

# Templemere

TEMPLEMERE RESIDENTS' SOCIETY LIMITED

RULES

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# TEMPLEMERE RESIDENTS' SOCIETY LIMITED

## RULES OF THE SOCIETY

### PREAMBLE

#### Interpretation

In the construction of these Rules, including this Rule, the following words and expressions shall have the following meanings unless the subject matter or context are inconsistent therewith:

- a) words importing the singular or plural number respectively include the plural and singular numbers;
- b) "the Act" shall mean the Co-operative and Community Benefit Societies Act 2014 or any Act amending the Act;
- c) "the Society" means the Templemere Residents' Society Limited;
- d) "the Committee" means the Committee of Management of the Society, and "Committee member" means a member of the Committee of Management of the Society;
- e) "these Rules" means the Rules of the Templemere Residents' Society Limited
- f) "member" means a member of the Templemere Residents' Society Limited
- g) "FCA" means the Financial Conduct Authority established under the Financial Services Act 2012;
- h) "Registrar" means the official of the FCA to whom documents must be sent by the Society;
- i) "a company" means any body corporate other than a society, and "a society" means any society registered under the Act;
- j) "land" includes tenements and hereditaments;
- k) "person" includes a company, society, local authority or county council;
- l) references to house numbers are references to the postal numbers of Templemere houses.

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## TEMPLEMERE RESIDENTS' SOCIETY LIMITED

### TEMPLEMERE RESIDENTS' SOCIETY LIMITED RULES OF THE SOCIETY

#### **Name and Objects**

1. The Society shall be called "Templemere Residents' Society Limited". Its objects shall be the maintenance and management of the estate comprising 65 freehold houses owned 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 freehold 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. The registered office of the Society shall be 21 Templemere, Oatlands Drive, Weybridge, Surrey KT13 9PA. In the event of any change, notice of such change shall be sent by the Secretary within 14 days thereafter to the Registrar in the form prescribed by the Registrar.

#### **Use of Name**

3. The registered name of the Society shall be exhibited at every office in which the business of the Society is carried on and shall be engraven in legible characters on its seal, and shall be mentioned in legible characters in all business letters, cheques, invoices, receipts and any other documents relating to the Society.

#### **Membership**

4. Membership shall be restricted to persons 18 years of age or over owning or under contract to purchase a freehold dwelling at Templemere and applications for membership shall be made in accordance with Rule 54.
5. Every member shall hold one share for each house owned and no member shall hold more than one share for each house owned. A share may be held by two or more persons jointly if these persons are joint freeholders of a dwelling in Templemere. The joint holders of a share shall be severally and jointly liable in respect of such share.

#### **Shares**

6. The share capital of the Society shall be raised by sixty-five shares of a nominal 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. No transfer shall be valid unless and until the Committee has consented to it after which the appropriate entries shall be made in the register of members by the Secretary.
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) the number of the share held by each member and the amount paid for it;
  - c) 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;
  - d) the names and addresses of the officers of the Society, with offices held by them respectively and the dates on which they assumed office.

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

### Subscriptions and Fees

9.
  - a) 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 by monthly standing order commencing on April 1 and October 1 respectively.
  - b) The subscription payable to each Fund by every member subscribing to that Fund shall be equal before deducting the discounts specified in this Rule.
  - c) The subscriptions payable to each Fund shall be determined by the members 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 as determined by the members at that General Meeting may be deducted from the subscriptions prescribed by this Rule.
  - d) 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 at any Meeting 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.
  - e) The Committee shall have the power in its absolute discretion to charge interest at the rate of 2% above the Bank of England Base Rate on subscriptions not paid within 14 days of the due date.
  - f) Should any member fail to pay a subscription to Funds A or B and should the Society be unable to enforce payment for any reason then a sum equal to the subscription shall be transferred from the Grounds Fund to Fund A or B as appropriate.
  - g) After determining the subscriptions to Funds A and B levied on the members, the Committee may allow a reduction to those members who have taken steps to reduce the amount and cost of painting their dwellings.
10.
  - a) The Society may levy fees on a completed monthly basis on any member:
    - i) who lets their house other than on a furnished tenancy;
    - ii) who lets their house for a period exceeding three years in any period of four years;
    - iii) whose garage is used by any person not living on the estate.
  - b) Fees payable shall be determined from time to time at either an Annual General Meeting or at a Special General Meeting.
  - c) Fees due shall be paid half yearly in advance on April 1 and October 1. The payments due on April 1 and October 1 may each be paid in six equal monthly instalments by monthly standing order commencing on April 1 and October 1 respectively.
  - d) Income from such fees shall be paid into the Grounds Fund.
  - e) 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.
  - f) The Committee shall have the power in its absolute discretion to charge interest at 2% above the Bank of England Base Rate on any fee not paid within 14 days of the due date.

### Borrowing Powers

11. 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.

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### General Meetings

12. 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.

The functions of the Annual General Meeting shall be:

- a) to receive from the Committee, officers of the Society, and from the auditor, a statement of account and report upon the business of the Society during the preceding year and the state of its affairs at the end of that year;
  - 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 seven members of the Society and shall be held as soon as possible thereafter at a time and place fixed by the Committee. A Special General Meeting shall not transact any business other than that mentioned in the notice convening the meeting.
- 14.
- a) The notice convening every General Meeting shall state the time and place thereof, any officers to be elected and every purpose for which it is convened; and shall be sent to the registered address of the members not less than 14 clear days before the date of the meeting.
  - b) 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 Chair, or the Vice-Chair, shall preside. Seven 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 shall stand adjourned to such time and place as the Secretary shall advise by notice in writing to each member 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 Chair or Vice-Chair be not present at the time appointed for holding the meeting, the members present shall choose a Committee member or other member present to be Chair.
19. The Chair may with the consent of the meeting adjourn any meeting for not more than 14 days but no business shall be transacted thereat other than the business left unfinished at the adjourned meeting.

### Votes of Members

20. Subject to Rule 24 or 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 for each house owned, and a declaration by the Chair 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. At a meeting a poll may, either before or immediately after a vote by show of hands, be demanded by seven members of the Society, or be directed by the Chair. Any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll. A demand for a

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poll may be withdrawn. Subject to Rule 66 or any Act of Parliament all questions shall be determined by a majority of two thirds of the votes given.

21. The Chair may order a poll on a specific matter to be conducted by issue of a written notice together with a voting card to every member inviting its return within 14 days and the result of such poll shall be deemed to be the resolution of the Society in General Meeting and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.
22. In the case of an equality of votes at any General Meeting, upon a show of hands or on a poll, the Chair 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 Chair shall determine the same and such determination shall be final and conclusive.
23. On a poll every member not indebted to the Society shall have one vote for each house owned which may be given personally or by proxy and if any member becomes incapacitated by illness a vote may be given for that member by his proxy.
24. 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 that person were solely entitled thereto, and if more than one such joint holders be present personally or by proxy that one whose name stands first on the register of such share shall alone be entitled to vote. 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.

### Proxy

25.

- a) The instrument appointing a proxy shall be in the form set out in the Appendix to these Rules and shall be deposited at the registered office of the Society not less than two clear days before 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.
- b) 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.
- c) A vote given in accordance with the terms of an instrument of proxy shall be valid in all circumstances. Any question as to the admission or rejection or validity of a proxy shall be determined by the Chair whose decision shall be final and conclusive.
- d) A proxy to vote shall include power to join in demanding a poll.

### Officers and Committee

26. The Society shall have the following officers: a Treasurer and a Secretary, together with seven other shareholders who shall form the Committee.
27.
  - a) The Committee shall, at their first meeting after the Annual General Meeting, elect a Chair from among the Committee who shall be the Chair of the Society and shall 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-Chair from among their own number who, in the absence of the Chair, shall have all the powers of the Chair, and shall be removable in like manner to the Chair.
  - b) The Treasurer and Secretary shall hold office during the pleasure of the Society. The other officers shall continue in office until they are due to retire under Rule 33 and at every Annual General Meeting 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 and entitled to vote at an Annual or Special General Meeting.
  - c) Any officer may be removed by resolution carried by two-thirds of the votes given thereon at a Special General Meeting which may then proceed to fill the vacancy.

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- d) In the case that any officer 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.
  - e) The Committee shall not be properly constituted unless at least two subscribers to each of the Funds A and B are among its members.
28. The Committee shall require every officer having receipt or charge of money to give security of a guarantee to the Society in such sum as the Committee direct for rendering a just and true account of all moneys received on account of the Society and for the payment of all sums due from the Society.
29. The officers shall receive such remuneration, if any, as may be decided from time to time by the members at an Annual or Special General Meeting.

### **Banking Account**

30. The Society shall have a banking account into which all money received on account of the Society shall be immediately paid. All accounts of the Society of £25 or more shall be paid by one of the following methods:
- a) cheque
  - b) bankers order
  - c) direct debit
  - d) direct bank credit
- provided that in every instance the authority to pay is signed by two of the signatories appointed and notified to the Society's bankers by the Committee.

### **Treasurer**

31. The Treasurer shall pay all demands authorised by the Committee and shall report all payments to the next meeting of the Committee and shall produce all books, documents, property, 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 and shall also give up books, documents, moneys and property of the Society in possession when required to do so by a resolution of the Society or of the Committee.

### **Secretary**

32. The Secretary shall:
- a) Attend all meetings; and record the names of the officers there present and the minutes of the proceedings which shall be recorded in legible form to be authenticated by the Chair of the meeting as the proceedings of the meeting. The Secretary shall receive proposals for transmission of shares to admit persons to the Society and shall hand over to the Treasurer all money received on behalf of the Society. All books, documents, property and money of the Society in the Secretary's possession shall be produced whenever required by resolution of the Committee. The Secretary 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.
  - b) Summon and give notice of meetings and keep accounts, documents and papers in such manner and for such purposes as the Committee may appoint and shall prepare all returns and other documents required by the Registrar. The Secretary shall on all Society occasions act under the direction of the Committee.

### **Committee**

- 33.
- a) At each Annual General Meeting, unless there are three vacancies caused by retirement, resignation or otherwise, three members of the Committee shall retire from office, the Committee members to retire in each year being those who have been longest in office.
  - b) A retiring Committee member shall be eligible for re-election.
  - c) Nominations for the Committee must be received by the Secretary not later than seven days before each Annual General Meeting. Every nomination must be signed by the member nominating and by the member nominated, signifying willingness to act on the Committee. If with the retiring Committee there are more nominations than vacancies, those members (being not more than the number of vacancies) who receive the highest number of votes shall

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be elected members of the Committee, otherwise those nominated shall become members of the Committee.

34. The Committee may 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 members shall serve only in an advisory capacity and may not vote on any matter placed before the Committee.
35. The Committee may fill a vacancy on the Committee however caused, and the member so appointed shall hold office until the next Annual Meeting.

### **Disqualification of Committee Member**

36. A Committee member shall be disqualified by any of the following and shall vacate that office:
  - a) becoming bankrupt
  - b) compounding with creditors
  - c) being deemed to have no mental capacity
  - d) being convicted of an indictable offence
  - e) ceasing to be a member of the Society
  - f) being absent from three consecutive meetings of the Committee without leave of absence by the Committee or
  - g) by giving the Committee one month's notice of resignationbut any act done in good faith by a Committee member so disqualified shall be valid.
37. A member of the Committee may hold any other office or position under the Society except that of auditor.
38. The Committee may act, notwithstanding any vacancy in their body, so long as the quorum of five is present but failing a quorum the continuing Committee may act only for the purpose of summoning a General Meeting of the Society to appoint such additional members as is required to bring their number up to seven.

### **Powers of Committee**

39. The management of the business of the Society shall be vested in the Committee who may do all such acts and things as may be done by the Society.
40. Without prejudice to the general powers conferred by these Rules it is hereby expressly declared that the Committee shall have the following powers:
  - a) to appoint, suspend or discharge any solicitors, architects, surveyors and accountants (except the auditor) or any contractor or employee of every description and to fix their duties and remuneration and, if necessary, require them to give security to the satisfaction 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 maintain records of all business transacted on behalf of the Society, and minutes of all meetings of the Society or the Committee and these records may be kept in electronic form or otherwise;
  - f) to provide such forms as are necessary to accord with the provisions of these Rules;
  - g) to remunerate any Committee member for special services to the Society either by fixed sum or otherwise as may be determined by the Committee. An entry in the minute book of the Committee that any services rendered are special services shall be conclusive;
  - 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.

### **Proceedings at Committee Meetings**

41. The Committee shall meet at least once in every month at such time and place as may be agreed. The Chair or, if not present, the Vice-Chair shall preside. Any five shall form a quorum and shall have full power to conduct the business of the Society according to these Rules and acting in the name of the Society. Every question shall be decided by a majority of votes, and if the votes are



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equal the Chair shall have an additional casting vote. Any three of the Committee may call a special meeting thereof, by giving seven days' notice to the Secretary but at such meeting no other business than that specified in the notice shall be taken into consideration.

42. The Committee may delegate any of its powers to a sub-committee of two or more of its own members or other shareholders who shall in the functions entrusted to them conform in all respects to the instructions given them by the Committee, and the meetings and proceedings of such sub-committee shall be governed by the provisions regulating the meetings and proceedings of the Committee, including co-opting additional members, so far as these can be applied.
43. All acts done in good faith by any meeting of the Committee or sub-committee shall notwithstanding that it shall afterwards be discovered that there was any defect in the appointment or that any one or more of those present was disqualified, be as valid as if every person present was properly appointed and qualified to serve.
44. 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

45. The minutes of all meetings of the Society, the Committee and any sub-committee shall be recorded by the Secretary, and the minutes of every such meeting shall be ratified at the next meeting and signed by the Chair of the meeting at which they are ratified and all minutes so signed shall be conclusive, subject to the correction of any patent error.

### Accounts

46. All current documents and papers of the Society shall be kept at the registered office of the Society except that all accounting records and any documents relating to past years may be kept elsewhere in such manner and location as may be agreed by the Committee.

### Audit

47.
  - a) There shall be appointed in each year of account a statutory auditor to audit the Society's accounts and balance sheet for that year in accordance with the Co-operative and Community Benefit Societies Act 2014 and in this Rule statutory auditor means an auditor qualified in accordance with the Companies Act 2006.
  - 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.
  - c) Every appointment of an auditor shall be made by resolution of a General Meeting of the Society except that the Committee may appoint an auditor to fill a casual vacancy occurring between those meetings.
48. A statutory auditor appointed to audit the accounts and balance sheet of the Society for the preceding year of account shall be re-appointed as the auditor of the Society for the current year of account unless there are exceptional circumstances in which case the Committee may appoint another statutory auditor under the preceding Rule.
49. The auditor shall at the conclusion of the audit make a report to the Society on the accounts examined and on all the accounts and balance sheet of the Society for the year of account in accordance with the Co-operative and Community Benefit Societies Act 2014.

### Inspection of books

50. Any member or person having an interest in the funds of the Society shall be allowed to inspect their own account, and the register of the members.

### Annual Return

51. 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

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required under the Co-operative and Community Benefit Societies Act 2014 together with:

- a) a copy of the report of the auditor on the Society's accounts for the period included in the return;
- b) a copy of the balance sheet for the period and of the report of the auditor.

52. 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

53.

- a) 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 such copy published before it has been audited shall clearly and unambiguously state it is in draft form only and not audited.
- b) At the same time as notifying members of the Society of the Annual General Meeting every member shall be provided with a copy of the accounts and balance sheet to be considered at that Meeting together with a copy of the auditor's report thereon.

### Transfer of Shares

54.

- a) No share in the Society shall be transferred unless the proposed transferee has acquired or is under contract to acquire the freehold of a Templemere house.
- b) The Committee shall refuse the registration of a transfer if the transferee at the time of the transfer has not acquired an interest in a Templemere house or is not under contract to do so.
- c) A member shall cease to be a member on transfer of the share held by that member or upon cancellation of that share under this Rule.
- d) If a vending freeholder fails to transfer the relevant share the Committee shall have power to cancel that share and issue a replacement to the current freeholder notwithstanding that no transfer document has been received.

### Payments on death or bankruptcy of a member

55. Upon a valid and justifiable 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 money belonging to that member, the Society shall pay it to the personal representative or trustee as requested.

### Application of Profits

56. No payments shall be made to members by way of dividends on the share held by them, and any surplus accruing at the end of each financial year shall be carried forward or placed in a Reserve Fund to meet future contingencies but shall not be available for distribution to members.

### Seal

57. The Society shall have its name engraved 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 the Committee. The date shall be entered on every instrument to which the seal is attached and shall be attested by the signature of two members of the Committee and the Secretary.

### Investments

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

### Statutory Applications to the Registrar

59.

- a) Pursuant to Section 105 of the Act, the Registrar may, on the application of at least 10 members of the Society, appoint an accountant or actuary to inspect the Society's books and report on them.
- b) Subject to the provisions of Section 106 of the Act, the Registrar may, on the application of at least 10 per cent of members of the Society,

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- i) appoint one or more inspectors to examine into and report on the Society's affairs or
- ii) call a Special General Meeting of the Society.

### **Dissolution**

60. The Society may only 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 Registrar, or by winding up in the manner provided by the Act.

### **Copies of Rules**

61. The Committee shall supply sufficient copies of the Rules to enable the Secretary to deliver to any person on demand a copy of such Rules.

### **Notices**

62.

- a) Every member shall be taken to have due notice of every meeting, resolution, or other matter of which notice is required by these Rules 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.
- b) 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**

63. As an alternative to action through a court of law, a dispute between a member of the Society and the Society or any person aggrieved by any action or inaction by the Society may be decided by arbitration and in that case the decision so made shall be binding and conclusive on all parties without appeal.

64. The costs of the arbitration shall be borne as the arbitrators direct, but the complaining party shall deposit with the Society the sum of £100 to abide by the decision, which sum may be refunded at the discretion of the Committee.

### **Amendment of Rules**

65. Any Rule not declared by Rule 66 to be fundamental may be rescinded, amended or any new Rule made by a resolution carried by two-thirds of the votes given at a Special General Meeting.

66. Rule 56 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.

67. Application for the registration of any amendment, addition, repeal or alteration of the Rules shall be made to the Registrar so soon as is practicable after the same has been made, and a copy of the registration shall be issued with every copy of the Rules issued thereafter. No amendment of the Rules is valid until registration.

### **Indemnity**

68. Every member of the Committee and Officer 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 person may incur or become liable to by reason of any contract entered into or act or thing done as such by that person in discharge of duties on behalf of the Society, and the amount for which such indemnity is provided shall immediately attach as a lien on the property of the Society and have priority over all other claims.

69. No member of the Committee or Officer of the Society shall be liable for the acts, receipts, neglects, or defaults of any other Committee member 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 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 tortious 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 that member's part, or for any other loss,

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damage, or misfortune whatever which shall happen in the execution of duties for the Society or in relation thereto unless the same happen through dishonesty.

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**APPENDIX**

**FORM FOR THE TRANSFER OF TEMPLEMERE SHARES**

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

This instrument, made *[insert date]*,  
between A *[insert name]*, of *[insert address]*  
and B *[insert name]*, of *[insert address]*  
witnesses that in consideration of the sum of £ *[insert amount]*, paid by the said B *[insert name]* to me,  
I the said A *[insert name]*, hereby transfers to the said B *[insert name]*, his executors, administrators  
and assigns, the share numbered *[insert share number]* now standing in my name in the books of the  
Society, to hold the said share upon the same conditions on which I now hold the same including  
compliance with the restrictive covenants relating to freehold tenure of property on the estate; 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 *[insert date]*  
Signature of Transferee *[insert date]*

**FORM FOR THE APPOINTMENT OF A PROXY**

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

I/we\* of *[insert house number]* Templemere, being a member of Templemere Residents' Society  
Limited, hereby appoint either the Chair\* or *[insert proxy name]\** of *[insert house number]*  
Templemere (a member of the said Society) as my/our\* proxy to vote for me/us\* and on my/our\*  
behalf at the Annual (or Special) General Meeting of the Society to be held on *[insert date]* and at any  
adjournment thereof.

\*Delete as appropriate

*[Here may follow a table of the resolutions to be considered at the meeting together with the  
opportunity for the member to record how the proxy should vote on them all in a form approved by the  
Committee.]*

AS WITNESS my hand this day of *[insert date]*.

Signature(s)

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