

Templemere

TEMPLEMERE RESIDENTS' SOCIETY LIMITED

RULES

Incorporating amendments approved by the registry to August 2017

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TEMPLEMERE RESIDENTS' SOCIETY LIMITED

Register No 16183R

RULES

Name and Objects

1. The Society shall be called "Templemere Residents' Society Limited". Its objects shall be the maintenance and management of the estate occupied by its members at Templemere, Oatlands Drive, Weybridge, Surrey, including the lighting and maintenance in good order of the common gardens and the repair of such boundary walls as are not the responsibility of members individually under their respective leases or covenants, the roadways, the decoration of the exterior of the buildings, the cleaning of windows, the clearing of gutters, the maintenance and renewal of communal aerials and reception systems, the renewal and the making of additions to the amenities of the estate, to the intent that the estate should, as far as is practicable, be preserved in its original concept, the placing and maintaining of policies of insurance against loss or damage to that part of the estate the subject of the responsibilities of the Society and against third party claims arising therefrom and the use thereof, and the payment on behalf of its members of outgoings in respect of the estate and the holding of any interest in the land.

The Society shall have the power to do all things necessary or expedient for the accomplishment of the above objects, including power to procure any accommodation necessary to carry on the business of the Society or to provide amenities for its members, and to enter into leases, covenants and other contracts.

Registered Office

2. Its registered office shall be 21 Templemere, Oatlands Drive, Weybridge, Surrey KT13 9PA. 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 Treasury Regulations.

Use of Name

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 convenient position, in promissory notes, endorsements, cheques, and orders for money letters which are easily legible, and shall be engraved 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, 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

4. Membership shall be restricted to persons 18 years of age or over owning or under contract to purchase a leasehold or freehold dwelling at Templemere aforesaid.
5. Every member shall hold one share, and no member shall hold more than one share. Each of the persons who signs the application to register with the Society shall thereby be deemed to have applied for one share and shall pay the amount due in respect thereof in accordance with the provisions contained in the rules as to the payment of shares. A share may be held by two or more persons jointly if these persons are joint lessees or freeholders of a dwelling in Templemere aforesaid. The joint holders of a share shall be severally and jointly liable in respect of such share.

Share Capital

6. The share capital of the Society shall be raised by shares of the value of £15 each which shall be paid for in full on allotment.
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 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.
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 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 person ceased to be a member;
 - (e) the names and addresses of the officers of the Society, with offices held by them respectively and the dates on which they assumed office.

Any member changing his address shall notify the Society in writing of such change and in default of doing so shall be deemed to accept notices at his address last recorded by the Society.

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.

Subscriptions and Fees

9. (i) The subscription payable by members shall be paid in advance in two parts and to two separate funds; the first part to the Grounds Fund shall be paid half on April 1 and half on October 1 each year and the second part, either to Fund A (in the case of odd numbered houses, nos 1-35), or to Fund B (in the case of all other houses on the estate), shall also be paid half of April 1 and half on October 1 each year. The payments due on April 1 and October 1 may each be paid in six equal monthly instalments commencing on April 1 and October 1 respectively.
- (ii) The subscription payable to each Fund by every member subscribing to that Fund shall be equal before deducting the discounts specified in Rule (iii).
- (iii) The subscriptions payable to each Fund shall be determined by the Annual General Meeting at either the Annual General Meeting or at a Special General Meeting, provided that where the subscription is paid by banker's order (or by cheque or cash without prior demand) and within 14 days of the due date, discounts at such rates determined by the members at an Annual General Meeting or at a Special General Meeting, may be deducted from the subscriptions prescribed by the rule.

(iv) No member shall be entitled to vote on any proposal concerning the subscriptions payable to Funds A or B or the disposition of any sums forming part of those Funds unless that member is a subscriber to the Fund in question, and for the purposes of Rule 79 all members other than those entitled to vote on a particular matter shall be deemed not to be present when that matter is the subject of a vote.

(v) The Committee may at its absolute discretion charge interest at the rate of two per cent above the base rate of Barclays Bank plc on subscriptions not paid within 14 days of the due date.

(vi) Should any member fail to pay his subscriptions to Funds A or B and should the Society be unable to enforce payment due to bankruptcy of the member, or to any other cause, then a sum equal to the subscription shall be transferred from the Grounds Fund to Fund A or B as appropriate.

(vii) After determining the subscriptions to Funds A and B levied on the members, the Committee of Management may allow a reduction to those members who have taken steps to reduce the amount and cost of painting their dwellings.

9A. (i) The Society may levy fees on a completed monthly basis on any member:

(a) who lets their house other than on a furnished tenancy;

(b) who lets their house for a period exceeding three years in any period of four years;

(c) whose garage is used by any person not living on the Estate.

(ii) Fees payable shall be determined from time to time at either an Annual General Meeting or at a Special General Meeting.

(iii) Fees due shall be paid either half yearly in advance on April 1 and October 1 or by monthly standing order.

(iv) Income from such fees shall be paid into the Grounds Fund.

(v) The Committee shall have the power in its absolute discretion not to charge or to reduce the fee payable in a particular case, having regard to all the circumstances thereof.

(vi) The Committee shall have the power in its absolute discretion to charge interest at two per cent above Bank Rate on any fee not paid within 14 days of the due date.

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 £20,000. 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 shall not at any time exceed 2% above the Bank of England base rate or 6.5% whichever is higher. The Society shall not receive money on deposit.

General Meetings

11. The Annual General Meeting shall be held as soon as practicable after March 31 each year at a place and time as may be fixed from time to time by the Committee.

12. The functions of the Annual General Meeting shall be:
- (a) to receive from the Committee, or any other officers of the Society, or from the auditor, the statement of account 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 elect the auditor and to fill vacancies on the Committee as hereinafter provided, and to fix the remuneration, if any, of the officers and/or the Committee.
 - (c) to transact any other general business of the Society included in the notice convening the meeting.
13. Special General Meetings shall be convened by the Secretary either on an order of the Committee or upon 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 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.
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 address of the members not less than fourteen clear days before the date of the meeting, unless in case of emergency the Committee unanimously direct shorter notice be given provided that notice concerning a meeting solely for the purpose of considering any matter on which certain members are not entitled to vote by virtue of Rule 9 (iv) shall not be given to those members.
- (ii) No general meeting shall be invalidated by the accidental non-receipt of thereof by any members.
15. Should the Secretary fail within 21 days to convene a Special General Meeting when so requested, the requisitioners may convene it by giving notice as is mentioned in the previous rule.

Proceedings at General Meetings

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 that where an amendment of the rules or the removal of an officer is proposed, twelve 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.
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 the 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 but if the same place be not available then at such place as the Secretary shall by notice in writing to each member appoint 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.
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 be present and willing to take the chair, the members present shall choose one of their number to be Chairman.

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 an adjourned meeting.

Votes of Members

20. 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 not indebted to the Society 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 votes recorded in favour of or against such resolution. A poll may, either before or immediately after a vote by 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 time being, or be directed by the Chairman. Subject to any special direction contained in any rule of the Society or any Act of Parliament all questions shall be determined by a majority of votes. A demand for a poll may be withdrawn.
21. If a poll be demanded 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 poll shall be deemed to be the resolution of the Society in general meeting.
22. In the 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 the 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.
23. Any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.
24. On a poll every member not indebted to this Society shall have one vote.
25. If any member becomes a patient within the meaning of Part VIII of the Mental Health Act 1958 he may vote by his committee, receiver, curator bonis, or other legal curator.
26. Vote on a poll may be given personally or by proxy.
27. 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.
28. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a notorally 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.

29. An instrument appointing a proxy shall be in the following form or any other form of which the Committee may approve:
- I, _____ of _____ in the county of _____ being a member of Templemere Residents' Society Limited hereby appoint _____ of _____ (a member of the said Society) as my proxy to vote for me and on my behalf at the Ordinary (or Special as the case may be) General Meeting of the Society to be held on the _____ day of _____ and at any adjournment thereof. AS WITNESS my hand this _____ day of _____ .
30. 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 shall have been received at the registered office of the Society one clear day before the meeting. Any question as to the admission or rejection or validity of a proxy shall be determined by the Chairman, whose decision shall be final and conclusive.
31. A proxy to vote shall include power to join in demanding a poll.
32. 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 such joint holders be present at any meeting personally or by proxy that one of the said persons so present whose name stands first on the register 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 shall be deemed joint holders thereof.

Officers

33. (i) The Society shall have the following officers, who shall form the Committee of management:
a Treasurer, a Secretary, and seven Committeemen.

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 also annually elect a Vice-Chairman from among their own number who, 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 pleasure of the Society. The Committeemen shall continue in office until they are due to retire under Rule 39 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 the failure of such election those last in office shall continue in office. The Treasurer and Secretary shall be elected by a majority of the members present entitled to vote at an Annual or Special General Meeting.

(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 the case that any office shall die, resign, be removed or become unfit or incapable to act, the Committee may at the 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.

(v) The Committee shall not be properly constituted unless two subscribers to each of the Funds A and B are among its members.

34. The Committee shall require every officer having receipt or charge of money to become bound either with or without surety as the Committee determine in a bond according to one of the forms set out in Schedule 4 of the Industrial and Provident Societies Act 1965, or to give security of guarantee to the Society in such sum as the Committee direct for his rendering a just and true account of all moneys received by him on account of the Society as a general meeting of the Committee require him to do and for the payment by him of all sums due from him to the Society.
35. The officers shall receive such remuneration, if any, as may be decided from time to time at general meetings.

Banking Account

36. The Society shall have a banking account into which all money received on account of the Society shall be immediately paid. No account of the Society's amounting to £25 and upwards shall be paid except by a cheque drawn on the Society's bankers signed by two of the Chairman, the Secretary or the Treasurer.

Treasurer

37. 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 Secretary, or another officer in the case of incapacity of the Chairman or the Secretary. 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 to do so by a resolution of the Society or of the Committee of Management.

Secretary

38. (a) The Secretary shall attend all meetings; he shall record correctly the name of the officers there present and the minutes of the proceedings, which he shall transcribe into a book to be authenticated by the signature of the Chairman as the proceedings of the meeting. He shall receive proposals for admission to the Society; he shall hand over all moneys received by him to the Treasurer. 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 Committee of Management. He shall also pay over all moneys, and give up all books, documents and property belonging to the Society, when ordered to do so by a resolution thereof or of the Committee of Management.

(b) He shall summon and give due notice of all meetings and keep accounts, documents and papers in such manner and for such purposes as the Committee of Management may appoint, and shall prepare all returns and other documents required by the Industrial and Provident Societies Acts or Treasury Regulations and duly forward them to the Registrar. The Secretary shall on all occasions, in the execution of his office, act under the superintendence, control and direction of the Committee of Management.

39. (a) At each Annual General Meeting one-third or the nearest thereto of the Committeemen for the time being, exclusive of the members appointed under Rule 41 to fill a casual vacancy, if any, shall retire from office, the Committeemen to retire in each year being those who have been longest in office since their appointment or last election, but as between persons who became Committeemen on the same day those to retire shall (unless they otherwise agree among themselves) be determined by ballot.

(b) A retiring committeeman shall be eligible for re-election.

(c) Nominations for the Committee must be in writing and received at the registered office of the Society not later than seven days before each Annual General Meeting. Every nomination must state clearly the full 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 retiring Committeemen willing to stand for re-election there are no more nominations than vacancies, the members nominated together with the said Committeemen shall become members of the Committee. If with the retiring Committeemen there are more nominations than vacancies, those 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 from time to time co-opt members of the Society for such a period of time, not exceeding one year, which the Committee may decide. Such co-opted Committee persons shall serve only in an advisory capacity and may not vote on any matter placed before the Committee of Management.

Vacancies

40. If a vacancy caused by the retirement of any Committeeman is not filled by the meeting at which it should have been filled under the rules the Committee may fill the vacancy.
41. The Committee may fill a casual vacancy on the Committee, and the member so appointed shall hold office until the next annual meeting.

Disqualification of Committeeman

42. The office of a Committeeman shall be vacated if he becomes bankrupt or compounds with his creditors or becomes a patient within the meaning of Part VIII of the Mental Health Act 1958 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 a 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 a Committeeman has ceased to be a member of the Committee.
43. 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.
44. 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 seven.

Powers of Committee

45. 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 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 regulation had not been made.
46. 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), agents, servants and employees of every description and fix their duties and remuneration and require them to give security to the approval of the Committee,
 - (b) to enter into all contracts for the Society and settle the terms thereof,
 - (c) to compromise and settle or conduct, enforce or resist either in a court of law or by arbitration any suit, debt, liability, or claim by or against the Society,
 - (d) to convene all meetings of the Society according to the rules thereof, subject to the provisions hereinbefore contained as to Special General Meetings,
 - (e) to provide proper books for entering the accounts of all business carried on on behalf of the Society, and minutes of all meetings thereof, and of their own proceedings, and for making all such entries as are hereby required or as any general meeting may direct,
 - (f) to provide such forms as are necessary in accordance with the provisions of the rules and for the same being kept, made up, or used in such manner as in their discretion they may think desirable,
 - (g) to remunerate any Committeeman for special services rendered to the Society either by fixed sum or otherwise as may be determined by the Committee, and such remuneration may either be in addition to or in substitution for any other remuneration to which the Committeeman may be entitled. An entry in the minute book of the Committee that any services rendered by a Committeeman are special services shall be conclusive evidence thereof,
 - (h) to do all such acts and things as are incidental to, or which the Committee may think conducive to, the attainment of the objects of the Society or any of them.

Proceedings at Committee Meetings

47. The Committee shall meet at least once in every month at such time and place as may be agreed from time to time. The Chairman or, if he be not present, the Vice-Chairman shall preside. Any five shall form a quorum and shall have full power to superintend and conduct the business of the Society according to the rules thereof, and shall in all things act for and in the name of the Society. Every question shall be decided by a majority of votes, and if the votes are equal the Chairman shall have a casting vote in addition to his vote as a member. Any three of the Committee may call a special meeting thereof, by giving seven clear days' notice in writing to the Secretary but at such meeting no other business than that specified in the notice shall be taken into consideration.

48. The Committee may delegate any of the powers hereby given to it to a sub-committee of its own members, who shall in the functions entrusted to them conform in all respects to the instructions and regulations given them by the Committee, and the meetings and proceedings of such 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 as far as the same are applicable thereto and are not superseded by any regulations made by the Committee under this rule.
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 was disqualified, be as valid as if every Committeeman had been duly appointed and was duly qualified to serve.
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

51. The minutes of all the 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 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

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 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.
 - (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 a casual vacancy occurring between general meetings of the Society.

54. An auditor appointed to audit the accounts and balance sheet of the Society for the preceding year of account (whether by general meeting or by the Committee) shall be re-appointed as an auditor of the Society for the current year of account (whether or not any resolution expressly re-appointing him 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 re-appointed; or

(ii) he has given to the Society notice in writing of his unwillingness to be re-appointed; 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 auditor of the society by reason of incapacity.

Provided that a retiring auditor shall not be automatically re-appointed if notice of an intended resolution to appoint another person in his place has been given in accordance with Rule 55 and the resolution cannot be proceeded with because of the death or incapacity of that person or because that other person is not a qualified auditor or is a person mentioned in paragraph (b) of Rule 53.

55. 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 re-appointed, shall not be effective unless notice of the intention to move it has been 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 such an intended resolution the Society shall forthwith send a copy of the notice to the retiring auditor. If it is practicable to do so the Society shall give notice to its members of the intended resolution at the same time and in the same manner as it gives notice in accordance with these rules 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 said meeting in a newspaper circulating in the area in which the Society conducts its business. Where a retiring auditor makes any representation in writing to the Society with respect to the intended resolution or notifies the Society in writing that he intends to make such representations, the Society shall notify the members accordingly as required by Section 6 of the Friendly and Industrial and Provident Societies Act, 1968.

56. The auditor shall in accordance with Section 9 of the Friendly and Industrial 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.

Inspection of books

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 by the general meetings of the Society.

Annual Return

58. Every year and within the period prescribed by statute, the Secretary shall send to the Registrar the annual return in the form prescribed by the Registrar, relating to its affairs for the period required under the Industrial and Provident Societies Act 1965 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 or a copy of such other report (if any) as is required by statute for such period; and

(b) a copy of each balance sheet made during the period and of the report (if any) of the auditor or other appropriate person on that balance sheet as required by statute.

59. The Secretary shall be provided with copies of the last annual return together with the report of the auditor on the accounts and balance sheet contained in the return, and shall supply such a copy free of charge to every member or person having an interest in the funds of the Society, on demand.

Balance Sheet

60. (i) Any copy of a balance sheet and the accounts published by the Society after they have been audited shall incorporate the report made thereon by the auditor. Any copy of the balance sheet and the accounts published by the Society before they have been audited shall clearly and unambiguously state the said balance sheet and accounts are in draft form only and are not audited.

(ii) As soon as practicable after they have been audited the balance sheet and accounts of the Society for each year, incorporating the report thereon by the auditor, shall be posted or sent to the registered addresses of every member of the Society not less than fourteen clear days before the date of the annual general meeting.

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

Transfer of Shares

61. 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 at Templemere aforesaid.
62. The Committee may refuse the 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 at the time of the transfer is not also acquiring the interest in a dwelling at Templemere.
63. If at any time a share is registered in the name of a person who is not a lessee or freeholder of a dwelling at Templemere or under contract to purchase a lease or freehold the Committee shall give notice in writing to such holder requiring him to transfer such share to a person who is a leaseholder or freeholder and if the same shall not have been 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

64. 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

65. A member may in accordance with the Act nominate any person or persons to whom any of his property in the Society at the time of his death shall be transferred but such nomination shall only be valid to the extent of the amount of time being provided in the Act.

66. On receiving satisfactory proof of death of a member who has made a nomination the Committee shall, in accordance with the Act, either transfer or pay the full value of the property comprised in the nomination to the person entitled thereunder.

Proceedings on death of a member, or bankruptcy

67. Upon a claim being made by the personal representative of a deceased member of the Society 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 may direct them.

Application of Profits

68. No payments shall be made to members by way of dividends on share 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 properties. No part of the said reserve shall be available for distribution to the members.

Seal

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 only be used 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.

Investments

70. The Committee may invest any part of the assets of the Society in any manner expressly authorised by the Act.

Statutory Applications to the Registrar

71. Any ten members 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 Treasury Regulations to appoint an accountant or actuary to inspect the books of the Society and to report thereon.
72. One tenth of the whole number of members, or if the number shall at any time exceed 1000, 100 members may apply to the Chief Registrar in the form prescribed by Treasury Regulations
- (i) for the appointment of an inspector or inspectors to examine into the affairs of the Society and to report thereon, or
 - (ii) for the calling of a special general meeting of the Society.

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 the manner provided by the Industrial and Provident Societies Acts.

Copies of Rules

74. It shall be the duty of the Committee of Management to supply a sufficient number of copies of the Rules to enable the Secretary to deliver to any person on demand a copy of such Rules on payment of the sum of 10p but if the person concerned wishes for the Rules to be sent to him by post, facsimile, courier or by any other method the Committee of Management may levy an additional charge for postage and packing

Notices

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 thereof being posted or sent to the registered address of such a member, and such notice shall be deemed to have been effected 24 hours after the dispatch thereof.
76. All notice shall, with respect to any shares to which persons are jointly entitled, be given to the joint owner who is named first in the register of members, and notice so given shall be sufficient notice to all holders of such Shares.

Disputes and Expulsion of Members

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.
78. (a) There shall be five arbitrators elected at any ordinary general meeting of the Society, none of whom is directly or indirectly interested in the funds of the Society.
- (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 on 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.
- (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 fill the vacancy.
- (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.
- (f) The costs of the arbitration shall be borne as the arbitrators direct, and the complaining party shall, before the arbitration, deposit with the Society the sum of £1 to abide the decision.

Amendment of Rules

79. Except as provided in Rule 9 (iv) 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 given thereon at any special general meeting.

80. Rule 68 and this rule are hereby declared to be fundamental, and shall not be amended except by a resolution carried by three-fourths of the votes given thereon at a special general meeting.
81. Application for the registration of any amendment, addition, repeal or alteration, shall be made to the Registrar in the form required by the Treasury Regulations so soon as 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 registration.

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 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 immediately attach as a lien on the property of the Society and have priority as between the members over all other claims.
83. No Committeeman or any 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 or on behalf of the Society, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Society shall be invested, or for any loss or damage arising from the bankruptcy, insolvency, or tortuous act of any person with whom any moneys, securities, or effects shall be deposited, or for any loss occasioned by an error of judgement 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

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 include the feminine gender;
 - (b) "The Act" shall mean the Industrial and Provident Societies Acts 1965 to 1968 or any Act or Acts amending or in substitution for the same and for the time being in force;
 - (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) references to house numbers are references to the original postal numbers.

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

APPENDIX

FORM OF TRANSFER OF SHARES

Templemere Residents' Society Limited, registered under the Co-operative and Community Benefit Societies Act 2014.

This instrument, made the day of 20 ,
between A, of
and B, of

witnesses that in 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