



21708

THE MEDICAL DEFENCE UNION LTD

3 DEVONSHIRE PLACE · LONDON · WIN 2EA

ANNUAL GENERAL MEETING - 19 July 1994

EXTRACT FROM MINUTES

MEMORANDUM AND ARTICLES OF ASSOCIATION

21. Considered: Special Resolutions relating to the Memorandum and Articles of Association.
22. After being put to the vote, the following resolutions were carried as Special Resolutions:
23. Resolved: As a Special Resolution, that the *Memorandum of Association* of the Company be amended as follows:

(1) By deleting Clause 3(ii) in its entirety and inserting:

'(i) To promote support and protect the character and interests of such categories of medical and dental practitioners, teachers, students and others involved in or with the practice of medicine and dentistry and other practitioners, teachers, students or managers of or in other professions and sciences as shall for the time being be specified as eligible for membership of the MDU by the Board of Management of the MDU in accordance with the *Articles of Association* of the MDU for the time being in force.'

(2) In Clause 3(vii) line 4 by substituting 'other' for 'allied'.

(3) By deleting Clause 3(ix) in its entirety and inserting the following:

'(ix) To provide services for reward for or to any person or body concerned with the handling of claims (a) involving medical or dental practitioners, teachers, students or others involved in or with the practice of medicine or dentistry or practitioners, teachers or students of other professions or sciences (b) otherwise arising out of the provision of medical or dental or related services or other professional services to the public.'

(4) In Clause 3(x) by substituting 'To provide or procure' for 'To carry on business by the provision or the procurement of'.

(5) In Clause 3(xi) by inserting 'or non-related' prior to the final word.



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- (6) By deleting Clause 3(xiii) in its entirety and inserting:

'To subscribe to or become a member of or establish or promote or support by the application of funds of the MDU (whether by way of grant, or loan, or otherwise) any company, institution, society or body whether charitable or not, which has objects similar to the objects of the MDU, or which is for the benefit of medicine or dentistry, teachers or students or others involved with the practice of medicine or dentistry or practitioners, teachers or students of other professions or sciences.'

- (7) In Clause 3(xiv) by:

- (a) inserting 'Board of Management of the' prior to 'MDU' in line 5;
- (b) inserting 'by the Board of Management of the MDU' after 'determined' in line 12;
- (c) inserting 'Board of Management of the' prior to 'MDU' in line 13.

24. Dr Wall explained that the proposed amendments to the definition of "Register" and to Article 12 were intended to provide the Board of Management with greater flexibility in offering membership to, for instance, those with National Council for Vocational Qualifications registration. It was not the intention of the MDU, nor would the amendments have the effect, that membership should cease automatically on loss of specialist registration.

25. Resolved: As a Special Resolution, that the *Articles of Association* of the Company be amended as follows:

- (1) In the definition of 'Chief Executive' by deleting 'or any other person appointed to perform the duties of the Chief Executive of the MDU.'
- (2) By substituting 'means, where the context admits, a person accepted and continuing as such in accordance with Articles 4-14' for the definition of 'Member'.
- (3) By deleting the definition of 'Cases Committees' in its entirety.
- (4) In the definition of 'Register' by substituting 'and/or any other professional register which includes a member or group of members' for 'established in such parts of the world (other than the United Kingdom) as the Board of Management from time to time determines'.
- (5) By inserting as new definitions:
 - (a) "'Executive" means, when describing a member of the Board of Management, a person who is also a full-time employee of the MDU and "non-executive" shall be construed accordingly';

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- (b) "Chairman" and "Vice-Chairman" mean the Chairman and Vice-Chairman of the Board of Management appointed pursuant to Article 60'.
- (6) By deleting the final paragraph in its entirety and inserting:

'Unless the context otherwise requires:
 - (a) words or expressions contained in these Articles bear the same meaning as in the Act, but excluding any statutory modification thereof not in force when these Articles become binding on the MDU;
 - (b) the singular shall include the plural and vice versa and the masculine shall include the feminine and vice versa.'
- (7) By deleting Article 4 in its entirety and inserting the following:

'The Board of Management shall from time to time specify the categories of persons or groups of persons who are eligible for membership of the MDU being medical or dental practitioners, teachers, students and others involved in or with the practice of medicine or dentistry, and practitioners, teachers, students or managers of or in other professions and sciences. The Board of Management shall have power subject to the following Articles from time to time to lay down the conditions and terms on which such persons shall be eligible for membership and may lay down such different terms or conditions (including the rate and method of payment of subscriptions) for such different categories or groups as to it may seem fit.'
- (8) In Article 9 line 4 by inserting 'member or' before 'members'.
- (9) By deleting Articles 12(a) and 12(b) in their entirety and inserting the following:
 - '(a) Any member whose name having previously appeared therein is erased from any register or whose licence or entitlement to practise the profession previously carried on by him in any place is withdrawn or cancelled shall unless the Board of Management otherwise determines ipso facto forthwith cease to be a member of the MDU.
 - (b) Any member whose registration in any register or licence to practise the profession previously carried on by him in any place is suspended or restricted shall unless the Board of Management otherwise determines ipso facto forthwith cease to be a member of the MDU.'
- (10) By deleting Article 14(i) in its entirety and in Article 14(ii) by substituting '30 days' for 'four calendar months'.

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- (11) In Article 21 by substituting '49 days' for '10 weeks'.
- (12) By deleting Article 22 in its entirety and inserting the following:
'An annual general meeting and a special meeting shall, except where the Act or the Articles require a shorter period of notice, be called by at least 42 days' notice. Every notice shall specify the time and place of the meeting and the general nature of the business to be transacted. Subject to the provisions of the Articles the notice shall be given to all members and to the members of the Board of Management and the auditors. Subject to Articles 20 and 21, the Board of Management may withdraw a notice of a general meeting or postpone a general meeting, in each case by notice given not less than seven clear days prior to the date fixed for the meeting, and in the case of a postponement may fix a new date for the meeting being not less than the period required by Sections 369 and 378 of the Act.'
- (13) In Article 23 line 3 by inserting 'of persons' prior to 'entitled'.
- (14) In Article 26 by deleting 'elected under Article 42(a) below'.
- (15) In Articles 38 and 39 by substituting 'company' for 'MDU' in the four places where it appears.
- (16) By deleting Article 42 in its entirety and inserting the following:
'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, not less than three non-executive members who are not members of the MDU and not less than seven non-executive members who are members of the MDU.'
- (17) By deleting Article 44 in its entirety and inserting the following:
'The Board of Management shall have power on such terms as to it may seem fit to appoint and determine the appointment of the executive members of the Board of Management provided that the exercise of such power shall not deprive any such person of any compensation or damages payable to him in respect of the termination of his appointment.'
- (18) By deleting the final paragraph of Article 47 and inserting the following:
'For the purpose of proviso (1) in the case of an application by a former member for reinstatement on any register or for restoration of a licence or entitlement to practise the profession previously carried on by him or the lifting of a suspension the matter shall be deemed to have originated immediately before the date upon which his name was erased from such register or his licence or entitlement so to practise was withdrawn or cancelled or upon which his registration in such register, licence or entitlement was suspended as the case may be.'
- (19) In Article 48(2) by substituting 'deceased' for 'former' in the penultimate line.

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- (20) In Article 49(a) by substituting 'other' for 'allied'.**
- (21) By deleting Article 51 in its entirety and inserting the following:
'At each annual general meeting one-third of the members of the Board of Management or, if their number is not a multiple of three, the number nearest to one-third shall retire from office.'**
- (22) By deleting Article 52 in its entirety and inserting the following:
'Subject to the provisions of the Act, the members of the Board of Management to retire by rotation shall be those who have been longest in office since they were last elected or re-elected, but as between persons who were elected or who were last re-elected members on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.'**
- (23) By deleting Article 53 in its entirety.**
- (24) By deleting Article 54 in its entirety and inserting the following:
'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 61(b)) or by virtue of Article 57 shall be elected to membership of the Board of Management at an annual general meeting unless:

(a) in the case of a retiring non-executive member who is also a member of the MDU he is recommended by the Board of Management; or

(b) in any other case:

(i) he is recommended by the Board of Management; or

(ii) 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.'**
- (25) In Article 55 by substituting '(other than a member of the Board of Management retiring by rotation or by virtue of Article 56 at the meeting)' for '(other than a retiring member)'.**
- (26) In Article 57 by inserting 'and shall not be taken into account in determining the members of the Board of Management who are to retire by rotation at the meeting' at the end of the second sentence.**

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(27) In Article 60 by:

- (a) substituting 'among their number' for 'those of them who have been elected under Article 42(a) above' in the first sentence; and**
- (b) substituting 'the non-executive members of the Board of Management and must also be members of the MDU' for 'those who have been elected to the board under Article 42(a)' in the third sentence.**

(28) By deleting Article 61 in its entirety and inserting the following:

- '(a) The Chairman and Vice-Chairman shall until the appointment of their successors continue to exercise the duties of their respective offices.**
- (b) For the purpose of Article 54 the Chairman in office at the commencement of any annual general meeting shall if retiring by rotation be eligible for re-election to the Board of Management at such meeting notwithstanding that he may have served as a member for more than six years.'**

(29) In Article 62 by:

- (a) The deletion of Article 62(f) in its entirety.**
- (b) The deletion in Article 62(g) of 'at and after any annual general meeting to be held after the annual general meeting held in 1991' and the insertion of '(subject to Article 63)'.**
- (c) The deletion of Article 62(h) in its entirety and the insertion of: 'if being an executive member of the Board of Management he ceases to be a full-time employee of the MDU; or'.**

(30) In Article 63 by:

- (a) The deletion of Article 63(a) and the insertion of: '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 person who is not a member of the MDU and in addition provisions equivalent to those set out in Section 293(5) of the Act have been complied with'.**
- (b) The deletion in Article 63(b) of 'after the annual general meeting to be held in 1992'.**
- (c) The deletion in Article 63(c) of 'after the annual general meeting to be held in 1992'.**

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(d) In Article 63(d):

- (i) the deletion of 'the provisions of Section 293(5) of the Companies Act 1985 (or any statutory modification or re-enactment for the time being in force)' and by insertion of 'provisions equivalent to those set out in Section 293(5) of the Act'; and**
- (ii) the deletion of 'under Article 42(a)'.**

(31) In Article 68 by:

- (a) The deletion of 'elected under Article 42(a) above'.**
- (b) The substitution of 'Company Secretary' for 'Chief Executive'.**

(32) In Article 69 by the deletion of 'of whom at least two shall be members elected in accordance with Article 42(a) above'.

(33) By deleting Article 71 in its entirety and inserting the following:

'The Chairman shall preside at the meetings of the Board of Management. In his absence the chairman shall be the Vice-Chairman and in his absence shall be such member of the Board of Management as the Board of Management may from time to time determine or in the absence of such person or if there is no such person at any time such member of the Board of Management as the members of the Board of Management present after the time appointed for a meeting may determine.'

(34) In the penultimate line of Article 74 by the insertion after the word 'member' of 'of the Board of Management'.

(35) In Article 77 line 2 by the insertion after the word 'member' of 'of the Board of Management'.

(36) By deleting the second sentence of Article 80 in its entirety and inserting the following:

'Any instrument to which the seal is affixed shall be signed by two persons out of the Company Secretary and the members of the Board of Management unless the Board of Management otherwise determines.'

(37) In Article 83 by deleting '(the members of the Board of Management for the time being treated as the Directors mentioned in those provisions)'.

(38) In Article 87 by substituting 'officer' for 'official'.

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- (39) In Article 89 line 4 by inserting 'other' prior to 'officer'.
- (40) Where appropriate, by renumbering the Articles of Association to ensure the consecutive numbering of such Articles and by amending all cross-references to other Articles accordingly.

Certified True Copy

N. Bowman
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Company Secretary