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THE COMPANIES' ACTS, 1902



COMPANY LIMITED BY GUARANTEE



# Memorandum

OF THE

## MEDICAL DEFENCE UNION.

LIMITED BY GUARANTEE.

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1. The name of the Company is "THE MEDICAL DEFENCE UNION," (Limited).
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are:

i. To support and protect the character and interests of Medical Practitioners practising in the United Kingdom.

ii. To promote honourable practices, and to suppress or prosecute unauthorized Practitioners.

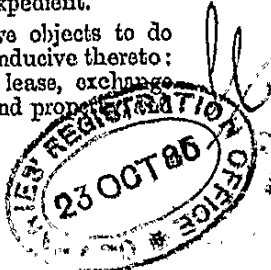
iii. To advise and defend or assist in defending members of the Union in cases where proceedings involving questions of professional principle or otherwise, are brought against them.

iv. To consider, originate, promote, and support (so far as is legal) legislative measures likely to benefit the Medical Profession, and to oppose all measures calculated to injure it: and for the purposes aforesaid to petition Parliament, and take such other steps and proceedings as may be deemed expedient.

v. In the attainment of the above objects to do all such things as are incidental or conducive thereto: (amongst other things) to purchase, lease, exchange or hire any real and personal estate and property.

by J.S. G. and  
17 Bedford Row W.C. London

(20)







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Articles of Association  
ON THE  
MEDICAL DEFENCE UNION  
(LIMITED).

1. The Company for the purposes of registration is declared to consist of 20 Members. The Executive Council may, when they think fit, register an increase of members.

MEMBERSHIP.

2. Any Medical Practitioner in the United Kingdom may, subject to the following regulation, become a member of the Company.

3. Each candidate for membership shall sign and deliver to the Secretary an application in the form or to the effect following:—

THE MEDICAL DEFENCE UNION  
(Limited by Guarantee).

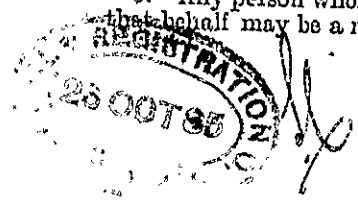
To the Secretary,  
17, Bedford Row, London, W.C.

I desire to become a Member of "The Medical Defence Union," and enclose Ten Shillings, the amount of my first year's Subscription. I also authorise you to register me as a guarantor of £ , subject to the Articles of Association, and on condition that this sum shall be the full extent of my liability.

Name (in full)  
Qualifications  
Address (in full)  
Date

4. Every person shall be deemed to have agreed to become a member of the Company on receipt, by the Secretary, of the above form of application for membership, duly signed by the applicant.

5. Any person whom the Executive Council may accept in that behalf may be a member of the Company.



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The

Limited, is In

Company, this

One thousand ei

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[27.]

The Medical Defence Union

Limited, is Incorporated under the Companies' Acts, 1862 to 1883, as a Limited

Company, this Twenty third day of October

One thousand eight hundred and eighty-five



Registrar of Joint Stock Companies.

of Incorporation received by:—

6. The rights and privileges of every member shall be personal to himself, and they shall not be transferable by his own act or by operation of law.

7. Any member may withdraw from the Company by giving two months' notice in writing to the Secretary of his intention so to do, and upon expiration thereof he shall cease to be a member.

8. Any person who shall by any means cease to be a member shall nevertheless remain liable for, and shall pay to the Company all moneys which shall, at the time of his ceasing to be a member, be due from him to the Company.

9. All charges and expenses incident to the formation of the Company shall be borne by the members up to and inclusive of registration.

#### SUBSCRIPTIONS AND ENTRANCE FEES.

10. Every member shall pay to the Company an Annual Subscription of 10s., which shall be liable to be increased or diminished with the sanction of a Special Meeting, the said subscription shall be payable (in advance) on the 1st of January in every year. Any member elected after the 1st of January in any year shall be liable to pay the said annual subscription as from the 1st day of January last preceeding the election; the subscription for the current year to be paid by him immediately after his election.

11. It shall be in the discretion of the General Council that any elected member shall pay to the Company immediately on his election such entrance fee, and of such amount as the General Council shall from time to time fix.

12. An elected member shall not be entitled to exercise any of the privileges of a member until he shall have paid all moneys payable by him to the Company upon his election, and if he shall for one calendar month after his election shall have been notified to him in writing by the Secretary make default in such payment, he shall, if so determined by the Executive Council, cease to be a member.

#### CALLS.

13. The Executive Council may, from time to time call on the members *pari passu* to contribute funds for the purposes of the Company, or any of them, and each member shall pay every Call so made to the persons, and at the times and places appointed by the Executive Council, but no member shall be

called on to pay more than the total amount of his guarantee, less the sum of 5/-, except in the event of the winding up of the Company, when he may be called on to pay the whole amount of his guarantee then remaining uncalled up. A Call shall be deemed to have been made at the time when the resolution of the Executive Council making the same was passed. Twenty-one days' notice shall be given of each Call.

14. If any member shall neglect for one calendar month to pay any money due from him to the Company, the Executive Council, may by notice in writing, request him to pay such money on a day and place therein named. If the requisitions of such notice are not complied with, the Executive Council may suspend the privileges of such member for such period as they think fit, and if he continue in default for three calendar months after such notice, he shall up on the expiration of that period cease to be a member.

#### GENERAL AND SPECIAL MEETINGS.

15. The first General Meeting shall be held within four months after registration of the Memorandum of Association, and subsequent General Meetings shall be held once in every year, on such day, and at such time and place as the Executive Council may from time to time determine.

16. The above General Meetings shall be called Annual Meetings, all other Meetings shall be called Special Meetings.

17. The Executive Council may, whenever they think fit, and they shall upon a requisition made in writing by not less than ten members, convene a Special Meeting.

18. Any requisition so made by the members shall express the object of the meeting proposed to be called, and shall be left at the office of the Company.

19. Upon the receipt of such requisition the Executive Council shall forthwith convene a Special Meeting, and if they do not convene a Special Meeting to be held within 21 days from the time of the requisition being so left, the requisitionists or any ten of them may themselves convene a meeting.

20. Every General or Special Meeting shall be held in London; seven days' notice at least of every such Meeting, specifying the place, day, and hour of meeting, and in case of special business the general notice of such business shall be given to the members in manner hereinafter mentioned, or in such other manner (if any) as may be prescribed by the

Executive Council, but the non-receipt of such notice by any member shall not invalidate the proceedings at any such Meeting.

21. All business shall be deemed special that is transacted at a Special Meeting, and all that is transacted at a General Meeting, with the exception of the consideration of the accounts, balance sheets, and the ordinary report of the Executive Council, and the election of officers in the place of those retiring pursuant to the regulations therein contained.

22. At any General or Special Meeting ten members shall form a quorum. If within half-an-hour from the time appointed for the meeting a quorum of members is not present, the meeting, if convened upon the requisition of the members, shall be dissolved, in any other case it shall stand adjourned to the same day in the following week, at the same time and place; and if at such adjourned meeting a quorum of members is not present it shall be adjourned *str. 2 die.*

23. The President, or in his absence, one of the Vice-Presidents of the Company, shall preside as Chairman at every General or Special Meeting of the Company. If neither the President nor one of the Vice-Presidents be present within fifteen minutes after the time appointed for the meeting, the members present shall choose some of their number to be chairman of such meeting.

24. The Chairman may, with the consent of any General or Special Meeting, adjourn the same from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

25. At any General or Special Meeting, unless a poll is demanded by at least five members, a declaration by the Chairman that a resolution has been carried or carried by any particular majority, or lost, and an entry to that effect in the book of the proceedings of the Company shall be sufficient evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

26. If a poll is duly demanded it shall be taken at such time and place, and either immediately or after an interval or adjournment, and either by open voting or by ballot, as the Chairman directs, and the result of the poll shall be deemed the resolution of the meeting at which the poll is demanded. The Chairman of a General or Special Meeting shall, in case of an equality of votes at the meeting or at the poll if a poll is

demand, be entitled to a casting vote in addition to the vote to which he is entitled as member. Every member shall have one vote and no more.

27. No member shall be entitled to vote at any meeting unless all moneys due from him to the Company have been paid. Votes may be given either personally or by proxy, who shall be appointed in writing under the hand of the appointor.

28. No person shall be appointed a proxy who is not a member, and the instrument appointing him shall be deposited at the registered office of the Company not less than 48 hours before the time of holding the meeting at which he proposes to vote. Any instrument appointing a proxy shall be in the following form:—“The Medical Defence Union,” Limited by Guarantee

I, \_\_\_\_\_ of \_\_\_\_\_ in the county of \_\_\_\_\_ being a member of The Medical Defence Union, Limited by Guarantee, hereby appoint \_\_\_\_\_ of \_\_\_\_\_ as my proxy to vote for me and on my behalf at the Meeting of the Company, to be held on the \_\_\_\_\_ day of \_\_\_\_\_ and at any adjournment thereof.

As witness my hand this \_\_\_\_\_ day of \_\_\_\_\_ Signed by the said \_\_\_\_\_ in the presence of \_\_\_\_\_

#### OFFICERS.

29. There shall be the following officers of the Company, namely: a President, Vice-Presidents, a Secretary, an Assistant Secretary, Treasurer, two Auditors, and Solicitor.

30. No person shall be eligible as an officer of the Company who is not a member.

#### PRESIDENT AND VICE-PRESIDENTS.

31. The Vice Presidents shall be elected by the first Executive Council, and when so elected shall thereupon elect a President. Such President and Vice-Presidents shall continue in office *ad vitam aut culpam*. Any vacancy, which shall at any time occur in the office of President, shall be filled by the election of one of the Vice-Presidents at the next General Annual Meeting, and at such General Annual Meeting some member of the General Council shall be elected to fill any vacancy in the Vice-Presidents, whether caused as aforesaid or otherwise.

#### SECRETARY.

32. Mr. Charles Frederick Rideal, of No. 6, Belgrave Place, Stockwell Road, Brixton, in the County of Surrey, shall be the first Secretary of the Company at a remuneration of £250 per annum, which salary may be from time to time increased at the discretion of the Executive Council, and he shall hold the office *ad vitam aut culpam*. Any future appointment shall be exercised by the Executive Council, who shall have power, from time to time, to fix the remuneration of the Secretary.

#### SOLICITOR.

33.—Mr. T. F. S. Cridland, of No. 17, Bedford Row, shall be the first Solicitor. His remuneration shall be fixed by the Executive Council.

#### ACTING COUNSEL.

34.—The Executive Council shall appoint the first Acting Counsel, and if any vacancy shall at any time occur, shall forthwith fill up such vacancy.

#### TREASURER, ASSISTANT SECRETARY, AND AUDITORS.

35.—The first Treasurer, Assistant Secretary, and Auditors shall be appointed by the Executive Council, who shall hold office until the Annual Meeting, 1887, when they shall retire, but shall be re-eligible if otherwise qualified. The Treasurer, Assistant Secretary, and Auditors shall be appointed by the Executive Council at each General Annual Meeting, but any casual vacancy in any such office shall be filled by the Executive Council.

#### GENERAL COUNCIL.

36.—The General Council shall consist of ordinary members not exceeding 300 in number.

37.—The General Council shall be appointed by the Executive Council before the date of the General Annual Meeting in 1887.

38.—Any vacancies in the General Council occurring after the date of such meeting shall be filled up by the members present at the General Annual Meeting in each succeeding year.

be entitled to a casting vote in addition to the vote he is entitled as member. Every member shall have one vote and no more.

Every member shall be entitled to vote at any meeting of the Company if monies due from him to the Company have been paid. His vote may be given either personally or by proxy, who shall be appointed in writing under the hand of the appointor.

No person shall be appointed a proxy who is not a member, and the instrument appointing him shall be deposited in the registered office of the Company not less than 48 hours before the time of holding the meeting at which he proposes to vote. Any instrument appointing a proxy shall be in the following form:—"The Medical Defence Union," Limited

I, \_\_\_\_\_ of  
in the county of \_\_\_\_\_  
do hereby appoint \_\_\_\_\_  
to vote for me and on my behalf at the  
meeting of the Company, to be held on the \_\_\_\_\_  
and at any adjournment thereof  
my hand this \_\_\_\_\_ day of \_\_\_\_\_  
1887.  
In witness whereof I have signed  
the said \_\_\_\_\_

#### OFFICERS.

There shall be the following officers of the Company, namely, a President, Vice-Presidents, a Secretary, an Assistant Secretary, Treasurer, two Auditors, and Solicitor.

Every person shall be eligible as an officer of the Company if he is a member.

#### PRESIDENT AND VICE-PRESIDENTS.

The Vice-Presidents shall be elected by the first Executive Council, and when so elected shall thereupon elect a President. Such President and Vice-Presidents shall continue in office until the next General Annual Meeting, *vitam aut culpam*. Any vacancy, which shall at any time occur in the office of President, shall be filled by the election of a Vice-President at the next General Annual Meeting. At each General Annual Meeting some member of the Executive Council shall be elected to fill any vacancy in the office of President, whether caused as aforesaid or otherwise.

#### SECRETARY.

32. Mr. Charles Frederick Ridcal, of No. 6, Belgrave Terrace, Stockwell Road, Brixton, in the County of Surrey, shall be the first Secretary of the Company at a commencing salary of £250 per annum, which salary may be, from time to time increased at the discretion of the Executive Council, and shall hold the office *ad vitam aut culpam*. Any future appointment shall be exercised by the Executive Council, who shall have power, from time to time, to fix the remuneration of such Secretary.

#### SOLICITOR.

33.—Mr. J. F. S. Cridland, of No. 17, Bedford Row, shall be the first Solicitor. His remuneration shall be fixed by the Executive Council.

#### ACTING COUNSEL.

34.—The Executive Council shall appoint the first Acting Counsel, and if any vacancy shall at any time occur they shall forthwith fill up such vacancy.

#### TREASURER, ASSISTANT SECRETARY, AND AUDITORS.

35.—The first Treasurer, Assistant Secretary, and Auditors shall be appointed by the Executive Council, who shall fix their remuneration. They shall hold office until the General Annual Meeting, 1887, when they shall retire, but shall be re-eligible if otherwise qualified. The Treasurer, Assistant Secretary, and Auditors, shall be appointed by the members at each General Annual Meeting, but any casual vacancy in any such office shall be filled by the Executive Council.

#### GENERAL COUNCIL.

36.—The General Council shall consist of ordinary Members not exceeding 300 in number.

37.—The General Council shall be appointed by the Executive Council before the date of the General Annual Meeting in 1887.

38.—Any vacancies in the General Council occurring after the date of such meeting shall be filled up by the members present at the General Annual Meeting in each succeeding year.



## EXECUTIVE COUNCIL.

39. The Executive Council shall consist of seven ordinary members, of whom the Secretary shall be one.
40. The subscribers to the Memorandum of Association shall be the first Executive Council, and shall continue in office until the General Annual Meeting in the year 1887.
41. The six ordinary members of the Executive Council shall retire at the General Annual Meeting in each year.
42. The new Executive Council shall be elected each year by the Members of the General Council present at such Annual Meeting. Such election shall be by ballot. Any retiring Member of the Executive Council shall be re-eligible if otherwise qualified.
43. Vacancies in the Executive Council by resignation or otherwise, shall be filled within 14 days of their occurrence by the Executive Council themselves.
44. Acts done by a person *bona fide* acting as a member of the Executive Council shall be valid, notwithstanding any informality or irregularity in his appointment.
45. The remuneration of the first Executive Council shall be fixed at the first General Meeting held after registration of the Memorandum of Association, and shall run from the date of such registration.
46. The remuneration of the Executive Council elected at each succeeding General Annual Meeting shall be fixed by the members of the General Council which elect each such Executive Council.

## PROCEDURE OF EXECUTIVE COUNCIL.

47. The Executive Council shall meet when required, and may make such regulations as they think proper as to the summoning and holding of meetings, and for the transaction of business thereat, and they may adjourn any meeting, and fix the quorum necessary for the transaction of business, but, until they otherwise determine, four members of the Executive Council shall form a quorum.
48. Any two members of the Executive Council, of which the Secretary shall be one, may at any time summon a meeting thereof.
49. Questions at any Meeting of the Executive Council shall be decided by a majority of votes.

50. At every commencement shall be the Council presiding, and in case of a second or third

51. The vacancy in the Council below five, any time resigning

52. If any leave of absence from more Council may cease to be a

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53. The Company shall in addition to the presently conferred do all such as the Company directed or re in General Meeting conferred on the take or lease a

54. To del fit. any of the members of the regulations as may deem exp

55. To petition

56. To enter things as they Company.

57. The Executive Council kept of the minutes the matters in takes place, a Company.

50. At every meeting of the Executive Council, and before commencement of proceedings, a Chairman for the meeting shall be chosen by vote of the members of the Executive Council present. Such Chairman shall preside at such meeting, and in case of an equality of votes the Chairman shall have a second or casting vote.

51. The Executive Council may act notwithstanding any vacancy in their body, so long as the number be not reduced below five. A member of the Executive Council may at any time resign by giving notice in writing to the Secretary.

52. If any member of the Executive Council shall, without leave of absence, granted by the Executive Council be absent from more than two successive Meetings the Executive Council may declare his office vacant, and he shall thereupon cease to be a member of the Executive Council.

#### POWERS OF EXECUTIVE COUNCIL.

53. The management of the business, and the control of the Company shall be vested in the Executive Council, who in addition to the powers and authorities by these articles expressly conferred on them may exercise all such powers, and do all such acts and things as may be exercised or done by the Company, and are not hereby or by statute expressly directed or required to be exercised or done by the Company in General Meeting. Without prejudice to the general powers conferred on them, the Executive Council shall have power to take or lease any buildings for the purposes of the Company.

54. To delegate, subject to such conditions as they think fit, any of their powers to committees, consisting of such members of the Company as they think fit, and to make such regulations as to the proceedings of such committees as they may deem expedient.

55. To petition Parliament in the name of the Company.

56. To enter into such contracts, and do all such acts and things as they may deem expedient for the purposes of the Company.

#### ACCOUNTS.

57. The Executive Council shall cause the accounts to be kept of the moneys received and expended by the Company, and the matters in respect of which such receipts and expenditure takes place, and of the assets, credits and liabilities of the Company.

58. The accounts shall be closed on the Thirty-first day of December in each year, and a balance sheet containing a summary of the property and liabilities of the Company on that day shall be made out.

59. Seven days before each General Annual Meeting the accounts for the year ending with the Thirty-first day of December last preceding such meeting, with all vouchers and receipts, and also the balance sheet shall be examined by the Auditors, who shall report thereon to the General Annual Meeting, and a printed copy of the balance sheet shall previously to each General Annual Meeting be sent to the members in the manner in which Notices are hereinafter directed to be given.

#### PAYMENTS TO THE COMPANY.

60. All Subscriptions, Entrance Fees, and other moneys payable to the Company shall be received by the Secretary, whose receipt in writing shall be a sufficient discharge for the same.

#### EXCLUSION.

61. Any member who shall fail in observance of any regulations of the Company or order of the Executive Council, or who shall, in the judgment of the Executive Council, have been guilty of any act or practice or conduct calculated to bring discredit on the profession, or to lower its status, may be excluded from the Company by a resolution of a Meeting of the Executive Council, such member to have seven clear days' notice sent him to attend the meeting. Any member so excluded shall thereupon cease to be a member, but without prejudice to clause 8 hereof.

#### NOTICES.

62. A Notice may be served by the Company upon any member either personally or by sending it through the post, in a prepaid letter, addressed to the last known address, and proof of posting shall be deemed to be proof of service.

63. Notice convening meetings shall be given by circular or by advertisement in one or more newspapers, and such circular or advertisement shall be considered sufficient notice thereof.

#### NAMES, ADDRESSES AND DESCRIPTIONS

Frank Washington Dancy,  
Gardens in the County of  
Charles Frederick. Resident of  
in the County of  
Charles Joseph (Clerk)  
in the County of  
Philip Henry Wallis  
Cornwall Gardens in  
County of Middlesex  
John Frederick Spencer  
Orford Row in the County of  
John Moore Seymour  
County of Middlesex  
Edward Southwell Pitt  
Place in the County of

Dated the 23<sup>rd</sup> day of

Witness to the  
Harry  
14 Body

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NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS.

Frank Haskings Dunsy of N<sup>o</sup> 6 Lerkam  
Gardens in the County of Middlesex Solicitor  
Charles Edward Ashurst of 10 Abchurch Lane London  
in the County of Surrey - Gentleman.  
Charles Foxham (Percy) of 3 Rochester Square  
in the County of Middlesex Gentleman.  
Philip Henry Walpole Esq. 47  
Parliament Gardens Queen's Park in the  
County of Middlesex Gentleman  
John Frederick Spencer Girdland of No 17  
Bedford Row in the County of Middlesex Solicitor  
John Moore Esq. 57 Pall Mall, in the  
County of Middlesex, Gentleman.  
Edward Southwell Fitz Gerald 98 Portland  
Place in the County of Middlesex Gentleman

Dated the 23<sup>rd</sup> day of October 1885.

Witness to the above signatures

Henry Cromwell

14 Bedford Row

Middlesex

Clerk