

*Status: Point in time view as at 12/04/2011.*

*Changes to legislation: There are currently no known outstanding effects for the Friendly Societies Act 1992, SCHEDULE 12. (See end of Document for details)*

## SCHEDULES

### SCHEDULE 12

Section 30.

#### MEETINGS AND RESOLUTIONS

##### *Annual general meeting*

- 1 (1) Every friendly society and registered branch shall in each year hold a general meeting as its annual general meeting (in addition to any other meetings in that year).
- (2) Not more than 15 months shall elapse between the date of one annual general meeting and that of the next.
- (3) If an incorporated friendly society holds its first annual general meeting within 18 months of its incorporation, it need not hold it in the year of its incorporation or in the following year.
- (4) If a registered friendly society or registered branch holds its first annual general meeting within 18 months of its registration under the 1974 Act, it need not hold it in the year of its registration or in the following year.

##### **Commencement Information**

- II** [Sch. 12 para. 1](#) wholly in force; [Sch. 12 para. 1](#) not in force at Royal Assent see [s. 126\(2\)](#); [Sch. 12 para. 1](#) in force for certain purposes at 13.1.1993 by [S.I. 1993/16, art. 2, Sch. 1](#); [Sch. 12 para. 1](#) in force to the extent not already in force at 1.1.1994 by [S.I. 1993/2213, art. 2\(1\), Sch. 5](#)

- 2 (1) A meeting to be held as the annual general meeting of a friendly society or registered branch shall be specified as such in any notice calling it.
- (2) Notwithstanding anything in the rules of a friendly society or registered branch, the business which may be dealt with at the annual general meeting includes any resolution (whether a special resolution or not).

##### **Commencement Information**

- I2** [Sch. 12 para. 2](#) wholly in force; [Sch. 12 para. 2](#) not in force at Royal Assent see [s. 126\(2\)](#); [Sch. 12 para. 2](#) in force for certain purposes at 13.1.1993 by [S.I. 1993/16, art. 2, Sch. 1](#); [Sch. 12 para. 2](#) in force to the extent not already in force at 1.1.1994 by [S.I. 1993/2213, art. 2\(1\), Sch. 5](#)

- 3 (1) If a friendly society or registered branch fails to hold a meeting as its annual general meeting in accordance with paragraph 1 above, the society or branch shall be guilty of an offence and liable on summary conviction to a fine not exceeding level 4 on the standard scale.
- (2) If such default is made, the [<sup>F1</sup>Authority] may—
  - (a) call, or direct the calling of, an annual general meeting, and

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- (b) give such ancillary or consequential directions as it thinks expedient, including directions modifying or supplementing the operation of the rules of the society concerned in relation to the calling, holding and conducting of the meeting.
- (3) If default is made in complying with any directions of the [<sup>F1</sup>Authority] given under this paragraph, the society or branch concerned shall be guilty of an offence and liable on summary conviction to a fine not exceeding level 5 on the standard scale.

#### Textual Amendments

- F1** Words in [Sch. 12 para. 3\(2\)\(3\)](#) substituted (17.8.2001 for specified purposes and otherwise 1.12.2001) by [S.I. 2001/2617](#), [arts. 2, 8\(1\), 13\(1\)](#), [Sch. 3 para. 125\(a\)](#) (with [art. 13\(3\)](#), [Sch. 5](#)); [S.I. 2001/3538](#), [art. 2\(1\)](#)

#### Commencement Information

- I3** [Sch. 12 para. 3](#) wholly in force; [Sch. 12 para. 3](#) not in force at Royal Assent see [s. 126\(2\)](#); [Sch. 12 para. 3](#) in force for certain purposes at 13.1.1993 by [S.I. 1993/16](#), [art. 2](#), [Sch. 1](#); [Sch. 12 para. 3](#) in force to the extent not already in force at 1.1.1994 by [S.I. 1993/2213](#), [art. 2\(1\)](#), [Sch. 5](#)

#### *Notice for calling meetings*

- 4 (1) A meeting of a friendly society or registered branch must be called by not less than 14 days' notice to members, or such longer period as the rules may require, expiring—
- with the date of the meeting; or
  - where proxy voting is permitted, with such earlier date as may be specified by the society, under its rules, as the final date for the receipt of [<sup>F2</sup>appointments of proxies] to vote at the meeting;
- and the notice to members of a meeting shall be given in such manner as is prescribed by the rules of the society or branch.
- [<sup>F3</sup>(1A) Sending the notice by electronic means to an electronic address which the member has notified for that purpose, or making the notice available to a member on a website, is to be regarded as giving the member notice for the purposes of sub-paragraph (1), unless the rules of the society or branch make express provision to the contrary.
- (1B) The end date for the purposes of section 119AB(4)(b) is the date of the meeting.
- (1C) If a notice calling a meeting includes an electronic address for the society or registered branch, the address is to be regarded as one to which documents or information relating to the meeting may be sent; but that is subject to such conditions or restrictions as the notice specifies.
- (1D) Where notice of a meeting is given to a member by sending it to an electronic address, the notice is to be treated as given to that member on the day it is sent.
- (1E) Where a notice of a meeting is given to a member by making the notice available on a website, the notice is to be treated as given on the day the member is notified in accordance with section 119AB(3).
- (1F) If the notice is absent from the website for part of the period referred to in section 119AB(4), and the absence is disregarded for the purposes of section 119AB(5), that absence does not invalidate the proceedings of the meeting or resolutions passed.]

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- (2) Where the rules of a friendly society do not provide for the giving of individual notices to those entitled (when the notice is given) to vote at meetings of any description, the rules may provide for the giving of notice of such meetings by advertisement.
- (3) If the rules provide for the giving of notice of any meetings by advertisement, the rules must include provision requiring the necessary advertisements to be inserted—
- (a) in at least one newspaper circulating in the areas in which the members of the society reside; or
  - (b) where the membership of the society is drawn from a professional body or wholly or mainly from persons who are or have been engaged in a particular trade, profession or vocation, in an appropriate professional journal,
- as the rules may provide.
- (4) The rules of a friendly society or registered branch may provide—
- (a) for adjourned meetings to be called without notice or with such notice as the rules may require;
  - (b) for meetings to be held at a specified time and place, on such dates as are prescribed by the rules, either without further notice or with such notice as the rules may require;
- and sub-paragraphs (1) to (3) above shall not apply to meetings held by virtue of such provision.
- (5) This paragraph is without prejudice to any requirement under the rules of a friendly society or registered branch as to the giving of notice of special resolutions to be moved, or any other business to be transacted, at a meeting of the society or branch.

#### Textual Amendments

- F2** Words in Sch. 12 para. 4(1)(b) substituted (12.4.2011) by [The Mutual Societies \(Electronic Communications\) Order 2011 \(S.I. 2011/593\)](#), arts. 1(1), **21(1)(a)**
- F3** Sch. 12 para. 4(1A)-(1F) inserted (12.4.2011) by [The Mutual Societies \(Electronic Communications\) Order 2011 \(S.I. 2011/593\)](#), arts. 1(1), **14**

#### Commencement Information

- I4** Sch. 12 para. 4 wholly in force; Sch. 12 para. 4 not in force at Royal Assent see s. 126(2); Sch. 12 para. 4 in force for certain purposes at 13.1.1993 by S.I. 1993/16, art. 2, **Sch. 1**; Sch. 12 para. 4 in force to the extent not already in force at 1.1.1994 by S.I. 1993/2213, art. 2(1), **Sch. 5**

#### *Members' entitlement to vote on resolutions*

- 5 (1) Subject to sub-paragraph (2) below, any provision in the rules of a friendly society or registered branch is void to the extent that it would have the effect of making the voting rights conferred on members by the rules conditional upon the amount of their subscriptions.
- (2) Sub-paragraph (1) above shall not apply to any provision in the rules excluding or limiting the voting rights of members by reference to the amount of their subscriptions in such cases or circumstances as the [<sup>F4</sup>Treasury] may by regulations prescribe.

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- (3) In this section “subscription” includes a contribution payment falling to be made by a member.

#### Textual Amendments

- F4** Word in [Sch. 12 para. 5\(2\)](#) substituted (17.8.2001 for specified purposes and otherwise 1.12.2001) by [S.I. 2001/2617, arts. 2, 8\(1\), 13\(1\)](#), [Sch. 3 para. 125\(b\)](#) (with [arts. 13\(3\)](#), [Sch. 5](#)); [S.I. 2001/3538, art. 2\(1\)](#)

#### Modifications etc. (not altering text)

- C1** [Sch. 12 para. 5\(2\)](#): Functions of the Friendly Societies Commission transferred (1.12.2001) to the Treasury by [S.I. 2001/2617, arts. 2, 4\(1\)](#), [Sch. 1 Pt. II](#) (with [art. 5](#)); [S.I. 2001/3538, art. 2\(1\)](#)

#### Commencement Information

- I5** [Sch. 12 para. 5](#) wholly in force; [Sch. 12 para. 5](#) not in force at Royal Assent see [s. 126\(2\)](#); [Sch. 12 para. 5](#) in force for certain purposes at 13.1.1993 by [S.I. 1993/16, art. 2](#), [Sch. 1](#); [Sch. 12 para. 5](#) in force to the extent not already in force at 1.1.1994 by [S.I. 1993/2213, art. 2\(1\)](#), [Sch. 5](#)

#### *Right to demand a poll*

- 6 (1) Any provision contained in the rules of a friendly society or registered branch shall be void in so far as it would have the effect either—
- (a) of excluding the right to demand a poll at a meeting of the society on any question other than the election of a chairman of the meeting or the adjournment of the meeting; or
  - (b) of making ineffective a demand for a poll on any such question which is made by not less than 10 members who are entitled to vote at the meeting or, in the case of a society whose rules provide for delegate voting, 5 delegates who are so entitled.
- (2) The reference in sub-paragraph (1)(b) above to members includes a reference, where the rules allow the appointment of proxies, to persons who are duly appointed on behalf of members entitled to attend and vote at the meeting.

#### Commencement Information

- I6** [Sch. 12 para. 6](#) wholly in force; [Sch. 12 para. 6](#) not in force at Royal Assent see [s. 126\(2\)](#); [Sch. 12 para. 6](#) in force for certain purposes at 13.1.1993 by [S.I. 1993/16, art. 2](#), [Sch. 1](#); [Sch. 12 para. 6](#) in force to the extent not already in force at 1.1.1994 by [S.I. 1993/2213, art. 2\(1\)](#), [Sch. 5](#)

#### *Special resolutions*

- 7 (1) No resolution of a friendly society shall be passed as a special resolution unless—
- (a) it is required to be so passed by or under any provision of this Act or the 1974 Act or by the rules of the society;
  - (b) at least 14 day’s notice, or such longer period as the rules may require, expiring—
    - (i) with the date of the meeting at which the resolution is to be moved;
    - or

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- (ii) where proxy voting is permitted, with such earlier date as may be specified by the society, under its rules, as the final date for the receipt of [<sup>F5</sup>appointments of proxies] to vote at the meeting;  
is given to members in such manner as is prescribed by the rules; and
- (c) any such notice (or, in the case of a postal ballot, the ballot papers [<sup>F6</sup>or, in the case of an electronic ballot, the section of the website on which in which the facility for registering a vote may be used]) includes a statement that the resolution will not be effective unless it is passed as a special resolution;  
and, in this Act, “special resolution” means a resolution so passed.
- (2) Subject to sub-paragraph (3) below, a resolution of a friendly society shall not be effective as a special resolution unless it is passed by not less than three-quarters of the number of the members of the society entitled to vote on it and voting either (in person or by proxy) on a poll at a meeting of the society or in a <sup>F7</sup>... ballot.
- (3) Where the rules of a friendly society provide for delegate voting, a resolution shall not be effective as a special resolution unless it is passed by not less than three quarters of the number of delegates entitled to vote on the resolution and voting on a poll at a meeting or in a <sup>F7</sup>... ballot.
- (4) Where the rules of a friendly society do not provide for the giving of individual notices to those entitled (when the notice is given) to vote on special resolutions of any description, the rules may provide for the giving of notice by advertisement.
- (5) If the rules provide for the giving of notice of any special resolutions by advertisement, the rules must include provision requiring the necessary advertisements to be inserted—
- (a) in at least one newspaper circulating in the areas in which the members of the society reside; or
- (b) where the membership of the society is drawn from a professional body or wholly or mainly from persons who are or have been engaged in a particular trade, profession or vocation, in an appropriate professional journal,  
as the rules may provide.
- (6) Proxy voting shall be permitted (notwithstanding anything to the contrary in a society’s rules) on any resolution which is to be moved as a special resolution at any meeting of a friendly society other than a meeting of delegates; and the procedure adopted by the society for such proxy voting shall comply with any requirements prescribed in regulations by the [<sup>F8</sup>Treasury].

#### Textual Amendments

- F5** Words in Sch. 12 para. 7(1)(b)(ii) substituted (12.4.2011) by [The Mutual Societies \(Electronic Communications\) Order 2011 \(S.I. 2011/593\)](#), arts. 1(1), **21(1)(b)**
- F6** Words in Sch. 12 para. 7(1)(c) inserted (12.4.2011) by [The Mutual Societies \(Electronic Communications\) Order 2011 \(S.I. 2011/593\)](#), arts. 1(1), **21(3)**
- F7** Word in Sch. 12 para. 7(2)(3) omitted (12.4.2011) by virtue of [The Mutual Societies \(Electronic Communications\) Order 2011 \(S.I. 2011/593\)](#), arts. 1(1), **21(2)(c)**
- F8** Word in Sch. 12 para. 7(6) substituted (17.8.2001 for specified purposes and otherwise 1.12.2001) by [S.I. 2001/2617](#), art. 2, 8(1), 13(1), **Sch. 3 para. 125(b)** (with art. 13(3), Sch. 5); [S.I. 2001/3538](#), **art. 2(1)**

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#### **Modifications etc. (not altering text)**

- C2** Sch. 12 para. 7(6): Functions of the Friendly Societies Commission transferred (1.12.2001) to the Treasury by S.I. 2001/2617, arts. 2, 4(1), Sch. 1 Pt. II (with art. 5); S.I. 2001/3538, art. 2(1)

#### **Commencement Information**

- I7** Sch. 12 para. 7 wholly in force; Sch. 12 para. 7 not in force at Royal Assent see s. 126(2); Sch. 12 para. 7 in force for certain purposes at 13.1.1993 by S.I. 1993/16, art. 2, Sch. 1; Sch. 12 para. 7 in force for all remaining purposes at 13.9.1993 by S.I. 1993/2213, art. 2(1), Sch. 2

### *Postal ballots*

- 8 (1) The rules of a friendly society or registered branch may provide for the voting—
- (a) in an election of the committee of management or, where applicable, of the secretary, or
  - (b) on any resolution (whether special or not),
- to be conducted in all, or in any particular, circumstances by postal ballot; and <sup>F9</sup>... “postal ballot” in relation to an election or a resolution of the society or branch, means a postal ballot taking place by virtue of those rules.
- [<sup>F10</sup>(1A) The rules of a friendly society or registered branch may also make provision in relation to the use of electronic communications in the conduct of a postal ballot.]
- (2) Where a postal ballot is to take place, the following provisions of this paragraph have effect.
  - (3) Notice of a postal ballot shall be given not less than 14 nor more than 56 days before the date which the society or branch specifies as the final date for the receipt of completed ballot papers (referred to in this paragraph as “the voting date”).
  - (4) Subject to the provisions of this Act, notice of a postal ballot shall be given to every member of the society or branch who would be entitled to vote in the election or on the resolution if the voting date for the election or the resolution fell on the date of the notice.
- [<sup>F11</sup>(4A) A friendly society or registered branch is to be regarded as giving notice of a postal ballot for the purposes of this paragraph if it makes the notice available to a member on a website; and the end date for the purposes of section 119AB(4)(b) is the voting date.
- (4B) A notice given in accordance with sub-paragraph (4A) is to be treated as given to the member on the day the member is notified in accordance with section 119AB(3).
  - (4C) If the notice of postal ballot is absent from the website for part of the period referred to in section 119AB(4), and the absence is disregarded for the purposes of section 119AB(5), that absence does not invalidate the postal ballot.
  - (4D) If a notice of postal ballot includes an electronic address for the society or registered branch, the address is to be regarded as one to which a completed voting paper, or other documents or information relating to the ballot may be sent; but that is subject to such conditions or restrictions as the notice specifies, and any express provision to the contrary made in the rules of the society or branch.]
- (5) Notice of a postal ballot—
- (a) shall contain such other notices relating to the election or resolution; and

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(b) shall be accompanied by such other documents,  
as would be required to be given or sent to a member in connection with the election or resolution had it been intended to hold the election or vote on the resolution at a meeting instead of by postal ballot with the exception, however, of any notice relating to voting by proxy at a meeting.

#### Textual Amendments

- F9** Words in Sch. 12 para. 8(1) omitted (12.4.2011) by virtue of The Mutual Societies (Electronic Communications) Order 2011 (S.I. 2011/593), arts. 1(1), **19(2)**
- F10** Sch. 12 para. 8(1A) inserted (12.4.2011) by The Mutual Societies (Electronic Communications) Order 2011 (S.I. 2011/593), arts. 1(1), **19(3)**
- F11** Sch. 12 para. 8(4A)-(4D) inserted (12.4.2011) by The Mutual Societies (Electronic Communications) Order 2011 (S.I. 2011/593), arts. 1(1), **19(4)**

#### Commencement Information

- I8** Sch. 12 para. 8 wholly in force; Sch. 12 para. 8 not in force at Royal Assent see s. 126(2); Sch. 12 para. 8 in force for certain purposes at 13.1.1993 by S.I. 1993/16, art. 2, **Sch. 1**; Sch. 12 para. 8 in force to the extent not already in force at 1.1.1994 by S.I. 1993/2213, art. 2(1), **Sch. 5**

#### *Electronic ballots*

- [<sup>F12</sup>8A.(1) The rules of a friendly society or registered branch may provide for the voting in an election of the committee of management or, where applicable, the secretary, or on any resolution (whether special or not) to be conducted in all, or any particular, circumstances by electronic ballot.
- (2) An “electronic ballot”, in relation to such an election or resolution, means an electronic ballot taking place by virtue of those rules.
- (3) A person is to be regarded as voting in an electronic ballot only if the following conditions are satisfied.
- (4) The first condition is that the person—
- has agreed (generally or specifically) that the society or branch may make a facility for registering a vote in the ballot available on a website, and
  - has not revoked that agreement.
- (5) The second condition is that the society or branch has notified the person of—
- the presence of the facility on the website;
  - the address of the website;
  - the place on the website where the facility may be accessed; and
  - how to access the facility.
- (6) The third condition is that the facility is present on the website for the whole of the period—
- beginning with the day on which the notification under sub-paragraph (5) is given, and
  - ending at the time which the society or branch specifies in the notice of the ballot as the final time for the registration of votes in the ballot.



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- (7) The fourth condition is that the person registers a vote in the ballot by using the facility.
- (8) The notification given under sub-paragraph (5) must—
  - (a) state that it concerns a notice of an electronic ballot on a specified matter, and
  - (b) be given not less than 14 days before the final date for the registration of votes in the ballot.
- (9) Notice of an electronic ballot must be given not less than 14 nor more than 56 days before the date which the society or branch specifies as the final day for the registration of votes in the ballot.
- (10) Unless express provision to the contrary is made in the rules of a society or branch, sub-paragraphs (4) and (5) of paragraph 8 apply to a notice of an electronic ballot as they apply to a notice of a postal ballot.
- (11) The rules of the society or branch may make provision as to the consequences of any irregularities occurring in the course of a ballot, including provision as to the validity of multiple votes cast by a member in the same election or on the same resolution.
- (12) Unless express provision to the contrary is made in the rules of a society or branch, if the facility for registering a vote is absent from the website for part of the period referred to in sub-paragraph (6), the absence is to be disregarded if it is wholly attributable to circumstances that it would not be reasonable to have expected the society or branch to prevent or avoid.

#### **Textual Amendments**

**F12** Sch. 12 paras. 8A, 8B inserted (12.4.2011) by [The Mutual Societies \(Electronic Communications\) Order 2011 \(S.I. 2011/593\)](#), arts. 1(1), **20**

#### *Combined ballots*

- 8B.
- (1) The rules of a friendly society or registered branch may provide for the voting in an election of the committee of management or, where applicable, the secretary, or on any resolution (whether special or not) to be conducted in all, or any particular, circumstances by combined ballot.
  - (2) A “combined ballot”, in relation to such an election or resolution, means a postal ballot and electronic ballot taking place in accordance with those rules.
  - (3) The rules must, in particular, stipulate that no person entitled to vote in a combined ballot is permitted to do so in both the postal and the electronic ballot.
  - (4) Paragraph 8(2) to (5) applies to a combined ballot in so far as it involves a postal ballot.
  - (5) Paragraph 8A(3) to (12) applies to a combined ballot in so far as it involves an electronic ballot].

#### *Resolutions requiring special notice*

- 9
- (1) Where by any provision of this Act special notice is required of a resolution, the resolution is not effective unless notice of the intention to move it has been given



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to the friendly society concerned at least 28 days before the meeting at which it is moved.

- (2) The friendly society concerned shall give its members notice of any such resolution at the same time and in the same manner as is required by its rules for notice of the meeting or, if that is not practicable, shall give them notice (either by advertisement in a newspaper having an appropriate circulation or in any other mode allowed by the society's rules) at least 14 days before the meeting.
- [<sup>F13</sup>(2A) Sending the notice by electronic means to an electronic address which the member has notified for that purpose, or making the notice available to a member on a website, is to be regarded as giving the member notice for the purposes of sub-paragraph (2), unless the rules of the society make express provision to the contrary.
- (2B) The end date for the purposes of section 119AB(4)(b) is the date of the meeting.
- (2C) If a notice calling a meeting includes an electronic address for the society, the address is to be regarded as one to which documents or information relating to the meeting may be sent; but that is subject to such conditions or restrictions as the notice specifies.
- (2D) Where notice of a meeting is given to a member by sending it to an electronic address, the notice is to be treated as given to that member on the day it is sent.
- (2E) Where a notice of a meeting is given to a member by making the notice available on a website, the notice is to be treated as given on the day the member is notified in accordance with section 119AB(3).
- (2F) If the notice is absent from the website for part of the period referred to in section 119AB(4), and the absence is disregarded for the purposes of section 119AB(5), that absence does not invalidate the proceedings of the meeting or resolutions passed.]
- (3) If, after notice of the intention to move such a resolution has been given to the society, a meeting is called for a date 28 days or less after the notice has been given, the notice is deemed properly given, though not given within the time required.

#### **Textual Amendments**

**F13** Sch. 12 para. 9(2A)-(2F) inserted (12.4.2011) by [The Mutual Societies \(Electronic Communications\) Order 2011 \(S.I. 2011/593\)](#), arts. 1(1), **15**

#### **Commencement Information**

**19** Sch. 12 para. 9 wholly in force; Sch. 12 para. 9 not in force at Royal Assent see s. 126(2); Sch. 12 para. 9 in force for certain purposes at 13.1.1993 by S.I. 1993/16, art. 2, **Sch. 1**; Sch. 12 para. 9 in force to the extent not already in force at 1.1.1994 by S.I. 1993/2213, art. 2(1), **Sch. 5**

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