

THE COMPANIES ACT 1985  
COMPANY LIMITED BY GUARANTEE  
SPECIAL RESOLUTION  
OF

**THE MEDICAL DEFENCE UNION LIMITED**

AT A MEETING OF THE ABOVE NAMED COMPANY, DULY CONVENED AND HELD AT  
230 Blackfriars Road  
London  
SE1 8PJ

ON 16 SEPTEMBER 2008

THE FOLLOWING RESOLUTION WAS DULY PASSED -



**Resolved Unanimously:** As a Special Resolution, that the Articles of Association of the MDU be amended as follows

**Clause 3 (iii) of Memorandum**

Insert comma between 'advising' and 'assisting' in second line and insert comma between 'member' and 'deceased member' in line 12

**Clause 3 (iv) of Memorandum**

Insert comma in line 15 between "losses" and "damages"

**Clause 3 (v) of Memorandum**

Insert comma in line 2 between "costs" and "charges"

**Article 2**

Arrange definitions alphabetically

Delete definition of "the Act" and insert "means the Companies Acts, within the meaning in section 2 of the Companies Act 2006"

Delete definition of "the MDU", and insert "The Medical Defence Union Limited"

**Article 2 a**

Delete "become binding on the MDU" and insert "were last amended"

**Article 13**

Delete "Chief Executive" and insert "MDU"

**Article 22 a**

At last line, delete "Sections 369 and 378 of"

**Article 28**

Insert at end of last sentence, "at a general meeting on any question other than the election of the chairman of the meeting or the adjournment of the meeting"

**Article 28 b**

Delete "25" and insert "5"

**Article 32**

Delete first sentence At second sentence, delete "other" and insert after "question", "allowed by these Articles"

**Article 34**

Delete Article 34 in its entirety and insert

"Whether on a show of hands or a poll every member other than an associate member who (being an individual) is present in person or by proxy or (being a body corporate) is present by a duly authorised representative not being himself a member entitled to vote shall have one vote "

**Article 36**

Delete Article 36 in its entirety

**Article 64**

Delete Article 64 in its entirety and insert

"Any disclosure required by Article [63] may be made at a meeting of the Board of Management, by notice in writing or by general notice or otherwise in accordance with section 177 of the Companies Act 2006 "

**After Article 64**

Insert the following

- "a This Article shall only apply on and from the commencement in force of Section 175 of the Companies Act 2006
- b The members of the Board of Management may (subject to such terms and conditions, if any, as they may think fit to impose from time to time, and subject always to their right to vary or terminate such authorisation) authorise, to the fullest extent permitted by law
  - (i) any matter which would otherwise result in a member of the Board of Management infringing his duty to avoid a situation in which he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the MDU and which may reasonably be regarded as likely to give rise to a

conflict of interest (including a conflict of interest and duty or conflict of duties),

- (ii) a member of the Board of Management to accept or continue in any office, employment or position in addition to his office as a member of the Board of Management of the MDU and without prejudice to the generality of paragraph b(i) of this Article may authorise the manner in which a conflict of interest arising out of such office, employment or position may be dealt with, either before or at the time that such a conflict of interest arises,

provided that for this purpose the member of the Board of Management in question and any other interested member of the Board of Management are not counted in the quorum at any Board of Management meeting at which such matter, or such office, employment or position, is approved and it is agreed to without their voting or would have been agreed to if their votes had not been counted

- c A member of the Board of Management shall be under no duty to disclose to the MDU any information which he obtains or has obtained otherwise than as a member of the Board of Management of the MDU and in respect of which he owes a duty of confidentiality to another person. To the extent that his relationship with that other person gives rise to a conflict of interest or possible conflict of interest, this paragraph of this Article applies only if the existence of that relationship has been authorised by the Board of Management pursuant to Article [section b above]. In particular, the member of the Board of Management shall not be in breach of the general duties he owes to the company by virtue of sections 171 to 177 of the Companies Act 2006 because he fails

- (i) to disclose any such information to the Board of Management or to any member of the Board of Management or other representative of the MDU, and/or
  - (ii) to use or apply any such information in performing his duties as a member of the Board of Management of the MDU

- d Where a matter has been authorised by the Board of Management pursuant to Article [section b above] and the matter gives rise to a conflict of interest or possible conflict of interest, the member of the Board of Management in question shall not be in breach of the general duties he owes to the MDU by virtue of sections 171 to 177 of the Companies Act 2006 if, for so long as the conflict of interest or possible conflict of interest subsists, he

- (i) absents himself from meetings of the Board of Management at which any matter relating to the conflict of interest or possible conflict of interest will

or may be discussed or from the discussion of any such matter at a meeting or otherwise, and/or

- (n) makes arrangements not to receive documents and information relating to any matter which gives rise to the conflict of interest or possible conflict of interest sent or supplied by the MDU and/or for such documents and information to be received and read by a professional adviser "

**Article 83**

Insert after Article 83 b, the following

- "c Subject to the Act, if the MDU is unable to convene a general meeting by notices sent by post, as a result of the suspension or curtailment of postal services for any reason, notice of a general meeting may be sufficiently given by advertisement in at least one national newspaper in the United Kingdom and one national newspaper in Ireland and will be deemed to have been given to all those entitled to receive such notice on the date of publication. All such advertisements must appear on the same day. The MDU will send copies of the notice by post as soon as the postal service ceases to be suspended or curtailed "

SIGNED



SECRETARY

DATE

16 September 2008