

KINROSS GOLF CLUB LIMITED



CONSTITUTION AND RULES

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JANUARY 2016

1 NAME AND OBJECTS

The Society shall be called Kinross Golf Club Limited and will have its place of business at Kinross. The objects of the Society shall be to carry on the business of Club Proprietors. In furtherance of the objects the Society shall provide and maintain or cause to be provided and maintained, a Golf course together with a Clubhouse for the use of members and supply meals and refreshments including wines and spirits and provide the facilities to enable the members of the Society to play and fully enjoy the golf, social recreation and other advantages of a Society.

2 OFFICE

The Registered office shall be in Scotland and shall be at the Golf Clubhouse, Beeches Park, Kinross in Perth and Kinross. In the event of any change in the situation of the Registered Office notice of such change shall be sent within fourteen days thereafter to the Registrar in the manner and form provided by Treasury Regulations.

3 SEAL OF THE SOCIETY

The Society shall have its name engraved in legible characters upon a seal. The seal shall be in the custody of the Secretary or such other officer as the Administrative Committee shall appoint and shall be used only under the authority of a resolution of the said Committee, the date thereof shall be mentioned on the instrument to which the Seal is attached and shall be attested by at least two officials and countersigned by the Secretary.

4 USE OF NAME

The registered name of the Society shall be kept painted or affixed on the outside of every office or place in which business of the Society is carried on in a conspicuous position in letters easily legible, and shall be mentioned

in legible characters on all notices advertisements and other official publications of the Society on all bills of exchange promissory notes, endorsements, cheques and orders for money of goods purporting to be signed on or on behalf of the Society and on all bills or parcels, invoices receipts and letters of credit of the Society.

5 POWER

The Society shall have full power to do all things necessary or expedient for the accomplishment of all objects specified in its rules including the power to purchase, hold, sell, mortgage, rent, transfer, excamb, lease or sublease lands of any tenure borrow grant Standard Securities or other competent form of security; accept loans issue loan stock; and to erect lease, sub-lease, pull down, repair, alter, rebuild or otherwise deal with any building thereon.

6 MEMBERSHIP

6.1 Composition

The membership of the Society shall consist of:

- a) Ordinary Members who shall be ladies or gentlemen who have reached their eighteenth birthday and who shall be entitled to all the facilities of the Society and who shall pay annually the appropriate subscription.
- b) Five Day Members who shall be ladies or gentlemen who have reached their eighteenth birthday and who shall be entitled to all facilities of the club other than access to the golf courses at weekends and who shall pay annually the appropriate subscription.
- c) Non Playing members who shall be ladies or gentlemen who have reached their eighteenth birthday and who shall be entitled to all the facilities of the Society other than the golf course, and who shall pay annually the appropriate subscription.
- d) Junior members who shall be boys or girls who have not reached their eighteenth birthday and who shall be entitled to all the facilities of the Society other than the use of the part of the Club Rooms licensed under Licensing (Scotland) Acts, and who shall pay annually the appropriate subscription.

- e) Honorary members who shall have been Ordinary members for at least ten years continuous and have rendered some particular service to the Society. Honorary members shall be entitled to all the rights and privileges of Ordinary members. The number of Honorary members shall not be more than ten.
- f) Temporary members: Temporary Membership may be granted by the Administrative Committee to persons participating in a golf match, competition or tournament on the club course for the duration of the match, competition or tournament. In each case the names shall have been submitted to and approved by the Administrative Committee prior to their use of the Society premises and golf course.
- g) The total number of members of the Society other than Temporary members shall not exceed nine hundred.
- h) If the membership of the Club falls to one hundred (100), members will consider the future position of the Club at a Special General meeting to be called by the Committee.

6.2 Shares

Every member other than Junior Members and Temporary Members shall hold one share each which will entitle the member to one vote in the proceedings of General meetings of the Society. Shares shall not be capable of withdrawal and shall be the value of £1 which shall be paid at the time the application is made for membership and returned in case the application is refused. No member shall hold more than one share and no interest or dividend shall be paid on it. Shares shall not be transferable. A member shall forfeit the share value of £1 on ceasing from whatever cause to be a member.

6.3 Admission to membership

- a) Applications for membership of the society shall be made to the Administrative Committee and proposed and seconded by Voting Members of the Society. Applications shall be accompanied by a deposit fixed by the Administrative Committee which shall not be returnable except in the case of rejection of the application but shall be applied to reduce any entrance fee payable.

- b) No personnel shall be admitted to membership of the Society unless: an interval of not less than two weeks shall have elapsed between nomination and admission of the applicant by the Administrative Committee; the name and address of the applicant shall have been displayed in a conspicuous place in the Society's premises for at least one week prior to admission; no notice of objection having been received by the Secretary, and; the appropriate fees and subscriptions shall have been paid.
- c) Upon admission an entrance fee shall be payable by ordinary members of such sum as may be fixed by the Administrative Committee.
- d) The Administrative Committee shall have the power to nominate and recommend for approval at the next following Annual General Meeting the admission as an Honorary Member of any Member of the Society who shall have fulfilled the conditions of Rule 6.1 (e) of this constitution.
- e) Applicants shall be admitted to Membership at such time and in such order of priority as the Administrative Committee may from time to time determine.

6.4 Register of Members

The Society shall keep at its Registered office a register of members which shall be open to inspection by the Members and in which the Secretary shall enter the following particulars:

- a) The names and addresses of Members including Temporary Members. Every Member shall within fourteen days of any change of his or her address give notice to the Secretary of such change in writing.
- b) A statement of the share held by each Member and of the amount paid on such share.
- c) A statement of other property in the Society, whether in loans or otherwise held by each member.
- d) The date 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.
- f) The Society shall so construct the register of members that it is possible

to open and inspect the particulars entered therein mentioned in paragraphs (a), (d) and (e) hereof without so opening to inspection the other particulars entered therein.

6.5 Subscriptions

The annual subscription for Membership shall be displayed on the Club Notice Board and Club Website. The Club membership year will run from 1st April – 31st March.

Annual subscriptions shall be due on 1st of April and must be paid by 30th April. In the event that any member's annual subscription has not been paid by 30th April then membership shall be automatically terminated.

Termination shall be intimated to the member in writing by the Secretary. No Member shall be entitled to enter any competition prior to payment of the annual subscription or instalment of any moneys due to the Club.

Subscriptions shall be fixed by the Administrative Committee. The annual change in subscription will be no more than £10 of the previous year's subscription. Any proposed change above this amount will require to be approved by the Members at the Annual General Meeting of the Club

6.6 Discipline of Members

- a) The Administrative Committee shall have the power to reprimand or suspend or expel from membership of the Society any Member whose conduct within or without the Society's premises shall in their opinion render such action appropriate.
- b) No such disciplinary action shall be taken unless the Member shall have been summoned before the said Committee to explain his or her conduct and to advance a defence. Every Member so summoned shall receive at least seven days notice, in writing from the Secretary; such notice to contain a statement of the charge to be considered.
- c) Such disciplinary action shall only be exercised by a majority of two thirds of the total members from time to time of the said Committee.

- d) A suspended Member shall remain liable to pay all subscriptions and dues whatever payable in his or her capacity as a Member.
- e) Any member disciplined in accordance with this Rule shall have the right of Appeal only to the Arbiter appointed in terms of and under the conditions prescribed in Rule 23. No Appeal shall be heard unless application be lodged in writing with the Secretary of the Society within three months after written notice of reprimand, suspension or expulsion has been served upon the Member, together with a deposit in the sum of £10.00. The Arbiter shall have full power to confirm, alter or rescind such reprimand, suspension or expulsion as he or she may think fit, and to order either party to bear the cost of the Arbitration and there shall be no Appeal from the decision of the Arbiter.

6.7 Cessation of Membership

Members shall cease to be Members of the Society by reason of:

- a) Resignation which shall be submitted in writing to the Secretary.
- b) Non-payment of subscription in accordance with Rule 6.5. Any member whose membership has ceased, after appeal to the Administrative Committee, from this cause shall not again be admitted to membership except in accordance with Rule 6.3 of this Constitution.
- c) Expulsion, in accordance with Rule 6.6 of this Constitution.

7 MEETINGS

7.1 Annual General Meeting

A General Meeting of the Members shall be held in December each year, or as soon as possible thereafter but not later than 31st January.

Next following on a date fixed by the Administrative Committee who shall post at least twenty-one days notice of such meeting upon the Society notice board. An agenda of business to be conducted at the meeting shall be posted on the notice board at least ten days before the date of the Meeting and shall be:

- a) To receive a report by the Administrative Committee on the year then past.
- b) To receive a statement of accounts for the previous twelve months and

a balance sheet, and to consider the report of the Auditor thereon.

- c) To fix subscriptions for the following year.
- d) To consider any other business submitted by the Administrative Committee or by any other Member who shall be given notice to the Secretary of the motion he proposes to make at least eight days before the date of the meeting. Notice of any such notice shall be displayed on the notice board at least five days prior to the Meeting.
- e) To elect officers and members of the Administrative Committee.

7.2 Special General Meeting

A special General Meeting shall be called by the Secretary in the following cases:

- a) Upon the direction of the Administrative Committee and in accordance with such direction.
- b) On a requisition signed by forty of the members stating the special object thereof. Such meetings shall be held within not less than fourteen days and not more than twenty-one days, from the date of the receipt by the Secretary of the requisition.
- c) In accordance with Rule 9.4

Notice of any Special General Meeting and of the objects for which it is called shall be posted by the Secretary in the Society premises at least fourteen days prior to the date of the meeting.

Should the Secretary not convene a special General Meeting in the manner required hereby for seven clear days after a duly signed requisition has been delivered to him any of the requisitionists may call such a meeting giving such notice as is provided by this rule.

No business other than named in the notice convening it shall be brought before a Special General Meeting.

7.3 Quorum

A General Meeting may proceed to business if forty Members are present within one hour after the time fixed for the meeting otherwise the meeting if a Special General meeting convened on the requisition of the Members shall be dissolved but if an ordinary Meeting or a Special General Meeting

convened by order of the Committee it shall stand adjourned to the week following at the same time and place and the meeting so adjourned may proceed to business whatever be the Numbers of Members present. No meeting shall become incompetent to transact business from the want of a quorum arising after the Chair has been taken.

7.4 Adjournment

Any General Meeting duly constituted, may adjourn to such time as the majority of the members present may direct and may continue any such adjournment from time to time. No business shall be introduced at any adjourned meeting which could not have been transacted at the original meeting.

7.5 Rescinding of Resolutions

No resolution passed by a General Meeting or a Committee Meeting shall be rescinded unless notice has been given at a previous General or Committee Meeting, as the case may be.

7.6 Conduct of Elections

- a) The Election of Officers (other than the members of the Administrative Committee) shall be by a vote taken at the Annual General Meeting of the Society and will be taken by a show of hands. The election of the members of the Administrative Committee shall be by ballot. Nominations of candidates for any of the offices or for the Committee shall be made at the Annual General Meeting. No member shall hold more than one office.
- b) The election shall be carried out under the direction of the Administrative Committee by two tellers appointed by the General Meeting and by a referee who shall be appointed by the General Meeting and who shall be called upon to adjudicate in the event of a tie of votes cast for any person nominated or in the event of a dispute. The tellers and referee may not be candidates, members of the committee or officers who may vote.

- c) Each member of the Society other than a Junior member or a Temporary Member and who is not in arrear with his membership fees shall have one vote for each vacancy but no member may give more than one vote to any one candidate.
- d) Should the election result in two or more candidates receiving an equal number of votes the names of such candidates shall be written on slips of paper which shall be placed so that the names are concealed and the President or in his absence some person appointed by the referee shall then draw as many slips as there are vacancies to be filled and the names so drawn shall be declared fully elected.

8 CONSTITUTION AND RULES

8.1 Amendment

No new rule shall be made nor shall any of the rules herein contained or hereafter to be made be amended without the consent of a majority of those voting members present at a General Meeting of which at least fifteen days prior notice has been given such notice detailing the new rule(s), or amendments to be proposed. No changes of the rules shall be valid until registered.

8.2 Supply

The Secretary shall be supplied by the Administrative Committee with copies of the Rules and shall be bound to deliver a copy to any person on demand on such payment not exceeding 10p as the Administrative Committee may from time to time determine.

9 ADMINISTRATIVE COMMITTEE

9.1 Composition of the Committee

The Administrative Committee shall consist of the Hon President, Hon vice-president, Secretary, Treasurer, Captain, Vice-Captain, Match Secretary, Ladies Captain and Secretary or two lady Members, and eight other Members all over eighteen years of age. Four of the Ordinary and one of the lady members of the Committee shall retire by rotation at

the Annual General meeting and be eligible for re-election. The members retiring shall be decided by ballot until a rotation is established. The immediate past Captain shall be a member of the Committee for the year following his term of office. If for any reason a member of the Administrative Committee shall cease to act during this term of office a successor shall be appointed by the Committee for the remainder of the year then current and shall be eligible for election at the next Annual General Meeting.

9.2 Functions of the Committee

The business and affairs of the Society shall be conducted under the management of the Administrative Committee which shall have due regard to any resolution or recommendation of any General or Special Meeting of the Society but nothing in these rules shall enable the Committee to declare any dividend or make any monetary grants to the members or to apply the Society funds except for the purposes of the Society itself and for the purposes specified in Rule 18.

The Administrative Committee shall have power to make such bye-laws as it may consider necessary for the good government and order of the Society providing that no such bye-laws shall conflict with any of the Rules. A copy of all such bye-laws shall be posted in a conspicuous place within the Society Premises.

9.3 Meeting of the Committee

Meetings of the Administrative Committee shall be held at regular intervals as necessary but in any event at least once in every period of three months to consider and dispose of such general business as falls within the jurisdiction of the Committee. Such meetings shall be called by notice given by the Secretary not less than seven days prior to the meeting specifying the business to be discussed.

The Captain or in his absence the Vice-Captain or in his absence an elected Chairman shall preside and shall have a casting vote in addition to his vote as a member. Not less than seven of the total members of the Committee shall form a Quorum. ' statement of the business completed at such meetings shall be indicated to the Members by notice placed on the notice board.

9.4 Removal or Resignation

The Administrative Committee or any member or members thereof may be removed by a majority of two-thirds of the members of the Society after appropriate notice in accordance with this Constitution and Rules. In the event of the removal or the resignation of the whole or the majority of the Committee the secretary shall obtain nominations and shall appoint scrutineers and arrange for holding an election for the appointment of Members to the said Committee. The times and notices required by Rule 7.2 for Special General Meetings shall not apply to this case but three days shall be allowed for nominations and elections shall be held on the first convenient day thereafter upon due notice of the election having been given to the members by notice placed on the notice board.

9.5 Orders

The Administrative Committee or any officers authorised by them shall have the power to give orders for such goods to be supplied and work to be done as may be necessary for carrying out the purposes of the Society but nothing in this rule shall empower the Committee to incur expenditure except such as is consistent with the purposes for which the Society is established.

No officer of the Society shall by virtue of appointment have power to order goods to be supplied or work to be done for the purposes of the Society without the prior authority of the Administrative Committee. The Administrative Committee may authorise that goods be supplied to the Society or any contract for work be carried out for the Society by an officer or member of the administrative Committee or by a Company or other business venture in which such officer or member is an employee shareholder or partner provided that (a), In each such transaction the interest of the officer or member has been fully declared to the Administrative Committee and (b), the Administrative Committee are satisfied that in each such transaction the best interests of the Society are being served. No office of salary or profit within the Society shall be held by any member of the administrative Committee

but this rule 9.5 shall not be construed in such a way as to prevent (i) any payment made to the Secretary or Treasurer of the Society by way of honorarium for their services in the event of the Secretary or Treasurer being for any length of time (during which he performs the duty of the Secretary or Treasurer) a member of the Committee or (ii), any payment for goods supplied or contract work carried out by an officer or member of the Administrative Committee, or Company or other business venture in which he is involved, validly authorised as aforesaid by the Administrative Committee in terms of this rule 9.5.

9.6 Investments

The Administrative Committee may invest the funds of the Society at such rate of interest and on such terms as they see fit in any of the following securities:

- a) Securities within the meaning of the Trustee Investments Act 1961 or in the investments authorised in section 31(a) and (b) of the Act.
- b) With its members or others upon security of real property but in all such cases a legal mortgage of the property to the Society shall be executed by the borrower.
- c) In the shares or in the security of any Society registered under the Industrial and Provident Societies Act or of a building society within the meaning of the Building Societies Act 1986, or any Company incorporated within the Companies Act or by Royal Charter or act of Parliament provided that such Society or Company has its liability limited.
- d) In the Public Funds.
- e) In the National Savings Bank.

10 INTRODUCTION OF GUESTS

Members other than Temporary Members may personally introduce guests but no Member shall introduce more than three guests on one day. Guests shall not be introduced more than twenty times in any period of one year with the exception of husbands or wives of ordinary

Members who may be introduced as often as desired. The member introducing a guest or guests shall immediately upon the admission of such guest or guests to the premises enter his name and the name or names and address or addresses of the guest or guests in the book which shall be kept for the purpose and which shall show the date of each in rotation.

The following shall not be admitted as guests:

- a) Former members who have ceased to be members under Clause (b) of Rule 6.7.
- b) Former members who have been expelled.
- c) Persons who having been nominated have been refused membership.

Members must accompany guests introduced by them during the period of their stay in the Society premises and no guest shall be permitted to make any payment of any kind whatever directly or indirectly.

11 HOURS OF OPENING AND CLOSING

The Society premises shall be opened at such times and closed at such times on weekdays and Sundays as the Administrative Committee shall determine. A notice stating the times of opening and closing shall be posted on the Club notice board

12 EXCISABLE ARTICLES

The sale of alcoholic liquor shall be permitted during the hours fixed by the Administrative Committee within the permitted hours specified by the Licensing (Scotland) Act 1976 or subsequent legislation.

No officer or member of the Administrative Committee and no manager or servant employed in the Society shall have any personal interest in the

supply of alcoholic liquors therein or in the profits arising from such supply.

If at any time alcoholic articles shall be provided on the Society premises and should any guest pay for refreshment served to him he shall at once be removed from the Club premises and the member introducing such guest may be expelled from membership on the fact being duly proved and it shall be the duty of an officer or member of the Society becoming aware of such breach of the Rules to report it at once to the Secretary or Administrative Committee.

No alcoholic liquor shall be sold or supplied in the Society's premises for consumption off the premises except to a Member of the society in person for consumption by him or to a person holding licence for the sale of such liquor.

No alcoholic liquor shall be sold or supplied to any person under the age of eighteen years.

13 OFFICERS

13.1 The officers of the Society shall consist of the Captain, Vice-Captain, Secretary, Treasurer and Match Secretary. The Captain and Vice-Captain shall be elected to hold office for a period of two years or until their successors are elected.

The Treasurer and Secretary and Match Secretary shall be elected to hold office for a period of one year and will retire at the Annual General Meeting but will be eligible for re-election. Any of the officers shall be removed at any time by a majority of three-fourths of the members.

In the event of a vacancy arising amongst officers by death resignation or being removed from office another shall be elected by a resolution of a majority of the members present and entitled to vote at the Annual General Meeting or at a Special General Meeting. Every resolution appointing a Trustee shall be entered on the minutes of the meeting at which he is appointed. Any officers shall vacate his office if suspended from membership under Rule 6.6 or on ceasing membership from any cause.

Every officer or servant dealing with the monies of the Society shall enter into a bond with a recognised guarantee society for the due performance of his duties in such sum as the Administrative Committee or a General Meeting of the members may determine.

13.2 Captain

The Captain shall take the chair at all meetings of the Society held under this Constitution and Rules and have a Casting vote in addition to his/her vote as a member in the event of equality of voting as provided in Rule 9.3. In his/her absence the chair shall be taken by a temporary Chairman who shall be appointed by the members present at the meeting.

13.3 Treasurer

The Treasurer shall be responsible for the paying into the bank all monies received by the Society from all sources, without any deduction for any purpose whatever to the credit of the account opened in the name of the Society at such bank and in such manner as the Administrative Committee may direct, and further, shall keep such accounts, and pay such debts of the Society as the Administrative Council shall direct, prepare profit and loss accounts and balance sheets and shall when required to do so, render to the said Committee or a General Meeting an account of any monies received and expended by him.

13.4 Secretary – General Duties

The Secretary shall, in the event of alcoholic liquor being consumed in the Club Rooms, keep upon the Club premises a list of the names and addresses of the members of the society, and a subscription book or books in which shall be recorded the payments of such members. He shall carry out the directions of the Society and Committee, and, subject to such directions, shall receive monies on account of the Society and pay the same to the Treasurer and keep such accounts as the Committees may direct. He shall attend all meetings, take minutes of the proceedings, and Submit the balance sheets prepared by the Honorary Treasurer to the Auditor.

14 ANNUAL RETURN

- 14.1** 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:
- 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 any report of the auditor on that balance sheet.

14.2 Copies of Annual Returns

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

15 ACCESS TO BUSINESS DOCUMENTS

It shall be the right of any member or person having an interest in the funds to inspect at the Registered office or wherever they are kept the minutes accounting records and register containing the names of the Members of the Society at all reasonable times, and it shall be the duty of the Secretary to produce the same for inspection accordingly; but no persons, unless an officer of the Society or specially authorised by a resolution thereof, can inspect the loan or deposit account of any member without his written consent.

16 LOANS AND INVESTMENTS

Loans - The Administrative Committee may obtain loans from members and others. Interest paid on any monies so borrowed shall not exceed the limit of seven and one half per centum per annum or two per centum above the base rate of the Bank of Scotland whichever is the higher except in the case of money borrowed from finance houses and other institutions or on heritable security. The total so obtained and not repaid shall not at any time exceed the limit of £200,000.

The Administrative Committee may borrow on Bank overdraft in addition to other loans to an amount not exceeding at any one time £50,000.

The Society shall not receive money on deposit.

The Administrative Committee may spend on any one project an amount up to a maximum of £15,000.00 without permission of the Annual general Meeting or a Special General Meeting. This sum is to be reviewed every four years.

17 AUDIT

Correct accounts and books shall be kept showing the financial affairs and intromissions of the Society.

- 17.1** 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.
- 17.2** None of the following persons shall be appointed as auditor of the Society;
- a) an officer or servant of the Society;
 - b) a person who is a partner of or in the employment of or who employs an officer or servant of the Society, or
 - c) a body corporate.
- 17.3** Save as provided in paragraph 4 of this rule every appointment of an auditor shall be made by resolution of a general meeting of the society.
- 17.4** The Administrative Committee may appoint an auditor to fill any casual vacancy occurring between general meeting of the Society.
- 17.5** An auditor appointed to audit the accounts and balance sheet of the Society for the preceding year of account (whether by general meeting or by the Administrative Committee) 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:

- a) 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;
- b) he has given the Society notice in writing of his unwillingness to be appointed or
- c) he is not a qualified auditor or is a person mentioned in paragraph 2 of this rule, or
- d) 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 not been given in accordance with paragraph 6 of this rule and resolution cannot be proceeded with because of death or incapacity of that other person mentioned in paragraph 17.2 of this rule.

17.6 A resolution at a general meeting of the Society:

- a) appointing another person as auditor in place of a retiring auditor or;
- b) providing expressly that retiring auditor shall not be re-appointed shall 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 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.

17.7 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 or accounts and the balance

sheet of the Society for the year of account in respect of which he is appointed.

18 APPLICATION OF PROFITS

- 18.1** The repayment of principal of any loans granted to the Society.
- 18.2** Any expenditure normally payable by the Administrative Committee in terms of rule 9.2.
- 18.3** Any investments made by the Administrative Committee in terms of rule 9.6.
- 18.4** Surpluses or profits shall only be distributed to another non-profit making body, or to members on the winding up or dissolution of the society.

19 NOMINATIONS

- 19.1** Every member of the Society not being under the age of 16 years may, by writing under his hand delivered or sent to the registered office of the Society during the lifetime of such member or made in any book kept thereat, nominate any person or persons to or among whom there shall be transferred at his decease such property in the Society as may be his at the time of his decease (whether in loans or otherwise) or so much thereof as is specified in such nomination does not comprise the whole. If on the death of the nominator the amount of his property in the Society comprised in the nomination exceeds £5000 the nomination shall be valid to the extent of the sum of £5000 but not further or otherwise.
- 19.2** Provided that a person so nominated shall not be an officer or servant of the Society unless such officer or servant is the husband, wife, father, mother, child, brother, sister, nephew or niece of the nominator.
- 19.3** A nomination so made may be revoked or varied by a subsequent nomination signed and delivered or sent or made as aforesaid or by any similar document in the nature of a revocation or variation under the hand of the nominator or by any codicil thereto.

19.4 The Society shall keep a book wherein the names of all persons so nominated and all revocations or variations if any of such nominations shall be recorded and the property comprised in any such nomination to an amount not exceeding £5000 it shall be payable or transferable to the nominee although the rules of the Society declare the shares not to be transferable.

19.5 The marriage of a member of the Society shall operate as a revocation of any nomination made by him before such marriage, provided that in the event of an officer of the Society having transferred any property of a member to a nominee in ignorance of marriage contracted subsequent to the date of nomination the receipt of the nominee shall be a valid discharge to the Society, and the Society shall be under no liability to any other person claiming such property.

20 NOMINATIONS AND PROCEEDINGS ON DEATH OR BANKRUPTCY OF A MEMBER

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 Administrative Committee shall transfer or pay 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.

A member may in accordance with the Act nominate any person or persons to whom (subject to the provisions of the Act as to amount and the persons to whom a valid nomination may be made) any of his property in the Society at the time of his death shall be transferred. on receiving satisfactory proof of death of a member who has made a nomination the Administrative Committee shall if and to the extent that the nomination is valid under the said Act either transfer or pay in accordance with the Act the full value of the property comprised in the nomination to the person entitled thereunder.

Insane Member

If a member or person claiming through a member becomes insane and no Committee of his estate or trustee of the property has been duly appointed the Society (acting through its Administrative Committee) may, when it is proved to the satisfaction to the Administrative Committee of the Society that it is just and expedient to do so pay the amount of the shares loans and deposits belonging to such member to any person whom they shall judge proper to receive it on his behalf whose receipt shall be a good discharge to the society for any money so paid.

Payment to person apparently entitled

All the payments or transfers made by the Administrative Committee under the above provisions with respect to payments or transfers to or on behalf of a deceased or insane member to any person who at the time appears to the Administrative Committee to be entitled thereunder shall be valid and effectual against any demand made upon the Administrative Committee or Society by any other person.

21 STATUTORY APPLICATIONS TO THE REGISTRAR

The requisite number of members may in accordance with the Act apply to the Registrar.

- a) for the appointment of an actuary or accountant to inspect the books of the Society and report hereon;
- b) for the appointment of an inspector to examine into the affairs of the Society and to report thereon, or
- c) for the calling of a Special General Meeting of the Society.

22 DISSOLUTION

The Society may at any time be dissolved by the consent of three-fourths of the members testified by their signature to an instrument of dissolution in the form provided by the Treasury Regulations on that behalf or by winding up in the manner provided by the Industrial and Provident Societies Act.

23 SETTLEMENT OF DISPUTES

An appeal by a Member in terms of Rule 6.6(e) shall be referred for Arbitration to an Arbiter to be mutually appointed, and failing agreement as to the appointment to be appointed by the President for the time being of the Law Society of Scotland, and the decision of the Arbiter shall be final.

24 MISCONDUCT OF MEMBERS

No gambling drunkenness bad language or other misconduct shall be permitted on the Society premises. Any member offending under this Rule shall be dealt with by the Committee under Rule 6.6.

Alcoholic liquor required for consumption off the premises shall be supplied to members only whilst on the Society premises and for their own use. Any member who contravenes or attempts to contravene this Rule shall be excluded from membership of the Society. Any officer shall have the power to order the withdrawal of any member offending under any of the heads specified in this Rule from the Society premises and such member shall have no right of re-entry to the Society premises until summoned to meet the Administrative Committee as provided in Rule 6.6(b). If the next ordinary meeting of the Administrative Committee be within less than seven days such members may claim to appear before them and to have his case dealt with waiting the length of notice required by the said Rule 6.6.

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