

INDUSTRIAL AND PROVIDENT SOCIETIES ACT 1965

Acknowledgment of Registration of Society

Register No. 21880.....R

Olivers Mill Residents Society..... Limited

is this day registered under the Industrial and Provident Societies Act 1965.

Date 28th April 1977.....

17 North Audley Street
LONDON
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Register No. 21860R.

**Rules
of
Olivers Mill
Residents Society
Limited**

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Register No.

**Rules
of
Olivers Mill
Residents Society
Limited**

RULES

NAMES AND OBJECTS

1. The Society shall be called "OLIVERS MILL RESIDENTS SOCIETY LIMITED." Its objects shall be the maintenance and management of the estate occupied by its members at Olivers Mill, New Ash Green, ^{Hartley}, Kent, including the maintenance in good order of the common gardens and grounds, the repair and decoration of buildings, the making of renewals and additions to improve the amenities of the estate, the placing and maintaining of policies of insurance against loss or damage and third party claims, the payment on behalf of its members of outgoings in respect of the estate and the holding of any interest in the land,

Name of Society

Objects of Society

The Society shall have power to do all things necessary or expedient for the accomplishment of the above objects, including power to engage servants and agents, 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 regarding the estate, adjacent roadways and other matters.

The Society shall in particular have power to make reasonable by-laws binding equally on all members of the Society with regard to the use of the grounds of the estate, and any of the regulations set out in schedule E of the transfers under which all dwellings on the estate are held that could be made under the aforesaid power shall be deemed to be by-laws so made by the Society under these rules.

REGISTERED OFFICE

2. Its registered office shall be at Norfolk House, 112 Station Road, Sidcup, Kent, DA15 7BZ.

Office of Society

In the event of any change in the situation of the registered office, notice of such change shall be sent by the Secretary within 14 days thereafter to the Registrar in the form prescribed by the Treasury Regulations.

USE OF NAME

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

Use of name of Society

MEMBERSHIP

Persons eligible for membership

4. Membership shall be restricted to persons owning a dwelling on the estate and to mortgagees in whom any such dwelling has been vested by foreclosure.

Provided that the following persons shall also be Members of the Society so long as they serve as officers of the Society :—

- (a) The signatories to these rules (who shall be known as the founder members of the Society); and
- (b) Any other person (not being such owner or mortgagee as aforesaid) who is for the time being the holder of a founder members' share and an officer of the Society.

Members qualifying shares

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 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.

Joint Holders

A share may be held by two or more persons jointly if those persons are joint owners of a dwelling on the estate. The joint holders of a share shall be severally as well as jointly liable in respect of such share.

Value Added Tax

5A. Where under any of the provisions of these Rules or any amendment thereof for the time being in force any sum is payable to the Society by a member, whether by way of annual subscription or otherwise, such member shall, in addition, pay to the Society such further sum as shall be equal to the amount of any Value Added Tax attributable to such sum.

SHARE CAPITAL

Nominal Value of shares

6. The share capital of the Society shall be raised by founder members' shares of the value of 5p each and other members' shares of the value of £10 each, all shares being paid for in full on allotment.

Shares not withdrawable

7. All shares shall be transferable but no share shall be withdrawable. Every instrument of transfer shall be in the form appended to these rules or as near thereto as the case allows. No transfer of shares shall be valid unless and until the Committee has consented thereto. The secretary shall register every transfer of shares by making the appropriate entries in the register of members hereinafter mentioned

Share registration

Register of Members

8. The Society shall keep at its registered office a register of members in which the Secretary shall enter the following particulars:

- (a) the names and addresses of the members;
- (b) a statement of the number of shares held by each member and of the amount paid or agreed to be considered as paid on the shares of each member;
- (c) a statement of other property in the Society; whether in loans or otherwise, held by each member;

- (d) the date at which each person was entered in the register as a member, and the date at which any person ceased to be a member;
- (e) the names and addresses of the officers of the Society, with the offices held by them respectively and the dates on which they assumed office.

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

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

SUBSCRIPTION

9. Every member of the Society shall pay the Society, quarterly in advance by equal instalments on the usual quarter days, a subscription such that the annual sum payable in respect of premises on the estate owned by the member and having an aggregate internal floor space (including any garage floor space, whether or not the garage is attached to the member's dwelling) totalling (a) less than 850 square feet, (b) more than 849 square feet but less than 1,251 square feet, (c) 1,251 square feet or more shall in every year until 1979 be the respective sums of (a) £40 (b) £49 and (c) £53, and shall subsequently be sums in the same proportion to be determined from year to year by the Society in general meeting.

Annual
Subscription

BORROWING POWERS

10. The Committee may, with the prior sanction of the Society in general meeting 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 of such advances at any one time outstanding shall not at any time exceed the limit of £1,000. 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 exceed 5% per annum or 1% per annum above the Bank of England's minimum lending rate, whichever is the higher. The Society shall not receive money on deposit.

Borrowing
Powers

GENERAL MEETINGS

11. The first annual general meeting shall be held during 1979 at the registered offices of the Society, and subsequently annual general meetings shall be held in each year at such time and place as may be fixed from time to time by the Committee.

Annual
General
Meetings

12. The functions of the annual general meetings shall be:

(a) To receive from the Committee, or any other officers of the Society, or from the auditor, the statement of accounts and report upon the business of the Society during the period embraced therein and the state of its affairs at the expiration of such period.

Functions of
Annual
General
Meetings

(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 the auditor.

(c) To transact any other general business of the Society included in the notice convening the meeting.

Special general meetings

13. Special general meetings shall be convened by the secretary either on an order of the Committee or upon a requisition signed by not less than one-tenth of the members of the Society for the time being, and shall be held at soon as possible after the receipt of such order or requisition and at the ordinary place and time of the general meetings of the Society unless the Committee fix any other place or time of meeting. A special general meeting shall not transact any business other than that mentioned in the notice convening the meeting.

Notice of general meetings

14. (i) Notice convening every general meeting shall state the time and place thereof and the officers (if any) to be elected thereat, and every purpose for which it is convened, and shall be posted or sent to the registered addresses of the members not less than fourteen days before the date of meeting, unless in any case of emergency the Committee unanimously direct shorter notice to be given.

(ii) No general meeting shall be invalidated by the accidental non-receipt of notice thereof by any member.

Secretary failing to convene meeting

15. Should the Secretary fail within 21 days to convene a special general meeting when so requested, the requisitionists may convene it by giving such notice as is mentioned in the previous rule.

PROCEEDINGS AT GENERAL MEETINGS

Quorum

16. At all general meetings the Chairman, or if he is not present, the Vice-Chairman, shall preside. Seven members present in person 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 meeting has proceeded to business.

Adjournment for want of a quorum

17. If within half an hour from the time appointed for the meeting a quorum is not present the meeting, if convened upon the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place, and if at such adjourned meeting a quorum be not present those members who are present shall be deemed to be a quorum.

Chairman

18. If at any meeting the Chairman or Vice-Chairman be not present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of the members of Committee present to be Chairman, or if no member of the Committee shall be present and willing to take the chair, the members present shall choose one of their number to be chairman.

19. The Chairman may with 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.

Adjournment
with the
consent of
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 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 an entry to that effect in the book of proceedings of the Society, shall be conclusive evidence of the facts without proof of the number or proportion of the votes recorded in favour of or against such resolution. A poll may, either before or immediately after the declaration of the result of the show of hands, be demanded by members representing in person or by proxy not less than one-tenth of the members of the Society for the time being, or be directed by the Chairman. Subject to any special direction contained in any rule of the Society or Act of Parliament all questions shall be determined by a majority of votes. A demand for a poll may be withdrawn.

Voting

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 the declaration of the result of the show of hands is to be taken instead of or after such declaration, and the result of such poll shall be deemed to be the resolution of the Society in general meeting.

Poll

22. In case of an equality of votes at any general meeting, upon a show of hands or on a poll, the Chairman shall be entitled to a second or casting vote. In case of any dispute as to the admission or rejection of any vote the Chairman shall determine the same, and such determination shall be final and conclusive.

Chairman to
have casting
vote and
decide validity
of vote

23. Any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

Meeting can
proceed
notwith-
standing poll

24. On a show of hands and on a poll every member not indebted to the Society shall have one vote.

Votes of
members

25. If any member be a patient within the meaning of Part VIII of the Mental Heath Act, 1959, he may vote by his committee, receiver, curator bonis, or other legal curator.

Proxy

26. Votes on a poll may be given personally or by proxy.

How proxies to be signed and who may be appointed

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.

Deposit of proxy

28. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be deposited at the registered office of the Society not less than 48 hours before the time fixed for holding the meeting at which the person named in such instrument is authorised to vote and in default the instrument of proxy shall not be treated as valid.

Form of Proxy

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 Olivers Mill 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 annual (or special as the case may be) general meeting of the Society to be held on the _____ day of _____ 19____, and at any adjournment thereof.

As Witness my hand this _____ day of _____ 19____.

Validity of proxy

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 of the authority under which the proxy was signed 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 before the commencement of the meeting or adjourned meeting at which the proxy is used. 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.

Proxy may demand poll

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

Votes of joint holders of shares

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 of 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 in respect of such share shall alone be entitled to vote in respect thereof. Several executors or administrators of a deceased member in whose name any share stands shall for the purpose of this clause be deemed joint holders thereof.

OFFICERS

33. (i) The Society shall have the following officers, who shall form the Committee of Management: a Treasurer, a Secretary and six other Committeemen. Officers of the Society

(ii) The founder members of the Society shall become officers forthwith upon registration of the Society.

(iii) The Committee shall, each year, 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. Election of Chairman

(iv) 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 failure of such election those last appointed shall continue in office. The Treasurer and Secretary shall be elected by a majority of the members present and entitled to vote at an annual or special general meeting or on failure of such election those last appointed shall continue in office.

(v) 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.

(vi) In case any officer shall die, resign, be removed, or become unfit or incapable to act, the Committee may at any time appoint a person to fill the vacancy until the next annual general meeting, unless the vacancy is previously filled at a special general meeting. Removal of Officers

34. Every officer having receipt or charge of money shall before taking upon himself the execution of his office, become bound, either with or without surety as the Committee may require, in a bond according to one of the forms set forth in Schedule 4 to the Industrial and Provident Societies Act, 1965, or give the security of a Guarantee Society, in such sum as the Committee may direct, being not less than a sum sufficient to cover the maximum amount of cash which the officer is likely at any time to hold. Security by Officers

35. The officers shall receive such remuneration, if any, as may be decided from time to time by the Society in general meeting.

BANKING ACCOUNT

Banking Account

36. The Society shall have a banking account into which all monies received on account of the Society shall be immediately paid. No account of the Society amounting to £2 and upwards shall be paid except by a cheque drawn on the Society's bankers signed by any two of the authorised signatories as may be advised to the bank from time to time by the Committee.

TREASURER

Duties of 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 the Secretary, or another Committeeman in 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 so to do by a resolution of the Society or of the Committee of Management.

SECRETARY

Duties of Secretary

38. The Secretary shall attend all meetings; he shall record correctly the names 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 Society or 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 required to do so by a resolution thereof or of the Committee of Management. He shall summon and give due notice of all meetings and keep the 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 Act or the 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.

COMMITTEE OF MANAGEMENT

39. (a) At the first annual general meeting and at each subsequent annual general meeting one-third or the nearest thereto of the Committeemen for the time being, exclusive of 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.

Retirement of
Members of
Committee

(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 elect such persons as they may from time to time think fit to act as an Advisory Council of the Society. Members of the Advisory Council shall hold office during such period as the Committee shall determine and vacancies in the Advisory Council may be filled by the Committee of Management. The Advisory Council shall not have any executive powers in the administration of the Society.

40. If a vacancy caused by the retirement of any Committeeman is not filled by the meeting at which it ought to have been filled under the rules the vacancy may be filled by the Committee.

Vacancies

41. A casual vacancy on the Committee may be filled by the Committee, and the member so appointed shall hold office until the next annual meeting.

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, 1959, 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

Disqualifica-
tion of
Committee-
man

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 Committeeman has ceased to be a member of the Committee.

Committee-
man may hold
office

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.

Committee
may act not-
withstanding
vacancy

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 four.

POWERS OF COMMITTEE

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 the statutes, and of these rules, and to any resolution from time to time made by the Society in general meeting, provided that no resolution so made shall invalidate any prior act of the Committee which would have been valid if such resolution had not been made.

Particular
powers of
Committee

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 and 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 the 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 think desirable.

(g) To remunerate any Committeeman for special services rendered to the Society either by a 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 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 four 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 days' notice in writing to the Secretary but at such special meeting no other business than that specified in such notice shall be taken into consideration.

Time, place
meetings and
quorum of
Committee

Appointment
of sub-
committees

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 so far as the same are applicable thereto and are not superseded by any regulations made by the Committee under this rule.

Validity of act
of Committee
and sub-
committees

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

Resolution
of
Committee

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

MINUTES

Minutes to be
evidence of
proceedings

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

ACCOUNTS AND AUDITORS

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

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

AUDIT

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

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

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

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

(d) The first appointment of an auditor shall be made within three months of the registration of the Society and shall be made by the Committee of Management if no general meeting of the Society is held within that time. The Committee of Management may appoint an auditor to fill any casual vacancy occurring between general meetings of the Society.

(e) An auditor appointed to audit the accounts and balance sheet of the Society for the preceding year of account (whether by a general meeting or by the Committee of Management) shall be re-appointed as 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 paragraph (f) of this rule and the resolution cannot be proceeded with because of the death or incapacity of that other person or because that other person is not a qualified auditor or is a person mentioned in paragraph (b) of this rule.

- (f) A resolution at a general meeting of the Society
 - (i) appointing another person as auditor in place of a retiring auditor or
 - (ii) providing expressly that a retiring auditor shall not be 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 the retiring auditor makes any representations in writing to the Society with respect to the intended resolution or notifies the Society that he intends to make such representations, the Society shall notify the members accordingly as required by section 6 of the Friendly and Industrial and Provident Societies Act 1968.

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

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

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

INSPECTION OF BOOKS

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.

Powers and duties of Auditors

Committee to present accounts

Copy of last statement of accounts

Individual right of inspection

ANNUAL RETURN

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

Annual returns

- (a) a copy of the report of the auditor on the Society's accounts for the period included in the return, and
- (b) a copy of each balance sheet made during that period and of the report of the auditor on that balance sheet.

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

Supply of copies of annual returns

BALANCE SHEET

60. The Society shall not publish any balance sheet which has not previously been audited by the Society's auditor and any copy of a balance sheet published by the Society shall incorporate the report made thereon by the auditor.

Balance sheet

TRANSFER OF SHARES

61. No share other than a founder members' share in the Society shall be transferred unless the proposed purchaser or transferee thereof is at the same time also acquiring the interest of the share vendor or transferor in the dwelling of which he is the owner on the estate.

To whom shares may be transferred

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

63. If at any time any share other than a founder members' share is registered in the name of a person who is not the owner of a dwelling on the estate the Committee shall give notice in writing to such holder requiring him to transfer such share to a person who is such an owner, and if the same shall not have been so transferred within one week after such notice has been given the Committee shall cancel such share forthwith and the holder shall be repaid the nominal value thereof, and the Committee shall issue a new share to the person who is entitled as owner.

CESSATION OF MEMBERSHIP

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. If at any time a person owning a dwelling on the estate shall be elected an officer of the Society in the place of an officer who is also the holder of a founder members' share that share shall be cancelled and the amount paid up thereon shall be forfeited to the funds of the Society.

NOMINATIONS

Transmission
of interest

65. (a) A member may in accordance with the Act nominate any person to whom any of his property in the Society at the time of his death shall be transferred, but such nomination shall not be effective so as to transfer any such property over the limit of the amount for the time being authorised by law.

(b) The Committee shall in accordance with the Act either transfer or pay any property the subject of a nomination as directed in such nomination.

PROCEEDINGS ON THE DEATH OR BANKRUPTCY OF A MEMBER

Proceedings on
proof of death
of member

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

APPLICATION OF PROFITS

Death Duties

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

SEAL

Seal, its
custody and
use.

68. The Society shall have its name engraven in legible characters on a seal which shall be kept in the custody of the Secretary and shall be used only under the authority of a resolution of the Committee. The seal shall be attested by the signature of two members of the Committee.

INVESTMENT

Investment of
surplus funds

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

STATUTORY APPLICATIONS TO THE REGISTRAR

70. Any ten members of the Society, each of whom has been a member of the Society for not less than twelve months immediately preceding the date of the application, may apply to the Registrar in the form prescribed by the Treasury Regulations to appoint an accountant or actuary to inspect the books of the Society and to report thereon, pursuant to Section 47 (1) of the Industrial and Provident Societies Act, 1965. Inspection on order of Registrar

71. It shall be the right of one-tenth of the whole number of members, or if the number of members shall at any time exceed 1,000 it shall be the right of 100 members, by an application in writing to the Chief Registrar, signed by them in the Forms respectively prescribed by the Treasury Regulations:

- (a) To apply for the appointment of an inspector or inspectors to examine into the affairs of the Society and to report thereon or
- (b) To apply for the calling of a special meeting of the Society.

DISSOLUTION

72. 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 manner provided by the Industrial and Provident Societies Act. Dissolution

COPIES OF RULES

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

NOTICES

74. 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 either given personally to such member or posted or sent to the registered address of such member, and service of any notice so posted or sent shall be deemed to have been effected 24 hours after the despatch thereof. What is sufficient notice

75. All notices shall, with respect to any shares to which persons are jointly entitled, be given to the joint holder who is named first in the register of members, and notice so given shall be sufficient notice to all the holders of such shares. Notices to joint holders

DISPUTES AND EXPULSION OF MEMBERS

Disputes, how to be determined 76. Every dispute between a member of the Society or any person aggrieved who has not for more than six months ceased to be a member of the Society, or any person claiming through such member or person aggrieved or claiming under the rules of the Society and the Society or an officer thereof, shall be decided by arbitration in manner directed by these rules and the decision so made shall be binding and conclusive on all parties without appeal, and shall not be removable into any court of law or restrainable by injunction and application for the enforcement thereof may be made to the County Court.

Appointment of arbitrators 77. (a) There shall be five arbitrators elected at the first or any subsequent annual general meeting of the Society, none of whom is directly or indirectly interested in the funds of the Society.

Mode of selection (b) In any case of dispute the secretary of the Society or such other person as the Committee may direct shall, in the presence of the complaining party or someone appointed by him, write the names of the arbitrators for the time being upon separate pieces of paper and place them so that the names shall be concealed, and the complaining party shall draw three, and the persons whose names are so drawn shall be arbitrators to decide the dispute.

Vacancies (c) Vacancies in the number of arbitrators shall be filled by the Committee subject to confirmation at the first annual 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.

Two arbitrators may act (e) Two of the three arbitrators selected as aforesaid shall be competent to hear and decide any question but shall, before hearing it, appoint an umpire, by whom if they differ the question shall be determined.

Costs (f) The costs of 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 by the decision.

AMENDMENT OF RULES

Majority requisite to make alterations 78. 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.

Fundamental rules 79. Rules 9, 67, 78 and this rule are hereby declared to be fundamental, and shall not be amended or rescinded except by a resolution carried unanimously at a special general meeting.

80. Application for the registration of every amendment, addition, repeal, or alteration shall be made to the Registrar in the manner and form required by the Treasury Regulations so soon as is practicable after the same has been made, and a copy thereof shall be issued with every copy of the rules issued and after the registration thereof. No amendment of rules is valid until registered.

Applications for registration amendments

INDEMNITY

81. Every Committeeman, Manager, Secretary, and other officer or servant of the Society shall be indemnified by the Society against, and it shall be the duty of the Committee out of the funds of the Society to pay, all costs, losses and expenses which any such officer or servant may incur or become liable to by reason of any contract entered into or act or thing done by him as such officer or servant or in any way in discharge of his duties, including travelling expenses, and the amount for which such indemnity is provided shall immediately attach as a lien on the property of the Society and have priority as between the members over all other claims.

Indemnity

82. No Committeeman or other officer of the Society shall be liable for the acts, receipts, neglects, or defaults of any other Committeeman or officer or for joining in any receipt or other act for conformity or for any loss or expense happening to the Society through the insufficiency or deficiency of title to any property acquired by order of the Committee for 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 tortious act of any person with whom any moneys, securities, or effects shall be deposited, or for any loss occasioned by an error of judgment or oversight on his part, or for any other loss, damage, or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto unless the same happen through his own dishonesty.

Individual responsibility of Committeeman

INTERPRETATION

83. 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:

Interpretation

(a) Words importing the singular or plural number respectively include the plural and singular numbers. Words importing the masculine gender also include the feminine gender.

(b) "The Act" means the Industrial and Provident Societies Acts, 1965 to 1975.

(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.

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

FORM OF TRANSFER SHARES

84. The instrument of transfer referred to in rule 7 shall be, in the form following, or as near thereto as the circumstances permit or such other form as the Committee may approve. The date, the name of the Society, and an address to the Committee shall be prefixed in all applications for shares.

Olivers Mill Residents Society Limited, registered under the Industrial and Provident Societies Acts, 1965 to 1968.

This instrument, made the _____ day of _____ 19____
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.

NEN

[Handwritten signature]

GRA

[Handwritten signature]

MC

[Handwritten signature]

K7W

[Handwritten signature]

GMT

[Handwritten signature]

ASB

[Handwritten signature]

MGV

[Handwritten signature]

MEMBERS

[Handwritten signature]

Secretary

INDUSTRIAL AND PROVIDENT SOCIETIES ACT 1965

Acknowledgment of Registration of Society

Register No.

OLIVERS MILL RESIDENTS SOCIETY LIMITED
is this day registered under the Industrial and Provident
Societies Act 1965.

REGISTRY OF FRIENDLY SOCIETIES

CENTRAL OFFICE

Date:

17 North Audley Street,
London,
W1Y 2AP.

Copy kept.

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INDUSTRIAL AND PROVIDENT SOCIETIES ACT 1965

Application for the registration of a society, pursuant to section 2 of the Act

To the Central Office of the Registry of Friendly Societies

1. We, the undersigned, being seven members and the secretary of a society hereby apply for the registration of the society under the Industrial and Provident Societies Act 1965 under the name.....OLIVERS MILL.....
RESIDENTS SOCIETY.....Limited and herewith send two printed copies of its rules, both of which copies are signed at the end thereof by each of us.

2. The rules contain provisions in respect of the matters mentioned in Schedule 1 to the Act as follows.—

Matters to be provided for	Number of rule
(a) The name of the society.	(a) 1
(b) The objects of the society.	(b) 1
(c) The registered office of the society, to which all communications and notices to the society may be addressed.	(c) 2
(d) The terms of admission of the members, including any society or company investing funds in the society under the provisions of the said Act.	(d) 4
(e) The mode of holding meetings, the scale and right of voting, and the mode of making, altering or rescinding rules.	(e) 11-32, 78-80
(f) The appointment and removal of a Committee of Management (by the name of) and of managers or other officers, and their respective powers and remuneration.	(f) 33-46
(g) The maximum amount of interest in the shares of the society which may be held by any member otherwise than by virtue of section 6(1) (a) (b) or (c) of the said Act.	(g) 5
(h) Whether the society may contract loans or receive money on deposit subject to the provisions of the said Act from members or others; and, if so, under what conditions, under what security, and to what limits of amount.	(h) 10
(i) Whether the shares or any of them shall be transferable, the form of transfer and registration of the shares, and the consent of the committee thereto; whether the shares or any of them shall be withdrawable, and the mode of withdrawal, and the payment of the balance due thereon on withdrawing from the society.	(i) 7,61,62,63,84
(j) The audit of accounts by one or more auditors appointed by the society in accordance with the requirements of the Friendly and Industrial and Provident Societies Act 1968.	(j) 53,54
(k) Whether and, if so, how members may withdraw from the society, and provision for the claims of the representatives of deceased members or the trustees of the property of bankrupt members, or, in Scotland, members whose estate has been sequestrated, and for the payment of nominees.	(k) 64,65,66
(l) The mode of application of profits.	(l) 67
(m) The custody and use of the society's seal.	(m) 68
(n) Whether and, if so, by what authority, and in what manner, any part of the society's funds may be invested.	(n) 69

Signatures
of Applicants

Full Names
[BLOCK LETTERS]

Addresses
[BLOCK LETTERS]

S
1/9N
GRA
MC
K7W
GMT
AJB
MGV

1.		NORMAN EDWARD NIBLOE	SILVER GIRCHES, COLD HARBOUR LANE, HILDENBOROUGH, KENT.
2.		GEOFFREY RUSSELL ASH	33 Knights Croft, New Ash Green, Kent.
3.		MARTIN CHALLIS	9 HAWBECK ROAD, RAINHAM, KENT.
4.		KENNETH FRANK WHEN MAN	12 HURSTWOOD AVENUE, BEXLEY, KENT
5.		GEORGE MORLEY THOMAS	"DOMUS" LUBBOCK ROAD, CHISLEHURST, KENT.
6.		ALAN JAMES BICKLE	21 THE COPPICE, VIGO VILLAGE, MEOPHAM, KENT.
7.		MARTIN VARNES	128 LONGLANDS ROAD, SIDCUP, KENT.

Signature of
Secretary.

MRH

Full Names... MALCOLM ROBERT HARRIS
Address... 25 HARTSCROFT, LINTON GLADE,
FORESTDALE, CROYDON, SURREY.

Date - 6 APR 1977

Name and address to which communications are to be sent:—

NORFOLK HOUSE, 112 STATION ROAD, SIDCUP, KENT

Where a (reduced) fee is to be paid because the rules accompanying this application are the model rules of a promoting organisation and the application is being made through the organisation, that organisation should endorse this form in the space below before it is sent to the Central Office.