

The Hall Residents Society Limited

Rules of the Society

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RULES

NAME and OBJECTS

Name and Objects of Society

1. The Society shall be called "**THE HALL RESIDENTS SOCIETY LIMITED**". Its objects shall be to carry on the industries, businesses, or trades of repairing, redecorating and maintaining and procuring the repair, redecoration and maintenance of the structure, the exteriors, and the common parts of the properties owned and occupied by Members of the Society and situated at The Hall, Foxes Dale, Blackheath, London, SE3 9BE, and also the cleaning and lighting of the common staircases and halls, the cleaning of the exteriors of the windows, the maintenance in good order and repair of the fixtures and fittings in and upon the common parts of the buildings, and outbuildings; the maintenance in good order of the gardens and Estate grounds, including such renewals and additions as may from time to time become necessary to maintain and improve the amenities on the Estate for the benefit of its Members; the placing and maintaining of policies of insurance in respect of the buildings against loss or damage by fire, storm or tempest, and the placing and maintaining of policies of insurance against all Third Party claims normally included under Property Owners Liability policies; the payment on behalf of its Members of Road Rate and other charges and assessment which may become payable in respect of properties on the Estate owned by its Members and to acquire and deal in freehold and/or leasehold land.

The Society shall have power (i) to do all things necessary or expedient for the accomplishment of the above objects, to procure such accommodation as may be necessary to carry on the business of the Society or to provide amenities for its Members, and in particular power to enter into leases and covenants whereby the Society will assume liabilities and responsibilities for carrying out the above objects, (ii) to acquire by purchase the freehold reversion of the land and buildings known as The Hall Estate, Foxes Dale, Blackheath, London, SE3 9BE (hereinafter called "The Hall Estate") for such consideration and upon such terms as the Committee of Management shall decide and (iii) with the written consent of the Members of the Society to sell, let, alienate, mortgage, charge or otherwise deal with the whole or any part of The Hall Estate in accordance with the terms of the written consent mentioned heretofore; and (iv) as a consequence of action taken under sub-paragraph (iii) above or at the request of a member of the Society, to take surrender of all or any of the leases granted to members of the Society.

REGISTERED OFFICE

Registered Office of Society

2. Its registered office shall be at ~~7 The Hall, Foxes Dale, London, SE3 9BE.~~ 50 LONDON ROAD, BROMLEY, BR1 3RA (c/o F.W. Berringer.) In the event of any change in the situation of the registered office, notice of such change shall be sent by the Secretary within 14 days thereafter to the Registrar in the form prescribed by the Treasury Regulations.

USE OF NAME

- Use of Name of Society
3. The registered name of the Society shall be kept painted or affixed on the outside of every office or place in which the business of the Society is carried on, in a conspicuous position, in letters easily legible, and shall be engraven in legible characters on its seal, and shall be mentioned in legible characters in all business letters of the Society, notices, advertisements and other official publications of the Society, and in all bills of exchange, promissory notes, endorsements, cheques, and orders for money or goods purporting to be signed by or on behalf of the Society, and in all bills, invoices, receipts and letters of credit of the Society.

MEMBERSHIP

- Persons eligible for membership
4. Membership shall be restricted to persons 18 years of age or over owning or under contract to purchase a leasehold dwelling at The Hall, Foxes Dale, Blackheath, London, SE3 9BE.
- Members qualifying shares
5. (i) Every member shall hold one share, and no member shall hold more than one share.
- Joint Holders
- (ii) A share may be held by two or more persons jointly if those persons are joint lessees of a dwelling on the Hall Estate. The joint holders of a share shall be severally as well as jointly liable in respect of such share.
- (iii) No member together with his associates shall hold more than four shares in the Society.

SHARE CAPITAL

- Nominal value of Shares
6. The Share Capital of the Society shall be raised by shares of the value of £10 each which shall be paid for in full on allotment.
- Shares not withdrawable
7. Shares shall be transferable but not withdrawable, Every transfer shall be in the form appended to these rules or as near thereto as the case allows. No transfer of shares shall be valid unless and until the Committee has consented thereto. The Secretary shall register every transfer of shares by making the appropriate entries in the register of members hereinafter mentioned.
- Register of Members
8. The Society shall keep at its registered office a register of members in which the Secretary shall enter the following particulars:
- (a) the names and addresses of the members;
- (b) a statement of the number of shares held by each member and of the amount paid or agreed to be considered as paid on the shares of each member;
- (c) a statement of other property in the Society, whether in loans or otherwise, held by each member;
- (d) the date at which each person was entered in the register as a member, and the date at which any persons ceased to be a member;

(e) the names and addresses of the officers of the Society, with the offices held by them respectively and the dates on which they assumed office.

Any member changing his address shall ratify the Society of such change.

The Society shall also keep at its registered office a duplicate register of members in which the Secretary shall enter all the particulars in the original register of members other than those mentioned in paragraphs (b) and (c) hereof.

SUBSCRIPTION

- Annual subscriptions
9. Every member of the Society shall pay an annual subscription of such sum not exceeding £400 or such other sum as the Society in General Meeting may determine.

BORROWING POWERS

- Borrowing Powers
10. The Society may obtain advances of money from members and others for the purposes of the Society and may secure the repayment thereof by mortgages or charges on any of the Society's property. The total amount so obtained shall not at any time exceed the limit of £100,000. The terms of repayment, rate of interest and any other conditions of such advances shall be determined by the Committee from time to time but the rate of interest paid (except in the case of a loan from the Society's bankers or on mortgage) shall not exceed one percent per annum above the Bank of England's minimum lending rate or five percent per annum, whichever is the higher. The Society shall not receive money on deposit.

GENERAL MEETINGS

- Annual General Meetings
11. The Annual General Meeting shall be held in March of each year or as soon as convenient thereafter at such time and place as may be fixed from time to time by the Committee.
- Functions of Annual General Meetings
12. The functions of Annual General Meetings shall be:
- (a) To receive from the Committee, or any other officers of the Society, or from the auditor, the statement of accounts and report upon the business of the Society during the period embraced therein and the state of its affairs at the expiration of such period.
 - (b) To fill vacancies on the Committee as hereinafter provided, and to fix the remuneration, if any, of the Committee.
 - (c) To transact any other general business of the Society included in the notice convening the meeting.
- Special General Meetings
13. Special General Meetings shall be convened by the Secretary either on an order of the Committee or upon a requisition signed by not less than one-tenth of the members of the Society for the time being, and shall be held as soon as possible after the receipt of such order or requisition and

at the ordinary place and time of the General Meetings of the Society unless the Committee fix any other place or time of meeting. A Special General Meeting shall not transact any business other than that mentioned in the notice convening the meeting.

- Notice of General Meetings 14. (i) Notice convening every General Meeting shall state the time and place thereof and the officers (if any) to be elected thereat, and every purpose for which it is convened, and shall be posted or sent to the registered addresses of the Members not less than fourteen clear days before the date of meeting, unless in any case of emergency the Committee unanimously direct shorter notice to be given.
- (ii) No General Meeting shall be invalidated by the accidental non-receipt of notice thereof by any Member.
- Secretary failing to convene meeting 15. Should the Secretary fail within 21 days to convene a Special General Meeting when so requested, the requisitionists may convene it by giving such notice as is mentioned in the previous rule.

PROCEEDINGS AT GENERAL MEETINGS

- Quorum 16. At all General Meetings the Chairman, or if he be not present, the Vice-Chairman, shall preside. Seven members shall form a quorum except where an amendment of the rules or the removal of an officer is proposed, 17 members shall form a quorum. No meeting shall become incompetent to transact business from the want of a quorum arising after the chair has been taken.
- Adjournment for want of a quorum 17. If within half an hour from the time appointed for the meeting a quorum is not present the meeting, if convened upon the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place, and if at such adjourned meeting a quorum be not present those Members who are present shall be deemed to be a quorum and may do all business which a full quorum might have done.
- Chairman 18. If at any meeting the Chairman or Vice-Chairman be not present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of the members of the committee present to be Chairman, or if no member of the committee shall be present and willing to take the chair, the members present shall choose one of their number to be chairman.
- Adjournment with the consent of meeting 19. The Chairman may with the consent of the meeting adjourn any meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for twenty-one days or more notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at the adjourned meeting.

VOTES OF MEMBERS

- Voting 20. Save for the matters to be decided by "written consent of members

Society" in rule 1 and rule 80, and subject to a poll as herein provided, every question at any General Meeting shall be decided by a show of hands, when each Member present shall have one vote only, and a declaration by the Chairman that a resolution has been carried or not carried, or carried or not carried by a particular majority, and entry to that effect in the book of proceedings of the Society, shall be conclusive evidence of the facts without proof of the number or proportion of the votes recorded in favour of or against a resolution. A poll may, either immediately before or after a vote by a show of hands, be demanded by members representing in person or by proxy not less than one-tenth of the members of the Society for the time being, or be directed by the Chairman. Subject to any special direction contained in any rule of the Society or Act of Parliament all questions shall be determined by a majority of votes. A demand for a poll may be withdrawn.

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| Poll | 21. If a poll be deemed or directed in the manner above mentioned, it shall be taken at such time and in such manner as the Chairman may appoint, and the Chairman shall decide whether such poll when demanded or directed before a vote by a show of hands is to be taken instead of or after a vote by a show of hands, and the result of such a poll shall be deemed to be the resolution of the Society in General Meeting. |
| Written consent of Members | 21A. The written consent of members of the Society required by rules 1 and 68 shall be obtained by taking a poll in writing at a Special General Meeting with members affixing their signature to their vote. The written consent of members shall not be considered carried unless there is a clear three-fourths of all members of the Society in favour thereof. For the avoidance of doubt it is expressly stated that a vote at such a poll may be given by proxy in accordance with these rules, with any proxy signing the vote on behalf of the appointer. |
| Chairman to have casting vote and decide validity of vote | 22. In case of an equality of votes at any general meeting, upon a show of hands or on a poll, the chairman shall be entitled to a second or casting vote. In case of any dispute as to the admission or rejection of any vote the Chairman shall determine the same, and such determination shall be final and conclusive. |
| Meeting can proceed notwithstanding poll | 23. Any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll. |
| Votes of Members | 24. On a poll every member not indebted to this Society shall have one vote. |
| Proxy | 25. Votes on a poll may be given personally or by proxy. |
| How proxies to be signed and who may be appointed | 26. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing. No person shall be appointed a proxy who is not a Member of the society and qualified to vote. |
| Deposit of proxy | 27. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be deposited at the registered office of the Society not less than two clear days before the day fixed for holding the meeting at which the person named in such instrument is authorised to vote, and in default the instrument of proxy shall not be treated as valid. |
| Form of proxy | 28. An instrument appointing a proxy shall be in the following form or any |

other form of which the Committee shall approve:

I, _____ of _____ it the C
, being a member of The Hall Residents
Limited hereby appoint _____ of
(a member of the said Society) as my proxy to vote
and on my behalf at the Ordinary (or Special as the case may be)
Meeting of the Society to be held on the
20 _____, and at any adjournment thereof.

AS WITNESS my hand this _____ day of _____ 20

Validity of Proxy

29. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death of the principal or revocation of the proxy or transfer of the share in respect of which the vote is given, provided that no notice in writing of the death, revocation, or transfer of the share have been received at the registered office of the Society one clear day before the meeting. Any question as to the admission or rejection of a proxy or the validity of a proxy shall be determined by the Chairman, whose decision shall be final and conclusive.

Proxy may demand poll

30. A proxy to vote shall be deemed to include power to join in demanding a poll.

Votes of joint holders of shares

31. Where there are joint registered holders of any share any one of such persons may vote at any meeting either personally or by proxy in respect of such share as though he were solely entitled thereto, and if more than one of such joint holders be present at any meeting personally or by proxy that one of the said persons so present whose name stands in the register in respect of such share shall alone be entitled to vote in respect thereof. Several executors or administrators of a deceased member in whose name any share stands shall for the purpose of this clause be deemed joint holders thereof.

OFFICERS

Officers of the Society

32. (i) The Society shall have the following officers, who shall form the Committee of Management:

A Treasurer, a Secretary and eight Committeemen.

Election of Chairman

The Committee shall, at their first meeting after the Annual General Meeting, elect a Chairman from among the Committeemen. He shall be the Chairman of the Society, and shall, during his year of office, be removable only by a vote of two-thirds of the Committee present at a Special Meeting called for that purpose. The Committee shall annually elect a Vice-Chairman from among their own number. In the absence of the Chairman, shall have all the powers of the Chairman and shall be removable in like manner to the Chairman.

(ii) The Treasurer and Secretary shall hold office during the year of office of the Society. The Committeemen shall continue in office until the end of the year of office of the Chairman.

due to retire under rule 38 and at every Annual General Meeting the vacancies so created shall be filled by such members as shall be elected by a majority of the members present and entitled to vote, or on failure of such election those last appointed shall continue in office. The Treasurer and Secretary shall be elected by a majority of the members present and entitled to vote at an Annual General Meeting or Special General Meeting.

Removal of Officers

(iii) Any officer may be removed by resolution carried by two-thirds of the votes given thereon at a Special General Meeting which may proceed to fill the vacancy.

(iv) In case any officer shall die, resign, be removed, or become unfit or incapable to act, the Committee may at any time appoint a person to fill the vacancy until the next Annual General Meeting, unless the vacancy is previously filled at a Special General Meeting.

Security by Officers

33. Every officer having receipt or charge of money shall, before taking upon himself the execution of his office, become bound, either with or without surety as the Committee may require, in a bond according to one of the forms set out in the Fourth Schedule to the Industrial and Provident Societies Act, 1965, or give the security of a Guarantee Society, in such sum as the Committee may direct, being not less than a sum sufficient to cover the maximum amount of cash which the officer is likely at any time to hold.
34. The officers shall receive such remuneration, if any, as may be decided from time to time at General Meetings.

BANKING ACCOUNT

Banking Account

35. The Society shall have a banking account into which all monies received on account of the Society shall be immediately paid. No account of the Society amounting to £10 and upwards shall be paid except by a cheque drawn on the Society's bankers signed by the Treasurer and the Secretary or such other Officer as may be appointed by the Committee.

TREASURER

Duties of Treasurer

36. The Treasurer shall pay all demands when ordered to do so by the Committee of Management. He shall not pay any money without written authority signed by the Chairman and the Secretary, or other officer in case of incapacity of the Chairman or the Secretary. The Treasurer shall keep on behalf of the Society proper books of account which shall give a true and fair view of its transactions, assets and liabilities, and he shall maintain a satisfactory system of control over its books of account, its cash holdings and its receipts and remittances. He shall produce all books, documents, property and money of the Society in his possession and render a full and clear account at each audit, and whenever required by resolution of the Society or of the Committee of Management. He shall also give up all books, documents, moneys and property of the Society in his possession when required so to do by a resolution of the Society or of the Committee of Management.

SECRETARY

Duties of Secretary

37. The Secretary shall attend all meetings; he shall record the names of the officers there present, and the minutes of the meetings which he shall transcribe into a book to be authenticated by the Chairman as the proceedings of the meeting; he shall receive proposals for admission to the Society; he shall hand over all proposals received by him to the Treasurer. He shall produce all books, property and money of the Society in his possession, and shall render a clear account at each audit and whenever required by the Society or of the Committee of Management. He shall receive all moneys, and give up all books, documents and property of the Society, when ordered to do so by a resolution thereof of the Committee of Management. He shall summon and give due notice of meetings and keep the accounts, documents and papers, and for such purposes as the Committee of Management may require, and shall prepare all returns and other documents required by the Industrial and Provident Societies Acts or the Treasury Regulations, and duly forward them to the Registrar. The Secretary shall, in the execution of his office, act under the superintending direction of the Committee of Management.

COMMITTEE OF MANAGEMENTRetirement of Members
of Committee

38. (a) At each Annual General Meeting one-third or the nearest number of the Committeemen for the time being, exclusive of members elected under Rule 40 to fill a casual vacancy, if any, shall retire from office. The Committeemen to retire in each year being those who have been in office since their appointment or last election, but as between those who became Committeemen on the same day those to retire shall be determined by ballot (unless they otherwise agree among themselves) to be determined by ballot.
- (b) A retiring Committeeman shall be eligible for re-election at the next Annual General Meeting.
- (c) Nominations for the Committee must be in writing and deposited at the registered office of the Society not later than seven days before the date of the Annual General Meeting. Every nomination must state clearly the name, address and occupation of every member nominated, and be signed by the member who nominates him and by the member nominated, signifying his willingness to act on the Committee. If with the members of the Committee willing to stand for re-election there are not more nominations than vacancies, the members nominated together with the retiring Committeemen shall become members of the Committee. If there are more nominations than vacancies, the members (being not more than the number of vacancies) who receive the highest number of votes shall be elected members of the Committee.
- (d) The Committee may elect such persons as they may from time to time think fit to act as an Advisory Council of the Society. The Advisory Council shall hold office during such period as the Committee shall determine and vacancies in the Advisory Council may be filled by the Committee of Management. The Advisory Council shall have no executive powers in the administration of the Society.

Vacancies

39. If a vacancy caused by the retirement of any Committeeman is not filled by the meeting at which it ought to have been filled under the rules the vacancy may be filled by the Committee.
40. A casual vacancy on the Committee may be filled up by the Committee, and the member so appointed shall hold office until the next Annual Meeting.

Disqualification of Committeeman

41. The office of a Committeeman shall be vacated if he becomes bankrupt or compounds with his creditors or is convicted of an indictable offence, or ceases to be a member of the Society or absents himself for a period of three calendar months from the meetings of the Committee without special leave of absence from the Committee or gives the Committee one month's notice in writing that he resigns the office, or is concerned in the profits of any contract made by the Society except as a director, committeeman, officer, servant, or member of any society or company or any firm of bankers which contracts with or does work for the Society, in which case the Committeeman shall not be accountable for the profit he receives; but any act done in good faith by the Committeeman whose office is vacated as aforesaid shall be valid unless prior to the doing of such act written notice has been served on the Committee and an entry has been made in the Committee's minute-book stating that such Committeeman has ceased to be a member of the committee.

Committeeman may hold office

42. A Committeeman may hold any other office or position under the Society except that of auditor in conjunction with the office of Committeeman and on such terms as to remuneration and otherwise as the Committee may arrange.

Committee may act notwithstanding vacancy

43. The Committee may act, notwithstanding any vacancy in their body, but if and so long as the number of Committeemen is reduced below the number fixed by Rule 47 as the necessary quorum of Committeemen, the continuing Committeemen may act for the purpose only of summoning a General Meeting of the Society which shall be empowered to appoint such number of Committeemen as is required to bring their number up to eight.

POWERS AND DUTIES OF COMMITTEE

Powers of Committee

44. The management of the business of the Society shall be vested in the Committee, who, in addition to the powers and authorities by these rules or otherwise expressly conferred upon them, may exercise all such powers and do all such acts and things as may be exercised or done by the Society, and are not hereby or by statute expressly directed or required to be done by the Society in General Meeting, but subject nevertheless to the provisions of the statutes, and of these rules, and to any regulations from time to time made by the Society in General Meeting, provided that no regulation so made shall invalidate any prior act of the Committee which would have been valid if such regulations had not been made.

Particular powers of Committee

45. Without prejudice to and not so as to limit or restrict the general powers conferred by the last preceding rule and the other powers conferred by these rules it is hereby expressly declared that the Committee shall have the following powers - that is to say power:

(a) To appoint, suspend, remove or discharge all solicitors, managers,

architects, surveyors, accountants (except the auditor), and employees of every description and fix their duties and require them to give security to the approval of the C

(b) To enter into all contracts of the Society and settle th

(c) To compromise and settle or conduct, enforce or resist in Court of Law or by arbitration any suit, debt, liability, or claim against the Society.

(d) To convene all meetings of the Society according to the subject to the provisions hereinbefore contained as to Special Meetings.

(e) To provide proper books for entering the accounts of all m carried on on behalf of the Society, and the minutes of all m thereof, and of their own proceedings, and for making all s are hereby required or as any General Meeting may direct.

(f) To provide such forms as are necessary in accordance provisions of the rules and for the same being kept, made u such manner as in their discretion they think desirable.

(g) To remunerate any Committeemen for special services the Society either by a fixed sum or otherwise as may be de the Committee, and such remuneration may either be in ad substitution for any other remuneration to which the Commit be entitled. An entry in the minute-book of the Committee th services rendered by a Committeeman are special services conclusive evidence thereof.

(h) To do all such acts and things as are incidental to, or wh Committee may think conducive to, the attainment of the obje Society or any of them.

46. The Committee shall have a duty to take all reasonable steps the compliance of the requirements as regards the preparation Revenue Account and Balance Sheets as laid down in Rules

PROCEEDINGS AT COMMITTEE MEETINGS

47. The Committee shall meet at least once in every month at suc place as may be agreed from time to time. The Chairman, or if present, the Vice-Chairman, shall preside. Any five shall form a and shall have full power to superintend and conduct the busin Society according to the rules thereof, and shall in all things ac the name of the Society. Every question shall be decided by a votes, and if the votes are equal the Chairman shall have a cas in addition to his vote as a member. Any three of the Committee a Special Meeting thereof, by giving seven clear days' notice in the Secretary but at such Special Meeting no other business th specified in the notice shall be taken into consideration.

48. The Committee may delegate any of the powers hereby given to sub-committee of its own members, who shall in the functions e to them conform in all respects to the instructions and regulation them by the Committee, and the meetings and proceedings of s

Time, place of meetings
and quorum of Committee

Appointment of sub-
committees

sub-committee consisting of two or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Committee so far as the same are applicable thereto and are not superseded by any regulations made by the Committee under this rule.

Validity of act of Committee and sub-committees

49. All acts done in good faith by any meeting of the Committee or of any sub-committee thereof shall, notwithstanding that it shall be afterwards discovered that there was any defect in the appointment of any Committeeman or Committeemen or that any one or more of them were disqualified be as valid as if every Committeeman had been duly appointed and was duly qualified to serve.

Resolution of Committee

50. A resolution in writing signed by all the members of the Committee or all members of a sub-committee shall be as valid and effectual as if it had been passed at a meeting of the Committee or sub-committee duly called and constituted.

MINUTES

Minutes to be evidence of proceedings

51. The minutes of all meetings of the Society and of the Committee and of every sub-committee containing such particulars as the Committee direct from time to time shall be regularly recorded by the Secretary, and the minutes of every General Meeting and of every meeting of the Committee shall be read at the next of such meetings respectively and signed by the Chairman of the meeting at which they are so read, and the minutes of every sub-committee meeting shall be read at the meeting of the Committee following, and signed by the Chairman of such meeting, and all minutes so signed shall be conclusive as between the Society and every member thereof subject to the correction of any patent error.

ACCOUNTS AND AUDITORS

Books of Accounts, etc., to be kept at office

52. All books of account, registers, securities, documents and papers of the Society other than such (if any) as the Committee may and do direct to be kept elsewhere shall be kept at the registered office of the Society in such manner and with such provisions as the Committee from time to time direct.

AUDIT

53. (a) There shall be appointed in each year of account a qualified auditor to audit the Society's accounts and balance sheet for that year. In this rule "qualified auditor" means a person who is a qualified auditor under section 7 of the Friendly and Industrial and Provident Societies Act 1968.

(b) None of the following persons shall be appointed as auditor of the Society:

- (i) an officer or servant of the Society,
- (ii) a person who is a partner of or in the employment of or who employs an officer or servant of the Society or
- (iii) a body corporate.

(c) Save as provided in paragraph (d) of this rule every appointment of an auditor shall be made by resolution of a General Meeting of the Society.

(d) The Committee may appoint an auditor to fill any casual vacancy occurring between General Meetings of the Society,

(e) An auditor appointed to audit the accounts and balance sheet of the society for the preceding year of account (whether by a General Meeting or by the Committee) shall be reappointed as auditor of the Society for the current year of account (whether or not any resolution expressly providing for his reappointment has been passed) unless:

- (i) a resolution has been passed at a General Meeting of the Society appointing somebody instead of him or providing expressly that he shall not be reappointed or
- (ii) he has given to the Society notice in writing of his unwillingness to be reappointed or
- (iii) he is not a qualified auditor or is a person mentioned in paragraph (b) of this rule or
- (iv) he has ceased to act as an auditor of the Society by reason of his incapacity.

Provided that a retiring auditor shall not be automatically reappointed if notice of an intended resolution to appoint another person in his place has been given in accordance with paragraph (f) of this rule and the resolution cannot be proceeded with because of the death or incapacity of the retiring auditor or because that other person is not a qualified auditor or is a person mentioned in paragraph (b) of this rule.

(f) A resolution at a General Meeting of the Society

- (i) appointing another person as auditor in place of a retiring auditor or
- (ii) providing expressly that a retiring auditor shall not be reappointed

shall not be effective unless notice of the intention to move the resolution is given to the Society not less than twenty-eight days before the meeting at which it is to be moved. On receipt by the Society of notice of an intended resolution the Society shall forthwith send a copy of the resolution to the retiring auditor. If it is practicable to do so the Society shall give notice of the intended resolution at the same time and in the same manner as it gives notice in accordance with these provisions of the meeting at which the resolution is to be moved or, if that is not practicable, by advertisement not less than fourteen days before the meeting in a newspaper circulating in the area in which the Society conducts its business. Where the retiring auditor makes any representations in writing to the Society with respect to the intended resolution or notifies the Society that he intends to make any representations, the Society shall notify the members accordingly in the manner required by section 6 of the Friendly and Industrial and Provident Societies Act 1968.

(g) The auditor shall in accordance with section 9 of the Friendly and Industrial and Provident Societies Act, 1968 make a report to the Society on the accounts examined by him and on the revenue account or accounts and the balance sheet of the Society for the year of account in respect of which he is appointed.

Powers and duties of Auditors

54. The Auditor shall have the right to attend any General meeting and to receive the same notices and communications relating to any General Meeting as members of the Society are entitled to receive, and to be heard at any meeting on business which concerns him as auditor.

Committee to present accounts

55. The Committee of Management shall lay before the Annual Meeting the accounts and annual return as audited as aforesaid, and the report of the auditor.

Copy of last statement of accounts

56. The Society shall keep a copy of the last balance sheet for the time being, together with the report made thereon by the auditor, always hung up in a conspicuous place at its registered office.

INSPECTION OF BOOKS

Individual right of inspection

57. Any member or person having an interest in the funds of the Society shall be allowed to inspect his own account, and the books containing the names of the members, including all the particulars in the duplicate register at all reasonable hours at the registered office of the Society, subject to such regulations as to the time or manner of such inspection as may be made from time to time at the General Meetings of the Society.

ANNUAL RETURN

Annual returns

58. Every year not later than 31st March the Secretary shall send to the Registrar the annual return in the form prescribed by the Chief Registrar of Friendly Societies relating to its affairs for the period required by the Act to be included in the return together with:

(a) a copy of the report of the auditor on the Society's accounts for the period included in the return, and

(b) a copy of each balance sheet made during that period and of the report of the auditor on that balance sheet.

Supply of copies of annual returns

59. It shall be the duty of the Committee of Management to provide the Secretary with a sufficient number of copies of the annual return for supplying gratuitously every member or person interested in the funds of the Society, on his application, with a copy of the last annual return of the Society, for the time being; and it shall be the duty of the Secretary to supply such gratuitous copies on application accordingly.

REVENUE ACCOUNT

60. (i) The Society shall prepare a revenue account for each period commencing on 1st October and terminating on 30th September in the following year. The revenue account shall give a true and fair view of the

income and expenditure of the Society during the period to which it relates.

(ii) The Society shall not publish any revenue account unless it has previously been audited by the Society's auditor and any copy of the revenue account published by the Society shall incorporate any report made thereon by the auditor and shall be signed by the Secretary and two members of the Committee on behalf of the committee.

(iii) A copy of each revenue account covering the period included in an annual return shall be sent by the Secretary to the Registrar together with the said annual return and each copy shall incorporate any reports made thereon by the Society's auditor.

BALANCE SHEET

Balance Sheet

61. (i) The Society shall publish a balance sheet which shall give a true and fair view of the state of the Society's affairs as at 30th September each year. The Society shall not publish any balance sheet which has not previously been audited by the Society's auditor and the copy of a balance sheet published by the Society shall incorporate any report made thereon by the auditor and shall be signed by the Secretary and two Committee members on behalf of the Society.

(ii) A copy of each balance sheet made during the period included in an annual return shall be sent by the Secretary to the Registrar together with the said annual return and each copy shall incorporate the reports made thereon by the Society's auditor.

(iii) The Committee shall lay before the Annual Meeting the accounts and the annual return as audited, together with the report made thereon by the Society's auditor.

TRANSFER OF SHARES

To whom shares may be transferred

62. No share in the Society shall be transferred unless the proposed purchaser or transferee thereof is at the same time also acquiring the interest of the share vendor or transferor in the dwelling of which he is the leaseholder at The Hall, Foxes Dale, Blackheath.

63. The Committee may refuse registration of a transfer where any share comprised in the transfer is a share on which the Society has a lien or where the transferee is not at the time of the transfer also acquiring the interest of the transferor in a dwelling at The Hall.

64. If at any time any share is registered in the name of a person who is not the lessee of a dwelling at The Hall or under contract to purchase a lease the Committee shall give notice in writing to such holder requiring him to transfer such share to a person who is such a lessee, and if the same shall not have been so transferred within one month after such notice has been given the Committee shall cancel such share forthwith and the holder shall be repaid the nominal value thereof.

CESSATION OF MEMBERSHIP

- Cessation of Membership 65. A member shall cease to be a member on transfer of the share held by him or upon cancellation of that share pursuant to these rules.

NOMINATIONS

- Transmission of interest 66. (i) Every member of the Society not being under the age of 16 years may, by writing under his hand delivered at or sent to the registered office of the Society during the lifetime of such member or made in any book kept thereat, nominate any person or persons to or among whom there shall be transferred at his decease such property in the Society as may be his at the time of his decease (whether in shares, loans or otherwise), or so much thereof as is specified in such nomination, if the nomination does not comprise the whole. If on the death of the nominator the amount of his property in the Society comprised in the nomination exceeds the amount for the time being provided in the Act the nomination shall be valid to that extent but not further or otherwise:

Provided that a person so nominated shall not be an officer or servant of the Society unless such officer or servant is the husband, wife, father, mother, child, brother, sister, nephew or niece of the nominator.

(ii) A nomination so made may be revoked or varied by a subsequent nomination signed and delivered or sent or made as aforesaid, or by any similar document in the nature of a revocation or variation under the hand of the nominator so delivered, sent, or made as aforesaid, but shall not be revocable or variable by the will of the nominator or by codicil thereto.

(iii) Nominations, variations and revocations may be in the form set out in Rule 85.

(iv) The Society shall keep a book wherein the names of all persons so nominated and all revocations or variations (if any) of such nominations shall be recorded, and the property comprised in any such nomination to an amount not exceeding the amount for the time being provided in the Act shall be payable or transferable to the nominee.

(v) The marriage of a member of the Society shall operate as a revocation of any nomination made by him before such marriage, provided that in the event of an officer of the Society having transferred any property of a member to a nominee, in ignorance of a marriage contracted subsequent to the date of the nomination, the receipt of the nominee shall be a valid discharge to the Society, and the Society shall be under no liability to any other person claiming such property.

PROCEEDINGS ON DEATH OR BANKRUPTCY

67. Upon a claim being made to the personal representative of a deceased member or the trustee in bankruptcy of a bankrupt member to any property in the Society belonging to the deceased or bankrupt member of the Society shall transfer or pay such property to which the personal representative or trustee in bankruptcy has become entitled as the personal representative or trustee in bankruptcy may direct them.

APPLICATION OF PROFITS

Reserve fund

68. No payment shall be made to members by way of dividends on shares held by them, and any surplus accruing at the end of each year's working shall be placed to a Reserve Fund to meet future contingencies for maintenance of the properties. No part of the said reserve shall be available for distribution to members.

SEAL

Seal, its custody and use

69. The Society shall have its name engraven in legible characters on a seal which shall be kept in the custody of the Secretary and shall be used only under the authority of a resolution of the Committee. The date of such authority shall be mentioned on the instrument to which the seal is attached and shall be attested by the signature of two members of the Committee and the Secretary.

INVESTMENT

Investment of surplus funds

70. Any money not wanted for immediate use, or to meet the usual accruing liabilities, shall, with the consent of the Committee, or of a majority of the members present and entitled to vote in General Meeting, be invested in or upon any of the securities or shares specified in Section 31 of the Industrial and Provident Societies Act, 1965.

STATUTORY APPLICATIONS TO THE REGISTRAR

Inspection on order of Registrar

71. Any ten members of the Society, each of whom has been a member of the Society for not less than twelve months immediately preceding the date of the application, may apply to the Registrar in the form prescribed by the Treasury Regulations to appoint an accountant or actuary to inspect the books of the Society and to report thereon, pursuant to Section 47 of the Industrial and Provident Societies Act, 1965.
72. It shall be the right of one-tenth of the whole number of members, or if the number of members shall at any time exceed 1,000 it shall be the right of 100 members, by an application in writing to the Chief Registrar, signed by them in the Forms respectively prescribed by the Treasury Regulations:
- (a) To apply for the appointment of an inspector or inspectors to examine into the affairs of the Society and to report thereon or
 - (b) To apply for the calling of a Special Meeting of the Society.

DISSOLUTION

Dissolution

73. The Society may at any time be dissolved by the consent of three-fourths of the members, testified by their signatures to an instrument of dissolution in the form provided by the Treasury Regulations, or by winding-up in a manner provided by the Industrial and Provident Societies Acts.

COPIES OF RULES

- Copies of rules to be supplied
74. It shall be the duty of the Committee of Management to provide the Secretary with a sufficient number of copies of the rules to enable him to deliver to any person on demand a copy of such rules on payment of a sum not exceeding 10p. and the duty of the Secretary to deliver such copies accordingly.

NOTICES

- What is sufficient notice
75. Every member shall be taken to have due notice of every meeting, resolution, or other matter of which notice is required by the rules of the Society to be given or served, on notice thereon being posted or sent to the registered address of such member, and such notice shall be deemed to be effected 24 hours after the dispatch thereof.
- Notices to joint holders
76. All notices shall, with respect to any shares to which persons are jointly entitled, be given to the joint holder who is named first in the register of members, and notice so given shall be sufficient notice to all the holders of such shares.

DISPUTES AND EXPULSION OF MEMBERS

- Disputes, how to be determined
77. Every dispute between a member of the Society or any person aggrieved who has not for more than six months ceased to be a member of the Society, or any person claiming through such member or person aggrieved or claiming under the rules of the Society and the Society or an officer thereof, shall be decided by arbitration in manner directed by these rules and the decision so made shall be binding and conclusive on all parties without appeal, and shall not be removable into any Court of Law or restrainable by injunction and application for the enforcement thereof may be made to the County Court.
- Appointment of arbitrators
78. (a) There shall be five arbitrators elected at the first or any subsequent Ordinary General Meeting of the Society, none of whom is directly or indirectly interested in the funds of the Society.
- Mode of selection
- (b) In any case of dispute the Secretary of the Society or such other person as the Committee may direct shall, in the presence of the complaining party or someone appointed by him, write the names of the arbitrators for the time being upon separate pieces of paper and place them so that the names shall be concealed, and the complaining party shall draw three, and the persons whose names are so drawn shall be arbitrators to decide the dispute.
- Vacancies
- (c) Vacancies in the number of arbitrators shall be filled by the Committee subject to confirmation at the first Ordinary General Meeting held after any vacancy is filled.
- (d) The appointment of an arbitrator may be revoked by a resolution to that effect passed at any General Meeting, which may thereupon proceed to fill the vacancy. If the vacancy is not then filled the Committee shall proceed to fill the vacancy.

- Two arbitrators may act (e) Two of the three arbitrators selected as aforesaid shall be competent to hear and decide any question but shall, before hearing it, appoint an umpire, by whom if they differ the question shall be determined.
- Costs (f) The costs of an arbitration shall be borne as the arbitrators direct, and the complaining part shall, before the arbitration, deposit with the Society the sum of £1 to abide the decision.

AMENDMENT OF RULES

- Majority requisite to make alterations 79. Any rule of the Society not hereinafter declared to be fundamental may be rescinded or amended, or any new rule be made by a resolution carried by two-thirds of the votes at any Special General Meeting.
- Fundamental rules 80. Rule 1, rule 21A, rule 68, rule 73 and this rule are hereby declared to be fundamental, and shall not be amended or rescinded except by a resolution carried by the written consent of members of the Society.
- Application for registration of amendments 81. Application for the registration of every amendment, addition repeal, or alteration shall be made to the Registrar in the manner and form required by the Treasury Regulations so soon as it is practicable after the same has been made, and a copy thereof shall be issued with every copy of the rules issued after the registration thereof. No amendment of rules is valid until registered.

INDEMNITY

- Indemnity 82. Every Committeeman, manager, Secretary, and other officer or servant of the Society shall be indemnified by the Society against, and it shall be the duty of the Committee out of the funds of the Society to pay all costs, losses and expenses which any such officer or servant may incur or become liable to by reason of any contract entered into or act or thing done by him as such officer or servant or in any way in discharge of his duties, including travelling expenses, and the amount for which such indemnity is provided shall be immediately attach as a lien on the property of the Society and have priority as between the members over all other claims.
- Individual responsibility of Committeeman 83. No Committeeman or other officer of the Society shall be liable for the acts, receipts, neglects, or defaults of any other Committeeman or officer or for joining in any receipt or other act for conformity or for any loss or expense happening to the Society through the insufficiency or deficiency of title to any property acquired by order of the Committee for and on behalf of the Society, or for the insufficiency or deficiency of any security in or upon which any of the the moneys of the Society shall be invested, or for any loss or damage arising from the bankruptcy, insolvency, or tortious act of any person with whom any moneys, securities, or effects shall be deposited, or for any loss occasioned by an error of judgment or oversight on his part, or for any other loss, damage, or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto unless the same happen through his own dishonesty.

INTERPRETATION

Interpretation

84. In the construction of these rules, including this rule, the following words and expressions shall have respectively the meanings following unless the subject matter or context are inconsistent therewith:
- (a) Words importing the singular or plural number respectively include the plural and singular numbers. Words importing the masculine gender also include the feminine gender.
 - (b) "The Act" means the Industrial and Provident Societies Acts, 1965 to 1978.
 - (c) The "Committee" means the Committee of Management of the Society, and "Committeeman" and "Committeemen" mean a member or members of the Committee of Management of the Society.
 - (d) A "company" means any body corporate other than a society, and a "society" means any society registered under the Act or deemed so to be.
 - (e) "Land" includes tenements and hereditaments.
 - (f) "He", "him" and "person" include a company, society, local authority or county council.
 - (g) "Associate" - a person is an associate of an individual if that person is:
 - (i) a relative, by marriage or otherwise;
 - (ii) an employee, employer or partner;
 - (iii) a business associate (other than on the business of the Society or The Hall Garages Management Limited);

of the individual.

The marginal notes and headings are inserted for convenience of reference only, and shall not affect the construction of these rules.

FORMS OF INSTRUMENTS

85. The instruments referred to in Rule 66 may be, and the instruments referred to in Rule 7 shall be, in one of the forms following, or as near thereto as the circumstances permit or such other forms as the Committee may approve. The date, the name of the Society, and an address to the Committee shall be prefixed in all applications for shares:

(A) FORM OF NOMINATION

The Hall Residents Society Limited, registered under the Industrial and Provident Societies Act 1965.

I, _____ of _____ in the county of _____
a member of the above-named Society, hereby
nominate _____ of _____ in the
county of _____ as the person to whom there shall be
transferred at my decease such property in the Society as may be mine at the
time of my decease, whether in shares, loans or otherwise, not exceeding the
amount for the time being provided in the Act.

Date: _____ 20 _____ Signature: _____

Witness (signature, address and occupation): _____

(B) FORM OF REVOCATION

The Hall Residents Society Limited, registered under the Industrial and Provident Societies Act 1965.

I hereby revoke the nomination made by me on the _____ day of _____
, 20 _____ .

Dated: _____ Signature: _____

Witness: _____

NOTE: This revocation must be forthwith delivered at or sent to the registered office of the Society.

(C) FORM OF VARIATION

The Hall Residents Society Limited, registered under the Industrial and Provident Societies Act 1965.

I hereby vary the nomination made by me on the _____ day of _____, 20____, as follows

(Here state the variation desired)

Dated:

Signature:

Witness:

NOTE: This revocation must be forthwith delivered at or sent to the registered office of the Society.

(D) FORM OF TRANSFER OF SHARES

The Hall Residents Society Limited, registered under the Industrial and Provident Societies Act 1965.

This instrument, made the _____ day of _____ 20____, between A of _____ and B, of _____ witnesses that in the consideration of the sum of £ _____, paid by the said B to me, I, the said A, hereby transfer to the said B, his executors, administrators and assigns, the _____ shares numbered _____ now standing in my name in the books of the above-named Society, to hold the said shares upon the same conditions on which I now hold the same: and that I, the said B, hereby accept the said shares, subject to the said conditions. In witness whereof we have hereto set our hands.

Signature of Transferor

Signature of Transferee