



2009

KENT RELIANCE BUILDING SOCIETY
MEMORANDUM AND RULES



MEMORANDUM

All previous memoranda rescinded.

Words in italics are explained in paragraph 6 of this Memorandum.

NAME AND ADDRESS

1. The name of the Society is Kent Reliance Building Society.
The address of the principal office of the Society is Reliance House, Sun Pier, Chatham, Kent ME4 4ET.

PRINCIPAL PURPOSE

2. The Society's principal purpose is making loans which are secured on residential *property* and are funded substantially by its *members*. The other purposes of the Society are:
 - (a) to carry on the businesses of banking, investment, insurance and the *provision* of financial services and facilities;
 - (b) to carry on any businesses connected with the provision of housing or other accommodation or the *provision* of any services relating to housing or other accommodation;
 - (c) to carry on any businesses in the fields of information technology, data processing and communications;
 - (d) to carry on any businesses involving the *provision* of goods or other services (whether for consumers or others) or *dealing in* any *property*;
 - (e) to act as a *parent undertaking* and investment body and to assist and co-ordinate the activities of any undertakings in which it holds an interest;
 - (f) to promote and support community and charitable purposes;
 - (g) to carry on or participate in any business or other activity which, in the opinion of the Board of Directors or any duly authorised officer or employee of the Society, may conveniently be carried on in connection with any other activity of the Society or for developing, taking advantage of or protecting any of the *property* or income of the Society or any *connected undertaking* of the Society or managing any risks associated with the activities of the Society or any *connected undertaking* of the Society.

POWERS WHICH THE SOCIETY HAS ADOPTED WHICH MAY BE EXERCISED IN CONNECTION WITH ANY OF THE SOCIETY'S PURPOSES.

3. (a) To do all things which, in the opinion of the Board of Directors or any duly authorised officer or employee of

the Society, are necessary or may help the Society to achieve any of its purposes (including, for example, raising capital and other funds in any manner, whether or not involving the issue of securities other than by the creation of a floating charge);

- (b) to guarantee or enter into any indemnity or other arrangement relating to the discharge of the other person's obligations;
 - (c) to *provide* for pensions, insurance and benefits of any kind for individuals who are or at any time were officers or employees of the Society or a related undertaking and for any relatives or dependants of such individuals or for anyone having any relationship with such an individual. For this paragraph, any *connected undertaking* or former *connected undertaking* of the Society and any predecessor in business of any of them is a related undertaking. Also, insurance includes directors' and officers' liability insurance;
 - (d) to make donations and *provide* assistance of any kind to any person having any charitable, public or community purpose or object;
 - (e) to exercise any power of the Society for any consideration of any kind (including, for example, in the form of *securities* or obligations of another person) or for no consideration;
 - (f) to act as trustee, personal representative, custodian, director, receiver, manager, agent or intermediary of any kind and for any purpose.
4. Anything which the Society may do may be done by it in any part of the world (subject to the restriction as to principal office in the Building Societies Act 1986) and either alone or in partnership, association or joint venture with one or more other *persons* and either directly or indirectly. In carrying out any of its purposes or exercising any of its powers, the Society may act in any capacity and this includes acting as agent for another person and carrying out any functions for any other person. In addition, the Society has power to *dispose* of all or any part of its business or property. The Society also has power to take any lawful steps with a view to a merger with another entity, a transfer of all or part of its business to another entity or a winding up of the Society or distribution of all or any of its *property*.

5. The purpose and powers set out in paragraphs 2, 3 and 4 above are to be interpreted by using the following principles.

- (a) each sub-paragraph and each activity referred to in any sub-paragraph is to be interpreted in the broadest possible sense and any examples given are not to be interpreted as restricting the meaning of the purpose or power which they relate to; and
- (b) each sub-paragraph and each activity referred to in any sub-paragraph is to be interpreted separately and (without qualifying the fact that the Society's principal purpose is making loans which are secured on *residential property* and are funded substantially by its *members*) none of the sub-paragraphs or activities is to be interpreted in a way which would make it subordinate or incidental to another sub-paragraph or activity, unless the wording expressly requires this; and
- (c) any words in the singular include the plural and vice versa.

6. The words in italics have the meanings set out against them below:

acquire (or acquiring) – to acquire in any way, including purchasing, leasing, licensing, exchanging, borrowing, receiving or otherwise obtaining rights in respect of the property in question. The acquiring can be direct or indirect and on any terms and conditions and can be of all the rights in the *property* in question or of only an interest or share in it;

connected undertaking – has the meaning set out in section 119 of the Building Societies Act 1986;

deal (or dealing) – to *acquire, dispose of, issue, grant, negotiate, discount, guarantee, transfer, subscribe for, borrow or lend;*

dispose (or disposing) – to dispose in any way, including selling, leasing, licensing, exchanging, lending, charging (except by way of floating charge) or otherwise granting rights in respect of the *property* in question. The disposing can be direct or indirect and on any terms and conditions and can be of all the rights in the *property* in question or of only an interest or share in it;

member – a *person* who is a member under the Society's Rules;

parent undertaking – has the meaning set out in section 258 of the Companies Act 1985;

person – any individual or body corporate;

property – (save where used in the expression *residential property*) – any real or personal property (including *securities, intellectual property and money*) of any kind and any interest or rights in such property;

provide (or provision) – provide or supply or make arrangements for another person to provide or supply. This can be by any means and on any terms and conditions and may or may not involve any *property* being *disposed of*;

residential property – has the meaning set out in section 5 of the Building Societies Act 1986;

securities – any shares (or other participation rights), stocks, debentures, deposit receipts, bills, bonds, notes, warrants, options, instruments (whether negotiable or not) or any other right or obligation. These can be fully, partly or nil paid.

Any reference in this paragraph to any legislation includes that legislation as amended or re-enacted from time to time.

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KENT RELIANCE BUILDING SOCIETY RULES

All previous Rules rescinded

The headings contained in these Rules are for reference only and shall not affect the interpretation of these Rules.

1. INTERPRETATION

The Additional Rules set out in the Appendix apply only to:

- (i) Share accounts and Deposit accounts which were opened before 1 March 2000 and which remained open on that date;
- (ii) Loans which were made by the Society before 1 March 2000 and which remained owing to the Society on that date.

Any person who holds such a Share or Deposit account, or who owes money in respect of such a Loan, should read these Rules in conjunction with the Additional Rules.

(a) In these Rules, unless the context otherwise requires –

“*Additional Rules*” means those rules set out in the Appendix. The Additional Rules (but not the Preface to them) form part of these Rules and apply as stated above.

“*Annual Accounts*” has the meaning given by Rule 30(3);

“*Annual General Meeting*” means the meeting held by the Society in the first four months (or such other period as permitted by the Statutes) of each Financial Year at which the Annual Accounts are presented and which is specified as such in the notice convening the meeting;

“*Board*” means the Board of Directors of the Society;

“*Borrower*” means a person (other than a guarantor) who owes money to the Society;

“*Borrowing Member*” has the meaning given by Rule 4(1)(b);

“*Borrowing Members’ Resolution*” –

- (i) in relation to a resolution proposed or to be proposed, means a resolution that the Statutes require to be passed as a Borrowing Members’ Resolution if it is to be effective for its purpose,
- (ii) in relation to a resolution passed, means a resolution passed as a Borrowing Members’ Resolution in accordance with the requirements of the Statutes, that is, when it has been passed by a majority of the Borrowing Members of the Society voting in person or by proxy on a poll on the resolution at a meeting of the Society of which notice specifying the intention to move the resolution as a Borrowing Members’ Resolution has been duly given, and for a purpose that the Statutes require to be effected by the passing of a Borrowing Members’ Resolution.

For the purposes of a Borrowing Members’ Resolution, the meaning of Borrowing Member applied to Individuals by Rule 4(1)(b) shall include any body corporate where that body corporate became so indebted, or so entitled and accepted, to the Society before these Rules took effect.

“*Chief Executive*” means an Individual who is employed by the Society and who, either alone or jointly with one or more other Individuals, 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, an Individual authorised by the Board to act as the deputy or assistant to or in the stead of the Chief Executive;

“*Commission*” means the Building Societies Commission or its successor established by the Statutes;

“*Corporate Representative*” means an Individual authorised by resolution of the directors or other governing body of a body corporate to represent it;

“*Deposit*” means a deposit with the Society by any Person and includes a loan to the Society and a subordinated deposit (that is, a deposit which, on a winding up, would fall to be repaid only after repayment in full had been made to the holders of Shares other than deferred Shares);

“*Director*” means a member of the Board;

“*Directors’ Report*” has the meaning given by Rule 30(2);

“*Financial Year*” means the 12 months ending on 30 September in any year unless the Board has determined pursuant to the Statutes to alter the Financial Year so that it ends on 31 December by making up the accounts for one period of more than 6 months, and not more than 18 months, ending with 31 December. In the event of such a determination, Financial Year means that period and each successive period of 12 months ending with 31 December.

“*Heritable Security*” means a security capable of being constituted over any land, by disposition or assignation of that interest, in security of any debt, and of being recorded in the Register of Sasines or, as the case may be, in the Land Register of Scotland, and includes a security constituted by a standard security, and any other charge enforceable in the same manner as a standard security;

“*Individual*” means a natural person;

“*Loan*” means a loan from the Society which is substantially secured on land within the meaning of the Statutes and these Rules. For the purposes of these Rules,

“*Substantially*” means where not less than 50% of the Loan is secured on land;

“*Manager*” means an Individual (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;

“*Member*” means a Person who is a Shareholding Member or a Borrowing Member or both;

“*Memorandum*” means the Memorandum, for the time being in force, of the purpose and the extent of the powers of the Society agreed upon by the Society pursuant to the Statutes;

“*Month*” means calendar month;

“*Mortgage*” includes a charge and, in Scotland, a Heritable Security over land;

“*Mortgage Debt*” means the total amount outstanding in respect of –

- (i) the principal of a Loan,
- (ii) interest on the Loan, and
- (iii) any other sum which the Borrower is obliged to pay the Society under the terms of the Loan;

“*Officer*” means any Director, Chief Executive, Secretary or Manager and all Officers of the Society shall be bound by the Rules and by the Memorandum;

“*Ordinary Resolution*” –

- (i) in relation to a resolution proposed or to be proposed, means a resolution that will be effective under the Statutes if passed as an Ordinary Resolution.
- (ii) in relation to a resolution passed, means a resolution passed as an Ordinary Resolution in accordance with the requirements of the Statutes, and for a purpose which can be effected by the passing of an Ordinary Resolution,
- (iii) in relation to (i) and (ii) above, means a resolution which will be effective without being passed as a Special Resolution, Shareholding Members’ Resolution or a Borrowing Members’ Resolution;

“*Person*” means any Individual or body corporate;

“*PIBS*” means a Share which by its terms of issue is a deferred share (as defined in the Statutes) and is to be classified as a permanent interest bearing Share for the purposes of these Rules;

“*PIBS Certificate*” means a share certificate issued under the common seal of the Society in respect of a PIBS;

“*PIBS Register*” means the records of the Society maintained for the purposes of PIBS, not being the Register maintained pursuant to the Statutes;

“*Principal Office*” means the Principal Office of the Society for the time being;

“*Register*” means the Register of Members maintained pursuant to the Statutes showing the name and address

of each Member, and whether each Member is a Shareholding Member or a Borrowing Member or both;

“*Registered Address*” in relation to any Member means –

- (i) the address currently shown in the records constituting the Register of Members maintained pursuant to the Statutes, except in a case where paragraph (ii) below applies,
- (ii) where a Member has requested that communications from the Society be sent to some other address, that other address;

“*Representative Joint Borrower*” means that Borrowing Member who is named first in the records of the Society in respect of a Loan;

“*Representative Joint Shareholder*” means that Shareholding Member who is named first in the records of the Society in respect of a Share;

“*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, an Individual authorised by the Board to act as the deputy or assistant to or in the stead of the Secretary;

“*Share*” means a share account opened or a share issued by the Society –

- (i) in return for payment, or
- (ii) in pursuance of the fulfilment by the Society of the engagements of another building society, or
- (iii) by way of capitalization of interest credited or application of reserves, or
- (iv) with the prior approval of the Board and to the extent permitted by law, in settlement of any sum due or payable by the Society, and includes stock and a part or fraction of a Share;

“*Shareholder*” means a Person who has a Shareholding;

“*Shareholding*” means the holding by a Member of a Share or Shares (whether in a class or not);

“*Shareholding Member*” has the meaning given by Rule 4(1)(a);

“*Shareholding Members’ Resolution*” –

- (i) in relation to a resolution proposed or to be proposed, means a resolution that the Statutes require to be passed as a Shareholding Members’ Resolution for it to be effective for its purpose,
- (ii) in relation to a resolution passed, means a resolution passed as a Shareholding Members’ Resolution in accordance with the requirements of the Statutes, that is, when it has been passed by not less than three-quarters of the number of the Shareholding Members of the Society qualified to vote on a Shareholding Members’ Resolution and voting in person or by proxy on a poll on the resolution at a meeting of the Society of which notice specifying the intention to move the resolution as a Shareholding Members’ Resolution has been duly given, and for a purpose that the Statutes require to be effected by the passing of a Shareholding Members’ Resolution;

“Society” means Kent Reliance Building Society;

“Special Resolution” –

(i) in relation to a resolution proposed or to be proposed, means any resolution that the Statutes or these Rules require to be passed as a Special Resolution if it is to be effective for its purpose, or which is a resolution (not being a resolution which if passed would purport to interfere with the Board’s right and duty to manage the affairs of the Society) which is specified in a Members’ requisition referred to in Rule 31(3)(a) or in a Members’ Notice referred to in Rule 33(1)(c) and which has the only or main object or consequence of seeking that the Board consider, investigate or effect the transfer of the Society’s business to a commercial company or a merger.

(ii) in relation to a resolution passed, means a resolution passed as a Special Resolution in accordance with the requirements of the Statutes, that is, when it has been passed by not less than three-quarters of the number of the Members of the Society qualified to vote on a Special Resolution, and voting –

(A) in person or by proxy on a poll on the resolution at a meeting of the Society, or

(B) in a postal ballot,

of which notice specifying the intention to move the resolution as a Special Resolution has been duly given, and for a purpose that the Statutes or these Rules require to be effected by the passing of a Special Resolution.

“Statutes” means the Building Societies Act 1986 (as amended by the Building Societies Act 1997 and as otherwise amended, substituted or replaced) and all orders and regulations and all statutory instruments made thereunder and all other statutory provisions from time to time in force relating to building societies, and any reference in these Rules to the provisions of any particular statute shall be construed as if the Rules were an enactment to which section 17(2) of the Interpretation Act 1978 applies.

(b) In these Rules, unless the context otherwise requires, for any reference to the value of a Shareholding, that value shall be taken as the amount standing to the credit of the Shareholding Member in respect of –

(i) payments made on the Shares, and

(ii) interest credited by way of capitalization, and for the purposes of these Rules the paid-up nominal value of a PIBS shall be treated as being to the Shareholding Member’s credit for as long as he is entered in the PIBS Register as the holder of a PIBS.

(c) Words importing one gender import any other gender, and words importing the singular include the plural, and vice versa.

(d) In these Rules, each amount, figure, length of time or percentage shall be read as if followed by the words “or such other amount, figure, length of time or percentage (as appropriate) which is for the time being the maximum permitted for

this purpose by the Statutes”.

Such Rules include –

(i) paragraphs (1)(d), (4)(a), (4)(b), (5) and (11) of Rule 13, (ii) paragraph (1) of Rule 14, (iii) paragraph (1)(b) of Rule 24, (iv) paragraph (5)(g) of Rule 30, (v) paragraphs (3)(a), (4)(a) and (4)(b) of Rule 31, (vi) paragraphs (1)(a) and (1)(b) of Rule 33, (vii) paragraph (6)(b) of Rule 35, (viii) paragraphs (3)(c) and (4)(c) of Rule 36, and (ix) paragraph (5)(c) of Rule 41.

2. NAME

The name of the Society is “Kent Reliance Building Society”.

3. PRINCIPAL OFFICE

(1) The address of the Principal Office is Reliance House, Sun Pier, Chatham, Kent ME4 4ET.

(2) The Board may from time to time by resolution change the place of the Principal Office.

4. MEMBERSHIP

1) No Person shall be a Member of the Society unless he is a Shareholding Member or a Borrowing Member or both, and –

(a) “Shareholding Member” means a Person who holds a Share in the Society and, unless the context otherwise requires, includes a Person whose name is entered in the PIBS Register as the holder of a PIBS or a fraction of a PIBS; and

(b) “Borrowing Member” means (subject to the definition of “Borrowing Members’ Resolution” in Rule 1(a)) an Individual:-

(i) who is indebted to the Society in respect of a Loan or a Loan from another building society whose interest in the Loan has, as the result of any amalgamation or transfer of engagements, passed to the Society, or

(ii) indebted to the Society as mentioned in (i) above who has taken with the consent of the Society a transfer of any land already in mortgage to the Society. The Individual shall become a Borrowing Member as from the date the transfer is registered in the records of the Society, or

(iii) who, on the death or bankruptcy of a Borrowing Member or otherwise on transfer by operation of law becomes entitled to land already in mortgage to the Society and (being willing to become a Borrowing Member) is accepted by the Society as a Borrowing Member while such Loan shall be outstanding, from the date of acceptance by the Society, and such an Individual shall be a Borrowing Member whether the Loan is owed to the Society at law or in equity.

(2) Each Member, and all Persons claiming through him or on his behalf or under the Rules, shall be bound –

(a) by the Rules and by the Memorandum, and

(b) where applicable, by the Additional Rules which are appended to these Rules for accounts opened before these Rules took effect.

- (3) Each Member shall, on demand, be given a copy of the Rules and of the Memorandum –
- (a) free of charge, if he has not previously been given a copy, or
 - (b) upon payment of £1, or such other fee as may be duly prescribed from time to time by the Commission, if he has already been given a copy.
- (4) Each Member shall –
- (a) notify the Society immediately of any change of name or address and shall produce such evidence of the change as the Society may require,
 - (b) supply a specimen of his signature as and when required,
 - (c) ensure that where he is the Shareholding Member or Representative Joint Shareholder in respect of more than one Shareholding, his name and Registered Address are notified in identical terms in respect of each Shareholding,
 - (d) ensure that where he is the Borrowing Member or Representative Joint Borrower in respect of more than one Loan, his name and Registered Address are notified in identical terms in respect of each Loan,
 - (e) ensure that where he is both a Shareholding Member or Representative Joint Shareholder and a Borrowing Member or Representative Joint Borrower, that his name and Registered Address are notified to the Society in identical terms in respect of the Shareholding and the Loan.
- (5) For the purposes of these Rules –
- (a) where, in relation to any two Shareholdings, to any two Loans, or to any Shareholding and a Loan, the names or Registered Addresses of the Shareholding Member or Borrowing Member (or the Representative Joint Shareholder or the Representative Joint Borrower as the case may be) have been notified to the Society in terms that are not identical the Society shall, insofar as it is reasonable to do so, be entitled to assume (in the absence of written notice to the contrary) that those Shares are held by different Shareholding Members, that those Loans were made to different Borrowing Members, or that the Shareholding Member and the Borrowing Member are different Persons,
 - (b) where a Shareholding is issued during a Financial Year the Society shall, insofar as it is reasonable to do so, be entitled to assume that the Shareholding Member (or Representative Joint Shareholder) was not a member at the end of the last Financial Year unless either –
 - (i) at the end of the last Financial Year the Register included an entry showing a Person of the same name and Registered Address as a Shareholding Member (or Representative Joint Shareholder) or as a Borrowing Member (or Representative Joint Borrower), or
 - (ii) the Society is given written notice to the contrary,
 - (c) where a Loan is made during a Financial Year, the Society shall be entitled to assume that the Borrowing Member of the Loan (or Representative Joint Borrower) was not a Member during the last Financial Year unless either of the circumstances as set out in sub-paragraphs (i) and (ii) above applies in the same way, the necessary changes being made.
- (6) Two or more Persons may jointly hold a Share unless the terms of issue forbid a joint holding but no Share shall be issued to the holders, or be held by them at any time, as tenants in common. The Society may decline to issue any Share or lend money to more than four Persons jointly. Joint Shareholding Members or joint Borrowing Members shall be entitled to choose the order in which they are named in the records of the Society.
- (7) A Shareholding Member or all joint Shareholding Members may authorise an agent (who may be one of the joint Shareholding Members) to withdraw any Share (to the extent permissible under the terms of issue of the Share) or to receive any interest or bonus paid in respect of it and the receipt of, or evidence of payment to, an agent so authorized shall be a good discharge to the Society.
- (8) The Society may in its absolute discretion and without giving any reason refuse to –
- (a) issue a Share to any Person, or
 - (b) lend money to any Person, or
 - (c) accept any Person as a Member except that any fully-paid PIBS may be transferred to any Person and such transferee shall be entitled to have his name entered in the PIBS Register following notice by him to the Society of such a transfer, such notice to be made or given in writing or in such other manner as the Society in its absolute discretion may permit.
- (9) If the Society accepts a transfer of engagements of any other building society:
- (a) any person who is a member of the transferor society immediately before the transfer becomes effective (a “transferred member”) shall be deemed:
 - (i) to have been a Member of the Society at any time before the transfer when he was a member of the transferor society;
 - (ii) to have held Shares in the Society at any time before the transfer when he held shares in the transferor society (the value of such Shares being equal to the value of the shares which he held at that time in the transferor society); and
 - (iii) to have been indebted to the Society in respect of a Loan at any time before the transfer when he was indebted to the transferor society in respect of a loan (the amount of his Mortgage Debt being equal to the amount of the mortgage debt which he owed at that time to the transferor society); and
 - (b) where at any time before the transfer of engagements a transferred member was also a Member of the Society, his rights as a Member of the Society shall be determined as from the date on which the transfer becomes effective on the basis that:

- (i) he is to be treated as having been a Member of the Society throughout any period in which he was a member of either or both of the transferor society and the Society;
- (ii) in determining at any time the value of any Shares which he held in the Society, the value of any shares which he held at that time in the transferor society is to be aggregated with the value of any Shares which he held at the same time in the Society; and
- (iii) in determining at any time the amount of any Mortgage Debt which he owed to the Society, the amount of any mortgage debt which he owed at that time to the transferor society is to be aggregated with the amount of any Mortgage Debt which he owed at the same time to the Society.

5. DEATH OR BANKRUPTCY OF MEMBER

(1) If –

- (a) a Member domiciled in any part of the United Kingdom dies testate or intestate, and
 - (b) at the time of his death the sum of money standing to his credit in the accounting records of the Society in respect of his Shareholding does not exceed the amount specified in or under the provision of the Statutes regarding payment to a Person who claims to be beneficially entitled without probate of the will or the grant of letters of administration or confirmation, then, although there is no probate of the will or letters of administration or confirmation, as the case may be, the Society may pay that sum of money to a Person who claims to be beneficially entitled to that sum of money and who satisfies the requirements of that provision for the production to the Society of appropriate evidence of his entitlement. Such payment shall be valid and effective with respect to any demand against the funds of the Society from any other Person claiming to be entitled to it.
- (2) Any Person becoming entitled to a Share or to land already in mortgage to the Society as a result of the death or bankruptcy of a Member may, subject to Rule 4(8) and upon such evidence being produced and upon payment of such fee (if any) as the Society may from time to time require, be registered as the Shareholding Member or as the Borrowing Member in respect of the Loan and, if registration is refused in respect of a Share (other than a PIBS), the Society shall repay that Share with interest up to the date of repayment at the rate then being paid on that type of Share.

6. CESSATION OF MEMBERSHIP

- (1) Subject to paragraph (2) below, a Shareholding Member shall cease to be a Shareholding Member if he ceases to hold a Share in the Society or, being a Person who is a Member by virtue of holding a PIBS, his name is no longer entered in the PIBS Register as the holder of a PIBS or a fraction of a PIBS.
- (2) The Society may (subject in the case of any PIBS to the

terms and conditions of its issue), without giving any reason repay the Shares held by a Shareholding Member (not being a Director) together with interest on it either:

- (a) on the expiry of a notice of the Society's intention to repay the shares, the period of such notice being not less than the following:-
 - (i) in the case of Shares which the Member may only withdraw on notice, a period equal to the notice which the Member would have been required to give in order to withdraw the Shares;
 - (ii) in the case of Shares issued for a fixed term, a period equal to the unexpired residue of the term;
 - (iii) in any other case, seven days; or
- (b) immediately, on payment of interest in lieu of notice under sub-paragraph (a).

Repayment of the Shares may be made by cash or cheque given or posted to the Sole Shareholding Member or to the Representative Joint Shareholder. Upon that payment being given or posted, the Shareholding Member shall cease to be a Shareholding Member.

- (3) A Borrowing Member shall cease to be a Borrowing Member at any time if at that time the Society –
 - (a) takes possession of, or exercises its power of sale in relation to, the whole or any part of the land on which the Loan is secured, or
 - (b) obtains an order for foreclosure absolute or, in Scotland, foreclosure in respect of the whole or any part of that land, or
 - (c) serves upon him written notice that it has transferred or assigned its interest in his Mortgage.

7. RAISING OF FUNDS

The Society may raise funds by issuing Shares and accepting Deposits in accordance with and subject to the Statutes.

8. SHARES

Members who have one or more Share accounts currently in existence which were opened before 1 March 2000 should read this Rule in conjunction with Additional Rules 1 and 2 on pages 23-24.

- (1) The power of the Society to raise funds by the issue of Shares shall be exercised, subject to these Rules and the Statutes, by the issue of Shares or classes of Shares as the Board may from time to time determine and the Board may decide to discontinue, suspend, limit or resume the issue of any Shares or class of Shares.
- (2) Deferred Shares including PIBS (whether or not they are deferred shares within the meaning of the Statutes) and preferential Shares may be issued on such terms and conditions as the Board may from time to time in its absolute discretion determine, but the Society's liabilities in respect of such Shares immediately following any such issue shall not exceed 10% of the Society's aggregated share, deposit and loan liabilities.
- (3) The terms on which Shares or classes of Shares are to be issued shall be determined by the Society. This Rule is subject, in the case of PIBS, to the terms and conditions of issue of the PIBS.

- (4) (a) The Society may at any time change the terms on which Shares or any particular class of Shares already issued are held, in the manner and subject to the conditions set out in the terms applying at that time to such Shares or class of Shares. The Society shall use its best endeavours to ensure that any such alteration shall be publicised as follows –
- (i) by personal notification to the Members (including, but not exclusively, by post, e-mail or text) or
 - (ii) by a notice exhibited at the Principal Office and at all branch offices of the Society and by advertisement in accordance with Rule 45(1), or
 - (iii) by such other means as may be set out in the terms applying to the Share.
- (b) an accidental omission to exhibit a notice (where required) or to publicise under (a) above shall not affect the validity of the alteration.
- (5) If it appears to the Society that any Shareholding Member is suffering from mental disorder or is through mental infirmity arising from disease or age incapable of managing his affairs, any Person appearing to the Society to have the care of such Shareholding Member or the management of his affairs may, with its consent, (but, in the case of any PIBS, subject to the terms and conditions of its issue) withdraw the whole or any part of the amount standing to the credit of that Shareholding Member's account but, except in Scotland and Northern Ireland, such consent shall not be given until –
- (a) the Society has given to the Court of Protection notice in writing of the intention to give such consent specifying the name and address of the Person appearing to have the care of, or the management of the affairs of, such Member and the amount and nature of the sum to be withdrawn, and
 - (b) the Society has received from the Court notice in writing that the Court does not object to the giving of such consent, provided that in any case of exceptional urgency the Society, without awaiting the receipt of such notice, may consent to the withdrawal of a single sum not exceeding such sum as the Society from time to time thinks fit, and, in Scotland, if the Shareholding Member has a factor, curator or tutor, such consent shall be given only with the approval of that Person and, in Northern Ireland, if the Shareholding Member has a receiver, committee, guardian or controller, such consent shall be given only with the approval of that Person.

A Person appearing to the Society to have the care of, or the management of the affairs of, a Shareholding Member may be required for the purposes of this paragraph to give such indemnity against all claims in respect of the amount to be withdrawn as the Society thinks fit for the protection of the Society.

- (6) A Shareholding Member may transfer his PIBS to any Person and no fee shall be charged in respect of a transfer of a PIBS. Subject to paragraph (7) following, no transfer shall be valid unless made in a form approved by the Board and until registered in the PIBS Register. The registration of transfers of PIBS or of any class of PIBS

may be suspended at such times and for such periods as the Board may determine, but not for more than thirty days in the year, and notice of such suspension shall be given by advertisement in at least one national daily newspaper. A fully-paid up PIBS shall be free from all liens in respect of liabilities to the Society.

- (7) The Board shall have the power to implement any procedures as it thinks fit for the transfer of PIBS and for the regulation of those procedures and to permit PIBS to be transferred other than by a written instrument. Nothing in these Rules shall require a PIBS to be transferred by a written instrument if the Board has resolved that no such instrument be required.

9. DEPOSITS WITH AND LOANS TO THE SOCIETY

Any Person who made a deposit with or loan to the Society before 1 March 2000 should read this Rule in conjunction with Additional Rule 2 on page 24.

- (1) The power of the Society to borrow money from any Person on deposit or by way of loan may be exercised, subject to these Rules and the Statutes, by the receipt of deposits or loans or classes of deposits or loans as the Board may from time to time determine.
- (2) The Society shall have power to determine the terms on which deposits or loans or classes of deposits or loans are to be received and the Board may determine the rates of interest or bonus (if any) to be paid on deposits or loans or on classes of deposits or loans, and the conditions subject to which the same shall be payable.
- (3) The Society may give such security upon any of its assets for any deposits or loans as the Board may from time to time consider expedient.
- (4) Except where the Board requires otherwise, the receipt of a deposit taken by the Society in accordance with the Statutes shall be, insofar as it is permissible by the Statutes to do so, on terms that Rule 4(4) to (7), Rule 5, Rule 6(1) to (3), Rule 8(4) and (5), Rule 12(5) and Rule 45 apply (with any necessary consequential amendments being made) to a depositor and a deposit as those Rules apply to a Shareholding Member (other than a PIBS holder) and a Share (other than a PIBS).

10. LENDING

Members who received an advance or other Loan from the Society before 1 March 2000 should read this Rule in conjunction with Additional Rules 1(c) (2) and (3) on pages 23-24.

The Society may lend money, with or without security, upon such terms and conditions as the Board may determine from time to time, subject to the Statutes, the Memorandum and these Rules, and may suspend, reduce or waive any repayment of principal, or the payment of interest, or other payment on such terms and from such date (whether then already past or not) as the Society may think proper.

11. REPAYMENT OF MONEY OWED TO THE SOCIETY

Members who received an advance or other Loan from the Society before 1 March 2000 should read this Rule in conjunction with Additional Rule 3(c) on page 25. If a Person wishes to repay the whole or any part –

- (a) of a Mortgage Debt, or
- (b) of any sum owing,

before the time agreed, he may do so in accordance with the terms on which the money was lent and in the case of a repayment in full he shall pay to the Society the Mortgage Debt or all sums owing together, in any case, with any other of the Society's expenses connected with such repayment.

12. DIRECTION AND MANAGEMENT

- (1) The business of the Society and any business that the Society proposes to carry on shall be under the direction of a Board of Directors consisting of not more than 10 nor (subject to the provisions of Rule 25(6)) less than 4 Members and the Board may from time to time resolve the number who together shall constitute the Board within these limitations.
- (2) The Board may exercise all those powers of the Society that are not, by the Statutes or by these Rules, required to be exercised by the Society in general meeting.
- (3) 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 that would have been valid if that Rule or alteration had not been made.
- (4) 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 by a sufficient number of Individuals fit and proper to be Directors or other Officers, in their respective positions, with prudence and integrity, in the best interests of the Society, in accordance with the Statutes, the Memorandum and these Rules,
 - (b) may appoint, and terminate the appointment of, any Members of the Society as members of a local board with such powers, duties, discretion and authorities as the Board may at any time delegate to that board but so that-
 - (i) each Director shall be a member ex officio of any such local board but no Director shall receive any remuneration by reason of his being an ex officio member of such local board,
 - (ii) two members of a local board shall form a quorum, and
 - (iii) no Member shall be eligible for appointment to, or continue as a member of, any local board unless he shall have a Shareholding in his own right of not less than £1,000
 - (c) may, without prejudice to the generality of the foregoing sub-paragraph (b)(i), remunerate out of the funds of the Society, and pay the reasonable expenses and any professional and other fees of, the members of any local board,
 - (d) 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, but no Director (other than a holder of any executive office) shall receive any payment save as is authorised by these Rules,

- (e) may make, vary or revoke regulations for the conduct of its meetings and all affairs and business of the Society, provided that the same are not inconsistent with the Statutes, the Memorandum and these Rules,
- (f) may authorise the use of all forms, instruments and other documents that it may deem necessary for the proper conduct of the business of the Society,
- (g) 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 provided that where the powers of the Board are delegated to a committee pursuant to (ii) above, no resolution of the committee shall be effective unless a majority of the members of the committee present at the meeting are Directors or other Officers.
- (5) The Board may –
 - (a) demand payment or reimbursement from any Person in respect of any cost, expense or liability that the Society may incur directly resulting from any act, default or neglect of such Person, or the carrying out of tasks considered by the Board to be outside the normal servicing of that Person's account. Such charges, including a proper sum for the cost of time, facilities, accommodation and services of its Officers, employees and agents shall be recoverable on the basis of a full indemnity. In the case of a Borrower this sum, if unpaid, may be debited to the mortgage account with interest at the rate payable under the mortgage from time to time, and
 - (b) from time to time levy charges in respect of the Society's services. The Society shall give not less than one month's notice of its intention to impose or increase such charges and details of the charges concerned shall be given to Persons affected by individual notice or publicised in accordance with Rule 45(1). An accidental omission to give or publicise such details shall not affect the validity of the charges concerned.

13. ELIGIBILITY AND ELECTION OF DIRECTORS

- (1) No Individual shall be elected or appointed as a Director unless –
 - (a) he will be less than 70 years of age at the date on which the election, or in the case of an appointment under Rule 25, the appointment, would take effect,
 - (b) he is qualified under Rule 14 at the date of his election or, in the case of appointment under Rule 25, the date of his appointment,
 - (c) he is not a minor, and
 - (d) (except in the case of appointment under Rule 25, or nomination under paragraph (12) below, or where a Director retires under Rule 26), a nomination form in the form required by the Society, signed by not less

than 150 Members who comply with the requirements of paragraph (4) below and addressed to the Secretary, has been delivered at the Principal Office. A nomination may be made at any time but, if made after the end of the Financial Year preceding the Annual General Meeting at which the vacancy in respect of which he is nominated is to be filled, the nomination shall be carried forward (unless the candidate otherwise requires) as a nomination for the next election of Directors at the next Annual General Meeting.

- (2) The nomination form shall contain the full name, address, age and occupation of the Individual nominated, his consent to be so nominated, and the full names, account numbers and addresses of the Members proposing his nomination. The nomination form shall be dated with the date of its delivery at the Principal Office and that date shall be deemed to be the date of nomination for the purposes of paragraph (4) below.
- (3) In exercise of its duties pursuant to Rule 12(4)(a), the Board may require any Individual nominated for election as a Director to supply in writing in such form as the Board may specify, evidence as to his qualifications, financial and managerial experience, creditworthiness, competence and character and to complete in draft any form or questionnaire that, if elected, he would be required to submit to any regulatory authority in accordance with the Statutes.
- (4) The requirements with which a Member must comply in order to be eligible to nominate an Individual as a Director are as follows:-
 - (a) he must have been a Member for not less than 2 years before the date of the nomination, and
 - (b) either –
 - (i) if he claims eligibility as a Shareholding Member, he must hold at that date Shares to the value of not less than £100, or
 - (ii) if he claims eligibility as a Borrowing Member, he must owe at that date a Mortgage Debt of an amount not less than £100, and, at all times during the period of 2 years, he must have been such a Shareholding Member or such a Borrowing Member or a combination of both, and
 - (c) he must not be a minor at that date and for the purposes of paragraph (4)(a) above, the holder of a PIBS shall be treated as being a Member from the date on which such Member's name is entered in the PIBS Register as the holder of that PIBS.
- (5) An Individual duly nominated for election as a Director shall deposit £250 with the Society not later than one week after the end of the Financial Year preceding the Annual General Meeting at which he is to be a candidate for election, and an Individual so nominated who fails to lodge the required deposit money with the Society within the time required by this paragraph shall not be eligible for election.
- (6) An Individual duly nominated for election as a Director may furnish the Society with an election address or a revised election address and the Society shall be under a duty to send a copy of the address or revised address to each Member entitled to vote in the election if –

- (a) the address or revised address does not exceed 500 words,
 - (b) the Society is furnished with the address or revised address before the end of the Financial Year referred to in paragraph (5) above,
 - (c) publicity for the address or revised address is not likely to diminish substantially the confidence in the Society of investing members of the public,
 - (d) the right conferred by this paragraph on the Individual seeking election is not being abused to seek needless publicity for defamatory matter or for frivolous or vexatious purposes, and
 - (e) the address or revised address relates directly to the affairs of the Society, and the Commission shall hear and determine any dispute arising from subparagraph (c) above.
- (7) Any Individual nominated for election as a Director may withdraw his name up to and including the date of the election, and in the event of such withdrawal the Board shall decide within one month after the date on which the Society received notice of his withdrawal whether all or any part of any deposit lodged by that person under paragraph (5) above shall be forfeited or returned to him.
 - (8) Elections of Directors shall be conducted either on a poll taken at the Annual General Meeting, or, if the Board so determines, by postal ballot (conducted in accordance with Rule 39) of the Members conducted during that part of the Financial Year which precedes the date of the Annual General Meeting. If an election is conducted by postal ballot the following provisions of this Rule shall apply to the ballot by making any necessary consequential amendments.

Where Directors are to be elected at the Annual General Meeting, a form for the appointment of a proxy shall be sent to each person entitled to notice of the meeting. Subject to paragraph (10)(c) below, the vacancies shall be filled by those candidates obtaining the most votes in their favour. The Persons entitled to vote in an election of Directors are those Members who, on the voting date (as defined in Rule 36(1)), are entitled to vote on an Ordinary Resolution.

The following provisions of the Rules shall apply to the poll –

- (a) the voting papers shall include the number of vacancies on the Board, the full names of all the candidates and any declarations required by the Statutes,
 - (b) subject to paragraph (a) above, the Board may prescribe or approve the form of the voting paper and may include such other declarations and denoting of retiring Directors as it thinks fit,
 - (c) the voting shall be effected by the placing of an X after the names of the candidates for whom the votes are to be cast,
 - (d) the voting paper shall be void if a Member votes for more candidates than there are vacancies to be filled.
- (9) If on the election of Directors there are more candidates than vacancies to be filled by the election –
 - (a) each Member entitled to vote in the election shall have one vote in respect of every vacancy, but

- (b) cannot be required to cast all or any of his votes.
- (10) If on the election of Directors there are not more candidates than vacancies to be filled by the election –
- (a) each Member entitled to vote in the election shall have one vote in respect of every candidate, but cannot be required to cast all or any of his votes,
 - (b) each vote shall be capable of being cast either for or against the candidate concerned, and
 - (c) a candidate shall be elected if, and only if, more votes are cast for him than against him.
- (11) Within 14 days after the date of the election the Society shall return to an Individual who –
- (a) has been nominated for election as a Director, but
 - (b) has not been elected,
- the deposit money lodged by him under paragraph (5) above if, but only if, he secured not less than –
- (i) 5 per cent of the total number of votes cast for all the candidates in the election, or
 - (ii) 20 per cent of the number of votes cast for the candidate who has been elected with the smallest number of votes,
- whichever is the smaller, and the Society shall also return within a like period to a Member who has been nominated for election as a Director, and who has been elected as such, the deposit money so lodged by him.
- (12) If a vacancy arises on the Board after the last day of the Financial Year and before the conclusion of the Annual General Meeting held in the succeeding Financial Year for any reason including the death, disqualification or resignation of any retiring Director who was seeking re-election the Board may either –
- (a) without giving notice under Rule 32 substitute in that Director's place some other Member who has filled the vacancy under Rule 25 and who is at the date of that meeting –
 - (i) less than 70 years of age, and
 - (ii) not a minor, and
 - (iii) qualified under Rule 14

to take the place of such retiring Director as a candidate for election and such Member shall be deemed to be a retiring Director, or
 - (b) reduce the number of vacancies to be filled at the Annual General Meeting by one in respect of each such event and any remaining vacancy on the Board shall be and become a vacancy which the Directors have power to fill under Rule 25.

14. QUALIFICATION OF DIRECTORS

- (1) The qualification of a Director shall be that he holds in his own right a Shareholding to the value of not less than £1,000.
- (2) An Individual –
 - (a) who has been nominated for election as a Director, or
 - (b) whom the Board proposes to nominate as a candidate for election as a Director under Rule 13(12) or to appoint under Rule 25, or

(c) who is a Director,

shall produce to the Board on request his birth certificate (or such other evidence as the Board may consider acceptable) as evidence of his date of birth and if he fails to do so within 7 days (or such further time as the Board may allow) after the request, he shall be ineligible for election or if he is already a Director shall forthwith cease to hold office as a Director.

15. APPOINTMENT OF CHAIRMAN AND VICE-CHAIRMAN

- (1) At its first meeting after every Annual General Meeting the Board shall elect from its number a Chairman and a Vice-Chairman who shall, subject to paragraph (3) below, hold office until the commencement of the first meeting of the Board held after the next Annual General Meeting unless either shall cease in the meantime to be a Director or shall resign the office. The Chairman shall preside at all meetings of the Board at which he is present and in the absence of the Chairman the Vice-Chairman shall take his place.
- (2) If the Chairman and the Vice-Chairman so elected shall both be absent from a meeting of the Board or shall both decline to act as Chairman, the Directors present at that meeting shall elect a Director to be Chairman for the purposes of that meeting.
- (3) The Board may at any time remove the Chairman or the Vice-Chairman from office.
- (4) The Board shall fill from its number any casual vacancy (whether or not arising from the exercise of its power under paragraph (3) above) in the office of Chairman or Vice-Chairman and a Chairman or Vice-Chairman so elected shall, subject to paragraph (3) above, hold office until the commencement of the first meeting of the Board held after the next Annual General Meeting unless he shall cease in the meantime to be a Director or shall resign the office.

16. MEETINGS OF DIRECTORS

- (1) The Board shall meet for the despatch of business as often as it shall find necessary and 3 Directors present at any Board meeting shall, subject only to the provisions of Rule 25(6), form a quorum.
- (2) Questions arising at a meeting shall be resolved by a majority of votes and, in the case of an equality of votes, the Chairman of the meeting shall have a second or casting vote.
- (3) The Secretary shall convene a special meeting of the Board upon the direction in writing of the Chairman or of any two other Directors or of the Chief Executive and, if he fails so to do, the Chairman or such two Directors or the Chief Executive as the case may be may convene the meeting. The Secretary may at any time at his own instance convene a special meeting of the Board.
- (4) Subject to the provisions of Rule 24(2), two clear days' notice in writing or such shorter period of notice in such a manner as the Board may have previously deemed appropriate of any special meeting of the Board shall be given to each Director and to the Chief Executive and, where appropriate, to the Secretary. It shall not be necessary to give notice to a Director or the Chief

Executive at an address outside the United Kingdom.

- (5) A notice given under paragraph (4) above shall state the business to be transacted at the special meeting.
- (6) Subject to paragraphs (1) to (5) above and the approval of the Chairman of the meeting, all or any members of the Board, or any committee of the Board, or any local board, may participate in a meeting of the Board, or that committee, or local board, by means of a conference telephone or any other communications equipment which allows all Individuals participating in the meeting to hear, or both see and hear, each other. An Individual so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group is assembled or, if there is no such group, where the Chairman of the meeting is present.

17. MINUTES

The Board shall cause minutes to be made of all proceedings at all meetings of the Society, of the Board, of any committee and of any local board. Any such minutes of any meeting if purporting to be signed by the chairman of that meeting or by the chairman of the next succeeding meeting shall be conclusive evidence without any further proof of the facts stated in those minutes.

18. VALIDITY OF ACTS

- (1) All Acts done by the Board, or any committee, or any local board, shall be valid even though it might afterwards be discovered that there was some defect in the constitution of the Board, or committee, or local board, or in the election, or re-election, or appointment, of any member of the Board, or committee, or local board, or Individual acting as such. Likewise, such Acts shall not be invalidated by reason of the fact that any Individual acting in such capacity was disqualified from holding office, or was not entitled to vote.
- (2) A resolution in writing signed by all the members of the Board or of a committee of Directors or any local board shall be as valid and effectual as if it had been passed at a meeting of the Board or (as the case may be) a committee of Directors or any local board duly convened, constituted and held and may consist of several documents in a like form each signed by one or more Directors or (as the case may be) members of the local board.

19. REMUNERATION AND EXPENSES OF DIRECTORS

- (1) The annual remuneration of the Directors as members of the Board (exclusive of any remuneration paid in respect of executive duties) shall be paid at a rate to be determined by the Board from time to time but not exceeding 5 pence per one hundred pounds of total assets of the Society as at the first day of the Financial Year in which payment is made. This remuneration shall be divisible among the Directors in such proportion as may be agreed among them by a majority decision and, in default of agreement, in equal shares.
- (2) In addition to such remuneration, any Director may be

paid such reasonable travelling, accommodation and other expenses as he might incur while attending Society business with the approval of the Board. He may also, by resolution of the Board, be paid for professional or other work done by him on behalf of the Society in addition to his usual services as a Director.

20. OFFICES OF PROFIT

- (1) A Director may hold any office or place of profit with the Society (other than the office of auditor or valuer) simultaneously with his office of Director and may be appointed by the Board to an office or place of profit with any body corporate in which the Society is, or will be, interested.
- (2) A Director so appointed to an office or place of profit with a body corporate in accordance with paragraph (1) above shall disclose to the Board any benefit he derives from any such office or place in the Financial Year in which it is received.
- (3) A Director, notwithstanding his interest, may be counted in the quorum present at any meeting at which he or any other Director is appointed to hold any office or place of profit with the Society or with any body corporate in which the Society is, or will be, interested or at which the terms of any such appointment are arranged. He may vote on any such appointment or arrangement other than his own appointment or the arrangement of the terms of that appointment.

21. INTEREST IN CONTRACTS

- (1) Subject to a Director complying with the provisions for the time being of the Statutes that –
 - (a) require him to declare to the Board any direct or indirect interest he might have, or be treated as having in any contract to which the Society is a party,
 - (b) prohibit particular contracts,
 - (c) require a contract to be approved by a resolution of a general meeting, or
 - (d) require him to furnish to the Society particulars of any related business,
he may enter into or be interested, whether directly or indirectly, in contracts with the Society and shall not be disqualified from office as a result of his interest, nor shall he be liable to account to the Society for any profit arising out of any such contract to which he is a party or in which he is interested by reason of his being at the same time a Director.
- (2) Except as required by Rule 19(1), no Director may vote as a Director in regard to any contract, or proposal for a contract, in which he is interested, whether directly or indirectly, or upon any matter arising out of it. If he shall so vote, his vote shall not be counted nor shall he be reckoned in estimating a quorum when any such contract, or proposal for a contract, is under consideration.
- (3) Notwithstanding anything contained in this Rule, the prohibition contained in the foregoing paragraph (2) may at any time or times be suspended or relaxed to any extent by resolution at a general meeting of the Society.

- (4) In this Rule the term “contract” includes any transaction or arrangement. For the avoidance of doubt, the word “interest” in Rule 21(2) does not include any interest a Director may have as a director of a wholly owned connected undertaking of the Society.

22. APPOINTMENT OF OFFICERS, EMPLOYEES AND OTHERS

- (1) The Board shall appoint and may terminate the appointment of the Chief Executive and the Secretary.
- (2) The Board may also –
- (a) appoint and terminate the appointment of a Manager and such employees, advisers, bankers and agents as the Board may at any time determine,
 - (b) appoint under this Rule more than one Individual to any office or place with the exception of the offices of Chief Executive and Secretary,
and may require from any Person appointed under this Rule such guarantees as in its judgment shall appear necessary.
- (3) The powers and duties of Persons appointed under this Rule shall be those given them from time to time by the Board which may pay them such salaries, wages, commissions and bonuses (whether or not section 67 of the Building Societies Act 1986 would otherwise apply to such commissions or bonuses but not so as to contravene sub-section (5) of that section), compensation for loss of office or of employment, fees and other remuneration as it may consider desirable.

23. INDEMNITY TO DIRECTORS, OFFICERS AND EMPLOYEES

- (1) Every Director, 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 Statutes, 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 judgment is given in his favour or in which he is acquitted.
- (2) The Society may make arrangements to provide and pay for insurance in respect of any such indemnity or liability as is mentioned in paragraph (1) above.

24. VACATION OF OFFICE AND DISQUALIFICATION

- (1) Without prejudice to Rule 14(2), a Director shall cease to hold office –
- (a) if he resigns his office by notice in writing to the Secretary on the date specified in the notice or, if none, the date that the notice is received by the Secretary,
 - (b) if he ceases to hold in his own right a Shareholding of not less than £1,000 as prescribed by Rule 14(1),
 - (c) if he takes up a permanent residence outside the United Kingdom,
 - (d) if he is requested in writing by a majority of his

co-Directors to resign and a resolution that he has vacated office is thereafter passed at a meeting of the Board by at least a majority of the members of the full Board,

- (e) if for more than six consecutive months he absents himself without permission of the Board from meetings of the Board held during that period and the Board passes a resolution that he has vacated office,
 - (f) if he becomes bankrupt or is sequestrated or compounds or makes any arrangement with his creditors generally,
 - (g) if he is, or might be, suffering from mental disorder and either –
 - (i) he is admitted to hospital in pursuance of an application for admission for treatment under the provisions of the Mental Health Act 1983 or he is admitted to hospital under the provisions of the Mental Health (Scotland) Act 1984 or the provisions of the Mental Health (Northern Ireland) Order 1986, or
 - (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other Person to exercise powers with respect to his property or affairs,
 - (h) upon a resolution of which notice has been given under Rule 33(2)(a) that he shall cease to be a Director passed by a majority of the votes cast on a poll at a general meeting,
 - (i) if, whilst a Director of the Society and without the prior consent of his co-Directors, he accepts the office of a director or officer in, or employment by, any other building society or institution authorised under the Banking Act 1987 or any statutory modification or re-enactment thereof, or any other organisation, company or body deemed by the Board to be in direct competition with the business of the Society,
 - (j) upon his attaining the age of 70 years,
 - (k) if he becomes prohibited by law from being a Director,
 - (l) if he contravenes Rule 21(1) by knowingly or recklessly failing to declare an interest and the Board passes a resolution that he has vacated office,
 - (m) if, having exhausted the appeals procedure set out in the Statutes, or having not appealed within the time limits permitted by the Statutes, a majority of the other Directors passes a Board resolution to give effect to a direction or a condition on the Society’s authorisation imposed by the Commission requiring his removal as a Director.
- (2) The Secretary shall give not less than 14 clear days’ notice in writing to all Directors of a meeting of the Board at which it is intended to move a resolution that a Director has vacated office. The notice shall set out the proposed resolution and, if all the requirements of this paragraph are not complied with, the resolution, even if passed, shall be of no effect. The provisions of Rule 47(2) shall be deemed to apply to any such notice.

25. FILLING OF CASUAL VACANCIES

- (1) In the case of any vacancy not occasioned by the retirement of any Director by rotation the Board may at any time, and from time to time, appoint an Individual as a Director to fill such vacancy.
- (2) If the Board resolves to increase the number of Directors within the limitations prescribed by Rule 12(1), the Board may appoint an Individual as an additional Director in order to fill any vacancy.
- (3) The Board shall appoint under this Rule only an Individual who –
 - (a) appears to it to be fit and proper to be a Director, and
 - (b) is qualified under Rule 13 (as far as that Rule is applicable), and
 - (c) is not an Individual who, having been nominated for election as a Director at any election held within the preceding 12 months, was not elected as a Director.
- (4) A Director appointed under this Rule shall hold office until the conclusion of the Annual General Meeting next following such appointment but, if he is appointed on a date falling within a period commencing with the beginning of the Financial Year and ending with the Annual General Meeting held in that year, he shall not retire at that Annual General Meeting but –
 - (a) at the conclusion of the next Annual General Meeting, or
 - (b) at the expiration of the period of 16 months beginning with the date of his appointment, whichever is the earlier.
- (5) A Director appointed under this Rule and retiring under paragraph (4) above shall be eligible for election without nomination, provided that he is qualified under Rule 14(1) at the date of the Annual General Meeting at which he retires and is not ineligible by reason of his age on that date.
- (6) Notwithstanding any vacancies on the Board, the remaining Directors may continue to act. If at any time the number of Directors falls below the minimum of 4 prescribed by Rule 12, the Board so constituted, notwithstanding that its members may be insufficient to form a quorum, may act by a majority of its members for a maximum period of 6 months but the Chairman shall, notwithstanding Rule 16(2), not have a second or casting vote.

26. RETIREMENT BY ROTATION

- (1) In addition to any Director retiring under Rule 24(1)(j) or 25(4) and any Director choosing to retire and stand for re-election, not less than one-third (or the whole number nearest to but not exceeding one-third) of the other Directors or (if their number is greater) all those of the other Directors who have not been elected or re-elected at either of the last two Annual General Meetings shall retire from office at the Annual General Meeting in each year.
- (2) The Directors to retire by rotation in each year shall be those who have been longest in office since their last election but, as between Individuals who were elected or

were last re-elected Directors on the same day, those to retire shall, unless they agree among themselves, be decided by the Board by lot.

- (3) A Director retiring under this Rule shall be eligible for re-election without nomination provided he is qualified under Rule 14(1) at the date of the Annual General Meeting at which he retires and is not ineligible by reason of his age on that date and he shall retain office until the conclusion of that meeting.

27. RESERVES

The Board may set aside to reserve sums whether for particular purposes or otherwise. Subject to the Statutes or regulations made under the Statutes, the revenue and reserve funds to be drawn upon for such purposes of the Society as the Board may think fit and in particular for the payment of interest and bonuses, or either of them, on Shares at such rates and in such manner as the Board may from time to time determine (but subject to the terms and conditions of issue of any Shares).

28. LOSSES

- (1) For the purposes of this Rule liabilities and assets shall be determined at the figures at which they are taken into account in a balance sheet of the Society;
- (2) If the accounting records show a loss in respect of any Financial Year, that loss shall be borne by the Society's reserves (if any). If at any time the accounting records disclose that the liabilities exceed the assets, the Board shall take such steps as it may deem necessary in the interests of the Society; for example, it may put to the Members proposals to deal with the situation as follows –
 - (a) the transfer of all the Society's engagements to an existing building society or the transfer of the whole of its business to an existing company, or
 - (b) the winding up of the Society.
- (3) No Person who has been lent money by the Society and who does not hold a Share shall be liable for any loss incurred by the Society other than a loss incurred in connection with such lending but, if that Person also holds Shares, he shall be liable in respect of that Shareholding.

29. PENSION AND OTHER SCHEMES AND FUNDS

- (1) In this Rule the term "Officers" excludes any Director who does not hold or has not held any executive position in the Society in addition to that of Director.
- (2) The Board may from the Society's resources and on such terms as it thinks fit provide, establish, maintain and administer pension, life assurance, sickness, annuity and other funds or schemes (whether contributory or not) for the benefit of –
 - (a) past, present or future Officers and employees of the Society,
 - (b) past and present Officers and employees of any society with which the Society might merge in the future,
 - (c) the spouses, children and dependants of Individuals referred to in subparagraphs (a) or (b) above.

- (3) In addition to the powers aforesaid the Board may grant on such terms as it thinks fit other pensions, allowances, gratuities, donations and bonuses to or for the benefit of –
- (a) past or present Officers and employees of the Society,
 - (b) past Officers and employees of a society with which the Society has merged,
 - (c) any spouses, children or dependants of such Officers and employees mentioned in (a) or (b) of this paragraph.
- (4) The Board may make, vary and revoke the rules of any such fund or scheme as is mentioned in paragraph (2) (to such extent as this power is not as a result prohibited, or is found permissible) and may constitute any trust and may from time to time at its discretion exercise any powers reserved to the Society by the terms of any trust constituted by the Society including the power of modifying or discontinuing the terms of any such trust or any rules or regulations that may be or may have been made pursuant to it.

30. ANNUAL GENERAL MEETING

- (1) The Society shall hold an Annual General Meeting in each Financial Year, at such hour, date and place as the Board shall determine.
- (2) The Board shall lay before the Members at the Annual General Meeting the Annual Accounts of the Society for the last Financial Year before the date of that meeting, and shall also submit to them a report by the Board (called in these Rules “the Directors’ Report”) on the business of the Society, which Directors’ Report shall include the information required by or under the Statutes.
- (3) In these Rules “Annual Accounts” means the classes of document (including the notes to them) the Society is required (unless otherwise exempted) by or under the Statutes to prepare by way of accounts for itself individually and, if it has subsidiary undertakings, by way of group accounts for itself and those subsidiary undertakings.
- (4) The report of the auditors on –
 - (a) the Annual Accounts laid before the Annual General Meeting, and
 - (b) to the extent required by the Statutes, the annual business statement of the Society and the Directors’ Report shall be open to inspection by any Member at that meeting.
- (5) No business shall be transacted at an Annual General Meeting, and no resolution shall be brought forward at any such meeting, except as might arise upon –
 - (a) the Annual Accounts laid before the meeting,
 - (b) the annual business statement for the last Financial Year before the date of the meeting,
 - (c) the Directors’ Report submitted to the meeting,
 - (d) the report of the auditors on the documents listed in (a) to (c) above,
 - (e) the election and re-election of Directors,
 - (f) the appointment or re-appointment of auditors,
 - (g) a motion for a resolution (whether special or ordinary), notice of intention to move which at the meeting has been duly given to the Society by 500 Qualified Members (as defined in Rule 33(1)(a)) not later than the last day of the Financial Year preceding that in which the meeting is held,
 - (h) business (including a motion for a resolution, whether special or ordinary, or a motion for a Shareholding Members’ or Borrowing Members’ Resolution) brought before the meeting by the Board, and
 - (i) notification of any merger or transfer proposal required by the Statutes.

31. SPECIAL MEETINGS

- (1) All general meetings other than Annual General Meetings shall be called special general meetings.
- (2) The Board may, whenever it thinks fit, convene a special general meeting.
- (3) (a) The Board shall convene a special general meeting on the requisition of not less than 500 Members qualified under paragraph (4) below, and specify the meeting as such in the notice calling it. Subject to the provisions of sub-paragraph (b) below, the requisition shall state the objects of the meeting, and the full text of any resolution which the requisitioners wish to move at the meeting, (neither of which must include the election of a Director or the moving of a resolution, other than a special resolution to amend these Rules, which, if passed, would purport to interfere with the Directors’ right and duty to manage the affairs of the Society). The requisition shall be signed by the requisitioners and deposited at the Principal Office and may consist of several documents in like form each signed by one or more requisitioners, provided that each document is deposited within 3 months of the date on which the first was deposited. A deposit of £25 in respect of each requisitioner signing the requisition shall be lodged with it. If within half an hour after the time appointed for the meeting a quorum is not present, all such deposits shall be forfeited but if a quorum is present the Members present and entitled to vote at the meeting shall decide by Ordinary Resolution whether the deposits shall be appropriated either wholly or in part towards the expenses of convening and holding the meeting and to any extent to which the deposits are not so appropriated they shall be returned by the Society to the requisitioners equally.
If required by the requisition, the Board shall, subject to sub-paragraph (c) below, send to each Member entitled to receive notice of the meeting a copy of a statement of not more than 500 words with respect to the matters to be dealt with at the meeting.
- (b) The Board shall be under no duty to convene such a special general meeting if –
 - (i) the only or main object of the meeting as stated in the requisition is to move a resolution in substantially the same terms as any resolution which has been defeated at a meeting or on a postal ballot during the period beginning with the

third Annual General Meeting before the date on which the requisition is deposited at the Principal Office, or

- (ii) the date of the meeting called in accordance with paragraph (5) below would fall during the period of four months beginning one month after the end of the Financial Year.

(c) The Board shall be under no duty to send copies of a statement to Members entitled to receive notice of the meeting in any case where –

- (i) the statement does not relate directly to the affairs of the Society, or
- (ii) publicity for the statement would be likely to diminish substantially the confidence in the Society of investing members of the public, or
- (iii) the rights conferred by paragraph (a) above are being abused to seek needless publicity for defamatory matter or for frivolous or vexatious purposes.

and the Commission shall hear and determine any dispute arising from sub-paragraph (ii) above.

(4) A Member shall be qualified under this paragraph for the purposes of paragraph (3) above if he –

- (a) has or had a Shareholding to the value of not less than £100 or owes or owed to the Society a Mortgage Debt of not less than £100 on the qualifying date, and
- (b) had held such a Shareholding or owed such a Mortgage Debt for a continuous period of not less than 2 years ending with the qualifying date, and

(c) is not a minor,

and in (a) and (b) above the “qualifying date” is either the date of deposit of the sole requisition or the date of deposit of the last requisition sufficient to comply with the requirements of paragraph (3). For the purposes of this paragraph (4), the value of a PIBS shall be counted as held by a Member only if, at the qualifying date, the Member was entered in the PIBS Register as the holder of that PIBS.

In addition, to be qualified under this paragraph for the purposes of paragraph (3) above a Member must –

- (i) state his full name and address, and
- (ii) identify a share account or mortgage account or both, or his holding of PIBS, with the Society which will evidence the fact that he fulfils the conditions set out in paragraphs (a) and (b) above.

If the Board wishes to object to the requisition by virtue of any of the requirements of this paragraph or paragraph (3) above not being met, it must do so within 14 days of the requisition or document being deposited at the Principal Office.

- (5) If the Board does not within 28 days after the date of deposit of the sole requisition or the date of deposit of the last requisition sufficient to comply with the requirements of paragraph (3) above proceed to despatch notices convening a meeting to be held within 63 days after that date, the requisitioners or any proportion of them exceeding one-half may themselves convene a special general meeting, but any meeting so

convened shall not be held after the expiration of five months from the date of the deposit of the sole or last requisition. The meeting so convened by the requisitioners shall be convened in the same manner, as nearly as possible, as that in which meetings are convened by the Board and notices of it shall be sent by post to the Persons entitled to it under Rule 32(3).

The Board or, as the case may be, the requisitioners, shall give the Members notice of any resolution the requisitioners propose to move at the meeting at the same time and in the same manner as notice is given of the meeting.

If the Board is required under paragraph (3)(a) above to send a statement to Members entitled to receive notice of the meeting and does not comply with the requirement within 28 days from the date of the deposit of the sole requisition or the date of deposit of the last requisition, not less than one half of the requisitioners themselves may send a copy of the statement to each Member entitled to receive notice of the meeting.

Any days falling within the period mentioned in paragraph (3)(b)(ii) above shall be disregarded in determining any period for the purposes of this paragraph.

Any reasonable expenses incurred by the requisitioners by reason of the failure of the Board duly to convene a meeting shall be paid to those requisitioners by the Society. Any sum so paid shall be recovered by the Society from the defaulting Directors (whether by way of retention of fees or other remuneration in respect of services, or otherwise).

- (6) No business shall be entertained at any special general meeting except such as shall be stated in the notice convening the meeting or, (where applicable), to decide by Ordinary Resolution whether the deposits as mentioned in paragraph (3)(a) above shall be appropriated either wholly or in part towards the expenses of convening and holding the meeting.
- (7) Except where the requisitioners themselves convene a special general meeting under paragraph (5) of this Rule, special general meetings shall be held at such hour, date and place as the Board shall determine.
- (8) The accidental omission to send a statement to, or the non-receipt of a statement by, any Member entitled to receive a statement shall not invalidate the proceedings at that meeting.

32. NOTICE OF MEETINGS

- (1) At least 21 clear days' notice, calculated from the final date for the receipt of proxies under Rule 37(3), in writing of every general meeting (whether an Annual General Meeting or a special general meeting) specifying the hour, date and place of the meeting shall be given to Members as provided in paragraph (3) of this Rule. The notice shall specify –
 - (a) the nature of any resolution to be moved at the meeting and of the other business to be transacted at it, and
 - (b) the full name of each candidate for the office of director or auditor, unless in the case of an Individual

substituted under Rule 13(12) the nomination has been made, or in the case of an auditor his substitution has been received, too late for his candidature to be included in, or to accompany, the notice.

The notice shall state that –

- (i) a Member entitled to attend and vote may appoint one proxy to attend and, on a poll, vote at the meeting instead of him, and
- (ii) the proxy need not be a Member of the Society, and
- (iii) the Member may direct the proxy how to vote at the meeting.

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

(3) Notice of a meeting shall be given to every Member who would be eligible to vote at the meeting under the provisions of Rule 36 if the meeting were held on the date of the notice. Notice shall also be given to every Person who –

- (a) becomes a Shareholding or Borrowing Member of the Society after the date of the notice and before the specified date, or
- (b) being such a Member at the date of the notice, attains the age of 18 after that date and on or before the date of the meeting,

and who would (in either case) be eligible to vote at the meeting if he remained such a Member until the date of the meeting. The “specified date” means the date specified by the Society as the final date for the receipt of proxies under Rule 37(3).

(4) Subject to Rule 47(3), a notice of a meeting shall, unless otherwise specified, be given in accordance with Rule 47(2). In paragraphs (5) to (9) below, the term “notice” includes any Members’ Notice given or statement duly lodged and required to be sent by Rule 33(2) and any election address, or revised election address, required to be sent by Rule 13(6).

(5) A notice of a meeting shall be given by the Society to –

- (a) joint Shareholding Members, or
- (b) joint Borrowing Members,

either by giving it personally or by sending it by post or otherwise delivering it to the Registered Address of the Representative Joint Shareholder or the Representative Joint Borrower respectively.

(6) A notice of a meeting shall be given by the Society to the Persons who, in consequence of the death or bankruptcy of a Member, are entitled –

- (a) to a Share, or
- (b) to land already in mortgage to the Society,

either by giving it personally or by sending it by post or by otherwise delivering it, addressed to them by name, or by the title of representatives of the deceased, or trustee of the bankrupt, or by any like description, to the address, if any, supplied for the purpose by the Persons claiming to be so entitled, or (until such an address has been so supplied) by sending the notice through the post to the Registered Address of the deceased or bankrupt member.

(7) A notice of a meeting shall be given to the holder of a power of attorney which has been duly registered in the records at the Principal Office by giving it personally or by sending it by post or otherwise delivering it to the Registered Address of the holder of the power of attorney. No notice shall be given to the Member who gave the power.

(8) If a Member is suffering from mental disorder a notice of a meeting shall be given by the Society to his receiver, curator bonis or other Person in that behalf appointed by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder. Such a notice shall be given to such Person personally or by sending it by post or otherwise delivering it to the address supplied for the purpose by the aforesaid receiver, curator bonis or other Person or, until such an address has been so supplied, by sending the notice by post to the Registered Address of the Member.

(9) The accidental omission to give, send or deliver a notice of a meeting to, or the non-receipt of a notice of a meeting by, any Person entitled to receive notice shall not invalidate the proceedings at that meeting.

33. ENTITLEMENT TO PROPOSE RESOLUTIONS

(1) For the purposes of the following paragraphs of this Rule the following expressions shall have the following meanings –

(a) “Qualified Member” means a Member who has been a Member for not less than 2 years before the qualifying date, was not a minor on the qualifying date, and either –

(i) holds or held Shares to the value of not less than £100 on the qualifying date, or

(ii) owes or owed a Mortgage Debt to the Society of an amount not less than £100 on the qualifying date, and

(iii) at all times during that period of 2 years, was such a Shareholding Member or such a Borrowing Member or a combination of both,

and in this paragraph the “qualifying date” is the date on which the notice of intention to have the resolution moved is given to the Society. For the purposes of this sub-paragraph (a), the value of a PIBS shall be counted as held by a Member only if, at the qualifying date, the Member was entered in the PIBS Register as the holder of that PIBS.

(b) “Requisite Number” means 500, and

(c) “Members’ Notice” means a notice given to the Society in writing (whether in one or more documents) signed by at least the Requisite Number of Qualified Members, of their intention to have moved on their behalf at an Annual General Meeting a resolution that is specified in the notice and is either a Special Resolution or an Ordinary Resolution, but is not a Shareholding Members’ Resolution or a Borrowing Members’ Resolution.

(2) If the Society receives a Members’ Notice, (subject to paragraphs (3) and (4) below) the Board shall –

- (a) include in the notice of the Annual General Meeting a notice specifying the intention of those Members moving it to have the resolution moved on their behalf at that meeting and, if applicable, the intention to move it as a Special Resolution and
 - (b) at the request of the Qualified Members intending to have the resolution moved on their behalf, include in the notice of that meeting to each Member entitled under Rule 32(3) above to receive notice of that meeting a copy of any statement of not more than 500 words with respect to the matter referred to in the resolution.
- (3) The Board shall be under no duty –
- (a) to include a Members' Notice in the notice of the Annual General Meeting, or
 - (b) to send to Members such a statement as is mentioned in paragraph (2)(b) above if –
 - (i) the Members' Notice (or the last of the documents sufficient to enable it to comply with the requirements of paragraph 1(c) above) and, if submitted, any statement given (of the kind mentioned in paragraph 2(b) above) are given to or lodged with the Society later than the last day of the Financial Year preceding that in which the Annual General Meeting at which it is intended to move the resolution is held, or
 - (ii) the resolution specified in the Members' Notice and, if lodged, any such statement does not relate directly to the affairs of the Society, or
 - (iii) publicity for the resolution specified in the Members' Notice or, as the case may be, the statement would be likely to diminish substantially the confidence in the Society of investing members of the public, or
 - (iv) the rights conferred by paragraph (2) above are being abused to seek needless publicity for defamatory matter or for frivolous or vexatious purposes, or
 - (v) the resolution specified in the Members' Notice is in substantially the same terms as any resolution that has been defeated at a meeting or on a postal ballot during the period beginning with the third Annual General Meeting before the date on which the Members' Notice (or the last of the documents sufficient to enable it to comply with the requirements of paragraph (1)(c) above) is given to the Society, or
 - (vi) the resolution (not being a special resolution to amend these Rules) if passed would purport to interfere with the Directors' right and duty to manage the affairs of the Society, and the Commission shall hear and determine any dispute arising from sub-paragraph (iii) above.
- (4) If it is not practicable for any reason to include a Members' Notice, duly given, within the notice of the Annual General Meeting, the Members' Notice so given together with any statement, duly lodged, as mentioned in paragraph 2(b) above shall be sent along with the

notice of that meeting. If, however, that is not practicable, the Members' Notice so given and any statement so lodged shall be sent as soon as practicable after the despatch of the notice of that meeting.

34. QUORUM AT MEETINGS

- (1) No business shall be considered at any Annual General Meeting or special general meeting unless a quorum is present at the time when the meeting proceeds to business and a quorum shall be constituted for all purposes as follows –
 - (a) if a motion for a resolution (other than a Borrowing Members' Resolution) is included in the business at such a meeting or if the meeting is a special general meeting (other than one requisitioned under Rule 31(3)), by 10 Members present and entitled to vote on a show of hands under Rule 36(5),
 - (b) if a Borrowing Members' Resolution is included in the business at an Annual General Meeting or special general meeting, by 10 Members who are present and entitled to vote –
 - (i) in the case of a Shareholding Member, under Rule 36(5) on a show of hands, or
 - (ii) in the case of a Borrowing Member, under Rule 36(5) on a poll,
 - (c) if resolutions referred to in both sub-paragraphs (a) and (b) above are to be considered, by Members qualifying accordingly,
 - (d) if the meeting is a special general meeting requisitioned under Rule 31(3), by 500 Members present and entitled to vote under Rule 36(5) on a show of hands.
- (2) If no quorum shall be present within half an hour after the time appointed for the Annual General Meeting or special general meeting, the Chairman of the meeting shall adjourn it to such hour, date and place as he shall direct, unless it is a special general meeting requisitioned under Rule 31(3) whereupon the Chairman of the meeting shall dissolve it.
- (3) The Members present at an adjourned meeting and entitled under paragraph (1) above to be included in the quorum for the meeting shall constitute a sufficient quorum.

35. PROCEDURE AT MEETINGS

- (1) The Chairman of the Board or, in his absence, the Vice-Chairman of the Board shall preside at every meeting of the Society. If there is no such Chairman or Vice-Chairman or if neither the Chairman nor the Vice-Chairman is present within fifteen minutes after the time appointed for the meeting or if both the Chairman and the Vice-Chairman are unwilling to act, the Directors present shall elect one of their number to be Chairman of the meeting. If at any meeting no Director is willing to act as Chairman, or if no Director is present within fifteen minutes after the time appointed for the meeting, the Members present and entitled under Rule 34(1) above to be included in the quorum for the meeting shall choose one of their number who is present to be the Chairman of the meeting.

- (2) The Chairman of the meeting may, notwithstanding the presence of a quorum (and shall, if so directed by a resolution of the meeting), adjourn the meeting from time to time and from place to place but, except as provided in paragraph (10) of this Rule, no business shall be transacted at any adjourned meeting other than the business left unfinished or not reached at the meeting from which the adjournment took place.
- (3) Every adjourned meeting shall be deemed a continuation of the original meeting and any resolution passed at an adjourned meeting shall for all purposes be treated as having been passed on the date on which it was in fact passed and shall not be deemed to have been passed on any earlier date.
- (4) When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting but otherwise it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- (5) Subject to the Statutes and these Rules every question submitted to an Annual General Meeting or special general meeting shall be decided by a simple majority and such votes shall be taken in the first instance by a show of hands.
- (6) A poll may (before or on the declaration of the result of the show of hands) be demanded by –
 - (a) the Chairman of the meeting, or
 - (b) 10 Members who are entitled to vote at the meeting and are present in person, by proxy, by attorney, by representative or by a Person specified in Rule 36(7), and in the event of such a demand, a poll shall be taken in accordance with paragraph (10) of this Rule, but no poll shall be permitted upon a resolution to appoint a Chairman or as to whether the meeting should be adjourned.
- (7) Unless a poll be so demanded, a declaration by the Chairman that a resolution on a show of hands has been carried, or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of, or against, such resolution.
- (8) If a motion for a Special Resolution or an election of Directors is to be put to the vote of the meeting or there is a contest for the office or appointment of auditor, a poll shall be deemed to have been demanded by the Chairman.
- (9) Except in the case of a motion for a Special Resolution or of an election of Directors or of a contest for the office or appointment of auditor, the demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the Chairman, and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.
- (10) If a poll is duly demanded in accordance with paragraph (6), it shall be taken at the meeting at which it is demanded or, if the Chairman so decides, at an adjourned meeting and in either case (subject to Rules

13(8), (9) and (10) in the case of an election of Directors and to Rule 41(6) in the case of a contested appointment of auditors) in such manner, subject to paragraph (12) below, as the Chairman directs and the result of the poll, shall, notwithstanding paragraph (3) of this Rule, be deemed to be the resolution of the meeting or adjourned meeting at which the poll was taken. The Chairman may, in the event of a poll, appoint the scrutineers (who need not be Members) and may adjourn the meeting or adjourned meeting to some hour, date and place fixed by him for the purpose of declaring the result of the poll.

- (11) A poll demanded on any question shall not prevent the continuance of a meeting for the transaction of any business other than that upon which the poll has been demanded.
- (12) Voting papers to be used on a poll shall be valid only if they are issued by the Society. Members are entitled to vote in accordance with Rule 36. In addition, if the Member is voting by proxy, Rule 37 shall apply.
- (13) In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place, or at which the poll is taken, shall be entitled to a second or casting vote.

36. ENTITLEMENT OF MEMBERS TO VOTE ON RESOLUTIONS

- (1) In this Rule “voting date” means –
 - (a) the date of the meeting at which the resolution is intended to be moved, or
 - (b) in the case of a Member appointing a proxy to vote instead of him at a meeting, the date the Society specifies as the final date for the receipt of instruments appointing proxies to vote on that resolution.
- (2) Subject to paragraphs (3) and (4) below, a Member is entitled to vote –
 - (a) on an Ordinary Resolution or a Special Resolution if he was, at the end of the last Financial Year before the voting date, and is, on the voting date, a Shareholding Member or Borrowing Member,
 - (b) on a Shareholding Members’ Resolution if he was, at the end of that year, and is, on the voting date, a Shareholding Member, and
 - (c) on a Borrowing Members’ Resolution if he was, at the end of that year, and is, on the voting date, a Borrowing Member.
- (3) A Shareholding Member is entitled to vote on a resolution (whether Ordinary, Special or Shareholding Members’) if –
 - (a) being an Individual he is not a minor on the voting date or, where he is voting by proxy, on the date of the meeting at which the resolution is intended to be moved, and
 - (b) in the case of a joint Shareholding he is the Representative Joint Shareholder, and
 - (c) he held Shares to the value of not less than £100 –
 - (i) at the end of the Financial Year before the voting date, or

(ii) if the voting date falls during that part of the Financial Year which follows the conclusion of the Annual General Meeting commenced in that year, at the beginning of the period of 56 days immediately preceding the voting date for Members voting in person at a special general meeting or a postal ballot,

as the case may be, and

(d) he has not ceased to hold Shares at any time between the time referred to in (c) (i) or (ii) above (as applicable) and the voting date.

And for the purposes of this paragraph (3) the value of a PIBS shall be counted as held by a Member only if at the end of the Financial Year before the voting date or at the beginning of the period of 56 days immediately preceding the voting date, as the case may be under (c)(i) or (ii) above, the Member was entered in the PIBS Register as the holder of that PIBS.

(4) A Borrowing Member is entitled to vote on a Resolution (whether Ordinary, Special or Borrowing Members') if –

(a) being an Individual he is not a minor on the voting date or, where he is voting by proxy, on the date of the meeting at which the resolution is intended to be moved, and

(b) in the case where the Loan has been made to two or more Members jointly he is the Representative Joint Borrower, and

(c) the amount of his Mortgage Debt to the Society in respect of that Loan both at the end of the last Financial Year before the voting date and at that date is not less than £100, and

(d) where a Borrowing Members' Resolution approving a transfer of the engagements of the Society is moved, his is one of the mortgages to be transferred.

(5) Subject to paragraph (3) or (4) above (as applicable), on a show of hands every Member who –

(a) being an Individual, is present in person or by attorney or by a Person specified in paragraph (7) of this Rule, or

(b) being a body corporate, is present by a Corporate Representative, not being himself a Member entitled to vote thereon,

shall be entitled to one vote and on a poll a Member may vote in person or by proxy or by attorney or by a Person specified in paragraph (7) of this Rule and shall be entitled to one vote.

(6) The holder of a power of attorney from a Person who is a Member and who is entitled to vote under paragraphs (2) or (3) or (4) above shall, if the power of attorney is duly registered at the Principal 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 he were a Member and in the Member's stead but he shall not be entitled to appoint a proxy or an attorney.

(7) A Member who is entitled to vote under paragraph (2) or (3) or (4) above but in respect of whom an order has been made by any court having jurisdiction (whether in

the United Kingdom or elsewhere) in matters concerning mental disorder may vote, whether on a show of hands or on a poll, by his receiver, curator bonis or other representative in that behalf appointed by that court.

Any such receiver, curator bonis or other representative may, on a poll, vote by proxy. Evidence to the satisfaction of the Board of the authority of the Person claiming to exercise the right to vote shall be deposited at the Principal Office not less than 2 clear days before the day appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable.

(8) A body corporate entitled to vote under paragraph (2) or (3) or (4) above may by resolution of its directors or other governing body expressed in a deed or other duly executed instrument authorise an Individual (who need not be a Member) to act as its Corporate Representative at a meeting or adjourned meeting. Such Corporate Representative shall not be entitled to appoint a proxy but shall (subject to Rule 37(3)) otherwise be entitled to exercise the same powers on behalf of the body corporate he represents as that body corporate could exercise if it were an Individual Member. Alternatively, a body corporate which is the holder of any PIBS may appoint a proxy. The instrument appointing a proxy of a body corporate shall be signed by a duly authorised officer of such body corporate.

(9) The right to vote shall be limited to those Persons on whom this Rule confers a right to vote.

37. APPOINTMENT OF PROXIES

(1) A Member entitled to attend and vote at a meeting of the Society –

(a) may appoint one Person (whether a Member or not) as his proxy to attend and, on a poll, to vote at the meeting instead of him, and

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

(2) A proxy shall be appointed by an instrument in writing which shall be in such form and include such declarations as the Board may from time to time determine. The instrument shall enable the Person appointing the proxy to direct him how to vote and, if the instrument is not in the form specified by the Society or is not signed by the appointor, the appointment of the proxy shall be invalid. The appropriate forms of declaration shall, with such additional or amended wording as the Board may consider appropriate, be used in the case of a body corporate. If the appropriate declaration is not included in the instrument, the appointment of the proxy shall be invalid.

(3) The instrument appointing a proxy or a representative shall be deposited at the Principal Office or such other place as is described in the Notice of Meeting not less than 2 clear days before the day appointed for holding the meeting, or adjourned meeting, and in default the instrument shall not be treated as valid.

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

(5) If a Member who at the final date for the receipt of

proxy instruments determined under paragraph (3) above is entitled to attend and vote at the meeting appoints a Person as a proxy to vote instead of him at that meeting and then ceases after that date to be so entitled, that Person may notwithstanding Rule 36(2), (3) or (4) act as the Member's proxy at that meeting.

- (6) A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or mental disorder of the appointor or revocation of the proxy or of the authority under which the proxy was executed, or the transfer of a Share in respect of which the proxy is given, provided that no intimation in writing of such death, mental disorder, revocation or transfer as aforesaid shall have been received by the Society at its Principal Office before the commencement of the meeting or adjourned meeting at which the proxy is used.

38. JOINT SHAREHOLDING MEMBERS AND JOINT BORROWING MEMBERS

- (1) No joint Shareholding Member, other than the Representative Joint Shareholder, and no joint Borrowing Member, other than the Representative Joint Borrower, may attend a meeting except as a proxy or exercise any right conferred by these Rules on a Member.
- (2) Any reference in these Rules to any number of Members shall be read as if any joint Shareholding were held by the Representative Joint Shareholder and as if any Loans received jointly were received by the Representative Joint Borrower.

39. POSTAL BALLOTS

- (1) The Board may determine to submit a resolution for decision by postal ballot, but the power conferred by this Rule shall not be exercisable in respect of –
- (a) Shareholding Members' Resolutions, or
 - (b) Borrowing Members' Resolutions, or
 - (c) any other resolution required by the Statutes to be passed at a meeting of the Society, or
 - (d) resolutions for the appointment or reappointment of an auditor or for the removal of an auditor before the expiration of his term of office.
- (2) If any resolution is passed or is rejected at any general meeting or adjourned general meeting then, if in the opinion of the Board the carrying into effect of such resolution would be injurious to the Society (in the one case) or the passing of such resolution would be beneficial to the Society (in the other case), the Board may within one month after that meeting –
- (a) determine to submit the resolution for decision by postal ballot, and
 - (b) cause the operation of a resolution passed to be suspended until such a decision.
- (3) Within one month (or such longer period as the Board may deem necessary) after the determination of the Board under paragraphs (1) or (2) above the Society shall give notice of the postal ballot which, accompanied by or incorporating a voting paper, shall be sent –
- (a) not less than 21 days nor more than 56 days before

the date which the Society specifies for the receipt of the completed voting papers, and

- (b) subject to Rule 47(3), by post to the Registered Address of every Member who under Rules 36(2) to (4) (whichever is applicable) would be eligible to vote on the resolution if the voting date fell on the date of the notice of the postal ballot, "the voting date" here meaning the date specified for the receipt of the completed voting papers, and
- (c) to every Person –
 - (i) who becomes a Shareholding or Borrowing Member of the Society after the date of the notice of the postal ballot and before the voting date, or
 - (ii) who, being such a Member at the date of that notice, attains the age of 18 after that date and on or before the voting date, and who would (in either case) be eligible to vote on the resolution if he remained such a Member until the voting date, and for the purposes of this paragraph, paragraphs (5) to (9) of Rule 32 shall apply to the sending of a notice of a postal ballot as they apply to the sending of a notice of a meeting.
- (4) The notice of a postal ballot sent in accordance with paragraph (3) above –
 - (a) shall contain such other notices relating to the resolution, and
 - (b) shall be accompanied by such other documents as would be required to be given or sent to a Member with a notice of a meeting, had it been intended to vote on the resolution at a meeting instead of by postal ballot with the exception of any notices relating to voting by proxy at a meeting and so that no voting paper shall be sent to any Person who is not entitled to vote on the resolution.
- (5) The accidental omission –
 - (a) to give notice of a postal ballot, or
 - (b) to send a voting paper or any document required by paragraph (4) above to accompany such a notice, to any Person entitled to receive it, or non-receipt of such a notice, voting paper or document by such a Person, shall not invalidate the postal ballot.
- (6) The voting paper shall be in such form and be accompanied by or incorporate any explanatory note as the Board may decide.
- (7) Subject to the foregoing provisions of this Rule, the Board shall make regulations for the conduct of the ballot (including the appointment of an Individual to decide all questions that might arise relating to the postal ballot except such as are by this Rule delegated to the Board) and shall fix a time (not being later than 7 days after the final date for the receipt of voting papers) and place at which the voting papers shall be opened and counted.
- (8) A Member to whom a voting paper is sent in accordance with paragraph (3) above shall be entitled to one vote on any resolution. The regulations made by the Board under paragraph (7) above may, if the Board thinks fit, include

provisions enabling any Member who has returned a completed voting paper to change the direction of his vote by completing and returning a replacement voting paper before the last date for the receipt of completed voting papers. Paragraph (6) will apply to any replacement voting paper as it applies to the original voting paper.

- (9) The matter in question shall be decided by the appropriate majority of the votes given and where relevant the appropriate proportion of eligible Members voting and if the decision is –
- (a) to rescind a resolution, it shall be rescinded as from the time at which the counting of the votes is completed but any such rescission shall not affect the validity of any act done under the resolution before it was suspended, or
 - (b) to carry into effect or to pass a resolution, that resolution shall come into effect as from the time at which the counting of the votes is completed.
- (10) The Board shall announce the result of the postal ballot by –
- (a) an advertisement in at least one national daily newspaper, and
 - (b) a notice displayed in a prominent position at the Principal Office and at all branch offices, and shall state in that advertisement and notice the time at which the counting of the votes was completed.

40. COUNTING OF VOTES

If on a show of hands or on a poll or a postal ballot –

- (a) any votes are counted that ought not to have been counted, or,
 - (b) any votes are not counted that ought to have been counted,
- the error shall not vitiate the decision arrived at unless it has been in the opinion of the Chairman or in the case of a postal ballot the Individual appointed by the Board pursuant to regulations made under Rule 39(7) of sufficient magnitude so to do.

41. AUDITORS

- (1) At each Annual General Meeting the Society shall appoint one or more auditors to hold office as such from the conclusion of that meeting until the conclusion of the next Annual General Meeting.
- (2) No Person shall be appointed as an auditor of the Society unless he is qualified for such an appointment by or under the Statutes.
- (3) The Board may appoint any Person qualified for appointment under this Rule to fill any casual vacancy but, while any such vacancy continues, any surviving or continuing auditor may continue to act.
- (4) If notice of intention to move a resolution at an Annual General Meeting or special general meeting –
 - (a) appointing as auditor a Person other than a retiring auditor, or

- (b) filling a casual vacancy in the office of auditor, or
- (c) reappointing as auditor a retiring auditor who was appointed by the Board to fill a casual vacancy, or
- (d) removing an auditor before the expiration of his term of office,

is to be given, the notice, if it is to be effective, must be given in accordance with paragraph (5) below.

- (5) Such notice must be given to the Society not less than 28 clear days before the meeting at which it is to be moved –
 - (a) by the Board, or
 - (b) in the case of an Annual General Meeting, by the requisite number of qualified Members entitled to move a resolution under Rule 33(1), or
 - (c) in the case of a special general meeting, by 500 Members qualified to requisition such a meeting under Rule 31(4), and the Society shall give notice of the resolution (and send copies of any appropriate representations made by the auditors in due time) to the Members entitled to receive notice of the meeting at which the resolution is to be moved.
- (6) If at an Annual General Meeting or special general meeting there is a contest for the office of auditor in that there are more candidates for such office than there are vacancies, the vote shall be taken on a poll, which shall be deemed to have been demanded by the Chairman and the candidates obtaining the most votes shall fill the vacancies. The procedure for the poll shall be the same as that set out in Rules 13(8) and (9) for election of Directors but substituting “auditors” for “Directors” and with any other necessary consequential amendments.
- (7) The remuneration to be paid to the auditors shall be fixed by the Board and, for the purposes of this paragraph, the term “remuneration” shall be deemed to include sums to be paid in respect of the auditors’ expenses.

42. COMMON SEAL

- (1) The Common Seal of the Society shall bear the name of the Society.
- (2) The Society may have in addition to the Common Seal one or more other seals each of which shall be a facsimile of the Common Seal. Any provisions relating to the safe custody and otherwise of the Common Seal shall also apply to any such facsimile seals.
- (3) The Common Seal shall be kept at the Principal Office or at such other place as the Board may from time to time determine, and shall be in the custody of such Individual as the Board may from time to time direct.
- (4) The Common Seal shall not be used without the authority of the Board or a Committee of the Board authorised in that behalf and, when used or affixed to any document, such document shall be countersigned by such Individual or Individuals as the Board may authorise for that purpose from time to time. All documents so sealed and countersigned shall be deemed to be validly executed by the Society.

- (5) In this Rule the word “countersigned” includes the use of a facsimile signature by whatever process reproduced. The use of such facsimile signature is only authorised in so far as it is permitted from time to time by law.

43. CUSTODY OF DOCUMENTS

All documents of title, mortgage deeds and other securities belonging to the Society and all the documents relating to –

- (a) land on which Loans are secured, and
- (b) loans, whether or not they are secured, made by the Society

shall be kept in safe custody by such Persons as the Board shall appoint for the purpose either –

- (i) at the Principal Office, or
- (ii) at such other place or places as may from time to time be determined by the Board,

and the consent of the Board or of an Officer or such Person shall be required on each occasion on which any such document is released from such custody.

44. DISTRIBUTION OF SURPLUS ASSETS ON WINDING UP OR DISSOLUTION

- (1) Upon the winding-up of the Society, or upon it being dissolved by consent, any surplus remaining after payment in full of the Society’s creditors and repayment to Members of the amount of their Shares (together with interest due thereon) according to their priority under their respective terms and conditions of issue, shall be applied as follows –

- (a) up to 20% to holders of all or some of the deferred Shares in the Society. The proportion (if any) of such 20% to which any particular issue of deferred Shares is entitled shall be set forth in the terms and conditions of issue of that issue of deferred Shares; and
- (b) the remainder among qualifying Members (other than holders of deferred Shares) in proportion to the value of their Shareholding.

If there are insufficient assets to repay all Members the amounts paid up on their Shares, no repayments shall be made in respect of any deferred Share until after all other Members have been repaid in full. In this Rule 44, “deferred Shares” means Shares which are deferred shares within the meaning given to that expression in the Statutes and, for the avoidance of doubt, deferred Shares include PIBS.

- (2) For the purposes of this Rule, “qualifying Members” means Persons who hold on the date of commencement of the dissolution or winding-up, and have held, throughout the period of two years up to that date, Shares to the value of not less than £100.

45. COMMUNICATIONS WITH MEMBERS BY ADVERTISEMENTS AND ANNOUNCEMENTS

- (1) The requirements of Rules 8(4)(a) and 12(5)(b) for publicising by way of advertisement alterations in any of the terms on which the Shares are held, or any charges to be levied, shall be met if an advertisement announcing

the alterations or charges and showing the date on which each alteration or charge is to take, or took, effect appears –

- (a) in the case of communications relating to PIBS, in at least two newspapers or as otherwise provided in the terms and conditions of issue of the PIBS, and
 - (b) in any other case, in at least two newspapers, the newspapers in all cases being those currently selected by the Board under paragraph (2) below. Notice shall be deemed to have been given by such advertisement on the first day on or by which the advertisement has appeared at least once in each of the selected newspapers.
- (2) The Board shall select newspapers for the purposes of paragraph (1) above and may vary its selection from time to time.
- (3) The Board shall maintain a list of the newspapers currently selected by it for the purposes of paragraph (1) above so that any Member who enquires of the Society can be informed as to the newspapers so selected.

46. ALTERATION OF RULES

Notwithstanding anything elsewhere in these Rules, these Rules may be altered by passing a resolution as a Special Resolution.

47. NOTICES TO THE SECRETARY AND BY THE SOCIETY

- (1) Any notice or other document to be served on the Society under these Rules may be served –
- (a) by leaving it, addressed to the Secretary, at the Principal Office, or
 - (b) by sending it by post, or delivering it, to him at that Office,
- (2) Subject to paragraph (3) below, any notice or other document to be served by the Society on a Member under these Rules may be served either on him personally or by sending it by post or by otherwise delivering it, addressed to him at his Registered Address, and a notice or document so sent and addressed shall be deemed to have been duly served 72 hours after having been posted (regardless of the class of post by which such notice or document is sent). The provisions of Rule 32(5)-(9) shall apply to the service of any notices in the same way as to notice of meetings, with the necessary changes being made.
- (3) The Society shall not be obliged by the Statutes or these Rules to serve a notice (including a notice of a meeting or a notice of a postal ballot) a voting paper or other document to a Member in whose case the Society has reason to believe that communications sent to him at his Registered Address are unlikely to be received by him but in the case of a notice (defined by Rule 32(4)) of a meeting and in the case of the notice of a postal ballot pursuant to Rule 39 the Society shall, if it decides not to send the notice to him by post in accordance with those provisions, instead display in a prominent position at the Principal Office and in every branch office a notice of the holding of the meeting or a notice of the holding of the postal ballot which –

- (a) must be given not later than 21 clear days before the date of the proposed meeting, or 21 clear days calculated from the final date for the receipt of proxies, or, as the case may be, the final date for the receipt of completed voting papers, and
- (b) must state where Members may obtain –
 - (i) copies of the resolutions and of any statements with respect to the matter referred to in a resolution, and
 - (ii) either forms relating to voting by proxy or, in the case of a postal ballot, the voting papers.

48. SALES OF PIBS OF UNTRACEABLE HOLDER

- (1) The Society may, if the terms and conditions of the issue of the PIBS so provide, sell for the best price reasonably obtainable a PIBS of a Member, or a PIBS to which a Person is entitled by means of transmission, if –
 - (a) during the relevant period, the Society has made at least 3 interest payments in respect of a PIBS of the same class as the PIBS to be sold;
 - (b) during the relevant period, no interest payable in respect of the PIBS has been claimed;
 - (c) during the relevant period, all warrants or cheques in respect of the PIBS, sent to the address and in the manner provided by the Rules or the terms and conditions of issue of the PIBS for sending such payments, remain uncashed;
 - (d) during the relevant period, no communication has been received by the Society from the Member or the Person entitled by transmission to the PIBS;
 - (e) after expiry of the relevant period, the Society inserts advertisements in both a national newspaper and a newspaper circulating in the area in which the last known address at which service of notices may be effected is located of its intention to sell the PIBS;
 - (f) during the period of three months following the publication of those advertisements and, after that period, until the exercise of the power to sell the PIBS, the Society has not received any communication from the Member or the Person entitled by transmission to the PIBS; and
 - (g) in the case of a PIBS which has been admitted to the UK Listing Authority's Official List, the Society has first complied with all of the requirements of the UK Listing Authority in relation to its intention to sell the PIBS.
- (2) For the purpose of paragraph (1) above, the "relevant period" means the period of twelve years immediately preceding the date of publication of the first of any advertisements pursuant to paragraph (1)(e) above.
- (3) To give effect to any sale under this Rule, the Board may appoint any Person to execute as transferor an instrument of transfer of the PIBS or take such other action as transferor as may be appropriate to effect the transfer of the same and the instrument of transfer, or as the case may be such other action, shall be as effective as if it had been executed or taken by the registered holder of, or Person entitled by transmission to, the PIBS.

- (4) A purchaser shall not be bound to see to the application of the purchase moneys, nor shall his title to the PIBS be affected by any irregularity in or invalidity of the proceedings relating to the sale.
- (5) The Society shall account to the Member or other Person entitled to the PIBS for the net proceeds of sale and shall be deemed to be his debtor, and not a trustee for him, in respect thereof.
- (6) No interest shall be payable in respect of the net proceeds and the Society shall not be required to account for any moneys earned thereon.
- (7) Any moneys not accounted for to the Member or other Person entitled to the PIBS shall be carried to a separate account and shall be a permanent debt of the Society. Moneys carried to a separate account may be either employed in the business of the Society or invested in such manner (other than Shares in the Society) as the Board may from time to time think fit.

49. PIBS REGISTER AND OTHER RECORDS

- (1) The Society shall maintain a PIBS Register in which shall be entered the name and address of each PIBS holder. Transfers and other documents or instructions relating to or affecting the title of any PIBS shall also be recorded in the PIBS Register. No charge shall be made in respect of any entry in the PIBS Register. The PIBS Register shall be maintained at the Principal Office, or at such other place as the Board thinks fit.
- (2) Every Person, within one month after becoming entered in the PIBS Register as the holder of a PIBS (or within such other period as the terms and conditions of issue of the PIBS may provide), shall, if he shall make a written request to the Society at the time of applying to be so entered, be supplied by the Society with a PIBS Certificate (which shall not be the property of the Society).
- (3) Every Person entered in the records of the Society as the holder of a PIBS who has not previously requested to be supplied by the Society with a PIBS Certificate shall within one month after making a written request to the Society be supplied by the Society with a PIBS Certificate. Save as aforesaid, nothing in these Rules shall require a PIBS to be evidenced by a PIBS Certificate or other written instrument.
- (4) Any Member losing his PIBS Certificate shall immediately give notice in writing of such loss to the Society at its Principal Office. If a PIBS Certificate is damaged or alleged to have been lost, stolen or destroyed, a new PIBS Certificate representing the same Shares shall be issued to the holder upon request, subject to delivery up of the old Certificate or (if alleged to have been lost, stolen or destroyed) subject to compliance with such conditions as to evidence and indemnity as the Board may think fit and to payment of any exceptional expenses of the Society incidental to its investigation of the evidence of such alleged loss, theft or destruction. Where a holder of a certified PIBS has sold part of his holding he will be entitled to a PIBS Certificate for the balance without charge.

ADDITIONAL RULES

PREFACE

These Additional Rules apply to accounts (whether share, deposit or loan) opened before the Rules (2000 Edition) took effect i.e. 1 March 2000 and should be read by holders of such accounts in conjunction with the Rules.

Where these Additional Rules use any defined term, it has the same meaning as used in the Rules.

Members and depositors need only refer to these Additional Rules if :-

- a. their account was opened prior to the Rules (2000 Edition) taking effect, and
- b. Rules 1 – 47 are silent on a matter previously included in the Rules (1988 Edition)

ADDITIONAL RULE 1 – SHARES

Members who have one or more Share accounts currently in existence which were opened before the Rules (2000 Edition) took effect should read this Additional Rule in conjunction with Rule 8 of the Rules.

(A) SHARES

- (1) Without prejudice to the generality of the power of the Board to determine such terms under Rule 8(3) the tenure on which shares or classes of Shares have been issued it may –
 - (a) determine the rates of interest or bonus (if any) to be paid on shares or classes of Shares and the conditions subject to which the same shall be payable;
 - (b) limit at any time and from time to time and without notice the amount which may be withdrawn in respect of any Share whether in a class or not.
- (2) In the case of shares or classes of shares already issued the Board shall have power to change the terms on which such Shares or classes are held as follows:-
 - (a) subject to any special condition attaching to any particular Shares or any particular class of Shares, it may at any time vary any rate of interest to be paid, and notice of any such variation shall be given to the Members holding the Shares or class of Shares concerned in accordance with Rule 8(4).
 - (b) It may at any time vary any term, including a special condition such as is mentioned in sub-paragraph (a) above, by agreement with the members holding the Shares or class of Shares concerned.

(c) Where notice under sub-paragraph (a) above is given in the manner prescribed by Rule 8(4)(a)(ii), an accidental omission to exhibit a notice of the variation at the Principal Office or at any branch office shall not affect the validity of the variation which the notice would have announced.

- (3) Except as otherwise provided in the Rules, the Society shall be entitled to treat the holder of any Share, as denoted on the Share account, as the absolute owner thereof and accordingly it shall not, except as ordered by a Court of competent jurisdiction or as by statute required, be bound to recognise any trust or equitable or other claim to or interest in or charge on or security over such Share (whether partial or otherwise) on the part of any other person whether or not it shall have express or other notice thereof nor be held responsible for omitting or neglecting to recognise any such claim.
- (4) A Member may, subject to the terms of issue of his Share and to the prior approval of the Board, transfer his Share to another person on payment to the Society of such fee (if any) not exceeding £5 as the Board may from time to time determine. No transfer shall be valid unless made in a form approved by the Board and until registered in the records of the Society. The Board may refuse to permit a transfer without giving any reason.
- (5) The Board may make such arrangement as may be necessary or convenient to ensure that the Shares of members domiciled elsewhere than in England or Wales shall, for all or some purposes, be property situate in the place of their domicile.

(B) UNCLAIMED BALANCES

If -

- (a) For a period of 10 years any person holding a Share who has not received an advance from the Society shall make no payment to the Society and shall not claim any money standing to the credit of his account with the Society, and
- (b) the amount standing to the credit of such account be less than £10, and
- (c) such person cannot be traced after reasonable enquiry, the Board may resolve that such account be closed and that such monies be forfeited to the Society but the Board may thereafter re-open such account and recredit such monies therein.

(C) PASSBOOKS AND OTHER RECORDS OF TRANSACTIONS

- (1) Each Member shall be furnished with a passbook, other record of his transactions or means of identification in respect of any Share or Mortgage account held by him (hereinafter referred to as "the membership document").
- (2) A Member holding a Share account shall produce to the Society the membership document relating to that account before making a withdrawal from it.
- (3) All membership documents shall be forwarded to the Society, at such times as the Board may determine, for the purpose of being brought up to date or for such other purposes as the Board may reasonably require them.
- (4) A Member holding a Share account shall immediately notify the Society in writing at its Principal Office if he discovers that any membership document is missing. After he has furnished such evidence regarding the disappearance as the Board may require, the Board may transfer the amount standing to his credit in respect of the relevant account in the accounting records of the Society to a new account and shall after such transfer issue him with a new membership document.
- (5) If any person other than the Member to whom it shall belong shall produce any membership document and represent himself to be the person named therein and shall thereupon withdraw or receive any money in respect of the account to which the membership document relates neither the Society nor any of its officers shall be responsible unless previous written notice of the loss of such membership document shall have been received by the Society at its Principal Office together with written notice of the place or places at which the account to which the membership document relates has normally been operated, and any money so obtained shall unless otherwise determined by the Board be deemed to have been paid to the person whose membership document shall have been so produced.

ADDITIONAL RULE 2 – LIEN

Any Person who opened a Share account with the Society or made a Deposit or loan to the Society before the Rules (2000 Edition) took effect should read this Additional Rule in conjunction with Rule 8 or (as the case may be) Rule 9 of the Rules. Where a person -

- (a) executes a Mortgage or guarantee in favour of the Society, or
 - (b) otherwise owes money to the Society,
- the Society shall have a first and paramount lien upon all moneys in respect of Shares or Deposits or other moneys standing to the credit of such person with the Society, and, in respect of any sum which is immediately payable under such Mortgage or such guarantee or otherwise, the Society may at any time appropriate and use such Share moneys and Deposits and other moneys -
- (i) for the credit and in reduction of the Mortgage or guaranteed account, or
 - (ii) in full or partial settlement of the debt arising otherwise than under a Mortgage or guarantee
- as the case may be, and thereafter no interest or bonus shall be payable upon any money so appropriated.

ADDITIONAL RULE 3 – LENDING

Members who receive an advance or other Loan from the Society on or before the Rules (2000 Edition) took effect should read this Additional Rule in conjunction with Rule 10 of the Rules.

(A) ADVANCES AND LENDING

- (1) Subject to paragraph (2) below, the Board may at its absolute discretion -
 - (a) from time to time increase or reduce the rate of interest payable under any Mortgage already entered into (if the terms of the Mortgage deed so permit) and, if such rate is increased, either require the periodical instalments payable to be increased or make other provision for payment of the additional interest and, if such rate is reduced, effect relief in whatever manner it may consider appropriate;
 - (b) make further advances to any Member already having an advance;
 - (c) vary the provisions of any Mortgage in agreement with the Member.
- (2) Notice of any variation in the rate of interest charged by the Society on any advance or loan made to a Member shall (if the terms applicable to the advance or loan so permit) be given in accordance with Rule 45 or 47(2).
- (3) Subject to the agreement of the Member (whether or not contained in the Mortgage deed), the Society's interest in any Mortgage may be transferred to a third party on such terms as the Board deems appropriate.
- (4) Subject to any contrary term in the Mortgage the Board may capitalise any interest in arrear so that interest may be charged thereon but such interest shall not be charged at a rate exceeding the rate payable from time to time under the mortgage generally.
- (5) If any mortgaged property shall be subject to any ground rent, perpetual rent charge, quit rent, feu duty or other payments, the borrower shall if required by the Society produce to the Society the receipt for the payment thereof within fourteen days after the date fixed for payment thereof and if it shall not be duly paid the Society may pay the same out of the Society's funds and the amount paid shall be a debt due to the Society payable on demand and until paid, together with interest thereon at the rate payable from time to time under the Mortgage, shall be a charge upon the mortgaged property.
- (6) Costs, expenses and liabilities incurred by the Society and its officers, employees and agents, or the borrower or his agent or a receiver or subsequent mortgagee in connection with any mortgaged property or with the enforcement of the security or the Society's rights and remedies may be paid or discharged by the Society. Such costs, expenses and liabilities shall be recoverable from the member upon the basis of full indemnity together with interest thereof from the time when paid at the rate payable from time to time under the mortgage and shall be a charge on the mortgaged property.
- (7) Fines may be levied by the Society in respect of moneys due but unpaid to it and so long as unpaid shall bear interest at the rate payable from time to time under the Mortgage. Every fine shall be payable on demand (which

may be made on or at any time after the date upon which the same is imposed). Such fines and interest shall be a charge on the mortgaged property and such fines shall be of such amount as the Board may from time to time determine but not exceeding 3p for every £1 or fraction of £1 of the moneys due for every period of four weeks during which the same remains unpaid.

endorsed on the mortgage at the borrower's expense if so required.

(B) TRANSFER OF LAND SUBJECT TO MORTGAGE

- (1) A Member who has mortgaged land to this Society may, subject to the conditions of the Mortgage, these Rules and the consent of the Board, sell or otherwise transfer the land to a purchaser or transferee subject to the mortgage.
- (2) Upon such a sale or transfer payment shall be made to the Society of all sums then due and payable to the Society by such Member (called hereinafter in this Rule "the transferor") and the purchaser or transferee shall pay to the Society a transfer fee of such amount not exceeding £5 as the Board may determine.
- (3) Such purchaser or transferee shall thenceforth become answerable to the Society for payments becoming due under the Mortgage, and the Board may thereupon release the transferor, at his cost, from all future liability in respect of such payments but, unless the Board otherwise decides, the transferee shall not be registered in the records of the Society nor the transferor released from his obligations unless -
 - (a) the requirements of this Additional Rule have been fulfilled, and
 - (b) the deed by which the land has been transferred and such further deeds, if any, as the Board may require have first been approved by or on behalf of the Society, all free of cost to the Society, and
 - (c) such deed or deeds have been deposited with the Society.

(C) REDEMPTION OF MORTGAGES

- (1) If under Rule 11 a Member repays the whole or any part of an advance before the time agreed, and such repayment is made within five years of the date on which the advance was made, the Board may at its discretion require him to pay, in addition to the sums due under Rule 11 and whether or not he shall have given notice of the intended repayment, a sum not exceeding an amount equal to three months' interest, at the rate applicable to the Mortgage at the date of repayment on the amount of principal so repaid. The date of repayment for the purpose of this paragraph shall be the date upon which the Society received cleared funds.
- (2) The Board may release from the Mortgage any part of the mortgaged land if it is satisfied that the remainder will form adequate security for the balance owing thereunder.
- (3) All deeds and documents of title shall be retained by the Society until the whole of the Mortgage Debt shall have been paid. Upon the completion of such payments the borrower shall be entitled to have the deeds and documents of title with a receipt duly

(D) PRODUCTION OF DEEDS

Any Member requesting the Society to produce to him or to his representative the deeds of land in mortgage from the Member to the Society, or to supply extracts from or copies of such deeds, may be required to pay in connection therewith such expenses of the Society and to comply with such conditions as the Board shall think fit.

(E) INSURANCE

- (1) All land mortgaged to the Society shall be insured in the name of the Society and the mortgagor or in such other manner as the Board may from time to time approve -
 - (a) against such risks as the Board may from time to time require, and
 - (b) with an insurer approved by the Board, and
 - (c) for such amount as the Board may from time to time require.
- (2) Whenever any fire, life or other insurance whatsoever is effected through the agency of the Society, all sums allowed to the Society by way of commission or otherwise by the insurers shall belong absolutely to the Society, and it shall not be required to account to the mortgagor therefore.
- (3) Monies payable under insurances effected in pursuance of paragraph (1) hereof shall be received by the Society and a receipt signed on behalf of the Society shall be a sufficient discharge to the insurers for the same. The Society shall have full power to settle and adjust with the insurers any question relating to such insurance as to the amount to be paid or to make such arrangement with the insurers as to the rebuilding or repairing of the mortgaged property or relating thereto as it shall think reasonable.
- (4) The Society may in its discretion either expend the money which shall be received under any such insurance effected pursuant to paragraph (1) hereof or any part thereof in repairing or rebuilding the mortgaged property or retain and apply the same or such part thereof as it shall think fit in or towards payment and satisfaction of any monies which shall be owing from the mortgagor to the Society and pay the surplus (if any) to him or such other person as shall be entitled to receive the same.
- (5) A mortgagor shall within seven days inform the Society in writing of any circumstances occurring or arising affecting or likely to affect the validity of any policy of insurance on the mortgaged property or giving rise or likely to give rise to a claim thereunder.
- (6) Sub-sections (3) and (4) of Section 108 of the Law of Property Act 1925 shall apply to any insurance of the mortgaged property which may be effected by the mortgagor in like manner as if he were liable under his mortgage for the maintenance thereof. He shall hold any policy money received in respect of any such insurance in trust for the Society subject to any right of redemption subsisting under his mortgage. The mortgagor shall on request assign to the Society his interest in all such monies.

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REGISTRAR'S CERTIFICATE

The Registrar of Building Societies in England hereby certifies that the Herne Bay and District 925th Starr-Bowkett Building Society, established at 2 Holly Villas, High Street, Herne Bay in the County of Kent, is incorporated under "the Building Societies Act 1874".

This 12th day of September, One Thousand Eight Hundred and Eighty-eight.

Copy kept.



REGISTRATION OF ALTERATION OF RULES

These Rules were approved at a Special Meeting on 25 August 1998 and registered by the Central Office of the Registry of Friendly Societies effective 1 October 1998.

These Rules were amended at the Annual General Meeting on 31 January 2000 and registered by the Central Office of The Registry of Friendly Societies effective 1 March 2000.



CERTIFICATE OF REGISTRATION OF CHANGE OF NAME

Reg. No. 138 B Kent.

The Registrar of Building Societies in England hereby certifies that the registered name of the Herne Bay and District 925th Starr-Bowkett Building Society, established at 144 High Street, Herne Bay, in the County of Kent, is changed from the date hereof to the name following:-

HERNE BAY BUILDING SOCIETY

This 7th day of September, One Thousand Nine Hundred and Thirty-one.

Registry of Friendly Societies.
Central Office.

Copy kept.



REGISTRATION OF ALTERATION OF RULES

These Rules were agreed by special resolution passed on 27 January 2004 and registered by the Financial Services Authority on 2 June 2004 to take effect on 2 June 2004, the date of registration.

Kent Reliance Building Society
Register No. 269B.



CERTIFICATE OF REGISTRATION OF CHANGE OF NAME

The Central Office hereby certify that the Herne Bay Building Society Register No. 269B is from the date hereof registered in the name following:-

Kent Reliance Building Society

Dated the 1st day of April One Thousand Nine Hundred and Eighty-six.

Copy kept.



REGISTRATION OF ALTERATION OF RULES

These Rules were agreed by special resolution passed on 27 January 2009 and registered by the Financial Services Authority on 11 February 2009 to take effect on 28 February 2009.

Kent Reliance Building Society
Register No. 269B.

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