-profits actuary function as defined in the FSA's supervisory regulations.

- (2) Other words or expressions to which a particular meaning is given in the Legislation shall bear the same meaning in the Rules.
- (3) Any words importing the singular shall include the plural, and any words importing the masculine

gender shall include the feminine gender, and vice versa.

- (4) Reference to any statute shall include reference to any statutory modification or re-enactment thereof.

Rule 2. - Membership

- (1) In these Rules, a member of the Society is a person who:-
 - (a) has applied to the Society for benefit or assurance in a form prescribed by the Board from time to time and whose application has been accepted, and
 - (b) has an interest, whether actual or contingent, in the funds of the Society.
- (2) Each member of the Society and all persons claiming through him or on his account shall be bound by the Rules from time to time in force during the period of the person's membership of the Society.
- (3) Membership shall commence from the date of issue of the certificate or policy evidencing the terms of the benefit or assurance.
- (4) Notwithstanding the provisions of paragraph (1) above, the Board may admit as a member of the Society a trustee under a trust in respect of which benefits from the Society are subscribed for by or on behalf of beneficiaries of the trust.
- (5) Each member shall notify the Society of the postal address for service of notices under these Rules and shall immediately notify the Society of any change of name or address and shall produce such written evidence as the Society may require. The Society may request each member for an Electronic Mail address. If a member notifies the Society of an Electronic Mail address the Society may give Electronic Notice to such member. Any such member who is eligible to

receive Electronic Notice shall immediately notify the Society of any change of Electronic Mail address.

- (6) Each member shall supply a specimen of his signature as and when required by the Society.
- (7) A member who is under 18 years of age may, if he is aged 16 years or over, by himself, or if he is under 16 years of age, by his parent or guardian, execute all instruments and give all receipts necessary to be executed or given under the Rules, but may not vote or hold any office in the Society, and may not nominate, or join in nominating, a person for election as a director or as Secretary of the Society.
- (8) A member shall notify the Society without delay of any claim or right of action against any party arising out of any circumstances which give rise to the payment of any benefit or sum of money by the Society to the member, and shall take all steps which the Society may reasonably require to include all such payments in any claim upon the other party and shall reimburse the Society all such sums recovered in respect of such benefits.
- (9) A person shall cease to be a member of the Society when he ceases to have an interest, whether actual or contingent, in the funds of the Society.
- (10) The Board may grant to a person of any age Honorary Membership of the Society which shall continue until the Board shall terminate the same. An Honorary Member may attend and speak but not vote at a general meeting of the Society.
- (11) A person who satisfies the provisions of paragraph 1(b) above but not paragraph 1(a) above, may nevertheless apply to the Board to be admitted as a member of the Society. The Board may in its absolute

discretion refuse or accept such application, any acceptance to be on such terms as the Board shall decide.

- (12) On assignment of a benefit such that the member no longer has any interest, whether actual or contingent, in the Society the assignor shall cease to be a member. The assignee, if not already a member, shall apply to become so in accordance with Rule 2 (11). If the assignee refuses to apply, or is not accepted by the Board, no further contributions will be accepted and the assurance or benefit will be modified in accordance with the policy document or other specification as if contributions or premiums had ceased to be paid.

Rule 3. - Register of Names and Addresses of Members

- (1) The Society shall maintain a register of the names, postal addresses and (where relevant) Electronic Mail addresses of the members of the Society.
- (2) The register shall be kept at the registered office of the Society or at such other place or places as the Board thinks fit.
- (3) The Society need not enter in the register the address of a member who became a member before the incorporation of the Society while it has no address for him and his whereabouts are unknown.
- (4) Where it appears to the Society that the postal address shown in the register for a member is no longer current, the Society:-
 - (a) may remove that postal address from the register; and
 - (b) need not enter in the register a postal address for that member while it has no postal address for him and his whereabouts are unknown.

- (5) Where it appears to the Society that the Electronic Mail address (if any) shown in the register for a member is no longer current, the Society :-
- (a) may remove that Electronic Mail address from the register; and
 - (b) need not enter in the register an Electronic Mail address for that member while it has no Electronic Mail address for him and his whereabouts are unknown.

Rule 4. - Disqualifications and Forfeitures of Membership

- (1) If a member shall make a claim on the Society's funds knowing the same to be false or fraudulent as regards the amount or otherwise, his entitlement to any benefit from the Society shall become void and all benefit shall be forfeited.
- (2) The Board may terminate a person's membership of the Society by resolution of the Board if in its absolute discretion it considers that:-
 - (a) the member is or has been in material breach of any of the Rules, or
 - (b) the person's continued membership of the Society is or may be detrimental or prejudicial to the interests of the members generally.
- (3) Upon a termination of a person's membership under paragraph (2) above, the person shall forfeit such amount as the Board may at its sole discretion determine.
- (4) Any person aggrieved by a decision of the Board under paragraphs (2) or (3) above may refer the matter to arbitration pursuant to the provisions of Rule 27.

Rule 5. - Arrears

Any member in arrears in respect of any contribution due by or on behalf of the member to the Society shall be subject to the provisions with regard thereto contained in the Schedules to the Rules referred to in Rule 7.

Rule 6. - Nominations

- (1) A member not under the age of 16 years may nominate a person or persons to whom any sum of money payable by the Society on his death or any specified amount of money so payable shall be paid at his decease, but the total amount which may be so nominated shall not exceed £5,000 or such higher amount as, by virtue of an order under section 6 of the Administration of Estates (Small Payments) Act 1965, may for the time being apply for the purposes of the enactments specified in subsection (1) of that section. A supply of nomination forms shall be kept at the registered office of the Society and made available to members on request.
- (2) All such nominations shall be made in writing, under the hand of the member, delivered or sent to the registered office of the Society, or, made in a book kept at such office.
- (3) The person or persons so nominated must not at the date of the nomination be an officer or employee of the Society unless that officer or employee is the husband, wife, father, mother, child, brother, sister, nephew or niece of the nominator.
- (4) A nomination so made may be revoked or varied by any similar document, under the hand of the nominator, delivered, sent or made as aforesaid, but a nomination shall not be revoked by a subsequent will.

- (5) The marriage of a member shall operate as a revocation of any nomination previously made by him.
- (6) Notwithstanding the provisions of the Contracts (Rights of Third Parties) Act 1999, a member who has made a nomination in accordance with paragraphs (1) and (2) of this Rule may:-

- (a) revoke or vary such nomination as provided for in paragraph (4) or paragraph (5) of this Rule, or
- (b) cancel or vary the policy or contract to which the nomination applies in any way provided for either in these Rules or in the policy document relating to that policy or contract,

without the consent of the person or persons nominated.

Rule 7. - Benefits provided by the Society

- (1) The benefits for which members may currently subscribe and the terms and conditions relating thereto shall be those which are contained or referred to in the Schedules to the Rules and in paragraph (4) below.
- (2) The Schedules shall form part of the Rules of the Society and as such may be varied, rescinded or added to in the manner provided by the Rules. New Schedules may be added to the Rules, and existing Schedules may be deleted, in the manner provided in the Rules.
- (3) Any of the risks against which persons are or are to be insured by the Society may be reinsured to such extent as may from time to time be approved by the Board after having taken advice, where appropriate, from the actuarial function holder.

- (4) Where a member was contributing for a benefit or assurance under a Table which was closed to new business immediately before the date of incorporation of the Society, the terms and conditions relating thereto shall be those which applied to that benefit or assurance under the rules of The Tunbridge Wells Equitable Friendly Society at that time and, in the case of an assurance, the policy of assurance that was issued pursuant thereto.

Rule 8. - Management

- (1) The business of the Society and any business which the Society proposes to carry on shall be under the direction and management of the Board.
- (2) The Board shall consist of not more than 12 nor (subject to the provisions of Rule 16(6)) less than 6 directors and the Board may from time to time resolve the number of such directors who together shall constitute the Board within these limitations. For the purposes of a meeting of the Board, a quorum shall be constituted by one-half of their number at any one time being present, either in person or via video, telephone, telecommunications, or other electronic link.
- (3) The Board may exercise all those powers of the Society as are not, by the Legislation or by the Rules, required to be exercised by the Society in general meeting.
- (4) No Rule or alteration to a Rule made by the Society in general meeting shall invalidate any act of the Board prior to the date on which the Rule or alteration takes effect and which would have been valid if that Rule or alteration had not been made.
- (5) Without prejudice to the generality of the foregoing paragraphs (1), (2) and (3), the Board:-

- (a) shall ensure the direction and management of all affairs and business of the Society:-
 - i) by a sufficient number of persons fit and proper to be directors or other officers in their respective positions;
 - ii) with prudence and integrity;
 - iii) in the best interests of the members and in accordance with best practice; and
 - iv) in accordance with the Memorandum and the Rules, and with the Legislation;
 - (b) shall supervise the activities of any subsidiary or jointly controlled body;
 - (c) may make, vary or revoke regulations for the conduct of business at its meetings, including but not limited to:
 - i) voting rights, including casting votes;
 - ii) special meetings, and
 - iii) minutes of meetings;
 - (d) may provide for the management and transaction of the affairs of the Society in any specified locality in such manner as it thinks fit;
 - (e) may remunerate the directors out of the funds of the Society and pay the reasonable expenses and any professional and other fees of the directors;
 - (f) may pay out of the funds of the Society the expenses of the Society and such sums as the Board may deem necessary or expedient to be paid in the interests of the Society;
 - (g) may make, vary or revoke regulations for the conduct of the business of the Society, provided that the same are not inconsistent with the Rules, the Society's Memorandum or the Legislation;
 - (h) may authorise the use of all forms, instruments and other documents which it may deem necessary for the proper conduct of the business of the Society;
 - (i) may delegate any of its powers, duties, discretions and authorities relating to the business of the Society to :-
 - i) one or more directors;
 - ii) committees consisting of such director or directors, other officer or officers and/or employee or employees as it thinks fit;
 - iii) one or more officers or employees;
 - (j) may invest the funds of the Society in the manner authorised by the Memorandum, the Rules or under the Legislation;
 - (k) may alter the Memorandum or the Rules in accordance with the provisions of Rule 28;
 - (l) may appoint, and change the appointment of, from time to time an actuary as with-profits actuary and an actuary as actuarial function holder to the Society to perform the duties required by the Legislation and on such terms as the Board shall from time to time decide (at the discretion of the Board, the same actuary may hold both positions simultaneously);
 - (m) may create Districts under which members may meet locally under their own Chairman for the purposes of promoting the Society and the interests of members. The Board may pay such expenses as it deems appropriate in respect of such Districts and their meetings.
- (6) All acts done by the Board, or any 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 sub-committee or in the election or re-election or appointment of any member of the Board or sub-committee or person acting as aforesaid, or that any person was disqualified from holding office or was not entitled to vote, be as valid as if the Board or 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.

Rule 9. - Eligibility and Election of Directors

- (1) No person shall be elected or appointed as a director unless:-
 - (a) he is not a minor,
 - (b) he has, at least one month before the date of the meeting at which his election is to be considered, complied with any requirements of the Board pursuant to paragraph (4) below, and
 - (c) (except in the case of appointment under Rule 16 or nomination under paragraph (3) below, or where a director retires under Rule 17) a form nominating him signed by two members of the Society who comply with the requirements of paragraph (2) below has been delivered at the registered office of the Society no later than 31st December prior to the year of the Annual General Meeting at which the vacancy in respect of which he is nominated is to be filled.

The nomination form shall contain the full name, address, date of birth, and occupation of the person

nominated and his consent to be so nominated, and the full names and addresses of the members proposing his nomination. The nomination form shall be dated with the date of its delivery at the registered office of the Society and that date shall be deemed to be the date of nomination for the purpose of paragraph (2) below.

- (2) The requirements with which a member must comply in order to be eligible to nominate a person as a director are as follows:-
 - (a) he must have been a member of the Society for not less than two years before the date of nomination, and
 - (b) he must not be a minor at that date.
- (3) If:-
 - (a) a vacancy arises on the Board after 31st December prior to the year of an Annual General Meeting but before the Annual General Meeting by reason of the death or disqualification of any retiring director who was seeking re-election, and
 - (b) no nomination duly made under paragraph (1) of this Rule was delivered to the Society or any such nomination has been withdrawn,

the Board may without giving notice in accordance with Rule 21 nominate at the Annual General Meeting some other person who is at the date of that Meeting not a minor to take the place of such retiring director as a candidate for election, and such person shall be deemed to be a retiring director.

- (4) The Board may require any individual nominated for election as a director to supply in writing such forms as the Board may specify,