

**2011 No. 883**

**FRIENDLY SOCIETIES**

**The Friendly Societies (Proxy Voting) Regulations 2011**

*Made* - - - - *21st March 2011*

*Laid before Parliament* *22nd March 2011*

*Coming into force* - - *12th April 2011*

The Treasury, in exercise of the powers conferred by paragraph 7(6) of Schedule 12 to the Friendly Societies Act 1992(a), make the following Regulations:

**Citation, commencement and interpretation**

1.—(1) These Regulations may be cited as the Friendly Societies (Proxy Voting) Regulations 2011 and come into force on 12th April 2011.

(2) In these Regulations—

“resolution” means a resolution which if passed as mentioned in paragraph 7(2) of Schedule 12 to the Friendly Societies Act 1992 would be a special resolution;

“society” means a friendly society registered under the Friendly Societies Act 1974(b) or incorporated under the Friendly Societies Act 1992.

**Application and revocation of the Friendly Societies (Proxy Voting) Regulations 1993**

2. The Friendly Societies (Proxy Voting) Regulations 1993(c) do not apply to meetings called by a society on or after 12th April 2011 and are revoked with effect from 1st October 2011.

**Notice of right to vote by proxy**

3.—(1) In every notice calling a meeting of a society at which a resolution is to be moved there must be a statement that—

(a) a member entitled to attend and vote may appoint a proxy to attend and vote at the meeting instead of that member; and

(b) the member may direct the proxy how to vote at the meeting.

(2) The proxy need not be a member of the society and must not, in the case of a collecting society, be a collector or superintendent of that society.

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(a) 1992 c. 40; paragraph 7(6) of Schedule 12 was amended by S.I. 2001/2617.

(b) 1974 c. 46.

(c) S.I. 1993/2294.

(3) In this regulation—

“collecting society” has the meaning it has in section 1(1A) (industrial assurance business) of the Industrial Assurance Act 1923(a);

“collector” has the meaning it has in section 45(1) (interpretation) of that Act(b).

### **Proxy forms**

4.—(1) A form for the appointment of a proxy may—

(a) be sent to a person by electronic means if it is sent to an electronic address notified by that person to the society for the purpose;

(b) be made available to a person on a website in accordance with section 119AB of the Friendly Societies Act 1992(c); and the end date for the purposes of section 119AB(4)(b) is the last day specified for the return of appointments of proxies.

(2) A society may add to a form for the appointment of a proxy issued by it explanatory notes to assist an appointer.

(3) An appointment of proxy must be signed or otherwise sufficiently authenticated by the appointer or the appointer’s agent authorised in writing.

(4) An appointment of proxy is sufficiently authenticated for the purposes of paragraph (3) if the identity of the sender is confirmed in a manner specified by the society.

### **Return of proxy forms**

5.—(1) Where a form for the appointment of a proxy is made available by a society on a website in accordance with regulation 4(1)(b), the society may offer on the website a facility for completing the form and returning the appointment by electronic means.

(2) Where a society has given an electronic address—

(a) in a form for the appointment of a proxy sent out by the society in relation to a meeting, or

(b) in an invitation to appoint a proxy issued by the society in relation to a meeting,

it is deemed to have agreed that any document or information relating to proxies for that meeting may be sent by electronic means to that address (subject to any conditions or limitations specified in the form, invitation or notice of meeting).

(3) The appointment of a proxy or any other document necessary to show the validity of, or otherwise relating to, the appointment of a proxy must be received not less than 48 hours before the time for holding the meeting, or adjourned meeting, at which the person named in the appointment proposes to vote—

(a) at the registered office of the society,

(b) at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting,

(c) where paragraph (1) applies, by the facility, or

(d) where paragraph (2) applies, at that electronic address.

(4) Any provision in the rules of the society is void in so far as it would have the effect of requiring any documents relating to proxies to be received more than seven days before a meeting or adjourned meeting in order that the appointment may be effective at the meeting or adjourned meeting at which the person named in the appointment proposes to vote.

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(a) 1923 c.48; repealed by the Financial Services and Markets Act 2000, ss416(1)(a), 432(3), Sch 22 but saved in part by S.I. 2001/3647. Section 1(1A) was inserted by the Companies Act 1967, ss 97,99, Sch 6, Pt II, substituted by the Friendly Societies Act 1992, s 100, Sch 19, Pt 1 paras 1, 2(1), amended and saved by S.I. 2001/3647.

(b) 1923 c.48; section 45(1) was amended by the Friendly Societies Act 1992, s100, Sch 19, Pt 1, paras 1, 12 and by S.I. 2001/3647, art 3(1), Sch 1, Pt 1, para 1, 17.

(c) 1992 c.40. Section 119AB was inserted by S.I. 2011/593, art 4(2).

- (5) In paragraphs (2) and (4), documents relating to proxies include—
- (a) the appointment of a proxy in relation to a meeting, and
  - (b) any document necessary to show the validity of, or otherwise relating to, the appointment of a proxy.

**Speaking at meetings and validity of votes**

6.—(1) Where the rules of a society permit a proxy to speak at a meeting the appointment of a proxy may confer authority on the proxy to speak at the meeting.

(2) A vote given in accordance with the terms of an appointment of a proxy is valid notwithstanding—

- (a) the previous death or insanity of the appointer or revocation of the appointment of a proxy or of the authority under which the appointment of a proxy was executed, provided that no intimation in writing of such death, insanity or revocation has been received by the society at its registered office before the commencement of the meeting or adjourned meeting at which the proxy votes; or
- (b) that since the last day specified for the receipt of appointments of proxies, the appointer has ceased to be entitled to attend and vote at the meeting.

*Angela Watkinson  
Michael Fabricant*

21st March 2011

Two of the Lords Commissioners of Her Majesty's Treasury

## EXPLANATORY NOTE

*(This note is not part of the Regulations)*

These Regulations, which are made under paragraph 7(6) of Schedule 12 to the Friendly Societies Act 1992 (c.40), prescribe the procedure to be adopted by friendly societies and members for voting by proxy on any resolution which is to be moved as a special resolution at any meeting of a society other than a meeting of delegates.

Regulation 2 limits the applications of the Friendly Societies (Proxy Voting) Regulations 1993 (S.I. 1993/2294) to meetings called before 12th April 2011 and revokes those regulations with effect from 1st October 2011.

Regulation 3 makes provision in relation to the appointment of proxies in notices of meetings. Regulation 4 permits forms to be sent by societies to their members by email, or to be accessed by members on a website. Regulation 5 sets out how and by when proxy forms should be returned to a society and allows the use of an online facility for the appointment and return of proxies. Regulation 6 sets out when a proxy may speak at meetings and provides for the validity of votes cast by proxies of members in certain specific situations.

An impact assessment of the effect that this instrument will have on the costs of business is available from the Mutuels Team, HM Treasury, 1 Horse Guards Road, London SW1A 2HQ and is annexed to the Explanatory Memorandum which is available alongside the instrument on [legislation.gov.uk](http://legislation.gov.uk).

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