

Memorandum & rules

Summary of changes

Intended to take effect from 1st September 2017

This year we have been working on making our existing rules clearer, particularly around the re-election of Directors. This has prompted us to review and refresh our Rule Book to ensure that it continues to reflect our current operating environment.

If you wish to read the new version of the Rule Book in full or a version with the changes clearly marked, please visit our website at **www.nationalfriendly.co.uk/agm**. Alternatively, if you would like to receive a copy by email or by post, please call us on: **0333 014 6244** Calls from UK landlines and mobiles cost no more than a call to an 01 or 02 number and will count towards any inclusive minutes. Calls are recorded for training and quality purposes.

Changes to the Memorandum:

2. NAME

Removal of unnecessary term “hereinafter”.

5. POWERS

5.5 Subscriptions to other bodies

(a) This has been extended to clarify the way in which the Society may subscribe from its funds, i.e., through a subsidiary or jointly controlled body.

Changes to the Rules:

1.1 INTERPRETATION

“Annotated Combined Code”

Updated to allow for a possible change to the publisher of the Annotated Combined Code.

“Member”

Minor change to placement of a closing parenthesis for improved clarity of meaning.

“Register”

Updated to allow for alternative methods of record-keeping.

“Relevant Legislation”

Alteration to the terminology used.

2. MEMBERSHIP

2.1 Change to reflect that any person may make an application for insurance cover on behalf of minor members, of any age, of the Society.

2.2 (b) Updated so that a member of the Society of the age of 16 may have the right to act and give instructions on their own behalf, subject to the terms of the insurance cover.

2.2 (c) Updated so that any person may act on behalf of a member of the Society under the age of 16, subject to the terms of the insurance cover.

2.2 (d) Deleted to reflect that 2.2 (a) to (c) now set out all the relevant provisions relating to members below and above the age of 16.

2.3 (b) Updated to clarify that the Board has discretion regarding the removal of members’ names from the register following cessation of membership.

3. TERMINATION OF MEMBERSHIP

3.2 (b) and (c) Updated to clarify that the Board is the sole decision-making body regarding whether a member has committed serious personal misconduct or repeated or serious breaches of the rules.

8. GOVERNANCE OF THE SOCIETY

8.1 The Board Powers and Duties

(f) (i) Updated to clarify that payments to Directors (other than Executive Directors) shall be subject to rule 8.6 (Remuneration of Directors).

8.2 Membership of the Board

(b) Updated to clarify that Directors can be appointed from age 18.

(c) Clarification that directors who attain the normal retirement age of 70 part way through his or her rotation period may remain in the post until the end of the rotation period, subject to the provisions of rule 8.3 (Term of Appointment) and 8.11 (b) (Retirement of Directors and Re-appointment).

8.3 Term of Appointment

Clarification that the rule limiting the appointment and re-appointment term to a total nine years and subsequently to one year terms applies to Non-Executive Directors specifically.

Inclusion of rules regarding the annual election process to be followed once a Non-Executive Director has attended his or her ninth Annual General Election following his or her appointment or re-appointment.

Inclusion of rules regarding the election and re-election process for Executive Directors.

8.4 Appointment of Chairman and Senior Independent Director

(a) Minor alteration to terminology used.

8.11 Retirement of Directors and Re-appointment

(b) Clarification that the 'nine-year rule' for retirement applies specifically to Non-Executive Directors.

(c) Removal of 'at least 14 days' before the notice of AGM required for Board nomination of reappointment.

8.15 The Procedures of the Board Retirement of Directors and Re-appointment

(a) (i) Minor alteration to terminology used.

12. MEETINGS AND RESOLUTIONS

12.1 Annual General Meetings

(c) (v) Updated to include other appropriate reports that the Board could choose to lay before members at the Annual General Meeting.

(d) Updated to reflect that the notice for the Annual General Meeting will state that any additional reports will be available to members.

12.3 Notice of Meetings

(c) (iv) Updated to reflect that instruments for proxy voting may be made available to members by other means than being enclosed with the notice of the meeting.

Additional minor amendments

Minor amendments to capitalise “Memorandum,” “Rules,” and “Non-Executive Director(s)” where referenced throughout the Memorandum and/or Rules.



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