

## **RULES OF THE**

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## **METROPOLITAN POLICE FRIENDLY SOCIETY LIMITED**

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**Registered and incorporated under the Friendly Societies Act 1992**

**Register Number: 496F**

**Registered Office:  
Central Court, 1B Knoll Rise, Orpington, Kent, BR6 0JA**

**METROPOLITAN POLICE FRIENDLY SOCIETY  
INDEX FOR RULES**

**Contents**

<b>Rule</b>	<b>Page</b>
1 Membership .....	1
2 Register of Names and Addresses of Members .....	1
3 Contributions and Benefits .....	2
4 Surpluses and Bonuses .....	3
5 Linked Business .....	3
6 Reinsurance of Risks .....	3
7 Disqualification and Forfeiture of Membership .....	3
8 Arrears .....	4
9 Change of Residence .....	4
10 Benefits .....	4
11 Sickness Benefits .....	4
12 Accident Benefits .....	4
13 Death Benefits .....	4
14 Nominations .....	4
15 Board of Directors .....	5
16 Eligibility and Nomination of Directors .....	7
17 Appointment of Non-Executive Officers .....	8
18 Remuneration and Expenses of Officers .....	8
19 Validity of Acts .....	9
20 Offices of Profit .....	9
21 Interest in Contracts .....	9
22 Appointment of Officers, Employees and Others .....	10
23 Indemnity to Directors, Officers and Employees .....	10
24 Vacation of Office and Disqualification .....	11
25 Filling of Casual Vacancies .....	12
26 Retirement of Directors .....	12
27 Elections of Directors .....	12
28 Pension and Other Schemes and Funds .....	13
29 Annual General Meeting .....	14
30 Special General Meetings .....	15
31 Means of Participation in Meetings .....	16
32 Notice of Meetings .....	16
33 Quorum at General Meetings .....	18
34 Procedures at General Meetings .....	18
35 Entitlement of Members to Vote on Resolutions .....	20
36 Postal Ballots and Electronic Ballots .....	20
37 Appointment of Proxies .....	22
38 Accounts, Systems of Control .....	23
39 Inspection of Records .....	23
40 Auditors .....	23
41 Actuary and Valuations .....	24
42 Application of Funds .....	24
43 Investment of Funds .....	24
44 Disputes .....	25
45 Complaints .....	25
46 Voluntary Dissolution .....	26
47 Distribution of Surplus Assets on Winding-up or Dissolution .....	26

48	Common Seal .....	26
49	Notices .....	26
50	Copies of Memorandum and Rules .....	27
51	Amendment of Memorandum and Rules .....	27
52	Interpretation .....	28
53	Law and Jurisdiction .....	28

Appendix 1

Definitions

## **1 Membership**

- (1) Membership of the Society is voluntary. It shall be open only to individual persons (not bodies corporate or partnerships) falling within the following categories:
  - (a) persons serving or who have served in the Metropolitan Police, City of London Police or other regional forces, whether as sworn officers of the Crown (of any rank) (paid or unpaid) or as police staff;
  - (b) salaried employees of the Society;
  - (c) children, siblings and parents of persons in categories (a) and (b) above;
  - (d) Partners of persons in categories (a), (b) and (c) above, (including Partners at the date of death of such persons);
  - (e) grandchildren, nephews, nieces and stepchildren aged under 18 at entry of persons in categories (a) and (b) above;
  - (f) other categories, as approved by the Board from time to time, in respect of such Tables or types of Policy that it specifies.
- (2) Applications for Membership shall be made to the Registered Office of the Society in the appropriate form as may be approved by the Board for this purpose from time to time.
- (3) All applications for Membership will be subject to approval by the Board who may delegate their power to the Chief Executive on such conditions as they may impose from time to time.
- (4) Member shall cease to be a Member of the Society on death, or on surrender, expiry or maturity of the only or remaining contract of assurance held with the Society.
- (5) A person under 18:
  - (a) may, if these Rules do not otherwise provide, be admitted as a Member of the Society and, if he is over 16 by himself, and if he is under 16 by his parent, guardian or legal representative, execute all instruments and give all receipts necessary to be executed or given under these Rules;
  - (b) may not vote or hold any office in the Society; and
  - (c) may not nominate, or join in nominating, a person for election as a member of the Board of the Society.
- (6) The decision of the Board on any questions of whether a person is, or is entitled to be, a Member shall be conclusive for all purposes.

## **2 Register of Names and Addresses of Members**

- (1) The Society shall maintain (in physical and/or electronic form) a register of the names and addresses of the Members of the Society (which shall include, where a Member has notified to the Society an electronic address for the purpose of receiving notices and documents required under these Rules or the Act, that electronic address and the purpose for which it has been notified).
- (2) The register shall be kept at the Registered Office of the Society or at such other place or places as the Board thinks fit.
- (3) Each Member shall notify the Society of any change of name or address (or electronic address) of the Member within such reasonable timescale as may apply from time to time and shall produce such written evidence of the same as the Society may require.

- (4) Where it appears to the Society that the address (and where applicable, any electronic address) shown in the register for a Member is no longer current, the Society:
- (a) may remove that address from the register; and
  - (b) need not enter in the register an address for that Member while it has no address for him and his whereabouts are unknown.
- (5) The names of all persons who either cease to be Members, or who cease to be entitled to be Members, shall be removed from the Register.

### **3 Contributions and Benefits**

- (1) Every Member of the Society shall pay contributions and receive benefits by reference to Tables published by the Society and freely available on request or through a Policy issued by the Society, and such contributions shall be dealt with in accordance with Rule 42. Notwithstanding anything stated to the contrary in any Table it shall be understood that any level of premium may be applied pro rata to the Premiums and Sums Assured shown in the Tables subject to any limits in force for tax-exempt business and any minimum and maximum premium levels which the Society may set.

The contracts expressed in the Tables do not form part of the tax-exempt business of the Society unless explicitly stated.

- (2) An application in a form acceptable to the Society for each Table or Policy is required.
- (3) In the event of the Society being unable to accept an application for the standard contributions and benefits shown in the Tables or in the wording of any Policy issued by the Society, the Society and the Member or potential Member may mutually agree to a variation of the contract containing an extra premium or a debt against the benefits.
- (4) Contributions shall be payable in the manner required by the Society.
- (5) Monthly contributions shall normally be paid by deductions from salary or, where this facility is not applicable, by direct debit (or an equivalent means of payment as the Society may specify for this purpose).
- (6) The Society shall notify the appropriate employing authority or their agent for salary payment of all contributions required to be deducted from salary.
- (7) Benefits shall be payable in accordance with the conditions set out in the appropriate Tables. At the request of the Member, an in-force contract under these Tables may be varied in accordance with the advice of the Chief Actuary and within the limits prescribed by law.
- (8) Surrender. Once it has acquired a surrender value, an endowment or whole life assurance contract may be surrendered for cash at any time. Surrender values will be calculated following consideration of the advice of the With-Profits Actuary from time to time and approved by the Board. Unless otherwise stated within the Table wording, surrender values are not guaranteed. The terms for surrender or cancellation of other contracts are set out in the wording of the relevant Policy.
- (9) Paid-up Values. The paid-up value of any basic endowment or whole life policy shall be the proportion of the sum assured represented by the number of premiums paid in relation to the number that would have been paid over the original term. A paid-up contract may be surrendered for a cash payment at the discretion of the Board.
- (10) Commutation. The Society may, at its discretion, accept a single payment in commutation of the liability to pay future premiums under any tax-exempt policy. Such commutation payments may only be accepted provided that premiums have been paid for at least ten years or, in the case of an endowment assurance or children's policy, a period equal to one half the term of assurance if this is a shorter duration. The amount of such commutation payment shall be determined by the Society on the advice of the With-Profits Actuary.

#### **4 Surpluses and Bonuses**

Distribution of surplus and Bonuses shall be determined by the Board acting upon the advice of the With-Profits Actuary. Declared Bonuses shall be added to the Sum Assured after each annual valuation by way of permanent additions to the benefits. Different Bonus rates may apply to different Tables.

#### **5 Linked Business**

The Society may only transact unit-linked business under Policies which shall set out as a minimum the following information wherever it is applicable:

- (a) Initial management charges.
- (b) Method of allocation of units.
- (c) Entitlement on surrender or cancellation.
- (d) Method for treatment of investment income.
- (e) Taxation treatment of investment income and capital gains.
- (f) Timescale for issue of yearly statements showing purchases, current value and tax deductions.
- (g) Annual charges to cover expenses and mortality.
- (h) Method of calculating margins between bid and offer prices.
- (i) Method approving and notifying any increase in charges.

#### **6 Reinsurance of Risks**

The Board may provide for the reinsurance of risks.

#### **7 Disqualification and Forfeiture of Membership**

(1) The Board of Directors may disqualify and forfeit a person's Membership of the Society by resolution of the Board of Directors if, in its absolute discretion, it considers that:

- (a) the Member is or has been in material breach of any of the Rules;
- (b) the person's continued Membership of the Society is or may be (in the opinion of the Board of Directors) detrimental or prejudicial to the interests of the Society or Members generally;
- (c) the Member's Policy has been terminated in accordance with the applicable Policy documents; or
- (d) the Member has:
  - (i) made a claim on the Society's funds knowing it to be false or fraudulent; or
  - (ii) otherwise provided any false information to the Society or withheld any relevant information from the Society which the Society considers material in relation to the Member's Policy,

any such disqualification and forfeiture of Membership to be without liability on the Society for non-fulfilment of any terms of a Policy.

(2) Upon disqualification and forfeiture of a person's Membership under Rule 7(1), the person shall forfeit and repay such amount of benefit as the Board of Directors may at its sole discretion determine.

- (3) Nothing contained in Rules 7(1) and 7(2) shall prevent a person from referring the decision of the Board of Directors under those Rules to arbitration or other resolution under Rule 44.

## **8 Arrears**

Membership shall cease if contributions on the only or remaining Table or Policy as appropriate are more than three months in arrears. The Society will then hold any surrender value which is due in accordance with Rule 3(8) for a period of 6 years during which time the benefit may be claimed.

## **9 Change of Residence**

Without prejudice to Rule 2(3), Members should notify any change of residence to the Society.

## **10 Benefits**

Benefits may be assigned. Notice of assignment shall be given in writing to the Registered Office of the Society. The Society shall not be bound by any notice of assignment charge or other similar dealing unless this has first been approved and registered with the Society.

## **11 Sickness Benefits**

Not applicable to Tables; Policies may include benefits payable on sickness.

## **12 Accident Benefits**

Not applicable to Tables; Policies may include benefits payable on the occurrence of an accident.

## **13 Death Benefits**

The Society shall pay benefits on the death of a Member providing that an official certificate of such death issued by the Registrar of Deaths or other person having the care of deaths is produced. Certification satisfactory to the Society shall be produced where death occurs abroad.

Where the total sum exceeds the limit for the time being specified by law such payment may only be made upon the production of the grant of probate of the will. In the absence of a will letters of administration or a certificate of confirmation to the estate must be produced.

## **14 Nominations**

- (1) A Member not under the age of 16 years may nominate a person or persons to whom any sum of money payable by the Society on his death or any specified amount of money so payable shall be paid at his decease in accordance with Schedule 9 to the Act.
- (2) All such nominations shall be made by writing, under the hand of the Member, delivered at or sent to the Registered Office of the Society, or, made in a book kept at such office.
- (3) The person or persons so nominated must not at the date of the nomination be an officer or employee of the Society unless that officer or employee is the Partner, parent, child, sibling, nephew or niece of the nominator.
- (4) Subject to Rule 14(5), a nomination so made may be revoked or varied by any similar document, under the hand of the nominator, delivered, sent or made as aforesaid, but a nomination is not revoked by a subsequent will.
- (5) The marriage or civil partnership of a Member shall operate as a revocation of any nomination previously made by him.
- (6) Nominations, revocations and variations must be in a form acceptable to the Society. Appropriate forms are available from the Society.

**15 Board of Directors**

- (1) The business of the Society and any business that the Society proposes to carry on shall be under the direction, control and management of the Board.
- (2) The Board shall consist of not more than 11 nor (subject to the provisions for Rule 25(6)) less than 5 members and the Board may from time to time resolve the number who together shall constitute the Board within these limitations.
- (3) Subject to the provisions of the Act, the Memorandum and these Rules and to any directions given by Special Resolution, the business of the Society shall be managed by the Board who may exercise all the powers of the Society as are not, under the Legislation or the Rules, required to be exercised by the Society in general meeting or by another person.
- (4) No alteration of the Memorandum or Rules and no direction as specified in (3) above shall invalidate any prior act of the Board which would have been valid if that alteration had not been made or that direction had not been given.
- (5) Without prejudice to the generality of the foregoing paragraphs (1), (2), (3) and (4), the Board -
  - (a) shall ensure the direction and management of all affairs and business of the Society:
    - (i) by a sufficient number of persons fit and proper to be Directors or other officers, in their respective positions;
    - (ii) with prudence and integrity;
    - (iii) in the best interest of the Members and in accordance with best practice; and
    - (iv) in accordance with the Memorandum and these Rules and the Legislation;
  - (b) shall supervise the activities of any controlled body (including any subsidiary) or branch of the Society;
  - (c) may make, vary or revoke regulations for the conduct of business at its meetings, including, but not limited to:
    - (i) voting rights, including casting votes;
    - (ii) special meetings, and
    - (iii) minutes of meetings;
  - (d) may pay out of the funds of the Society the expenses of the Society and such sums as the 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, or as approved at an Annual General Meeting or Special General Meeting;
  - (e) may make, vary or revoke regulations for the conduct of all affairs and business of the Society, provided that the same are not inconsistent with the Memorandum and these Rules, and with the Legislation;
  - (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 Directors, other officers and/or employees as it thinks fit; or
  - (iii) one or more officers or employees;
- (h) any delegation pursuant to Rule 15(5)(g) may:
- (i) be subject to any conditions the Board may impose; and
  - (ii) be revoked or altered at any time, and may either give the committee exclusive powers within its terms of reference or may retain the right of the Board itself to continue to exercise its own powers within the terms of reference of the committee,
- subject to any such conditions, the proceedings of any such committee with two or more Directors shall be governed, as far as they are applicable, by the Rules and any regulations made by the Board regulating the proceedings of Board meetings;
- (i) may invest the funds of the Society in a manner permitted by the Memorandum, the Rules and/or under the Legislation;
  - (j) may exercise the borrowing powers of the Society as the Board sees fit and in accordance with the Memorandum, the Rules and the Legislation;
  - (k) may alter the Memorandum or the Rules in accordance with Rule 51 but subject always to the ratification of such alterations under Rule 51(4);
  - (l) may from time to time appoint, and change the appointment of, a person or persons to hold office as an actuary or actuaries of the Society to perform the duties required by the Legislation and on such terms as the Board shall from time to time decide;
  - (m) may take all steps and other actions required or authorised by the Legislation and all other necessary actions in order to provide for the reinsurance of any risks insured by the Society in accordance with s 12(3) of the Act;
  - (n) may take all steps and other actions required or authorised by the Legislation and all other necessary actions in order to amalgamate the Society with one or more other friendly societies in accordance with s 85 of the Act (except to the extent that the steps and actions in question are only capable of being carried out at a general meeting of the Society); and
  - (o) may take all steps and other actions required or authorised by the Legislation and all other necessary actions so as to take a transfer of the engagements of any other friendly society or body in accordance with s 86 of the Act (except to the extent that the steps and actions in question are only capable of being carried out at a general meeting of the Society).
- (6) A quorum at a Board meeting shall be 5 Directors, provided that those holding executive office do not form a majority of those present, but if the size of the Board falls below the quorum from time to time then the remaining Directors shall be a quorum.
- (7) A Board meeting may consist of a conference between Directors, some or all of whom are in different places provided that each Director may participate in the business of the meeting whether directly, by telephone or by any other electronic means which enables him:
- (a) to hear each of the other participating Directors addressing the meeting; and
  - (b) if he so wishes, to address all of the other participating Directors simultaneously.
- (8) A quorum shall be deemed to be present if at least the number of Directors required to form a quorum under Rule 15(6) may participate in the business of the meeting in the manner described in this paragraph. A Board meeting held in this way is deemed to take place at the

place where the largest group of participating Directors is assembled or, if no such group is readily identifiable, at the place from where the Chair participates.

- (9) The Board shall decide matters by a majority of votes and in the case of an equality of votes the Chair shall have a second or casting vote.
- (10) A resolution in writing signed by all the Directors shall be as valid and effective as if it had been passed at a duly convened and constituted Board meeting.

## **16 Eligibility and Nomination of Directors**

- (1) The Board of Directors shall establish a committee to deal with nominations. The principal purpose of the nomination committee shall be to advise the Board of Directors and make recommendations to Members on the appointment (or re-appointment) of Directors.

- (2) No individual shall be elected as a Director under Rule 27 or appointed as a Director under Rule 25 unless:

either

- (a) he will be less than 70 years of age at the date on which the election, or in the case of an appointment under Rule 25, the appointment, would take effect;

or

- (b) if he will be more than 70 years of age at the date on which the election would take effect, he has been approved by resolution of the Board as eligible for election, and his age and the reasons for the Board's approval of his eligibility have been notified to every person entitled to vote at the election;

and

- (c) he is 18 years of age or over,

and

- (d) (except in the case of appointment under Rule 25 or where a Director retires under Rule 26), a form nominating him, signed by not less than three Members who comply with the requirements of paragraph (3) below and addressed to the Secretary, has been delivered at the Registered Office during the hours of public business of the Society between the first and fifteenth days of the last month of the financial year preceding the Annual General Meeting at which the vacancy in respect of which he is nominated is to be filled. The nomination form shall contain the full name, address, age and occupation of the person nominated, his consent to be so nominated, and the full names and addresses of the Members proposing his nomination. The nomination form shall be dated with the date of its delivery at the Registered Office and that date shall be deemed to be the date of nomination for the purpose of paragraph (3) below;

and

- (e) he has on or before the last day of the financial year before the date of the meeting at which his election is to be considered, complied with any requirements of the Board of Directors under Rule 16(3).

- (3) In exercise of its duties pursuant to Rule 15(5)(a) the Board may require any individual nominated for election as a Director to supply in writing such forms 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 Legislation.

- (4) The requirements with which a Member must comply in order to be eligible to nominate an individual as a Director under Rule 16(2)(d) are as follows:

- (a) he must have been a Member for not less than 2 years before the date of nomination; and
  - (b) he must not be in arrears with his contributions; and
  - (c) he must not be aged under 18 at that date.
- (5) 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 by reason of 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 individual who has filled the vacancy under Rule 25 and who would at the date of the meeting be eligible in accordance with Rule 16(2) to take the place of such retiring Director as a candidate for election and such individual 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 Board has power to fill under Rule 25.
- (6) Where a person becomes or ceases to be a Director, the Society shall within one month give notice of that fact to the Relevant Regulator. The notice shall state the person's full name and address and the date on which he became, or ceased to be a Director and, in the case of a person becoming a Director, the date of his birth.

## **17 Appointment of Non-Executive Officers**

- (1) At its first meeting after every Annual General Meeting the Board shall elect from its number a Chair who shall, subject to paragraph (5) below, 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. The Chair shall preside at all meetings of the Board at which he is present.
- (2) If the Chair so elected shall be absent from a meeting of the Board or shall decline to act as Chair, the Directors present at that meeting shall elect a Director to be Chair for the purposes of that meeting.
- (3) At its first meeting after every Annual General Meeting, the Board shall appoint chairs to each of its committees.
- (4) The Chair of the Board and the chairs of the committees shall be non-executive Officers.
- (5) The Board may at any time remove any of the non-executive officers from office.
- (6) The Board shall fill from its number any casual vacancy (whether or not arising from the exercise of its power under paragraph (5) above) and the relevant non-executive officer or officers 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.

## **18 Remuneration and Expenses of Officers**

- (1) In respect of any officers entitled to receive annual remuneration as Directors, such remuneration, (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. This remuneration shall be divisible among the officers in such proportion as may be agreed among them by a majority decision and, in default of agreement, in equal shares.
- (2) In addition to such remuneration, any Director may be paid such reasonable travelling, hotel 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 an officer.

## **19 Validity of Acts**

All acts done by the Board, or any committee, or any person acting as a Director shall, notwithstanding that it be afterwards discovered that there was some defect in the constitution of the Board or committee or in the election or re-election or appointment of any Director or committee member or person acting as aforesaid or vacancy among the members of the Board or any committee, or that any person was disqualified from holding office or was not entitled to vote, be as valid as if the Board or committee had been properly constituted and as if every such person had been duly elected or re-elected or appointed or entitled to vote and, where appropriate, was qualified and had been a Director.

## **20 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, on such terms as may be agreed from time to time between the Board and the Director.
- (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's complying with the provisions for the time being of the Legislation 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 Rules 18(1) and 28, 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 counted in the quorum when any such contract, or proposal for a contract, is under consideration.
- (3) For the purposes of this Rule 21:
  - (a) the term "contract" includes any transaction or arrangement;
  - (b) the word "interest" in this Rule does not include any interest a Director may have as a Director, Member or officer of a subsidiary or jointly controlled body of the Society;

- (c) no interest:
- (i) in any contract provided by the Society; or
  - (ii) in any other financial services or other product provided, or arranged, by the Society, or by any subsidiary or jointly controlled body of the Society,
- shall be regarded as an interest to the extent that it is provided on substantially the same terms as would be available to Members generally.

- (4) Notwithstanding anything contained in this Rule 21 but subject always to the Legislation, the prohibition contained in paragraph (2) above may at any time or times be suspended or relaxed to any extent by resolution at a general meeting of the Society or, if the Board so determines, by postal ballot or electronic ballot of the Members.

## **22 Appointment of Officers, Employees and Others**

- (1) The Society must have a Chief Executive and a Secretary who shall be appointed and whose appointments may be terminated by the Board, and who shall be officers of the Society.
- (2) The Chief Executive is responsible under the immediate authority of the Board for the conduct of the business of the Society.
- (3) The Board shall take all reasonable steps to secure that the persons appointed as Chief Executive and the Secretary have the requisite knowledge and experience to discharge the functions of their offices.
- (4) The Board may also appoint, or terminate the appointment of, a person to fulfil the role of Deputy Chief Executive. Such a person shall be an officer of the Society. This office may be combined with that of Secretary.
- (5) The Board may also:
- (a) appoint and terminate the appointment of (or delegate these appointment and termination powers to the Chief Executive and Secretary in respect of) such employees, advisers and agents as the Board may at any time determine; and
  - (b) appoint under this Rule more than one person to any office or place with the exception of the offices of Chief Executive and Secretary,

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

- (6) The powers and duties of persons appointed under this Rule shall be those given them from time to time by the Board which may pay them such salaries, wages, commissions and bonuses, compensation for loss of office or of employment, fees and other remuneration as it may consider desirable.

## **23 Indemnity to Directors, Officers and Employees**

- (1) Every Director, the Secretary and every other officer and 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 Legislation, would attach to him in respect of any negligence, default, breach of duty or breach of trust of which he might be guilty in relation to the Society. He shall, however, be indemnified against any liability incurred by him in defending any proceedings whatsoever, whether civil or criminal, arising out of his duties in relation to the Society in which judgement is given in his favour or in which he is acquitted.
- (2) The Society may take out a policy of insurance to cover any such indemnity or liability as is mentioned in paragraph (1) above.

**24 Vacation of Office and Disqualification**

- (1) A Director shall cease to hold office:
- (a) if he resigns his office by notice in writing to the Chief Executive (or in the absence of the Chief Executive, the Secretary) on the date specified in the notice or, if none, the date that the notice is received by the Chief Executive or the Secretary (as the case may be);
  - (b) if he takes up a permanent residence outside the United Kingdom without the prior written consent of all of the other directors;
  - (c) if he is requested in writing by all other Directors (save the Director in question) to resign and a resolution that he has vacated office is thereafter passed at a meeting of the Board by at least two-thirds of the members of the full Board;
  - (d) if for more than three 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;
  - (e) on conviction for any offence involving dishonesty or on imprisonment following conviction for any offence;
  - (f) if he becomes bankrupt or is subject to sequestration or compounds or makes any arrangements 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 current Mental Health Act 1983 or the equivalent legislation for Scotland or for Northern Ireland; or
    - (ii) a registered medical practitioner who is treating him gives a written opinion to the Society stating that he has become physically or mentally incapable of acting as a Director and may remain so for more than three months;
  - (h) upon a resolution of which notice has been given under Rule 32 that he shall cease to be a Director passed by a majority of the votes cast on a poll at a general meeting or, if the Board so determines, by postal ballot or electronic ballot of the Members;
  - (i) if, whilst a Director of the Society and without the prior consent of his co-Directors, he accepts the office of a director in any other organisation, company or body deemed by the Board to be in direct competition with the business of the Society;
  - (j) if he becomes prohibited by law from being a Director;
  - (k) if he contravenes Rule 21(1) by knowingly or recklessly failing to declare an interest and the Board passes a resolution to remove him from office;
  - (l) if the Board passes a resolution that the Director shall vacate office after either of the following has occurred:
    - (i) a Relevant Regulator has made it a condition of the Society's continued authorisation that the Director should cease to hold office or has imposed a requirement or made a recommendation that he should cease to hold office; or
    - (ii) the Director has failed to obtain or maintain any personal authorisation or approval required from a Relevant Regulator relevant to the office of Director; and
  - (m) in the case of a Director who holds executive office, his appointment to such office is terminated or expires and the Board resolves that his office be vacated.

- (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 to remove a Director from 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 49 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 under Rule 26, the Board may at any time, and from time to time, appoint an individual as a Director to fill such a vacancy.
- (2) If the Board resolves to increase the number of Directors within the limitations prescribed by Rule 15(2), 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 the Board to be fit and proper to be a Director, and
  - (b) is qualified under Rule 16(2) (as far as that Rule is applicable), and
  - (c) is not a person 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 Society's financial year and ending with the Annual General Meeting held in that year, he shall not retire at that Annual General Meeting but rather:
- (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 16(2) at the date of the Annual General Meeting at which he retires and is not ineligible by reason of his age on that date, and he shall be a retiring Director for the purposes of Rule 27(3).
- (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 5 prescribed by Rule 15, the Board so constituted, although its members are insufficient to form a quorum, may act by a majority of its members for a maximum period of one month but the Chair shall, notwithstanding any regulation under Rule 15(5)(c) not have a second or casting vote.

## **26 Retirement of Directors**

In addition to any Director retiring under Rule 24(1)(j) or 25(4) all other Directors will retire at the latest at the Annual General Meeting after their election.

## **27 Elections of Directors**

- (1) Elections of Directors shall be conducted either on a poll taken at the Annual General Meeting of the Society or if the Board so determines, by postal ballot or electronic ballot 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 or electronic ballot the following provisions of this Rule shall apply mutatis mutandis.
- (2) 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 Rule 27(4)

below, the vacancies shall be filled by those candidates obtaining the most votes in their favour. Voting on the election of Directors shall be on a poll, which shall be deemed to have been demanded by the Chair. The following provisions of the Rules shall apply to the poll for the election of Directors:

- (i) 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 Act;
  - (ii) subject to paragraph (i) above, the Board shall prescribe or approve the form of the voting papers and may include such other declarations and denoting of retiring Directors as it thinks fit;
  - (iii) the voting shall be effected by the placing of an X after the names of the candidates for whom the votes are to be cast.
  - (iv) the voting papers shall be void if a Member votes for more candidates than there are vacancies to be filled;
  - (v) each Member shall have one vote in respect of each vacancy to be filled, and
  - (vi) no Member shall be required to cast all or any of the votes given to him by paragraph (v) above.
- (3) If, on an election of Directors at an Annual General Meeting, there is a contest for the office of Director in that the number of candidates for election or re-election to the Board exceeds the number of vacancies to be filled by the election, the vacancies shall be filled by those candidates obtaining the most votes.
- (4) If at an Annual General Meeting there is no contest for the office of Director, then
- (a) each Member entitled to vote in the election shall have one vote in respect of every candidate, but as provided in Rule 27(2)(vi) 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.
- (5) Subject to receiving sufficient votes under Rules 27(3) and (4) above:
- (a) any Member both eligible for election and nominated under Rule 16(2) shall be deemed to have been elected, and
  - (b) any retiring Director offering himself for election or re-election who is qualified under Rule 16(2) at the date of the meeting and is then not ineligible by reason of his age shall be deemed to have been elected or re-elected unless a resolution that he shall cease to be a Director, of which notice has been given under Rule 32(5)(b), shall be passed by three fourths of the votes cast on a poll.

## **28 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 may merge or accept a transfer of engagements in the future;
  - (c) the Partners, children and dependants of persons referred to in sub-paragraphs (a) or (b) hereof.
- (3) In addition to the powers aforesaid the Board may, subject to Rule 28(4), 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 Partners, children or dependants of such Officers and employees mentioned in (a) or (b) hereof.
- (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 thereby prohibited, or is found permissible) and may constitute any trust and may from time to time at its discretion exercise any powers reserved to the Society by the terms of any trust constituted by the Society including the power of modifying or discontinuing the terms of any such trust or any Rules or regulations that may be or may have been made pursuant thereto.

## **29 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) Not more than 15 months shall elapse between the date of one Annual General Meeting and that of the next.
- (3) 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 ("the Board's Report") on the business of the Society. The Board's Report shall include the information required by or under the Legislation and the Rules.
- (4) Notice of the time, date and place of the Annual General Meeting shall be given in accordance with Rule 32(1). Such notice shall state that copies of the Annual Accounts, the Board's Report and the report of the auditors are available to Members free of charge upon request.
- (5) In these Rules "Annual Accounts" means the classes of document (including the notes to them) which the Society is required (unless otherwise exempted) by or under the Act to prepare by way of accounts for itself individually and, if it has Controlled Bodies, by way of group accounts for itself and those Controlled Bodies.
- (6) The report of the auditors on:
- (a) the Annual Accounts laid before the Annual General Meeting;
  - (b) the Board's Report; and
  - (c) any other report required by the Legislation or which the Board considers appropriate,
- shall be laid before that meeting and shall be available for inspection by any Member.
- (7) No business shall be transacted at an Annual General Meeting, and no resolution shall be brought forward at any such meeting, except as may arise upon:
- (a) the Annual Accounts laid before the meeting;
  - (b) the Board's Report submitted to the meeting;

- (c) the report of the auditors on the documents as described in Rule 29(6) above;
- (d) the election and re-election of Directors;
- (e) the appointment or re-appointment of auditors;
- (f) a motion for a resolution contained in a Members' Notice received by the Society in accordance with the provisions of Rule 32, and
- (g) any other business (including a motion for a resolution, whether special or ordinary, or a motion to add to, alter or rescind any of the Rules) brought before the meeting by the Board.

### **30 Special General 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) The Board shall convene a Special General Meeting on the requisition of not less than 50 Members qualified under paragraph (7) below. The requisition shall state the objects of the meeting (which must not however include the election of a Director) and shall be signed by the requisitioners and deposited at the Registered Office and may consist of several documents in like form each signed by one or more requisitioners. A deposit of £50 in respect of each requisitioner signing the requisition shall be lodged with it at the Registered Office and shall be refunded to the relevant Members following the date and time of proposed meeting, except where a quorum for the meeting is not present within half an hour of the time set for the meeting or a resolution is passed at the meeting that some or all of the money should be used to help meet the cost of the meeting.
- (4) 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. 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 shall be sent by post to those persons entitled under Rule 32(1). 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 members of the Board (whether by way of retention of fees or other remuneration in respect of services, or otherwise). 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.
- (5) No business shall be entertained at any Special General Meeting except such as shall be stated in the notice convening the meeting.
- (6) Except where the requisitioners themselves convene a Special General Meeting under paragraph (4) of this Rule, Special General Meetings shall be held at such hour, date and place as the Board shall determine.
- (7) A Member shall be qualified for the purposes of paragraph (3) above if he:
  - (a) has been a Member of the Society for a continuous period of not less than two years prior to the date of the requisition, and
  - (b) is a person entitled to vote at a general meeting of the Society on the date of the requisition.

**31 Means of Participation in Meetings**

- (1) The Board may make arrangements for Members to attend and participate in Annual General Meetings and/or Special General Meetings by:
  - (a) attendance at a physical meeting place;
  - (b) simultaneous attendance and participation at a Secondary Meeting Place; and/or
  - (c) using an Electronic Platform.
- (2) An Annual General Meeting and a Special General Meeting may be held as the Board may determine:
  - (a) solely as a physical meeting; or
  - (b) subject to the Legislation:
    - (i) by offering Members the option to attend and participate at a physical meeting place (which may include a Secondary Meeting Place) or by using an Electronic Platform; or
    - (ii) solely as an electronic meeting accessible by using an Electronic Platform.
- (3) A Member is present at an Annual General Meeting or Special General Meeting for the purposes of these Rules if:
  - (a) he attends in person; or
  - (b) a person appointed as his proxy or attorney (or any person specified in paragraph (3) of Rule 35) attends in person,

including in each case, where permitted by the Board in accordance with these Rules, attendance at any Secondary Meeting place or by using an Electronic Platform.
- (4) Where the Board decides that Members may attend and participate in an Annual General Meeting or a Special General Meeting by using an Electronic Platform, the notice of meeting given under Rule 32 (Notice of Meetings) shall set out details of the Electronic Platform for the meeting (including any access arrangements for such Electronic Platform shall be communicated to Members, either in the notice or otherwise).
- (5) Details of any physical meeting place, Secondary Meeting Place and/or Electronic Platform that shall be stated in a notice of meeting given under Rule 32 shall constitute the place of such meeting.
- (6) The Board may make arrangements for any documents which are required to be made available for inspection by Members at an Annual General Meeting or a Special General Meeting to be available for inspection at any Secondary Meeting Place (in addition to the principal physical meeting place) and/or to be accessible electronically on an Electronic Platform.
- (7) The Society shall require any persons wishing to attend an Annual General Meeting or a Special General Meeting (whether at any principal physical meeting place or any Secondary Meeting Place, or by using an Electronic Platform) to comply with any identification procedures and security arrangements as the Board shall reasonably specify from time to time.

**32 Notice of Meetings**

- (1) The notice of the time and place of all meetings shall be sent to all Members for whom the Society has a valid address and published on the Society's website and on the intranet website of the Metropolitan Police Service. Such publications shall be deemed to be sufficient notice to all Members. At least 21 clear days' notice, expiring on the final date for the receipt of proxies under Rule 37, 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 this paragraph (1).

- (2) The notice shall specify:
- (a) the nature of any resolution to be moved at the meeting and of the other business to be transacted thereat, and
  - (b) if applicable to the relevant meeting and subject to the Legislation and these Rules, the full name of each candidate for the office of Director, or auditor, unless the nomination has been made, or in the case of an auditor his nomination has been received, too late for his candidature to be included in, or to accompany, the notice.
- (3) Whenever a Special Resolution is to be considered the notice shall state that:
- (a) 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
  - (b) the proxy need not be a Member of the Society; and
  - (c) the Member may direct the proxy how to vote at the meeting.
- (4) The Annual General Meeting shall be described as such in the notice of meeting.
- (5) For the purposes of the following paragraphs of this Rule the following expressions shall have the following meanings:
- (a) "Requisite Number" means 50, and
  - (b) "Members' Notice" means a notice given to the Society in writing (whether in one or more documents) by at least the Requisite Number of Members, of their intention to have moved on their behalf at an Annual General Meeting a resolution that is specified in the notice and is either a Special Resolution or an ordinary resolution.
- (6) If the Society receives a Members' Notice, (subject to paragraphs (7) and (8) 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 Members intending to have the resolution moved on their behalf, include in the notice of that meeting under paragraph (1) a statement of intent of not more than 100 words with respect to the matter referred to in the resolution.
- (7) The Board shall be under no duty:
- (a) to include a Members' Notice in the notice of the Annual General Meeting or
  - (b) to include in the notice such a statement as is mentioned in paragraph (6)(b) above
- if:
- (i) the Members' Notice (or the last of the documents sufficient to enable it to comply with the requirements of paragraph (5)(b) above) and, if submitted, any statement given (of the kind mentioned in paragraph 6(b) above) are given to or lodged with the Society later than the last day of the financial year preceding that in which the Annual General Meeting at which it is intended to move the resolution is held; or
  - (ii) the resolution specified in the Members' Notice and, if lodged, any such statement does not relate directly to the affairs of the Society; or

- (iii) the rights conferred by paragraph (6) above are being abused to seek needless publicity for defamatory matter or for frivolous or vexatious purposes; or
  - (iv) the resolution specified in the Members' Notice is in substantially the same terms as any resolution that has been defeated at a meeting during the period beginning with the third Annual General Meeting before the date on which the Members' Notice (or the last of the documents sufficient to enable it to comply with the requirements of paragraph (5)(b) above) is given to the Society.
- (8) If it is not practicable for any reason to include in the notice of the Annual General Meeting a notice given by Members in accordance with paragraph 5(b) above, the notice so given together with any statement lodged in accordance with that paragraph shall be advertised in accordance with paragraph (1), or at the next available date.
- (9) Neither:
- (a) the accidental omission to send a notice of a meeting or to send any document accompanying the notice to, or the non-receipt of the notice by, any person entitled to receive notice; nor
  - (b) the non-receipt of a notice of meeting by any person entitled to receive it; nor
  - (c) subject to compliance by the Society with applicable laws, the inability, for any reason, of any person entitled to attend a general meeting to attend any physical meeting place (including any Secondary Meeting Place) and/or participate in the business of the meeting by using an Electronic Platform (whether as a result of any technical difficulties in relation to such Electronic Platform or otherwise)
- shall invalidate the proceedings at that meeting.
- (10) The sending of a notice of a meeting to any person not entitled to be given notice of it shall not entitle him to attend or vote at that meeting nor invalidate the proceedings at that meeting.
- (11) Notwithstanding the provisions of the Rules regarding notices to Members, there shall be no requirement to send a notice to a Member where the Society does not have a current address for the Member, or where the Board has reason to believe that a notice sent to the postal or electronic Registered Address will not come to the attention of the Member.

### **33 Quorum at General Meetings**

- (1) No business shall be considered at any Annual General Meeting or Special General Meeting unless a quorum is present, and a quorum shall be constituted for all purposes by 15 Members present in person or by proxy and entitled to vote.
- (2) If no quorum shall be present within half an hour after the time appointed for the Annual General Meeting or Special General Meeting, or if during such meeting a quorum ceases to be present, the Chair 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 30(3) or (4) whereupon the Chair of the meeting shall dissolve it.
- (3) At an adjourned meeting, two Members present and entitled to vote on a show of hands shall constitute a sufficient quorum.

### **34 Procedures at General Meetings**

- (1) The Chair of the Board will preside at every general meeting of the Society. If there is no such Chair or if the Chair is not present within fifteen minutes after the time appointed for the meeting or if the Chair is unwilling to act, the Directors present shall elect one of their number to be Chair of the meeting. If at any meeting no Director is willing to act as Chair, or if no Director is present within fifteen minutes after the time appointed for the meeting, the Members present and entitled under Rule 30 above to be included in the quorum for the meeting shall choose one of their number who is present to be the Chair of the meeting.

- (2) The Chair 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 Act and these Rules every question submitted to an Annual General Meeting or Special General Meeting shall be decided by a simple majority and such votes shall be taken in the first instance by a show of hands.
- (6) A poll may (before or on the declaration of the result of the show of hands) be demanded by:
  - (a) the Chair 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 35(4).

and in the event of such a demand, a poll shall be taken in accordance with paragraph (10) of this Rule, but no poll shall be permitted upon a resolution to appoint a Chair or as to whether the meeting should be adjourned.

- (7) Unless a poll be so demanded, a declaration by the Chair that a resolution on a show of hands has been carried, or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of, or against, such resolution.
- (8) If a motion for a Special Resolution is to be put to the vote of the meeting or there is a contest for the office or appointment of a Director or auditor, a poll shall be deemed to have been demanded by the Chair.
- (9) Except in the case of a motion for a Special Resolution or of a consent for the office or appointment of Director or auditor, the demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the Chair, 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 Chair so decides, at an adjourned meeting and in either case in such manner, subject to paragraph (12) below, as the Chair 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 Chair 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 a question of adjournment shall be taken forthwith and the result declared immediately upon the conclusion of the taking of the poll. A poll demanded on any other question shall not prevent the continuance of a meeting for the transaction of any business other than that upon which the poll has been demanded.
- (12) Voting papers to be used on a poll shall be valid only if they are issued by the Society.

- (13) The Board may make regulations for the taking of polls, for the conduct of elections, for the counting of votes and for the safe keeping or destruction of forms of proxy and ballot papers, and may appoint scrutineers in relation to any meeting and any vote to be taken at such meeting.

### **35 Entitlement of Members to Vote on Resolutions**

- (1) Subject to Rule 1(5), every Member present or voting by proxy (and not disqualified by arrears or otherwise as mentioned in these Rules) shall have one vote, and when the votes are equal then the presiding officer shall have an additional or casting vote.
- (2) The holder of a power of attorney from a person who is a Member and who is entitled to vote under paragraph (1) above shall, if the power of attorney is duly registered at the Registered Office and if the power has the effect of authorising the holder to exercise the 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.
- (3) A Member who is entitled to vote under paragraph (1) above, and in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote, by his receiver, curator bonis or other representative in that behalf appointed by that court. Any such receiver, curator bonis or other representative may vote either on a show of hands or on a poll, and if on a poll, may vote by proxy. Evidence to the satisfaction of the Board of the authority of the person claiming to exercise the right to vote shall be deposited at the Registered Office not less than 2 clear days before the day appointed for holding the meeting or adjourned meeting, at which the right to vote is to be exercised, and in default, the right to vote shall not be exercisable.
- (4) The right to vote shall be limited to those persons on whom this Rule confers a right to vote (subject to Rule 37).

### **36 Postal Ballots and Electronic Ballots**

- (1) The Board may determine that the voting on any resolution (whether special or not) or in any election of Directors may be conducted by postal ballot or by electronic ballot (being a ballot on which some of the voting is conducted in accordance with the provisions of the Legislation as to electronic voting and the remainder of the voting is conducted as if it were a postal ballot).
- (2) Within one month (or such longer period as the Board may deem necessary) after the determination of the Board under paragraph (1) above the Society shall give notice of the postal or electronic ballot in accordance with the Legislation. Except where the Legislation otherwise provides in relation to a Member who has agreed with the Society to access notice of the ballot on a website, the notice shall be accompanied by or incorporate a ballot form and shall be sent:
- (a) not less than 21 clear days nor more than 56 days before the date which the Society specifies for the receipt of the completed ballot forms;
  - (b) subject to Rule 49(6), by post to the Registered Address (or to any electronic address notified to the Society for the purpose) of every Member who would be eligible to vote on the resolution if the voting date fell on the date of the notice of the postal or electronic ballot, "the voting date" here meaning the date specified for the receipt of the completed ballot forms, and
  - (c) to every person:
    - (i) who becomes a Member of the Society after the date of the notice of the postal or electronic 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 (9) to (11) of Rule 32 shall apply to the sending of a notice of a postal or electronic ballot as they apply to the sending of a notice of a meeting.

- (3) The notice of a postal or electronic ballot sent in accordance with paragraph (2) 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, sent or delivered to a Member with a notice of meeting, had it been intended to vote on the resolution at a meeting instead of by postal or electronic ballot with the exception of any notices relating to voting by proxy at a meeting.
- (4) The accidental omission:
- (a) to give notice of a postal or electronic ballot; or
  - (b) to send a ballot form or any document required by paragraph (3) above to accompany such a notice,
- to any person entitled to receive it, or non-receipt of such a notice, ballot form or document by such a person, shall not invalidate the ballot.
- (5) The ballot form shall be in such form and be accompanied by or incorporate any explanatory note as the Board may decide.
- (6) Subject to the foregoing provisions of this Rule, the Board shall make regulations for the conduct of the ballot (including the appointment of a person to decide all questions that might arise relating to the 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 ballot forms) and place at which the ballot forms shall be opened and counted.
- (7) A Member to whom a ballot form is sent in accordance with paragraph (2) above shall be entitled to one vote on any resolution.
- (8) The matter in question shall be decided by the appropriate majority of the votes given 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.
- (9) The Board shall announce the result of the postal or electronic ballot by:
- (a) a notice displayed on the Society's website; 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.
- (10) Where the Board has determined under paragraph (1) above that the voting in an election of Directors or on a resolution of the Society is to be conducted by an electronic ballot, the regulations made by the Board under paragraph (6) above may include (but need not be limited to) regulations prescribing



- (a) the manner in which the votes of Members who vote electronically may be registered in accordance with the Legislation;
- (b) the manner in which Members who vote electronically may confirm the terms of the declarations required by the Legislation;
- (c) the manner in which the authenticity and integrity of the votes of Members who vote electronically is to be established;
- (d) the consequences of any irregularities occurring in the course of the ballot, including (but not limited to) provisions as to the validity of multiple votes cast by a Member in the same election of Directors or on the same resolution; and
- (e) the final date for the registration of the votes of Members who vote electronically.

**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) The instrument appointing a proxy or a representative shall be deposited at the Registered Office not less than 48 hours before the day appointed for holding the meeting, or adjourned meeting, and in default the instrument shall not be treated as valid.
- (3) An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:

"Metropolitan Police Friendly Society Limited

I.....

of.....

hereby appoint the Chair of the meeting

or, failing him.....

of.....

as my proxy to attend (, speak) and vote in my name and on my behalf at the meeting of the Society to be held on the                      day of                      20                      , and at any adjournment thereof.

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

Resolution No		For	Against
1			

Dated this                      day of                      20

Signature                      "

- (4) The Society may add to any instrument issued by it in the form set out in paragraph (3) above any explanatory notes it may think fit to assist appointors.
- (5) The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll and to speak at the meeting.
- (6) If a Member who, at the final date for the receipt of proxy instruments determined under paragraph (2) above, is entitled to attend and vote at the meeting appoints a person as a proxy to vote instead of him at that meeting and then ceases after that date to be so entitled, that person may notwithstanding Rule 35(2) act as the Member's proxy at that meeting.
- (7) A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding:
  - (a) the previous death or mental disorder of the appointor or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of such death, mental disorder, revocation or transfer as aforesaid shall have been received by the Society at its Registered Office before the commencement of the meeting or adjourned meeting at which the proxy is used;
  - (b) that since the last date specified for the deposit of instruments of proxy the appointor has ceased to be entitled to attend and vote at the meeting.

### **38 Accounts, Systems of Control**

- (1) The Board shall ensure that accounting records of the Society are kept, and shall establish and maintain systems of control of its business and records and of inspection and reporting, in accordance with the Legislation.
- (2) The Board shall cause to be maintained separate accounts for, and which identify the separate assets of, any Controlled Bodies.
- (3) The Secretary shall supply free of charge to every Member on demand copies of the Annual Accounts for the last financial year, the Board's Report for that year and the auditors' report on those accounts, and he shall ensure that copies of such documents are also made available at every office of the Society.

### **39 Inspection of Records**

- (1) Subject to Rule 39(2) below and to the Legislation, the Board shall make the records of the Society available for inspection by any Member or person having an interest in the funds of the Society at all reasonable hours, at the Registered Office of the Society, or at any place where the records are kept.
- (2) It shall be the duty of the Secretary to make available the records under Rule 39(1) accordingly, but such Member or person shall not, unless he is an officer of the Society, or is specially authorised by a resolution of the Society to do so, have the right to inspect the loan account of any other Member, or have access to any personal data and/or information in respect of any other Member, without the written consent of that Member.

### **40 Auditors**

- (1) At each Annual General Meeting the Society shall appoint a qualified auditor to audit its Annual Accounts in accordance with the Legislation. An individual or a firm may be appointed as auditor. The Society shall, within one week of the date of the meeting, notify the Relevant Regulator if no auditor has been appointed or re-appointed.
- (2) The Board may appoint an auditor to fill any casual vacancy occurring between general meetings of the Society.
- (3) The remuneration, including any sums in respect of expenses, to be paid to the auditor shall be fixed by the Board or in such manner as the Society shall determine at a general meeting.

- (4) In the event of:
- (a) the removal of an auditor before the expiration of his term of office by an ordinary resolution of Members;
  - (b) the resignation of an auditor in accordance with Schedule 14 of the Act; or
  - (c) the Society appointing another person as auditor in place of a retiring auditor;

the Secretary shall, within 14 days, send a copy of that notice to the Relevant Regulator.

- (5) Where the Society receives from an auditor, on cessation of his office, a statement of any circumstances which he considers should be brought to the attention of the Members and creditors of the Society, the Chief Executive shall, unless on application the court directs otherwise, send a copy of such statement to the Members.
- (6) Where the auditor, with a notice referred to in Rule 40(5), requisitions the convening of an extraordinary general meeting of the Society for the purpose of considering an explanation of the circumstances connected with his resignation, the Secretary shall within 21 days convene such general meeting for a date not more than 28 days after the date on which notice of the meeting is given and the Society will, unless on application the court directs otherwise, comply with requirements set out in paragraph 13 of Schedule 14 to the Act.

#### **41 Actuary and Valuations**

- (1) The Society shall keep valuation records and shall have an actuary or actuaries who shall be appointed and whose appointment may be terminated by the Board. The Board shall notify the Relevant Regulator of all appointments and changes to actuaries of the Society that undertake regulatory functions to the extent required under the Legislation.
- (2) The Board shall arrange for the relevant actuary to conduct an investigation and recommend accordingly as to the financial condition of the Society in respect of its long term business in accordance with the Legislation, and any Bonuses.

#### **42 Application of Funds**

- (1) All monies received on account of contributions in accordance with any Tables, or on account of donations or otherwise, shall be applied in carrying out the purposes of the Society in accordance with the Rules.
- (2) Both monies received and interest on investments, shall be credited to the appropriate funds.
- (3) Any transfer of assets between the Society and a Controlled Body should be at arm's length and for a proper market value consideration and there shall be a proper apportionment of all items of money and expenses between a Society and its Controlled Bodies.

#### **43 Investment of Funds**

- (1) So much of the funds of the Society as may not be wanted either for immediate use, or to meet the usual accruing liabilities, shall with the consent of the Board or of a majority of the Members present and entitled to vote in general meeting be applied or invested in the purchase of or at interest upon the security of such stocks, funds, shares, securities or other investments or property of whatsoever nature and wheresoever situate and whether involving liability or not as the Board shall in their absolute discretion think fit to the intent that the Board shall have the same power of investing and or transposing of investments in all respects as if they were absolute beneficial owners thereof.
- (2) Without prejudice to the power of the Society to invest its funds in property the Society may acquire and hold premises:
- (a) for the purpose of carrying on any of its activities; or

- (b) for the purpose of enabling a subsidiary of the Society, or a body jointly controlled by the Society, to conduct its business and may dispose of any premises so held,

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

#### **44 Disputes**

- (1) If any dispute shall arise between a Member or person claiming through a Member or under the Rules, or any person aggrieved who has ceased to be a Member, or any person claiming through such person aggrieved, and the Society, or any officer of the Society, it shall be decided by reference to arbitration, under the conditions set out at paragraph (2) of this Rule or, where both parties to the dispute so consent, by reference to the county court.
- (2) Five arbitrators shall be elected at a general meeting, none of them being directly or indirectly interested in the funds of the Society, and any vacancy or vacancies shall be filled at a general meeting. The complaining party to a dispute, or someone appointed by him, shall draw one name out of the five by lot and the arbitrator whose name is first drawn shall decide the dispute.
- (3) The Society shall pay the reasonable fees and expenses of the arbitrator in the first instance, but any and all such payments shall be made without prejudice to the power of the arbitrator to make a costs award in his or her final award which allocates the costs and expenses of the arbitration between the parties in such manner as the arbitrator considers appropriate in the circumstances of the case.
- (4) In default of determination under paragraph (2) above and upon the expiry of 40 days beginning with the day on which application was made for such determination, either party may apply for determination of the dispute by the county court.
- (5) In this Rule the expression "dispute" includes any dispute arising on the question whether a Member or person aggrieved is entitled to be or to continue to be a Member or to be reinstated as a Member but, save as aforesaid, in the case of a person who has ceased to be a Member, does not include:
  - (a) any dispute other than a dispute on a question which arose whilst he was a Member or arises out of his previous relation as a Member to the Society; or
  - (b) a dispute which has arisen as a result of and incidentally to a dispute between a Member, or person aggrieved who ceased to be a Member and a person claiming through him or under the Rules.
- (6) Nothing in these Rules prevents any person from having a complaint dealt with in accordance with any ombudsman scheme of which the Society is a member either before, or instead of, arbitration.

#### **45 Complaints**

- (1) Without prejudice to Rule 44, the Board of Directors:
  - (a) shall, subject to the Legislation, establish internal procedures for the resolution of complaints by Members; and
  - (b) may make, join with any other persons in making, or accede to a scheme or schemes for the investigation and settlement by an adjudicator of complaints, but a Member shall not thereby be prevented from referring any Dispute to arbitration under Rule 44 nor shall the determination of a complaint under this Rule prevent a Member from referring any Dispute to arbitration under Rule 44.
- (2) The Secretary shall provide a copy of the Society's internal complaints procedure referred to in Rule 45(1)(a) free of charge, on demand to any Member of the Society to whom a copy of the document has not previously been given.

**46 Voluntary Dissolution**

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

**47 Distribution of Surplus Assets on Winding-up or Dissolution**

Upon the winding-up of the Society, or upon its being dissolved by consent, any surplus remaining after payment in full of the Society's creditors shall be divided among those Members who were Members at the date of commencement of dissolution or winding-up, taking account of their reasonable expectations under their Tables and Policies.

**48 Common Seal**

The Society does not have a Common Seal.

**49 Notices**

- (1) Any notice or other document to be given to the Society under the Rules must be in writing addressed to, and received by the Secretary at the Society's Registered Office.
- (2) Any notice or other document to be served by the Society on a Member under the Rules may be served on him either:
  - (a) personally by delivering it to him;
  - (b) by leaving it at his Registered Address;
  - (c) by sending it by pre-paid post addressed to him at his Registered Address; or
  - (d) by sending it by electronic means to an electronic address which he has notified to the Society for the purpose, or

or in any other manner permitted by the Act.
- (3) Any notice or other document sent by pre-paid post shall be deemed to have been received 48 hours after the date of posting (regardless of the class of post by which such notice or document is sent). If there shall be any doubt as to the date that the notice or other document was posted then evidence may be adduced as to the date of delivery of the notice or other document for the purpose of ascertaining the date of service.
- (4) In other cases where a notice or document is left or personally delivered to the Society, a Member or a Director the same shall be deemed to have been served 24 hours after the date on which it is so left or delivered.
- (5) Any notice or other document sent by electronic means to an electronic address which he has notified to the Society for the purpose, the notice shall be deemed to have been received by the Member on the day it is sent by the Society.
- (6) The Society shall not be obliged by these Rules to serve a notice (including a notice of a meeting or a notice of a postal ballot or electronic ballot) 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 of a meeting under Rule 32 (and in the case of the notice of a postal ballot or electronic ballot), the Society shall, if it decides not to send the notice to him by post, be deemed to have been given by the Society to such Member entitled to receive such notice in hard copy form if it is published on the Society's website (and, if practicable, the intranet website of the Metropolitan Police Service) and is advertised:
  - (a) in at least one newspaper circulating in the areas in which members of the Society reside; or
  - (b) in an appropriate professional journal as the Board may determine,

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 receipt of completed ballot forms), and must state: (i) where Members may obtain copies of the resolutions and of any statements with respect to the matters referred to in a resolution, and (ii) where Members may obtain forms relating to voting by proxy and, in the case of a postal ballot, where they may obtain ballot papers or, in the case of an electronic ballot, how they may access electronic voting facilities

- (7) If, by reason of the suspension or curtailment of postal services in the United Kingdom, the Society is unable to give notice by post in hard copy form of a meeting or a notice of postal ballot, then such notice shall be deemed to have been given to all Members entitled to receive such notice in hard copy form if it is published on the Society's website (and, if practicable, the intranet website of the Metropolitan Police Service) and is advertised:
- (a) in at least one newspaper circulating in the areas in which members of the Society reside; or
  - (b) in an appropriate professional journal as the Board may determine.
- (8) Where Rule 49(6) or 49(7) applies, any such notice shall be deemed to have been duly served on all Members entitled to receive notice at the time and on the date on which notice is published on the Society's website. In the case of a notice of meeting, the notice shall continue to be available on the Society's website until the conclusion of the meeting and, in the case of Rule 49(7) the Society shall send confirmatory copies of the notice to those Members entitled to receive it in hard copy form if, at least seven days before the meeting, the posting of notices to addresses throughout the United Kingdom again becomes practicable.
- (9) Nothing in these Rules shall prevent the service of a notice or other document by the Society:
- (a) by sending it electronically to an electronic address notified for the purpose in accordance with express provision made by the Act; or
  - (b) by publication on a web site in accordance with any such provision.

## **50 Copies of Memorandum and Rules**

The Secretary shall on request give a copy of the Memorandum and these Rules free of charge to any Member and may publish them electronically.

## **51 Amendment of Memorandum and Rules**

- (1) No alteration of the Society's Memorandum or Rules shall take effect until it is registered or until such later date as is specified in the record of alteration.
- (2) Subject to Rule 51(1) above, the majority of the Members at a general meeting of which notice has been given specifying the intention to propose an alteration to the Memorandum or Rules may alter them by adding, rescinding or varying any provision.
- (3) Subject to Rule 51(1) above and Rules 51(4) to (6) below, and notwithstanding Rule 51(2) above, the Board may alter the Memorandum or Rules by adding, varying or rescinding any provision.
- (4) Where the Memorandum or Rules are altered in accordance with Rule 51(3) above, a resolution to approve the alteration shall be put to the next general meeting of the Society.
- (5) Where the Memorandum or Rules are altered in accordance with Rule 51(3) above and a resolution to approve the alteration is not passed at a meeting specified in Rule 51(4) above:
  - (a) the alteration shall cease to be acted on from the conclusion of that meeting; and

- (b) the Memorandum or Rule (as the case may be) as it existed prior to the alteration shall be taken to be a further alteration and be submitted for registration as a memorandum or Rule (as the case may be) alteration forthwith,

but the failure to pass such a resolution shall not invalidate any act or Policy of the Society effected under the altered Memorandum or Rule (as the case may be) prior to that meeting.

- (6) The Society may change its name by a resolution of the Society in general meeting or by way of postal ballot or electronic ballot after the giving of such notice as is required for a special resolution. Notice of the change shall be sent to the Relevant Regulator in the prescribed form.
- (7) The Society may change its Registered Office by a resolution of the Board of Directors.
- (8) Copies of a record of every alteration to the Society's Memorandum or Rules shall be sent to the Relevant Regulator as required by the Legislation.
- (9) The Society may vary the benefits under its Tables from time to time. The benefits applicable to a Member will be those pertaining when the Member effected their contract of assurance. However the Society may opt to apply the varied benefits where to do so is in the Member's interest.

## **52 Interpretation**

In these Rules, unless the contrary intention appears:

- (1) Words denoting the masculine gender shall be deemed to include the feminine.
- (2) Words in the singular shall include the plural and words in the plural shall include the singular.
- (3) "Premium" shall have the same meaning as contribution.
- (4) The terms "Committee Member" and "Committee of Management" shall have the same meanings as and be interchangeable with the terms "Director" and "Board" respectively.
- (5) Expressions defined in the Act, where used in these Rules, have the same meaning as they have in the Act, unless otherwise defined in these Rules.
- (6) A reference to a statute or statutory provision is a reference to it as amended, extended or re-enacted from time to time and shall include all subordinate legislation made from time to time under that statute or statutory provision.
- (7) Any reference to a signature or to something being signed or executed shall include either: (a) a signature printed or reproduced by mechanical or other means; (b) any stamp or other distinctive marking made by or with the authority of the person required to sign the document to indicate it is approved by such person; or (c) to the extent that the Board has approved this for the relevant purpose, an electronic signature or other means of verifying the authenticity of an Electronic Communication.
- (8) Headings used in these Rules shall not affect the interpretation of these Rules.

## **53 Law and Jurisdiction**

- (1) Unless a Member and the Society agree otherwise in writing:
- (a) all arrangements between a Member and the Society, whether evidenced by a contract, policy, the Rules or otherwise; and
- (b) any dispute or claim arising out of or in connection with anything in these Rules (including non-contractual Disputes or claims),

shall be governed by and construed in accordance with the laws of England and Wales for the time being in force.

- (2) Except as otherwise set out in these Rules, the courts of England and Wales shall have exclusive jurisdiction to settle any dispute or claim arising out of or in connection with anything in Rule 53(1) (including non-contractual disputes or claims).



## Appendix 1

### Definitions

- (1) The “Act” means the Friendly Societies Act 1992 (as amended, substituted or re-enacted and for the time being in force).
- (2) The “Board” or “Board of Directors” means the board or committee of management of the Society.
- (3) "Bonuses" means increases on benefits under the with-profits Tables of the Society.
- (4) "Chief Actuary" means the chief actuary of the Society as appointed by the Board from time to time.
- (5) “Chief Executive” means the chief executive of the Society appointed from time to time by the Board under Rule 22(1) and pursuant to their powers under these Rules to conduct the business of the Society.
- (6) "Controlled Body" means a body corporate in respect of which the Society has control or joint control within the meaning of section 13 of the Act.
- (7) “Director” means a member of the Board.
- (8) "Electronic Communication" means an electronic communication within the meaning of the Electronic Communications Act 2000 (as amended, substituted or re-enacted and for the time being in force).
- (9) "Electronic Platform" means such electronic and/or telecommunications facilities as may be approved by the Board from time to time that enable members to attend and participate simultaneously in a general meeting without attending a physical meeting place.
- (10) “FSMA 2000” means the Financial Services and Markets Act 2000 (as amended, substituted or re-enacted and for the time being in force).
- (11) “Legislation” means the Act, FSMA 2000, the Regulator Handbooks and any other statute or statutes, statutory instruments or statutory provisions or regulation from time to time in force relating to an incorporated friendly society (with its registered office in England and Wales) carrying on the business and other activities carried on by the Society.
- (12) “Member” means a person satisfying the requirements of Rule 1(1)(a)-(f) who has benefits under a Table or under a Policy.
- (13) “Memorandum” means the Memorandum for the time being of the Society.
- (14) “Partner” means a Spouse of the Member, or a person with whom the Member is cohabiting.
- (15) “Policy” means a contract of assurance issued by the Society, the terms of which are contained within it.
- (16) "Registered Address" means in relation to any Member of the Society the address, including any electronic address, currently shown in the Register of Members and if the Board of Directors so requires any postal address shall be in the United Kingdom;
- (17) “Registered Office” means the registered office of the Society from time to time.
- (18) “Regulator Handbooks” means the published rules and guidance of any Relevant Regulator from time to time in force.

- (19) "Relevant Regulator" means the Prudential Regulation Authority and/or the Financial Conduct Authority as appropriate or such other authority or authorities as may replace them from time to time or shall from time to time carry out such functions in relation to friendly societies as are at the date of registration of these Rules allocated to the Prudential Regulation Authority and/or the Financial Conduct Authority.
- (20) "Rules" means the Rules of the Society for the time being in force.
- (21) "Secondary Meeting Place" means a secondary physical meeting place (or more than one such place) for a general meeting at which members may attend and participate in the general meeting simultaneously as an alternative to attending the principal physical meeting place.
- (22) The "Society" means Metropolitan Police Friendly Society Limited.
- (23) "Special General Meeting" has the meaning described in Rule 30(1).
- (24) "Special Resolution" has the meaning given by paragraph 7 of schedule 12 to the Act.
- (25) "Spouse" shall mean a person in a legal marriage to, or a Civil Partnership with, the Member.
- (26) "Table" means a contract of assurance issued by the Society under the terms of one of the Tables of benefits as published separately by the Society.
- (27) "With-Profits Actuary" means the person or persons appointed by the Board from time to time to act as the Society's with-profits actuarial function in accordance with the rules of the Relevant Regulator.

Date: 8<sup>th</sup> July 2021