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DRAFT FOR CCNI APPLICATION v1.0

# **RULES**

**OF**

## **THE NORTHERN IRELAND CIVIL SERVICE SPORTS ASSOCIATION LIMITED**

**Registered under the Co-operative and  
Community Benefit Societies Act (Northern Ireland) 2014**

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**Registered No. NI 63  
Belfast**

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**Registered Office: Stormont, Co Down**

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**THE NORTHERN IRELAND CIVIL SERVICE  
SPORTS ASSOCIATION LIMITED**

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**RULES**

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**INTERPRETATION**

1. In these Rules the following words and expressions shall have the meanings following, unless such meanings are inconsistent with the subject or the context:
  - (a) words importing the singular number only include the plural and vice versa;
  - (b) words importing the masculine gender only include the feminine gender;
  - (c) words importing person include corporations;
  - (d) the “Association” means the “Northern Ireland Civil Service Sports Association Limited”;
  - (e) “the Act” means the Co-operative and Community Benefit Societies Act (Northern Ireland) 1969;
  - (f) “the Applicable Charities Legislation” means the Charities Act (Northern Ireland) 1964, the Charities Order 1987 and the Charities Act (Northern Ireland) 2008 to the extent that they are for the time being in force and applicable to the Association;
  - (g) the “Council” means the governing body of the Association for the time being;
  - (h) “officer” means any member of the Council, the Secretary, a manager or any servant of the Association other than an auditor or servant appointed by the Council,

(i) “land” includes tenements and hereditaments and land covered by water;

(j) the “Regulations” means regulations made by the relevant Northern Ireland government Department under the Act.

2. Any matter not covered by these Rules or any questions as to their interpretation shall be dealt with by the Council.

## **NAME AND OBJECTIVES**

3. The Society, hereinafter referred to as the Association, shall be called “The Northern Ireland Civil Service Sports Association Limited.”

The Association has the following objectives:

- to promote amateur sport through the provision and development of sports facilities, events, activities and resources and by the provision of support to amateur sporting groups to assist them to deliver their charitable purposes for the wider public benefit;
- to advance community development through building partnerships with the local and wider community including community groups, youth organisations, charities, schools and sports and recreation organisations to promote community engagement in amateur sports and build relationships;
- to improve health and wellbeing by promoting and encouraging individual and community use of our facilities and resources for amateur sports and recreation;
- to promote the efficiency and effectiveness of charities and the effective use of charitable resources by the provision of facilities and resources to other charities, including rooms for events and meetings and information and advice;

## **POWERS**

- to promote the formation of clubs which are representative of each form of amateur sport and recreation where such clubs do not already exist;
- to carry on the business of club proprietors, restaurateurs, victuallers and suppliers of sporting requisites, and of dealing in land and houses of any tenure with the power of acquiring, holding, leasing, or taking on a lease, exchanging, granting, charging and mortgaging the same, or any estate or interest therein or right of easement thereover;

- to undertake trust business for the benefit of its members and clubs, including the holding of land as custodian trustee;
- to guarantee the repayment of monies borrowed with interest thereon (up to such limit as the Association may from time to time determine in a General Meeting and specify in its rules) by such clubs; and
- to do such all other things as may be considered conducive to the attainment of the above objectives or any one or more of them.

## REGISTERED OFFICE

4. The registered office of the Association shall be at the Pavilion Complex, Stormont in the County of Down. In the event of any change in the situation of the registered office, notice of such change shall be sent within 14 days thereafter to the Registrar in the form prescribed by regulations made under the Act.

## USE OF NAME

5. The registered name of the Association shall be kept painted or affixed on the outside of every office or place in which the business of the Association is carried on, in a conspicuous position, in letters easily legible, and shall be engraved in legible characters on its seal and shall be mentioned in legible characters in all business letters, notices, advertisements and other official publications of the Association 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 Association, and in all bills of parcels, invoices, receipts and letters of credit of the Association.

## MEMBERSHIP

6. Membership of the Association is open to anyone in either of the following two categories:
  - (a) **Adult**- any person aged 18 or over, or
  - (b) **Junior**- any young person aged 6 years to 17 years. Junior members must at all times, be accompanied by an appropriate adult whilst on the Association's premises.

Applications will be accepted and considered on an individual basis upon nomination by a current member.

The Council (see Rule 7) may admit as **Honorary Life Members** persons who have rendered exceptional service to the cause of the Association.

Adult and honorary life members are entitled to vote or take part in the proceedings of the Association.

## **COUNCIL AND BOARD**

7. (1) The business of the Association shall be managed by a Board (see Rule 8) under authority delegated by the Association's Council.
- (2) The **Council** shall consist of:
  - (a) a Chairman and Vice Chairman who are serving or retired members of the Northern Ireland Senior Civil Service, or exceptionally a serving or retired senior manager in the Northern Ireland Civil Service;
  - (b) an Honorary Treasurer who is a qualified accountant;
  - (c) six members of the Association elected at the Annual General Meeting of the Association in accordance with arrangements determined by the Council;
  - (d) one representative of the Northern Ireland Civil Service Social Club, normally the Chairman or Treasurer;
  - (e) six members of the Association nominated by affiliated clubs (see Rule 14), other than the Northern Ireland Civil Service Social Club, in accordance with arrangements determined by the Council;
  - (f) one representative of sports clubs operating at the Pavilion Complex nominated in accordance with arrangements determined by the Council; and
  - (g) in the event of vacancies for any reason in any one year, up to two additional members agreed and co-opted by a unanimous vote of the Council to serve in a non-representative capacity until the next Annual General Meeting.

- (3) All members of the Council shall be members of the Association and over 18 years of age. A member who is at least six months in arrears with his contributions shall not be eligible for office.
- (4) All members of the Council of the Association shall be elected at the Annual General Meeting by a majority of the votes cast at the meeting by members of the Association present or represented by proxy and entitled to vote, and they shall hold office from the date of appointment. Any officer or member elected at that meeting may be appointed to serve for a term not exceeding three years and shall be eligible for re-election thereafter. Nominations for election to the Association's Council must be made to the Secretary (see Rule 10) by notice in writing at least 7 days before the AGM.
- (5) Where there is a substantive reason or cause accepted at a duly constituted General Meeting of the Association, any member of the Council may be removed by a resolution of that meeting and such meeting shall elect a successor.
- (6) In the event that any member of the Council dies, resigns or in the opinion of the Council becomes unfit or incapable of acting, the Council, or Executive Trustee Board acting under delegated authority of the Council, may at any time appoint a person to fill the vacancy until the next Annual General Meeting of the Association.
- (7) The Council shall have power to fix the date of its meetings and to make rules regarding the transaction of business at such meetings. A special meeting of the Council shall be called at the direction of the Chairman or on receipt of a written request from not less than six members of the Council, and not less than 14 days' notice shall be given thereof.
- (8) Nine members of the Council (of whom one shall be the Chairman or Vice Chairman) shall form a quorum and any resolution passed by a majority of the members present and voting at a meeting of the Council shall be a decision of the Council. When the votes for and against any resolution are equal, the Chairman shall have an additional or casting vote.



- (9) The Council may, in addition, appoint sub-committees to deal with matters specifically referred to them by the Council in such manner as the Council may decide.
8. The **Board** shall comprise the Association's Chairman, Vice Chairman and Treasurer and up to five other members of Council as agreed by Council on a simple majority vote. Members of the Board elected by Council shall hold office for a period of three years from appointment and shall be eligible for re-appointment. They shall be the trustees of the Association for the duration of their appointment.

### **TREASURER**

9. The Treasurer shall take charge of the funds of the Association. He shall pay all demands when ordered to do so by the Council, or by the Board acting under authority delegated by the Council in accordance with Rule 7(1), or by the Chairman, Vice Chairman and Secretary. He shall produce all books, documents, property, and money of the Association in his possession and render a full and complete account at each audit and whenever required by resolution of the Council or of the Board acting under authority delegated by the Council. He shall also give up all books, documents, property and money of the Association in his possession when ordered so to do by a resolution of the Association or of the Council. The office of Treasurer shall be honorary and unpaid unless the members of the Association shall, by resolution to be passed at a General Meeting of the Association, otherwise decide.

### **SECRETARY**

10. The Secretary shall cause adequate records to be maintained of the proceedings of the Association, the Council and the Board. He shall take charge of deeds, securities and other property of the Association other than funds held by the Treasurer, and shall produce all property of the Association in his possession and render a full and complete account at each audit and whenever required by resolution of the Association or the Council. He shall hand over all monies received by him to the Treasurer. He shall also give up all books, documents and property belonging to the Association when ordered so to do by a resolution thereof, or of the Council. He shall summon and give due notice of all meetings of the Association, and of the Council and the Board. He shall on all occasions, in the execution of his office, act under the superintendence,

control and direction of the Council. The office of Secretary shall be remunerated in accordance with decisions of the Council.

## **STAFF**

11. The Secretary, on the delegated authority of the Board in each case, may appoint such staff as are considered necessary to support him in carrying out the business of the Association. He may also, subject to the approval of the Board, determine their respective salaries and duties, and he shall have power to suspend and remove any persons so appointed.

## **TERMINATION OF MEMBERSHIP**

12. (1) A member shall cease to be a member of the Association:
  - (a) at the option of the Council, if his contributions are 6 months or more in arrears, or
  - (b) after written notice of resignation has been sent by him to the Secretary with any current subscription or other payment due by him to the Association.

## **EXPULSION**

13. (1) The Council may expel from the Association or suspend from the privileges of membership for such period as it may decide, any member who, in the opinion of the Council, has acted in a manner detrimental to the interests of the Association.
  - (2) In such a case, the Secretary shall take immediate steps to constitute a disciplinary panel to consider, on behalf of Council, any alleged detrimental action on the part of a member, and he shall inform the member of the outcome as soon as possible. The Secretary shall also inform the member of:
    - (a) the date and time of the disciplinary hearing, and
    - (b) the nature of the allegations against him in sufficient time to allow him to prepare his response.

- (3) The disciplinary panel shall comprise two members of the Council and an ordinary or honorary life member of the Association. The decision of the panel shall be that of the majority of the panel members.
- (4) There shall be a right of appeal to a panel comprising three Council members, one of whom shall be the Chairman, Vice Chairman or Treasurer. The decision of the appeal panel shall be final.

## **AFFILIATION**

14. The Association may affiliate to itself clubs and/or organisations having objectives the same as or similar to its own on such terms as the Association may from time to time determine. It may also charge in respect of such affiliation such fees as it may determine.
15. The Association may guarantee the repayment of the principal and the payment of interest on any sum not exceeding £500,000 which a club and/or organisation having objectives the same as or similar to the Association's may borrow from any person.

## **SUBSCRIPTIONS**

16. (1) Subject to the following provisions of this Rule every member shall in every year during which he is a member of the Association pay an annual subscription determined by a resolution carried by a vote of the majority of members in any General Meeting. Such resolution may fix different subscription rates for different groups or classes of members as the meeting shall decide.
- (2) Subscriptions shall be payable at such times and in such manner as the Council shall direct.
- (3) Any member may compound his annual subscription on such terms as may from time to time be determined by the Council.
- (4) No member whose annual subscription is in arrears for 6 months or more at the date of any General Meeting shall be entitled to vote at such meeting and he may be declared to have forfeited his membership as provided in Rule 12(2).

## MEETINGS

17. (1) The Association shall hold an Annual General Meeting not later than 31 May each year. Fourteen days' notice of the date, time and place of such meeting shall be given.
- (2) A Special General Meeting of the Association shall be held whenever the Council think it expedient or whenever 25 members, by individual demand and in writing delivered to the Secretary, so request. In either case, the reasons for this meeting and the motions to be considered shall be given. Fourteen days' notice of any Special General Meeting shall also be given.
- (3) All General Meetings shall be held at the registered office unless the Council, either generally or in a particular case, otherwise decides.
- (4) At all General Meetings of the Association the Chairman of the Council, or if he is not present, the Vice-Chair or the Treasurer, shall preside. Ten members shall form a quorum, of whom four shall be Council members, unless the meeting is for the purpose of amending the Rules or the removal of any officer of the Association, in which case twenty members shall form a quorum of whom not less than eight shall be members of the Council.
- (5) No business shall be transacted at any General Meeting unless a quorum is present within half-an-hour of the time notified for such meeting. If no quorum is present within half-an-hour of the time appointed, the meeting, if called by members in accordance with subparagraph (2), shall be dissolved. If called otherwise, the meeting shall stand adjourned to the same day in the next following week, at the same place and time. If a quorum is not present at that meeting, those members who are present shall be deemed to be a quorum and capable of transacting business.
- (6) Every member present at any General Meeting either in person or by proxy (and not disqualified by arrears or otherwise as mentioned in these Rules), shall have one vote. When the votes for and against any resolution are equal, the Chairman shall have an additional or casting vote.
- (7) The business to be transacted at each Annual General Meeting shall be:

- (a) to receive the reports of the Council and of the Auditor;
  - (b) to elect officers and members of the Council in accordance with the arrangements set out by the Council;
  - (c) to elect, subject to Rule 22(3)(a), a qualified auditor within the meaning of section 41 of the Act who shall not hold any other office in connection with the Association; and
  - (d) to transact any business of which notice shall have been given in the notice calling the meeting.
- (8) Any other business may be transacted with the consent of the Chairman. Any member who wishes to move any resolution at the Annual General Meeting must give notice in writing to the Secretary not later than 7 days before the said meeting.
- (9) A meeting may be adjourned for any period not exceeding 14 days by the Chairman with the consent of the members present, but at such adjourned meeting no business shall be transacted except such business as could have been transacted at the original meeting.
- (10) The following form, or such other form, as the Council may from time to time approve, shall be used in the appointment of a proxy, who must be a member of the Association qualified to vote.

*“I \_\_\_\_\_ on the \_\_\_\_\_ day of \_\_\_\_\_ in the County of \_\_\_\_\_ being a member of the Northern Ireland Civil Service Sports Association Limited hereby appoint \_\_\_\_\_ as my proxy to vote for me and on my behalf at the General Meeting of the Association to be held on the day of 20 \_\_\_\_\_, and any adjournment thereof. As witness my hand this day of \_\_\_\_\_ 20”*

Every instrument appointing a proxy must be signed by the member making the appointment and received at the registered office of the Association at least two clear days before the day appointed for the meeting.

- (11) Unless at any General Meeting a poll is directed to be taken by the Chairman or demanded by members present who hold or represent by proxy a majority of the voting power of the meeting, every question shall be decided by a show of hands (and a declaration by the Chairman that a resolution has been carried or not carried by a particular majority) shall be conclusive evidence thereof. When a poll is demanded or directed as aforesaid it shall be taken at such time and in such manner as the Chairman may decide.

#### **PAYMENT OF EXPENSES**

18. The Council may authorise the payment of reasonable expenses necessarily incurred in connection with the business of the Association by members and officers of the Association.

#### **CAPITAL**

19. Each share of the Association shall be of the value of 5 pence and no member shall hold more than 5 shares. Every member elected after 31 March 1972 may, so long as they shall continue a member of the Association, hold only 1, 3 or 5 shares. Particulars of the shares held by each member shall be entered in the register of members. Shares shall not be transferable and shall be forfeited and cancelled on a member's death or on cessation of membership. No dividend or interest payments will ever be made in respect of shareholdings, nor will there be a repayment of shares in any circumstances. In addition, these shareholdings do not confer any right to the underlying assets of the Association.

#### **BORROWING POWERS**

20. The Council may contract loans on the security of legal or equitable mortgages, debentures, debenture stock, bonds or other obligations charged, whether or not by way of specific or floating charge or both, on the property income both present and future whatsoever and wheresoever of the Association, or agreements under the Association's seal or in such other manner as it may deem best, for such sums and on such terms as to repayment and rate of interest as may be agreed upon. The total amount of such loans shall not exceed £3,000,000 at any one time.

## AUDITOR

21. (1) The Association shall keep proper books of account with respect to its transactions and to its assets and liabilities in accordance with sections 35 and 36 of the Act.
- (2) The Association shall maintain a satisfactory system of control of its books of account, its cash holdings and all its receipts and remittances.
22. (1) There shall be appointed in each year of account a qualified auditor within the meaning of section 41 of the Act to audit the Association's accounts and balance sheet for that year.
- (2) Every appointment of an auditor shall be made by resolution of a General Meeting except that the Council may appoint an auditor to fill any casual vacancy occurring between General Meetings of the Association.
- (3) A qualified accountant appointed to audit the accounts and balance sheet of the Association for the preceding year of account (whether by a General Meeting or by the Council) shall be reappointed as auditor of the Association for the current year of account (whether or not any resolution expressly reappointing him has been passed), unless:
  - (a) a resolution has been passed at a General Meeting appointing an alternative or replacement or providing expressly that he shall not be reappointed; or
  - (b) he has given to the Association notice in writing of his unwillingness to be reappointed; or
  - (c) he has ceased to be a qualified auditor or is otherwise ineligible to be reappointed; or
  - (d) he has ceased to act as auditor of the Association by reason of incapacity-
- (4) A resolution at a General Meeting of the Association:
  - (a) appointing another person as auditor in place of a retiring auditor, or

- (b) providing expressly that a retiring auditor shall not be reappointed

shall not be effective unless notice of the intention to move it has been given not less than 28 days before the meeting at which it is moved, provided that a retiring auditor shall not be automatically reappointed if notice of an intending resolution to appoint another person in his place has been given in accordance with paragraph (4)(a) 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 otherwise ineligible for appointment.

- (5) On receipt by the Association of notice of such an intended resolution the Association shall forthwith send a copy of the notice to the retiring auditor. If it is practicable to do so the Association 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 14 days before the said meeting in a newspaper circulating in the area in which the Association conducts its business. Where the retiring auditor makes any representations in writing to the Association with respect to the intended resolution or notifies the Association that he intends to make such representations the Association shall notify the members accordingly as required by section 40 of the Act.
23. The appointed auditor shall in accordance with section 43 of the Act make a report to the Association on the accounts examined by him, and on the profit and loss account or accounts and the balance sheet of the Association for the year of account in respect of which he is appointed.
24. (1) The Council shall lay a profit and loss account and balance sheet, duly audited and signed by the auditor and incorporating the report of the auditor thereon before each Annual General Meeting. The profit and loss account shall be accompanied by a report by the Council on the financial affairs of the Association signed by the Chairman of the meeting at which the report is adopted.



- (2) The accounts shall be made up to 31 December each year or to such other date within the period 1 September to 31 January inclusive as the Association shall determine in General Meeting, to be the end of the financial year.

## **APPLICATION OF SURPLUSES**

25. The net surplus derived from all businesses carried on by the Association after providing for interest on loans shall be applied as follows:
  - (1) in the formation of such reserve or sinking fund or funds as the Council may consider necessary or expedient to meet any present or future depreciation in the property or any contingency affecting the business of the Association, and
  - (2) in carrying out the objectives of the Association, in accordance with the rules thereof in such manner as the Council may deem expedient, provided always that no portion whatsoever of the income and property of the Association shall be paid or transferred directly or indirectly by way of dividends or bonus, or otherwise by way of profits to the members of the Association.
26. Any member misapplying the funds of the Association shall be excluded from the Association without prejudice to his liability to legal proceedings for such misapplication.

## **INVESTMENT**

27. Any funds of the Association not required for immediate use or to meet the usual accruing liabilities of the Association may be invested by the Council in any manner expressly allowed by the Act.

## **ANNUAL RETURNS**

28. (1) The Trustees must comply with the requirements of the applicable charities legislation with regards to the transmission of the statements of account, annual report and the annual return to the Charities Commission Northern Ireland. The Trustees must notify the Commission promptly of any changes to the charity's entry on the Central Registry of Charities.

- (2) In addition, the Secretary must submit to the Companies Registrar, not later than 31 July and in the form prescribed by him, the annual return relating to the Association's affairs for the period covered by the return. The annual return shall be made up to the date of the Association's affairs for the period covered by the return. It shall also be made up to the date of the Association's last published balance sheet, as audited and laid before the Annual General Meeting, showing separately the expenditure in respect of the several objectives of the Association.
- (3) The Secretary shall send to the Registrar of Friendly Societies, together with the annual return, a copy of the report of the auditor on the Association's accounts for the period covered by the return, a copy of each balance sheet made during that period and a copy of any report of the auditor on that balance sheet.
- (4) A member or person interested in the funds of the Association shall, on a request to the Secretary, be entitled to a copy of the last annual return of the Association and a copy of the report of the auditor on the accounts and balance sheet contained in the return.
- (5) The Association shall not publish any profit and loss account or balance sheet unless it conforms to the requirements of section 37(5) of the Act.
- (6) The Association shall keep a copy of its latest balance sheet together with a report thereon by the auditor always hung up in a conspicuous place at its registered office.

## **REGISTER OF MEMBERS**

29. (1) The Association shall keep at its registered office a register of the members (in these Rules referred to as "the Register") in which shall be entered 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 Association, 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, and
  - (e) the names and addresses of the officers of the Association, with the offices held by them respectively, and the dates on which they assumed office.
- (2) The Association shall so construct the Register that it is possible to open to inspection the particulars mentioned in sub-paragraphs (a), (d) and (e) of paragraph (1) above without also opening to inspection the particulars in sub-paragraphs (b) and (c).
- (3) Every member at the time of his becoming a member shall notify the Secretary in writing of his address and subsequently of any change therein.

## **INSPECTION OF RECORDS**

30. Any member or person having an interest in the funds of the Association shall be allowed to inspect his own account and the records containing the names of the members, including the particulars in the Register, except those mentioned in paragraphs (b) and (c) of Rule 29(1), at all reasonable hours at the registered office of the Association or at any place where the same are kept, subject to such regulations as to the time or manner or such inspection as may be made from time to time by the General Meetings of the Association.

## **DEATH OF A MEMBER**

31. A member may in accordance with the Act nominate any person or persons to whom any of his property in the Association at the time of his death shall be transferred. Such nomination or nominations shall be valid only to the extent of the amount for the time being provided in the Act.
32. (1) On receiving satisfactory proof of the death of a member who has made a nomination in accordance with Rule 31, the Council shall either:

- (a) transfer the property comprised in the nomination in the manner directed by the nomination, or
  - (b) pay to every person entitled thereunder the full value of the property, unless the shares comprised in the nomination, if transferred as directed by the nominator, would raise the share capital of any nominee to a sum exceeding one thousand pounds, in which case they shall pay him the value of such excess.
- (2) Where a nominee is under 16 years of age, the Council may pay the sum nominated to either parent, or to a guardian of the nominee, or to any other person of full age whom the Council may think fit and proper to hold it on trust for the nominee or to apply it for his benefit. The receipt of the sum nominated by that parent, guardian or other person shall be a sufficient discharge to the Association for all monies so paid.
- (3) If any member of the Association dies and at his death his property in the Association does not exceed in the whole £500 (or such higher amount as may be substituted under section 6(1) of the Administration of Estates (Small Payments) Act (Northern Ireland) 1967) and is not the subject of any nomination, then the Council may, without letters of administration of probate of any will distribute that property among such persons as appear to the Council on such evidence as it deems unsatisfactory to be entitled by law to receive it.

## **MENTAL DISABILITY**

33. If a member or person claiming through a member is incapable through disorder or disability of mind of managing his own affairs and no person has been duly appointed to administer his property on his behalf, the Association may pay the amount of any property belonging to that member to any person whom it judges proper to receive it on his behalf. Such receipt shall be a good discharge by the Association for any money so paid.
34. All payments or transfers made by the Council under the provisions in Rule 29 to any person who at the time appears to the Council to be entitled thereunder shall be valid and effectual against any demand.

## **BANKRUPTCY OF A MEMBER**

35. If any member becomes bankrupt, his property in the Association shall be transferable or payable to the trustees of his property.

## **SEAL OF ASSOCIATION**

36. The Association 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 Council may appoint and shall be used only under the authority of a resolution of the Council, a sub-committee of the Council authorised in that behalf by the Council, or the Executive Board. The date of such resolution shall be mentioned on the instrument to which the seal is attached, and shall be attested by the signature of two members of the Council and the counter signature of the Secretary of the Council.

## **STATUTORY APPLICATIONS TO THE REGISTRAR**

36. (1) Any ten members of the Association, each of whom has been a member of the Association for not less than 12 months immediately preceding the date of the application, may apply to the Registrar of Friendly Societies in the form prescribed by the Regulations to appoint an accountant or actuary to inspect the books of the Association and to report thereon, pursuant to section 56 of the Act.
- (2) 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 Registrar, signed by the members on the forms respectively prescribed by the Regulations:
- (a) to apply for the appointment of an inspector or inspectors to examine the affairs of the Association and to report thereon, or
  - b) to apply for the calling of a Special Meeting of the Association.

## **AMENDMENT OF RULES**

38. (1) No rule will be made nor will any of the rules herein contained or hereafter to be made, amended, or rescinded to stop the Association being a Charity. Any amendment of the rules must be in accordance with the rules of the Association contained herein, the Act and the Applicable Charities Legislation.
- (2) No new Rule shall be made nor shall any extant Rule be amended or revoked unless with the consent of a majority of the members present at a General Meeting specially called for that purpose, or at an Annual General Meeting, for which in either case notice to amend or revoke has been given.
- (3) No new Rule or amendment or revocation of an extant Rule is valid until registered with the Registrar.
- (4) The Chief Executive of the Association will be responsible in having such rules(s) registered as soon as possible after it has been passed at a meeting designed for that purpose in accordance with the rules of the Association. An amended rule is not valid until it is registered.

## **REGULATIONS**

39. The Council shall have full power to make regulations (not inconsistent with these Rules) for all matters necessary for the appropriate management of the Association.

## **COPIES OF RULES**

40. It shall be the duty of the Council to ensure that the Secretary is provided with a sufficient number of copies of the Rules to enable him to deliver to any person on demand a copy of such Rules free of charge, and it shall be the duty of the Secretary to deliver such copies accordingly.

## **DISPUTES**

41. (1) If any dispute shall arise between:
- (a) a member or person claiming through a member under the Rules, or any person aggrieved who has for not more than six months ceased to be a member, or any person claiming through such person aggrieved, and

(b) the Association or any officer of the Association,

it shall be decided by arbitration using a recognised body or independent assessors with relevant expertise, depending on the nature of the dispute.

- (2) The body or the independent assessors, as the case may be, shall be mutually agreed between the two parties. Recommendations for settling the dispute shall be binding.

## NOTICES

42. A notice required to be given by these Rules shall be sufficiently given if it is:

(a) advertised in the Association's magazine,

(b) e-mailed to each member individually,

(c) announced by the exhibition of a placard, poster or handbill in a conspicuous place in the main government offices or

(d) displayed on a visual device,

and it shall be deemed to be served at the expiration of 48 hours after it has been so advertised, e-mailed, exhibited or displayed.

## INDEMNITY

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

- (2) No member of the Council shall be liable for the acts, receipts, neglects or defaults of any other member, or for joining in any receipt or other act for conformity, or for any loss of expense happening to the Association through the insufficiency or deficiency of title to any property acquired by any of the members of the Council for or on behalf of the Association, or for the insufficiency or deficiency of any security in or upon which any of the monies of the Association shall be vested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any monies, securities or effects shall be deposited, or for any other loss, damage or misfortune whatsoever which shall happen in the execution of the duties of his respective office, or in relation thereto, unless the same happens through his own willful act or default.

#### **SAVING CLAUSE**

44. No regulation made by the Association in General Meeting shall invalidate any prior act of the Council which would have been valid if that regulation had not been made. All acts done by any meeting of the Council or by any committee or person acting under its authority will, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any member of such Council or committee or other persons acting as aforesaid or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified.

#### **DISSOLUTION**

45. The Association may at any time be dissolved by the consent of three quarters of the members, testified by their signatures, in accordance with an instrument of dissolution in the prescribed form or by winding-up in a manner provided by the Act. If upon the winding-up or dissolution of the association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same will not be paid to, or distributed among the members of the Association, but will be given to or transferred to some other charitable institution or institutions having objects similar to the charitable objects of the Association and which will similarly prohibit the distribution of property among its or their members, such institution or institutions to be determined by the members of the Association at or before the time of dissolution.



