

**Changes to legislation:** Building Societies Act 1986, Paragraph 3 is up to date with all changes known to be in force on or before 13 June 2023. There are changes that may be brought into force at a future date. Changes that have been made appear in the content and are referenced with annotations. (See end of Document for details) View outstanding changes

## SCHEDULES

### SCHEDULE 2

#### ESTABLISHMENT, INCORPORATION AND CONSTITUTION OF BUILDING SOCIETIES

##### Modifications etc. (not altering text)

- C1** Sch. 2 modified (3.1.1995) by 1994 c. 40, ss. 17(3), 82(2)
- C1** Sch. 2 applied (with modifications) (7.4.2010) by [The Building Societies \(Financial Assistance\) Order 2010 \(S.I. 2010/1188\)](#), arts. 1(2), 8

#### PART I

##### GENERAL

##### *The rules*

- 3 (1) The rules of a building society shall provide for the matters specified in the Table in sub-paragraph (4) below.
- (2) The rules of a building society are binding upon each of the members and officers of the society and on all persons claiming on account of a member or under the rules; and all such members, officers and persons (but no others) shall be taken to have notice of the rules.
- (3) Nothing in this paragraph shall be taken to authorise any provision to be made which is inconsistent with this Act or an instrument made under it by <sup>F1</sup> . . . the Treasury or to affect the operation of any provision of this Act making rules void to any specified extent.
- (4) The Table referred to in sub-paragraph (1) above is as follows:—

##### TABLE OF MATTERS TO BE COVERED BY THE RULES

1. The name of the society and the address of its principal Office.
2. The manner in which the [<sup>F2</sup> funds of the society are] to be raised.
3. The manner in which the terms are to be determined on which shares are to be issued and the manner in which shareholders are to be informed of changes in the terms on which their shares are held.
4. Whether any preferential or deferred shares are to be issued and, if so, within what limits.
5. The manner in which [<sup>F3</sup> loans] are to be made and repaid, and the conditions on which a borrower may redeem the amount due from him before the end of the period for which the [loan] was made.
6. The manner in which losses are to be ascertained and provided for.
7. The manner in which membership is to cease.

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8. The manner of remunerating the auditors.
9. As respects directors—
  - (a) the manner of electing them and whether they may be co-opted;
  - (b) any conditions which must be satisfied with respect to the holding of shares in the society if a person is to become, or is to remain, a director;
  - (c) the manner of remunerating and, where it is not to be fixed by resolution at the annual general meeting, the maximum amount of the remuneration to be paid to, directors; and
  - (d) the circumstances in which pensions may be awarded to persons by virtue of their office as director and the method of determining the terms of such pensions.
10. The powers and duties of the board of directors.
11. The custody of the mortgage deeds and other securities belonging to the society.
12. The form, custody and use of the society's common seal.
13. The calling and holding of meetings and, in particular—
  - (a) the right of members to requisition meetings;
  - (b) the right of members to move resolutions at meetings;
  - (c) the manner in which notice of any resolutions to be moved at meetings is to be given to members;
  - (d) the procedure to be observed at meetings;
  - (e) the form of notice for the convening of a meeting and the manner of its service;
  - (f) the voting rights of members, the right to demand a poll and the manner in which a poll is to be taken.
14. The entitlement of members to participate in the distribution of any surplus assets after payments to creditors [<sup>F4</sup>on the dissolution by consent] of the society.
- [<sup>F5</sup>15. The entitlement of members, on the winding up of the society, to participate in the distribution of any surplus assets after payments are made in satisfaction of the society's liabilities to creditors and shareholding members under the companies winding up legislation as modified by Parts 1 to 3 of Schedule 15 to this Act.]
- [<sup>F6</sup>(5) Nothing in the rules of a society shall prevent the service of a notice or other document by the society—
  - (a) by sending it electronically to an electronic address notified for the purpose in accordance with express provision made by this Act; or
  - (b) by its publication on a web site in accordance with any such provision.]

#### Textual Amendments

- F1** Words in Sch. 2 para. 3(3) repealed (1.12.2001) by [S.I. 2001/2617](#), arts. 2(b), 13(2), [Sch. 4](#) (with [S. 13\(3\)](#), [Sch. 5](#)); [S.I. 2001/3538](#), [art. 2](#)
- F2** Words in Sch. 2 Pt. I para. 3(4) substituted (1.12.1997 in specified cases and for specified purposes and otherwise in accordance with art. 2(2)(3)(5) of [S.I. 1997/2668](#)) by [1997 c. 32](#), ss. 43, 47(3), [Sch. 7 para. 56\(5\)\(a\)](#); [S.I. 1997/2668](#), [art. 2](#), [Sch. Pt. II\(w\)\(z\)\(xxxiii\)](#)

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- F3** Words in Sch. 2 Pt. I para. 3(4) substituted (1.12.1997 in specified cases and for specified purposes and otherwise in accordance with art. 2(2)(3)(5) of S.I. 1997/2668) by 1997 c. 32, ss. 43, 47(3), **Sch. 7 para. 56(5)(b)**; S.I. 1997/2668, art. 2, **Sch. Pt. II(w)(z)(xxxiii)**
- F4** Words in Sch. 2 para. 3(4) substituted (1.1.2015) by The Banks and Building Societies (Depositor Preference and Priorities) Order 2014 (S.I. 2014/3486), arts. 1(2), **35(2)** (with art. 3)
- F5** Words in Sch. 2 para. 3(4) added (1.1.2015) by The Banks and Building Societies (Depositor Preference and Priorities) Order 2014 (S.I. 2014/3486), arts. 1(2), **35(3)** (with arts. 3, 36)
- F6** Sch. 2 para. 3(5) inserted (20.3.2003) by The Building Societies Act 1986 (Electronic Communications) Order 2003 (S.I. 2003/404), arts. 1(1), **10**

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**Changes and effects yet to be applied to the whole Act associated Parts and Chapters:**

Whole provisions yet to be inserted into this Act (including any effects on those provisions):

- s. 5(11)-(14) inserted by [2007 c. 26 s. 1\(2\)](#)
- s. 5(13)(a) substituted by [S.I. 2013/496 Sch. 8 para. 4\(4\)](#)
- s. 7(6A)-(6C) inserted by [2007 c. 26 s. 1\(1\)\(a\)](#)
- s. 7(8A) inserted by [2007 c. 26 s. 1\(1\)\(c\)](#)
- s. 176ZB excluded by [S.I. 2017/400 reg. 14](#)
- s. 246ZA-246ZC excluded by [S.I. 2017/400 reg. 15](#)
- s. 246ZD excluded by [S.I. 2017/400 reg. 16](#)