



Friendly Societies Act 1896

1896 CHAPTER 25

CHANGE OF NAME, AMALGAMATION, AND CONVERSION OF SOCIETIES

69 Power to change name

- (1) A registered society may, by special resolution, with, the approval in writing of the chief registrar, or in the case of societies registered and doing business exclusively in Scotland or Ireland the assistant registrar for Scotland or Ireland respectively, change its name, and shall not change its name in any other manner.
- (2) Any such change of name shall not affect any right or obligation of the society, or of any member thereof, and any pending legal proceedings may be continued by or against the trustees of the society, or any other officer who may sue or be sued on behalf of the society, notwithstanding its new name.

70 Amalgamation and transfer of engagements

- (1) Any two or more registered societies may, by special resolution of both or all such societies, become amalgamated together as one society, with or without any dissolution or division of the funds of those societies or either of them.
- (2) A registered society may, by special resolution, transfer its engagements to any other registered society which may undertake to fulfil the engagements of that society.
- (3) A special resolution by a registered friendly society for an amalgamation or transfer of engagements under this Act shall not be valid without—
 - (a) the assent thereto of five-sixths in value of the members, given either at the meetings at which the resolution is, according to the provisions of this Act, passed and confirmed, or at one of them, or, if the members were not present thereat, in writing; and
 - (b) the written consent of every person receiving or entitled to any relief, annuity, or other benefit from the funds of the society, unless the claim of that person is first duly satisfied, or adequate provision is made for satisfying that claim.

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- (4) Provided that on application of the trustees or committee of a registered friendly society desiring to amalgamate or transfer its engagements, and upon notice of that application being published in the Gazette, the chief registrar, after hearing the trustees or committee and any other persons whom he considers entitled to be heard upon the application, may, with the consent of the Treasury, order that any of the assents, consents, and conditions required by this Act, or by any regulations made under this Act, be dispensed with, and may confirm the amalgamation or transfer.
- (5) A registered society consisting wholly of members under twenty-one years of age, and a registered society or branch or branches of a society having members above twenty-one years of age, may, by resolutions registered in the manner required for the registration of an amendment of rules, become amalgamated together as one society or branch, or provide for distributing among several branches the members of a society consisting wholly of members under twenty-one years of age, and the other provisions of this section shall not apply to that amalgamation.
- (6) The value of members shall be ascertained by giving one vote to every member, and an additional vote for every five years that he has been a member, but to no one member more than five votes in the whole.
- (7) If any member of a friendly society which has amalgamated or transferred its engagements, or if any person claiming any relief, annuity, or other benefit, from the funds thereof, is dissatisfied with the provision made for satisfying his claim, that member or person may apply to the county court of the district within which the chief or any other place of business of the society is situate for relief or other order, and that court shall have the same powers in the matter as in regard to the settlement of disputes under this Act.

71 Conversion of society into company

- (1) A registered society may, by special resolution, determine to convert itself into a company under the Companies Acts, 1862 to 1890, or to amalgamate with or transfer its engagements to any such company.
- (2) If a special resolution for converting a society into a company Contains the particulars required by the Companies Acts, 1862 to 1890, to be contained in the memorandum of association of a company, and a copy thereof has been registered at the central office, a copy of that resolution under the seal or stamp of the central office shall have the same effect as a memorandum of association duly signed and attested under the said Acts.
- (3) If a society is registered as, or amalgamates with, or transfers all its engagements to, a company, the registry of the society under this Act shall thereupon become void, and shall be cancelled by the chief registrar or by the assistant registrar for Scotland or Ireland under his direction ; but the registration of a society as a company shall not affect any right or claim subsisting against that society, or any penalty incurred by that society; and for the purpose of enforcing any such right, claim, or penalty, the society may be sued and proceeded against in the same manner as if it had not become registered as a company ; and every such right or claim, or the liability to any such penalty, shall have priority, as against the property of the company, over all other rights or claims against or liabilities of the company.

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72 Saving for right of creditors

An amalgamation or transfer of engagements in pursuance of this Act shall not prejudice any right of a creditor of either or any society party thereto.

73 Conversion of society into branch

- (1) A registered society may, by a resolution passed by a majority of the members or delegates present and entitled to vote at any general meeting, of which notice specifying the intention to propose any such resolution has been duly given according to the rules, determine to become a branch of any other registered society, and also, if thought fit, of any registered branch thereof.
- (2) If the rules of the society do not comply with all the provisions of this Act and of the Treasury regulations in respect of the registry of branches, the meeting at which any such resolution is passed may amend the rules so as to bring the rules into compliance with this Act and with the Treasury regulations.
- (3) A copy of the rules of the society marked to show the amendments, if any, made at the meeting, and two copies of the resolution and of such amendment of rules, if any, as aforesaid, each signed by the chairman of the meeting and by the secretary of the society so determining to become a branch of another society, and countersigned by the secretary of that other society, shall be sent to the registrar.
- (4) If the registrar finds that the rules, with or without such amendment as aforesaid, comply with the provisions of this Act and of the Treasury regulations, he shall cancel the registry of the first-mentioned society and register it as a branch of that other society, and also, if so specified in the resolution before mentioned, of any branch of that other society, without further request or notice, and shall register such amendment of rules without further application or evidence, and until such registry as aforesaid the resolution shall not take effect.
- (5) An advertisement of any cancelling of registry under this section shall not be requisite.
- (6) The rules of a society which becomes a branch under this section shall, so far as they are not contrary to any express provision of this Act or of the Treasury regulations, and subject to any such amendment thereof as aforesaid, continue in force as the rules of the branch until amended.
- (7) This section shall apply only to societies registered before the first day of January one thousand eight hundred and seventy-six.

74 Meaning of special resolution

For the purposes of this Act a special resolution shall mean a resolution which is—

- (a) passed by a majority of not less than three fourths of such members of a registered society, entitled under the rules to vote as may be present in person or by proxy (where the rules allow proxies) at any general meeting of which notice specifying the intention to propose that resolution has been duly given according to the rules; and
- (b) confirmed by a majority of such members entitled under the rules to vote as may be present in person or by proxy (where the rules allow proxies), at a subsequent general meeting of which notice has been duly given, held not less

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than fourteen days nor more than one month from the day of the meeting at which such resolution was first passed.

At any meeting mentioned in this section a declaration by the chairman that the resolution has been carried shall be conclusive evidence of the fact.

75 Registration of special resolutions

A copy of every special resolution for any of the purposes mentioned in this Act, signed by the chairman of the meeting and countersigned by the secretary, shall be sent to the central office and registered there, and until that copy is so registered the special resolution shall not take effect.