

Status: Point in time view as at 01/01/1998.

Changes to legislation: There are currently no known outstanding effects for the Friendly Societies Act 1992, SCHEDULE 3. (See end of Document for details)

SCHEDULES

SCHEDULE 3

Section 5.

ESTABLISHMENT, INCORPORATION AND CONSTITUTION OF INCORPORATED FRIENDLY SOCIETIES

Requirements for establishment and incorporation

- 1 (1) Any 7 or more persons may establish a society under this Act by taking the following steps—
- (a) agreeing upon the purposes of the society and upon the extent of its powers in a memorandum the provisions of which comply with the requirements of this Schedule;
 - (b) agreeing upon rules for the regulation of the society which comply with the requirements of this Schedule; and
 - (c) sending to the central office 3 copies of the memorandum and the rules, each copy signed by at least 7 of those persons (or, if there are only 7, by all of them) and (unless the secretary is to be elected) by the intended secretary.
- (2) Where two or more friendly societies propose to amalgamate under section 85 above, they shall establish their successor society by—
- (a) agreeing upon the purposes of their successor and upon the extent of its powers in a memorandum the provisions of which comply with the requirements of this Schedule;
 - (b) agreeing upon rules for the regulation of their successor which comply with the requirements of this Schedule;
 - (c) each approving the memorandum and the rules by special resolution; and
 - (d) sending to the central office 3 copies of the rules and of the memorandum, each copy signed by the secretary of each of the societies participating in the amalgamation.
- (3) Where copies of the memorandum and the rules are sent to the central office in accordance with sub-paragraph (1)(c) or (2)(d) above, the central office, if satisfied that—
- (a) the memorandum and the rules are in conformity with this Act; and
 - (b) the intended name of the society is not, in its opinion, undesirable,
- shall register the society and issue it with a certificate of incorporation.
- (4) The central office shall not register a society as the successor society to any friendly societies proposing to amalgamate unless it is satisfied that the Commission has confirmed the proposed amalgamation under section 85 above.
- [^{F1}(5) The central office shall not register a society which, if it were registered and authorised, would be a society to which section 37(2) or (3) above applies if the central office is satisfied that the principal place of business of the society is to be

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situated outside the United Kingdom; and in this sub-paragraph “authorised” has the same meaning as in Part IV of this Act.]

Textual Amendments

F1 Sch. 3 para. 1(5) inserted (18.7.1996) by S.I. 1996/1669, reg. 14(2)

Commencement Information

II Sch. 3 para. 1 wholly in force; Sch. 3 para. 1 not in force at Royal Assent see s. 126(2); Sch. 3 para. 1 in force at 1.2.1993 by S.I. 1993/16, art. 2, Sch. 3

- 2 (1) A registered friendly society may be incorporated under this Act only if the following steps are taken—
- (a) the proposal to apply for incorporation is submitted to the members of the society for their consent by the procedure required for a proposal to amend the rules (or, in the case of a society with branches, the general rules) of the society;
 - (b) consent to the application is given in accordance with that procedure;
 - (c) the society agrees, in accordance with that procedure—
 - (i) upon the purposes of the society after incorporation, and upon the extent of its powers, in a memorandum the provisions of which comply with the requirements of this Schedule; and
 - (ii) upon rules for the regulation of the society after incorporation which comply with the requirements of this Schedule; and
 - (d) there are sent to the central office—
 - (i) 3 copies of the memorandum and the rules, each signed by at least 7 members and by the secretary of the society; and
 - (ii) a statutory declaration by the secretary that the steps mentioned in paragraphs (a) and (b) above were taken.
- (2) Where copies of the memorandum, the rules and the statutory declaration are sent to the central office in accordance with paragraph (c) of sub-paragraph (1) above, the central office, if satisfied that—
- (a) the steps mentioned in sub-paragraph (1)(a) and (b) were taken;
 - (b) the provisions of the memorandum and the rules are in conformity with this Act; ^{F2} . . .
 - (c) the name proposed for the society after incorporation is not, in its opinion, undesirable,
- shall register the society and issue it with a certificate of incorporation.
- [^{F3F2}and
- (d) in the case of a society to which section 37(2) or (3) above applies, the principal place of business of the society is situated in the United Kingdom,.]

Textual Amendments

F2 Word in Sch. 3 para. 2(2)(b) omitted (18.7.1996) by virtue of S.I. 1996/1669, reg. 14(3)

F3 Sch. 3 para. 2(2)(d) and the word “and” immediately preceding it inserted (18.7.1996) by S.I. 1996/1669, reg. 14(3)

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Commencement Information

- I2** Sch. 3 para. 2 wholly in force; Sch. 3 para. 2 not in force at Royal Assent see s. 126(2); Sch. 3 para. 2 in force at 1.2.1993 by S.I. 1993/16, art. 2, Sch. 3

- 3 On registering a society under paragraph 1 or 2 above, the central office shall—
- (a) retain and register one copy of the memorandum and of the rules;
 - (b) return another copy to the secretary of the society, together with a certificate of registration; and
 - (c) keep another copy, a copy of the certificate of incorporation and a copy of the certificate of registration of the memorandum and the rules, in the public file of the society.

Commencement Information

- I3** Sch. 3 para. 3 wholly in force; Sch. 3 para. 3 not in force at Royal Assent see s. 126(2); Sch. 3 para. 3 in force at 1.2.1993 by S.I. 1993/16, art. 2, Sch. 3

The memorandum

- 4 (1) The memorandum of an incorporated friendly society shall—
- (a) specify the name of the society;
 - (b) state whether the registered office of the society is to be situated in England and Wales, or in Scotland, or in Northern Ireland;
 - (c) specify the address of its registered office;
 - (d) state the purposes of the society and the extent of its powers; and
 - (e) if any of those purposes are to include the carrying on of any business outside the United Kingdom, state with respect to those purposes that that is the case.
- (2) The choice stated in a society's memorandum in pursuance of sub-paragraph (1)(b) above may not be altered by the society.
- (3) In this Act, in relation to an incorporated friendly society, "memorandum" means the memorandum registered under paragraph 3 above, including the record of any alteration under paragraph 6 below.

Commencement Information

- I4** Sch. 3 para. 4 wholly in force; Sch. 3 para. 4 not in force at Royal Assent see s. 126(2); Sch. 3 para. 4 in force at 1.2.1993 by S.I. 1993/16, art. 2, Sch. 3

The rules

- 5 (1) The rules of an incorporated friendly society shall provide for the matters specified in the Table in sub-paragraph (3) below.
- (2) Nothing in this paragraph shall be taken to authorise any provision in the rules of a society which is inconsistent with, or rendered void by, this Act (or any instrument made under it).

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(3) The Table referred to in sub-paragraph (1) above is as follows:—

TABLE OF MATTERS TO BE COVERED BY THE RULES

- (1) The terms of admission of members and the manner in which membership is to cease.
- (2) If the terms on which a benefit is provided are not in the rules, the manner in which they are to be determined.
- (3) Any forfeitures which may be imposed on any member.
- (4) The consequences of non-payment of any subscription.
- (5) The manner of remunerating the auditors.
- (6) As respects the officers—
 - (a) the manner of their election or appointment and their removal;
 - (b) the manner of remunerating them; and
 - (c) the circumstances in which pensions may be awarded to persons by virtue of their office and the method of determining the terms of such pensions.
- (7) The powers and duties of the committee of management.
- (8) The investment of the funds of the society.
- (9) The manner in which disputes are to be settled.
- (10) If the society has a common seal, the form, custody and use of the seal.
- (11) The calling and holding of meetings and, in particular—
 - (a) the right to requisition meetings;
 - (b) the right to move resolutions at meetings;
 - (c) the manner in which notice of meetings, and of any resolutions to be moved at meetings, is to be given;
 - (d) the procedure to be observed at meetings;
 - (e) the form of notice for the convening of a meeting;
 - (f) the voting rights of members, the right to demand a poll and the manner in which a poll is to be taken.
- (12) The entitlement of members to participate in the distribution of any surplus assets after payments to creditors, on the winding up, or dissolution by consent, of the society.
- (13) The procedure for altering the society's memorandum and rules.

Commencement Information

I5 Sch. 3 para. 5 wholly in force; Sch. 3 para. 5 not in force at Royal Assent see s. 126(2); Sch. 3 para. 5 in force at 1.2.1993 by S.I. 1993/16, art. 2, Sch. 3

Requirements for alteration of memorandum and rules

- 6 (1) An incorporated friendly society may in the manner prescribed by its rules alter the memorandum or rules of the society by the addition, rescission or variation of any provision.
- (2) Sub-paragraph (1) above does not apply to any alteration to which section 13(6) above applies or which is prohibited by paragraph 4(2) above.

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- (3) An alteration to the name or registered office of an incorporated friendly society shall (instead of being effected under this paragraph) be effected under paragraph 9 or 12 below; and it is not necessary to alter the memorandum or rules of such a society by reason only that its name or registered office is changed.
- (4) Where a society makes an alteration of its memorandum or rules under this paragraph, it shall send to the central office—
 - (a) 3 copies of a record of the alteration signed by the secretary; and
 - (b) a statutory declaration by the secretary that the alteration was made in accordance with the procedure prescribed by the society’s rules.
- (5) On making an alteration of its memorandum or rules under this paragraph the society shall determine the date on which it intends the alteration to take effect; and the record of the alteration shall specify that date (in this paragraph referred to as “the specified date”).
- (6) Where copies of a record of an alteration of a society’s memorandum or rules are sent to the central office under sub-paragraph (4) above and the central office is satisfied that the alteration is in conformity with this Act, the central office shall—
 - (a) retain and register one of the copies;
 - (b) return another to the secretary of the society together with a certificate of registration of the alteration; and
 - (c) keep another copy, together with a copy of the certificate of registration of the alteration, in the public file of the society.
- (7) An alteration of the memorandum or rules of a society under this paragraph shall not take effect until the specified date or, if the alteration is registered under sub-paragraph (6) above on a later date, the date on which the certificate of registration is issued.
- (8) If an incorporated friendly society arranges for the publication in consolidated form of its memorandum or rules as altered for the time being—
 - (a) it shall send a copy to the central office; and
 - (b) the central office shall keep the copy in the public file of the society;
 but the central office shall not register the copy.
- (9) If an incorporated friendly society fails, within the period of 3 months beginning with the date on which an alteration to its memorandum or rules is made, to comply with sub-paragraph (4) above, the society shall be guilty of an offence and liable on summary conviction to a fine not exceeding level 4 on the standard scale.

Commencement Information

16 Sch. 3 para. 6 wholly in force; Sch. 3 para. 6 not in force at Royal Assent see s. 126(2); Sch. 3 para. 6 in force at 1.2.1993 by S.I. 1993/16, art. 2, Sch. 3

Membership

- 7 A person under 18—
 - (a) may, if the rules do not otherwise provide, be admitted as a member of an incorporated friendly society and, if he is over 16 by himself, and if he is

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under 16 by his parent or guardian, execute all instruments and give all receipts necessary to be executed or given under the rules;

- (b) may not vote or hold any office in the society; and
- (c) may not nominate, or join in nominating, a person for election as a member of the committee of management, or (if the secretary is elected) as secretary, of the society.

Commencement Information

17 Sch. 3 para. 7 wholly in force; Sch. 3 para. 7 not in force at Royal Assent see s. 126(2); Sch. 3 para. 7 in force at 1.2.1993 by S.I. 1993/16, art. 2, Sch. 3

Liability of members

- 8 (1) The liability of a member of an incorporated friendly society is limited to the amount of any subscription to the society which is outstanding.
- (2) No subscription of a member of an incorporated friendly society shall be recoverable at law except on the winding up of the society.

Commencement Information

18 Sch. 3 para. 8 wholly in force; Sch. 3 para. 8 not in force at Royal Assent see s. 126(2); Sch. 3 para. 8 in force at 1.2.1993 by S.I. 1993/16, art. 2, Sch. 3

Name

- 9 (1) The name of an incorporated friendly society must have "Limited" as its last word, except that, if the society is to be registered with a memorandum stating that its registered office is to be situated in Wales, the name may have "cyfyngedig" (the Welsh equivalent of "Limited") as its last word.
- (2) ^{F4}.....
- (3) If the society has a common seal, it shall bear the registered name of the society.
- (4) An incorporated friendly society may change its name by a resolution of the society in general meeting after the giving of such notice as is required for a special resolution.
- (5) Where a society changes its name under this paragraph, notice of the change shall be sent to the central office and, unless it is of the opinion that the changed name is undesirable, the central office shall—
- (a) register the notice of the change of name;
 - (b) issue the society with a certificate of registration; and
 - (c) keep a copy of the certificate of registration in the public file of the society.
- (6) A change of name shall not take effect until the date on which the certificate of registration under sub-paragraph (5) above is issued or such later date as may be specified in the certificate.

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- (7) A change of name shall not affect the rights and obligations of the society, of any of its members or of any other person concerned.

Textual Amendments

F4 Sch. 3 para. 9(2) repealed (1.8.1996) by S.I. 1996/1188 art. 7

Commencement Information

I9 Sch. 3 para. 9 partly in force; Sch. 3 para. 9 not in force at Royal Assent see s. 126(2); Sch. 3 para. 9(1)(3)-(7) in force 2.1.1993 by S.I. 1993/16, art. 2, Sch. 3

- 10 (1) Every incorporated friendly society shall have its name mentioned in legible characters—
- (a) in all its business letters, its notices and its other official publications;
 - (b) in all its bills of parcels, invoices, receipts and letters of credit; and
 - (c) in all bills of exchange, promissory notes, endorsements, cheques and orders for money or goods purporting to be signed by or on behalf of the society.
- (2) Where the name of an incorporated friendly society does not include the words “friendly society”, the fact that it is an incorporated friendly society shall be shown in legible characters in all documents such as are mentioned in sub-paragraph (1) above.

Commencement Information

I10 Sch. 3 para. 10 wholly in force; Sch. 3 para. 10 not in force at Royal Assent see s. 126(2); Sch. 3 para. 10 in force at 1.2.1993 by S.I. 1993/16, art. 2, Sch. 3

Offences relating to society’s name

- 11 (1) If an incorporated friendly society—
- (a) fails, within the period of 3 months beginning with the date on which a resolution changing its name is passed, to send to the central office the notice required by paragraph 9(5) above; or
 - (b) fails to comply with paragraph 10(1) or (2) above;
- the society shall be guilty of an offence and liable on summary conviction to a fine not exceeding level 3 on the standard scale.
- (2) If an officer of an incorporated friendly society or a person on its behalf—
- (a) issues or authorises the issue of any business letter, notice or other official publication of the society or any bill of parcels, invoice, receipt or letter of credit of the society in which the society’s name is not mentioned as required by paragraph 10(1) above; or
 - (b) signs or authorises to be signed on behalf of the society any bill of exchange, promissory note, endorsement, cheque or order for money or goods in which the society’s name is not so mentioned,
- he shall be guilty of an offence and liable on summary conviction to a fine not exceeding level 3 on the standard scale; and, in the case of the conduct mentioned in paragraph (b) above, he is further personally liable to the holder of the bill of

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exchange, promissory note, cheque or order for money or goods for the amount of it (unless it is duly paid by the society).

- (3) If an officer of an incorporated friendly society whose name does not include the words “friendly society” or a person on its behalf—
- (a) issues or authorises the issue of any such document as is mentioned in sub-paragraph (2)(a) above, and the fact that it is an incorporated friendly society is not shown in legible characters in the document; or
 - (b) signs or authorises to be signed on behalf of the society any such document as is mentioned in sub-paragraph (2)(b) above, and the fact that it is an incorporated friendly society is not shown in legible characters in the document,

he shall be guilty of an offence and liable on summary conviction to a fine not exceeding level 3 on the standard scale; and, in the case of the conduct mentioned in paragraph (b) above, he is further personally liable to the holder of the bill of exchange, promissory note, cheque or order for money or goods for the amount of it (unless it is duly paid by the society).

Commencement Information

I11 Sch. 3 para. 11 wholly in force; Sch. 3 para. 11 not in force at Royal Assent see s. 126(2); Sch. 3 para. 11 in force at 1.2.1993 by S.I. 1993/16, art. 2, Sch. 3

Change of registered office

- 12 (1) An incorporated friendly society may change its registered office in such manner as its rules prescribe or, if the rules do not provide for that matter, by a resolution of the society in general meeting after the giving of such notice as is required for a special resolution.
- (2) Notice of any such change shall be sent to the central office and the central office shall—
- (a) register the notice of the change of registered office;
 - (b) issue the society with a certificate of registration; and
 - (c) keep a copy of the certificate of registration in the public file of the society.
- (3) A change of registered office shall not take effect until the date on which the certificate of registration under sub-paragraph (2) above is issued or such later date as may be specified in the certificate.
- (4) If an incorporated friendly society fails, within the period of 3 months beginning with the date on which a resolution changing its registered office is passed, to send to the central office the notice required by sub-paragraph (2) above, the society shall be guilty of an offence and liable on summary conviction to a fine not exceeding level 4 on the standard scale.

Commencement Information

I12 Sch. 3 para. 12 wholly in force; Sch. 3 para. 12 not in force at Royal Assent see s. 126(2); Sch. 3 para. 12 in force at 1.2.1993 by S.I. 1993/16, art. 2, Sch. 3

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Societies to supply copies of rules etc

- 13 (1) An incorporated friendly society shall, on demand, give a copy of its statutory documents—
- (a) free of charge, to any member of the society to whom a copy of those documents has not previously been given; and
 - (b) to any other person, upon payment of such fee as the society may require, not exceeding the prescribed amount.
- (2) The reference in sub-paragraph (1) above to a copy of an incorporated friendly society's statutory documents is a reference to—
- (a) a printed copy of the society's rules for the time being, with a copy of the certificate of incorporation of the society annexed to it; and
 - (b) a printed copy of the memorandum of the society for the time being.
- (3) If an incorporated friendly society fails to comply with the requirements of sub-paragraph (1) above, the society shall be guilty of an offence and liable on summary conviction to a fine not exceeding level 4 on the standard scale.
- (4) In sub-paragraph (1) above the "prescribed amount" means £1 or such other amount as the Commission prescribes by order.

Commencement Information

I13 Sch. 3 para. 13 wholly in force; Sch. 3 para. 13 not in force at Royal Assent see s. 126(2); Sch. 3 para. 13 in force at 1.2.1993 by S.I. 1993/16, art. 2, Sch. 3

Register of members

- 14 (1) Every incorporated friendly society shall maintain a register of the names and addresses of the members of the society.
- (2) The register shall be kept at the registered office or at such other place or places as the committee of management thinks fit.
- (3) A society which was previously a registered friendly society need not enter in the register the address of a member who became a member before its incorporation while it has no address for him and his whereabouts are unknown.
- (4) Where it appears to an incorporated friendly society that the registered address shown in the register for a member is no longer current, the society—
- (a) may remove that address from the register; and
 - (b) need not enter in the register an address for that member while it has no address for him and his whereabouts are unknown.
- (5) If an incorporated friendly society contravenes sub-paragraph (1) above, the society shall be guilty of an offence and liable on summary conviction to a fine not exceeding level 4 on the standard scale.
- (6) For the purposes of this Act "registered address", in relation to a member of an incorporated friendly society, means—

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- (a) the address shown in the register mentioned under this paragraph, except in a case where paragraph (b) below applies;
- (b) where the member has requested that communications from the society be sent to some other address, that other address.

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I14 Sch. 3 para. 14 wholly in force; Sch. 3 para. 14 not in force at Royal Assent see s. 126(2); Sch. 3 para. 14 in force at 1.2.1993 by S.I. 1993/16, art. 2, Sch. 3

Inspection of records by members

- 15 (1) Subject to sub-paragraph (2) below, a member or person having an interest in the funds of an incorporated friendly society may inspect the records at all reasonable hours at the registered office of the society or at any other place where they are kept.
- (2) Unless he is an officer of the society or is specially authorised by resolution of the society to do so, a member or such a person shall not have the right to inspect the loan account of any other member without the written consent of that member.

Commencement Information

I15 Sch. 3 para. 15 wholly in force; Sch. 3 para. 15 not in force at Royal Assent see s. 126(2); Sch. 3 para. 15 in force at 1.2.1993 by S.I. 1993/16, art. 2, Sch. 3

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