

21708

THE MEDICAL DEFENCE UNION LIMITED

ANNUAL GENERAL MEETING - 18 June 1996

EXTRACT FROM MINUTES

**MEMORANDUM AND ARTICLES OF ASSOCIATION**

16. **Considered:** Special Resolution relating to the Memorandum and Articles of Association.
17. After being put to the vote, the following resolution was carried as a special resolution:
18. **Resolved:** As a Special Resolution, that the Memorandum and Articles of Association of the company be amended as follows:

Memorandum

Clause 3(i) line 3: delete "others involved in or with" and insert "other persons (including bodies corporate) involved or engaged in or with".

Line 5: insert after the word "sciences" the words: "(including bodies corporate)".

Clause 3(iii) line 4: after the word "representatives" insert the words "(whether in their representative or their personal capacity) or the beneficiaries (and those with an interest in or deriving from the estates of the beneficiaries)" and after the words "former members" insert "or the trustees in bankruptcy of a member, applicant for election to membership, deceased member or former member".

Clause 3(iv) line 4: after the word "representatives" insert the words "(whether in their representative or their personal capacity) or the beneficiaries (and those with an interest in or deriving from the estates of the beneficiaries) of any deceased member or former member or the trustees in bankruptcy of a member, applicant for election to membership, deceased member or former member".

Line 13: after the word "penalties" insert "and to meet or compromise (whether or not by way of indemnity) or take part in meeting or compromising any such actions proceedings claims and demands".

Clause 3(v) line 4: after the word "determined" insert the words "or which the Board of Management may think necessary or convenient for the protection of the interests of any applicant for election to membership, member or former member or the personal representatives or beneficiaries (and those with an interest in or deriving from the estates of the beneficiaries) of any deceased member or the trustees in bankruptcy of any member, applicant for election to membership, deceased member or former member".

Clause 3(vi) line 2: after the word "measures" insert the words "and the purchasing of insurance".

Clause 3(xiii) line 3: after the word "of" insert the words "subscription for shares or other securities".

Line 8: after the word "sciences" insert the words "or which the Board of Management of The MDU may think necessary or convenient for the purpose of its objects".



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**Articles of Association**

**Clause 2: insert "'Corporate Member' means a member which is a body corporate".**

**Clause 2(b) line 2: after the word "and" insert the words "neuter and".**

**After 2(b): insert a new paragraph "2(c) references to persons include individuals and bodies corporate".**

**Clause 4 line 2: after the word "persons" insert the words "(including bodies corporate)".**

**Line 10: after the word "rate" insert the word "frequency".**

**Clause 9 line 9: delete the word "later" and insert the word "other".**

**Clause 13 line 2: delete "14" and insert "21".**

**Line 3: after the word "Executive" insert the words "or such lesser notice as the Board of Management may agree".**

**Clause 17 line 1: after the word "rates" insert the word "frequencies".**

**Line 3: after the word "members" insert the words "whether for a year or any other period".**

**Clause 24 line 3: after the word "proxy" insert the words "each being a member or a proxy for a member or a duly authorised representative of a corporate member".**

**Clause 34 line 1: after the word "member" insert the words "who (being an individual) is".**

**Line 1: after the word "person" insert the words "or (being a body corporate) is present by a duly authorised representative not being himself a member entitled to vote".**

**Line 2: after the word "vote" insert the word "and" and delete the words "present in person or by proxy".**

**Line 3: after the word "vote" add a new sentence "On a poll votes may be given either personally or by proxy".**

**Clause 41 line 1: after the words "proxy" insert the words "or by the duly authorised representative of a corporate member".**

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Clause 47 line 4: after the word "give" insert the words "to any member, any applicant for election to membership, any former member, the personal representatives (whether in their representative or their personal capacity) or the beneficiaries (and those with an interest in or deriving from the estates of the beneficiaries) of any deceased member (who was at the date of his death a member or who was not at the date of his death a member but had formerly been a member and had ceased to be such) or the trustees in bankruptcy of any member, applicant for election to membership, deceased member or former member (who was at the date of his bankruptcy a member or who was not at the date of his bankruptcy a member but had formerly been a member and had ceased to be such)".

Line 9: after the word "of" insert the words "such person" and delete the words "any member, any applicant for election to membership, any former member, or any deceased member (who was at the date of his death a member or who was not at the date of his death a member but had formerly been a member and had ceased to be such)".

Clause 48(1) line 9: after the word "representatives" insert the words "(whether in their representative or their personal capacity) or the beneficiaries (and those with an interest in or deriving from the estates of the beneficiaries)". After the words "of any deceased member", insert the words "or the trustees in bankruptcy of any member, applicant for election to membership, deceased member or former member".

Line 19: after the word "penalties" insert "and to grant funds to meet or compromise (whether or not by way of indemnity) or take part in meeting or compromising any such action proceeding claims or demands".

Clause 48(2) line 2: after the word "indemnity" insert "or grant".

Line 6: after the word "representatives" insert the words "or his trustees in bankruptcy as the case may be".

Line 7: after the word "representatives" insert the words "or beneficiaries" and after the word "concerned" insert the words "or the trustees in bankruptcy of the member, applicant or former member concerned".

Clause 85 line 1: after the word "either" insert the words "being an individual".

Line 1: after the word "person" insert the words "or, being a body corporate, by its authorised representative".

Certified True Copy

*NJB Bowman*  
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Mr N J Bowman (Company Secretary)