

**RULES OF THE
INCORPORATED BREWERS' BENEVOLENT SOCIETY**

**Registered under the
Friendly Societies Act 1974**

Register No. 32 BEN

**REGISTERED OFFICE:
Curlew Street, London SE1 2ND**

All previous rules rescinded

1 Name and constitution

- (1) The Society is a registered Benevolent Society. It shall be called the Incorporated Brewers' Benevolent Society and is hereinafter referred to as 'the Society'.
- (2) The Society shall consist of an unlimited number of members, and every member shall have an equal voice in all the property and concerns thereof, except as otherwise provided in these Rules or by law.

2 Registered office

- (1) The registered office of the Society shall be Curlew Street, London SE1 2ND .
- (2) The registered office shall not be changed, except by resolution of a general meeting.
- (3) In the event of any change in the situation of the registered office, notice of such change shall be sent to the Authority in the appropriate form.

3 Objects

The Society is established for the benevolent or charitable purpose of providing by voluntary contributions primarily for the relief or maintenance of any persons employed or formerly employed in the brewing or distilling profession in the United Kingdom or Eire and the dependants of such persons provided that in each case the Committee of the Society shall be satisfied that financial hardship exists.

4 Application of funds

- (1) All moneys received on account of entrance fees, subscriptions, donations, sale of Rules, or otherwise and interest on investments shall be applied in carrying out the objects of the Society, in accordance with the Rules.
- (2) Any officer misapplying the funds shall repay the amount mis-applied and be expelled from the Society without prejudice to his liability to prosecution for such misapplication or to his liability arising from any other legal action commenced in respect of his misapplication.

5 Investment

- (1) So much of the funds as may not be wanted 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 by the Trustees in any of the following ways, namely in the purchase of land, or in the erection or alteration of offices or other buildings thereon, or in any investment in which Trustees are for the time being by law authorised to invest trust funds.
- (2) The Trustees, with the consent of a special general meeting, may hold, purchase or take on lease any land and may sell, exchange, mortgage or lease any such land and erect, alter or pull down buildings on it; and a purchaser, assignee, mortgagee, or tenant shall not be bound to inquire as to the authority for any sale, exchange, mortgage, or lease by the Trustees, and the receipt of the Trustee shall be a

discharge for all moneys arising from or in connection with such sale, exchange, mortgage, or lease.

- (3) Mortgages or other assurances for securing money to the Society may be vacated by a receipt endorsed or annexed, signed by the Trustees and countersigned by the Secretary, in the form contained in the Fourth Schedule to the Friendly Societies Act 1974 ('the Act').

6 Membership

- (1) A Member shall be any person employed or formerly employed in the brewing profession in the United Kingdom or Eire or was or had been a Member of the International Brewers' Guild prior to the winding up of that Organisation or is a current member of the Institute of Brewing and Distilling covering the United Kingdom and Eire.
- (2) The Society shall maintain a register of names and addresses of Members of the Society including those supplied by the Institute of Brewing and Distilling for the Sections covering the UK and Eire provided that where it appears to the Society that the address shown in the register for a Member is no longer current the Society may remove that address from the register and need not enter in the register an address for that Member while it has no address for him and his whereabouts are unknown.
- (3) Members of the Committee of Management shall be Members of the Society during their period of service.

7 Meetings

- (1) The AGM shall be held on the same day as the Meeting of the Committee of Management for the end of the first quarter of each year at a place to be determined by the Committee of Management.
- (2) A special general meeting shall be held whenever the Committee think expedient, and whenever thirty members so request in writing signed by them and delivered to the Secretary.
- (3) Fourteen days' notice of any general meeting, stating the business to be transacted at such meeting, shall be given by advertisement in the Brewing and Distilling International or members' magazine of the Institute of Brewing and Distilling at the time.
- (4) All general meetings shall be held at the registered office unless the Committee (either generally or in a particular case) otherwise decide.
- (5) At all general meetings the Chairman, or if he be not present, the Vice- Chairman, shall preside. Four members shall form a quorum.
- (6) Every member present (and not disqualified) shall have one vote.
- (7) All business shall be transacted at a General Meeting of all the members except that the members may at any General Meeting delegate any of their duties or powers, including the power of summoning General Meetings, to any Committee or Sub-Committee of members and empower such Committee or Sub-Committee to deal with any matter or matters referred to, whether in general terms or otherwise by

the resolution appointing such Committee. The Committee or Sub-Committee so appointed shall regulate their own procedure.

- (8) All questions arising at General Meetings shall be decided by a show of hands unless a ballot be demanded by at least five members who are present and entitled to vote.
- (9) No vote shall be given by proxy.
- (10) Where the voting is equal, the Chairman shall have a second or casting vote.
- (11) The business of an Annual General Meeting shall be:
 - (a) To receive reports;
 - (b) To receive and pass the accounts of the Treasurer for the previous year;
 - (c)
 - (i) To elect the Treasurer and the Committee of the Society and appoint auditors;
 - (ii) The Committee shall appoint one of its members to be the Chairman and another to be the Vice Chairman;
 - (d) To transact such business as shall be necessary and of which the particulars shall have been specified in the notice convening the meeting.
- (12) The notice convening a Special Meeting shall state the object of the meeting and the general nature of the business proposed to be transacted thereat.

8 Officers

- (1) The Society shall have the following officers who shall form the Committee of Management (herein called 'the Committee'): Three Trustees, a Chairman, a Vice-Chairman, a Treasurer, a Secretary, and not less than four Committeemen.
- (2) The same person shall not be Secretary or Treasurer and a Trustee of the Society.
- (3) The Trustees, Treasurer and Secretary shall hold office during the pleasure of the Society and shall be Members thereof. The Committee men shall be elected annually at the Annual General Meeting of the Society. They shall hold office until the Annual General Meeting following their election or appointment to office but shall be eligible for re-election. 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.
- (4) Any officer may be removed by resolution of a special general meeting which may proceed to fill the vacancy.
- (5) In case any officer (other than a Trustee) 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.
- (6) In the event of any Trustee dying, resigning, or being removed from office the Committee may appoint a person to fill the vacancy until the next Annual General Meeting unless the vacancy is filled at a Special General Meeting.

- (7) The Society shall notify the Authority of the appointment of any Trustee in the manner required by section 24 of the Act.

9 Trustees

- (1) All deeds, documents of title and securities for money shall be held by the Trustees, who shall take such measures for the safe custody and preservation thereof at the expense of the Society as they may think fit, and they shall be responsible for the safe custody of all such deeds, documents and securities as are placed in their hands or under their control, and shall produce them for inspection by the auditors when required by them, and whenever else required by a resolution of a general meeting or of the Committee.
- (2) The Trustees shall be the persons to sue and be sued on behalf of the Society.
- (3) If any Trustee or ex-trustee, being removed from his office, refuses or neglects to assign or transfer any property of the Society as a general meeting may direct, such Trustee shall (if he be a member) be expelled, and cease to have any claim on the Society without prejudice to any liability to prosecution for breach of the criminal law or to any other legal action.

10 Treasurer

The Treasurer shall take charge of the funds of the Society which are not invested and pay all demands when ordered to do so by the Society, or by the Committee or by the Chairman and Secretary for the time being. He shall not pay any money without written authority signed by the Chairman and the Secretary, or another officer in case of incapacity of the Chairman or 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 or by the Trustees. 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 or by the Trustees. For his services he shall receive such sum as the Committee shall determine.

11 Secretary

The Secretary shall attend all meetings of the Society, and of the Committee; 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 signature of the Chairman as the proceedings of the meeting; he shall receive proposals for admission to the Society; he shall forthwith 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 or by the Trustees. He shall also pay over all moneys, and give up all books, documents and property belonging to the Society when ordered to do so by a resolution thereof or of the Committee or by the Trustees. He shall summon and give due notice of all meetings of the Society and of the Committee and keep the accounts, documents and papers of the Society in such manner and for such purposes as the Committee may appoint, and shall prepare all returns and other documents required by the Act and duly forward them to the Authority. The Secretary shall on all occasions, in the execution of his office, act under the superintendence, control, and direction of the Committee. For his services he shall receive such sum as the Committee shall determine.

12 Committee of management

- (1) The Committee shall meet as-necessary but not less than four times a year and as may be agreed from time to time. The Chairman, or if he be not present, the Vice-Chairman, shall preside. Any four members 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 or in his absence the Vice-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 clear days' notice in writing to the Secretary, but at such special meeting no other business than that specified in the notice shall be taken into consideration.
- (2) Any payment to be made on behalf of the Society whether by cheque, bankers draft or other payment shall be properly authorised if signed by two Members of the Committee.
- (3) The Committee in its absolute discretion may reimburse a member of the Committee in respect of any expenses which he or she has incurred reasonably and properly in the course of his or her duties.

13 Accounts

- (1) The Committee shall cause proper accounts of the Society to be kept by the Secretary in accordance with the requirements of Section 29 of the Act.
- (2) It shall be the duty of the Committee to keep a copy of the last annual balance sheet and of the report of the auditor on the balance sheet if required, or such other report as may be required by statute, always hung up in a conspicuous place at the registered office of the Society.

14 Inspection of books

The Committee shall cause the books to be available for the inspection of any member or person having an interest in the funds of the Society at all reasonable hours, at the registered office or at any place where the books are kept, and it shall be the duty of the Secretary to produce them accordingly.

15 Audit

- (1) Subject to the following paragraphs of this Rule, the Society shall in each year of account appoint a qualified auditor or qualified auditors to audit its accounts and balance sheet for that year. For the purposes of this Rule 'qualified auditor' means a person who is a qualified auditor under section 36 of the Act.
- (2) Paragraph 1 of this Rule shall not apply to the Society if:
 - (a) the receipt and payments of the Society in respect of the previous year of account did not in the aggregate exceed £5,000 and;
 - (b) the number of its members at the end of that year did not exceed 500 and;
 - (c) the value of its assets at the end of that year did not in the aggregate exceed £5,000.

(or, in each case, such other sum or number as may be prescribed by- regulations then in force).

- (3) If, by reason of paragraph 2 of this Rule, paragraph 1 does not apply, the Society may in respect of the current year of account appoint in that year a qualified auditor or qualified auditors or two or more persons who are not qualified auditors to audit its accounts and balance sheet for that year unless the Authority directs it to appoint a qualified auditor.
- (4) Paragraph 1 of this Rule shall not apply to the Society if the Society has power to disapply it under section 32A of the Act and that power is exercised in accordance with the provisions of that section.
- (5) Save as provided in paragraph 6 of this Rule every appointment of an auditor shall be made by resolution of a general meeting of the Society.
- (6) The Committee may appoint an auditor to fill any casual vacancy occurring between general meetings of the Society. Any auditor appointed by the Committee who is not a qualified auditor shall hold the appointment until the conclusion of the first or next Annual General Meeting as the case may be.
- (7) A qualified 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) 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 to the Society notice in writing of his unwillingness to be re-appointed, or;
 - (c) he is ineligible for appointment as auditor of the Society for the current year of account, or;
 - (d) he has ceased to act as auditor of the Society by reason of incapacity, or;
 - (e) a resolution has been passed at a general meeting of the Society appointing him as an 'appropriate person' in accordance with section 39 A of the Act. ~

Provided that a retiring auditor shall not be automatically re-appointed by virtue of this Rule if notice of an intended resolution to appoint another person in his place has been given in accordance with paragraph 15(8) of this Rule and the resolution cannot be proceeded with because of the death, incapacity or ineligibility of that other person.

- (8) A resolution at a general meeting of the Society:
 - (a) appointing another person as auditor in place of a retiring qualified auditor;
or
 - (b) 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 moved. On receipt by the Society of notice of the intention to move any such resolution the Society shall give notice of the resolution to the members in accordance with Section 34 of the Act. The Society shall also give such notice to the retiring auditor in accordance with section 35 of the Act and shall give notice to the members in accordance with that section of any representations made or intended to be made by the retiring auditor.

- (9) None of the following persons shall be appointed as auditor of the Society
 - (a) an officer or servant of the Society, or;
 - (b) a person who is a partner of or in the employment of or who employs an officer or servant of the Society.
- (10) The auditor shall in accordance with section 38 of the Act 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.
- (11) Whenever, at the end of the Society's year of account, a disapplication under section 32 A (1) of the Act is in force in relation to the year because:
 - (a) the value of its assets at the end of the proceeding year of account did not in the aggregate exceed £1,400,000 (or such amount as may for the time being be in force) and;
 - (b) its turnover for that year did not exceed £350,000 (or such amount as may for the time being be in force) and;
 - (c) the other conditions specified in section 32A of the Act are satisfied the Society shall, unless its turnover is less than £90,000 (or such amount as may for the time being be in force) obtain such reports, if any, as are required by section 39A of the Act.

16 Annual return

- (1) Every year before the 1st August the Secretary of the Society shall send to the Authority an annual return relating to its affairs for the year of account for which the return is required to be sent. The return shall be made up for the period of 12 months beginning with the 1st January of the year preceding the year in which the return is required to be sent. The return shall be made in accordance with the provisions in section 43 of the Act and in the form directed by the Authority and shall contain such particulars as may from time to time be required by the form.
- (2) In respect of a year of account for which a disapplication under section 32A (1) of the Act is in force the Society shall send with the annual return in respect of that year a copy of such reports, if any, as it is required to obtain under section 39A of the Act. Where a disapplication under section 32A (1) is not in force in relation to that year, a copy of the report of the auditor on the accounts and balance sheet contained in the return must be sent with the annual return.
- (3) On the application of a member or person interested in the funds of the Society the Secretary, for the Society, shall supply to him free of charge either, a copy of the last

annual return or, a balance sheet or other document duly audited containing the same particulars relating to the affairs of the Society as are contained in the annual return together with a copy of the report of the auditor on the annual return or his report on the balance sheet or other document supplied in lieu of the annual return. In respect of a year of account for which a disapplication under section 32A (1) is in force the Secretary shall supply with the annual return or balance sheet a copy of such reports, if any, as the Society is required to obtain under section 39 A of the Act.

17 Disputes

- (1) If any dispute shall arise between a member or person claiming through a member or under the Rules, or any person aggrieved who has ceased to be a member, or any person claiming through such person aggrieved on the one hand, and the Society, or any officer of the Society on the other, it shall be decided in the manner set out below.
- (2) Five arbitrators shall be elected at a general meeting, not more than three of whom shall be currently serving on the Committee and the remainder shall be independent persons nominated by the Committee for election, and any vacancy or vacancies among the arbitrators so appointed shall be filled at a general meeting. The complaining party to a dispute, or someone appointed by him, shall draw three names out of the five by lot in the usual way and the three arbitrators whose names are first drawn shall decide the dispute. The decision so given by the arbitrators shall be binding and conclusive on all parties to the dispute without appeal and may not be removed into any court of law or restrained by injunction.
- (3) An application for enforcement of the decision of the arbitrators given under paragraph 2 of this Rule may be made to the county court.
- (4) Where no decision is made on a dispute within 40 days after application to the Society for arbitration of a dispute then any person such as is mentioned in paragraph 1 above, or the Society, may apply to the county court and the court to which application is so made may hear and determine the matter in dispute.
- (5) The county court may also hear and determine a dispute falling within paragraph 1 above if the parties to the dispute agree that it shall be so determined instead of being determined under paragraph 2 above.
- (6) In this Rule the expression 'dispute' includes any dispute arising on the question whether a member or person aggrieved is entitled to be, or continue to be, a member or to be reinstated as a member but, save as aforesaid, in the case of any person who has ceased to be a member, does not include any dispute other than a dispute on a question between him and the Society or an officer thereof, which arose whilst he was a member or arises out of his previous relation as a member of the Society.

18 Voluntary dissolution

The Society may at any time be dissolved by an instrument of dissolution approved by a special resolution of the Society.

19 Distribution of surplus assets on dissolution

Upon the dissolution of the Society by consent any surplus remaining, after payment in full of the Society's creditors, shall be transferred to one or more national organisations with similar objects to the Society to be approved at the same meeting as that at which the Instrument of Dissolution is approved.

20 Notices

All summonses and notices shall be deemed to have been duly served if addressed to the member or person for whom they are intended at his last known address, and delivered at or sent by post to that address.

21 Copies of rules

The Secretary shall deliver to every person on demand a copy of the Rules on payment of a reasonable fee.

22 Amendment of rules

- (1) The majority of the members at a general meeting of which notice has been given specifying the intention to propose an amendment of the Rules may amend them by adding, rescinding or varying any provision.
- (2) No amendment of the society's Rules shall take effect until registered.

23 Interpretation

In these Rules, unless the contrary intention appears:

- (1) Words denoting the masculine gender shall be deemed to include the feminine.
- (2) Words in the singular shall include the plural and words in the plural shall include the singular.
- (3) The Act: means the Friendly Societies Act 1974 (as amended by the Friendly Societies Act 1992), and any Acts or subordinate legislation (including the Deregulation (Industrial and Provident Societies) Order 1996 and the Financial Services and Markets Act 2000 (Mutual Societies Order) 2001) amending or substituted for it and for the time being in force and unless the context otherwise requires expressions used in the these Rules which are in the Act shall have the same meaning as they have for the purposes of the Act.
- (4) The Rules: means these Rules of the Incorporated Brewers' Benevolent Society.
- (5) The Authority: means the Financial Conduct Authority ('FCA').