

COMPANY NO : 21708

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 THE 19<sup>TH</sup> DAY OF SEPTEMBER 2006

THE FOLLOWING RESOLUTION WAS DULY PASSED:-

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

**Article 2 :**

Delete definition of 'Executive' and insert the  
following:

"'Executive' means, when describing a member of  
the Board of Management, a person who is also a  
full-time employee of the MDU or of any Associated  
Company and 'non-executive' shall be construed  
accordingly."



Insert new definitions as follows:

“Associated Company” means an Associated Company of the MDU; any company in which an Associated Company of the MDU holds, directly or indirectly, shares conferring the right to exercise 20 per cent or more of the votes which could be cast on a poll at a general meeting of such company; any company which holds, directly or indirectly, shares conferring the right to exercise 20 per cent or more of the votes which could be cast on a poll at a general meeting of an Associated Company of the MDU; and any subsidiary or holding company of any Associated Company.

‘Associated Company of The MDU means a company in which the MDU holds, directly or indirectly, shares conferring the right to exercise 20 per cent or more of the votes which could be cast on a poll at a general meeting of such company.”

**Article 42:** Delete Article 42 in its entirety and insert:

“Subject to Articles 51, 53 and 56, the Board of Management of the MDU shall consist of not more than 20 persons of whom not less than three shall be executive members of the Board of Management and not less than ten non-executive members of the Board of Management .”

**Article 53:** Delete Article 53 in its entirety and insert:

“No person other than a member of the Board of Management retiring either by rotation within six years of first being appointed or elected (subject to Article 60(b)) or by virtue of Article 56 shall be elected to membership of the Board of Management at an annual general meeting unless

(a) he is recommended by the Board of

Management; or

- (b) not less than 28 nor more than 56 clear days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the MDU of the intention to propose that person for election together with notice executed by that person of his willingness to be elected."

**Article 61(g) :**

In line 2, insert "or of an Associated Company" after "full-time employee of the MDU".

**Article 62 :**

Delete Article 62(a) in its entirety and insert:

- "(a) No person who has attained the age of 70 shall be eligible for election or re-election to the Board of Management unless he is a non-executive member of the Board of Management and in addition provisions equivalent to those set out in Section 293(5) of the Act have been complied with."

Delete Article 62(d)

**Article 88 :**

In line 3, insert "Associated Company of the MDU or of any" before "company which is a subsidiary".

SIGNED:

*NEB...*  
.....

SECRETARY

DATE:

19 September 2006