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Memorandum
OF
**THE
MEDICAL DEFENCE UNION
(LIMITED)**

1. The name of the Company is "THE MEDICAL DEFENCE UNION (LIMITED)."

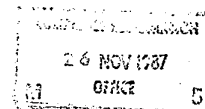
2. The Registered Office of the Company will be situate in England.

3. The objects for which the Company (hereinafter called "the Union") is established are:—

i. To support and protect the character and interests of such classes of Medical or Dental Practitioners and other persons as shall for the time being be specified as eligible for membership of the Union by the Council of the Union in accordance with the Articles of Association of the Union for the time being in force.

ii. To promote honourable practice, and to suppress or prosecute unqualified practitioners.

iii. To advise assist and defend or to take part in advising assisting or defending members or former members of the Union or the personal representatives of deceased members or former members who are parties to or otherwise involved in litigation raising a question of professional principle or appear likely to become parties to or involved in such litigation.



iv. To give advice and legal assistance to any member or former member of the Union or the personal representatives of any deceased member or former member on any question or matter which affects directly or indirectly the professional character or interests of the member or former member or deceased member or former members.

v. To indemnify, wholly or in part, and on such terms and conditions as may from time to time seem expedient, any member or former member of the Union or the personal representatives of any deceased member or former member against liability, loss or expense arising from actions, proceedings, claims and demands by or against him or them involving a professional principle or affecting the professional character or interests of the member or former member or the deceased member or former member whether directly or indirectly, including all incidental or consequential losses, damages, costs, charges and expenses but exclusive of fines or penalties.

vi. To expend moneys of the Union in paying the whole or any part of the costs, charges and expenses of any proceedings whether legal or otherwise in which a question of importance to the members of the Union is or is likely to be determined.

vii. To effect suitable insurances, re-insurance, counter-insurances and guarantees and to adopt financial measures for mitigating the risks or liabilities of the Union or its members.

viii. To grant sums of money from the funds of the Union for the investigation or the promotion of matters relating to medical and allied sciences or matters which affect or may affect the members of the Union.

ix. To consider, originate, promote and support (so far as is legal) legislative measures likely to benefit the members of the Union, and to oppose all measures calculated to injure them. And for the purposes aforesaid to petition Parliament and take such other steps and proceedings as may be deemed expedient.

x. 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, and take or acquire all rights or privileges, which the Union may think necessary or convenient for the purpose of its business; to make, accept, endorse and execute promissory notes, bills of exchange and other negotiable instruments; to invest the moneys of the Union, not immediately required, upon such securities as may from time to time be determined; to raise money in such manner as the Union shall think fit; to sell, manage, develop, lease, mortgage, dispose of, or otherwise deal with all or any part of the Union's property.

4. The Income and Property of the Union, whencesoever derived, shall be applied solely towards the promotion of the objects of the Union as set forth in this Memorandum of Association. Provided that nothing herein contained shall prevent the payment in good faith of remuneration or bonus to any officers or servants of the Union, or any member thereof, or other person in return for any services actually rendered to the Union.

5. Every member of the Union undertakes to contribute to the assets of the Union, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Union contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required not exceeding £. .00.

WE, the several persons, whose names and addresses are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association.

NAMES, ADDRESSES AND DESCRIPTIONS OF
SUBSCRIBERS

FRANK HASTINGS DAUNEY, of No. 6, Lexham Gardens, in the County of Middlesex, Solicitor.
CHARLES FREDERICK RIDEAL, of 6, Belgrave Terrace, Brixton, in the County of Surrey, Gentleman.
CHARLES TOPHAM CLEMENTS, of 3, Porchester Square, in the County of Middlesex, Gentleman.
PHILIP HENRY WALTERS LEGATT, 47, Cornwall Gardens, Queen's Gate, in the County of Middlesex, Gentleman.
JOHN FREDERICK SPENCER CRIDLAND, of No. 17, Bedford Row, in the County of Middlesex, Solicitor.
JOHN MOORE SINYANKI, 57, Pall Mall, in the County of Middlesex, Gentleman.
EDWARD SOUTHWELL FITZGERALD, 98, Portland Place, in the County of Middlesex, Gentleman.

Dated the 23rd day of October, 1885.

Witness to the above signatures,

HARRY CROMWELL,

17, Bedford Row,

Middlesex,

Clerk.

Articles of Association
OF
THE
MEDICAL DEFENCE UNION
(LIMITED)

1. The Union for the purposes of registration is declared to consist of 200,000 members. The Council may register an increase of members.

2. In these Articles the phrase "Register" means the Register of Medical Practitioners prescribed by the Medical Act, 1956, or the Register of Medical Practitioners prescribed by the Medical Practitioners Acts, 1927 - 1978, of the Republic of Ireland or the Register of Dental Practitioners prescribed by the Dentists Acts, 1957 to 1983, or the Dental Register of Ireland prescribed by the Dentists Act, 1928, of the Republic of Ireland, or the registers prescribed by any acts amending or replacing those Acts or any register of medical or dental practitioners established by statute in such parts of the world (other than the United Kingdom or the Republic of Ireland) as may from time to time be prescribed by the Council (as the circumstances may require).

OBJECTS AND POWERS OF THE UNION

3. The objects for which the Union is established, as set forth in the Memorandum of Association, shall be carried out in the manner provided by these Articles.

MEMBERSHIP

4. (a) The Council shall from time to time specify the classes of medical or dental practitioners or other persons who are eligible for membership of the Union, and shall have power subject to the following regulations from time to time to lay down the conditions on which any such class or classes of medical or dental practitioners or other persons may be eligible for membership of the Union and may lay down different conditions for different classes;

(b) Any person of a class specified by the Council as eligible for membership may, subject to the following regulations and to any condition applicable to him which may have been laid down by the Council become a member of the Union.

5. Each candidate for membership shall sign and deliver to the Secretary an application in such form as the Council may from time to time approve.

6. Any such applicant shall be deemed to have agreed to become a member of the Union on receipt by the Secretary of an application for membership in the form or to the effect above-mentioned duly signed by the applicant.

7. On the passing by the Council of a resolution accepting such applicant as a member, his name shall be entered on the Register of Members, and his membership shall be deemed to have commenced as from the date on which his application was received or from such later date as the Council may decide.

8. 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, but this shall not prevent the Council exercising its powers under Articles 43, 44 and 45 in relation to any deceased person (a) who was at the date of his death a member, or (b) who was not at the date of his death a member but had formerly been a member and had ceased to be such.

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

SUBSCRIPTIONS

10. Every member shall pay to the Union such subscription as the Council may from time to time determine provided that

i. The Council may determine different rates of subscription for such classes of members as it may prescribe.

ii. In lieu of requiring payment of a subscription from members of such class or classes as the Council may from time to time determine the Council may require payment by such members of the premium or premiums on a policy or policies of insurance arranged on their behalf by the Council.

iii. In the case of such class or classes of members as the Council may prescribe, the date on which any subscription shall be payable shall be such as the Council may determine.

11. If any member make default in any payment due from him for more than three calendar months (or such longer period as the Council may determine) after such payment shall have become due he shall, if the Council so determine, cease to be a member.

GENERAL MEETINGS

12. The expression "general meeting" as used in these Articles shall include both annual and special meetings. The Union shall in each year hold a general meeting as its annual meeting in addition to any other meeting in that year and shall specify the meeting as such in the notices calling it, and not more than 15 months shall elapse between the date of one annual meeting and that of the next. Meetings of the Union shall be held at such time and place as the Council shall determine.

13. A special meeting may be convened by the Council whenever it thinks fit and shall be convened by the Council or a members' requisition made in accordance with the provisions of S.368 of the Companies Act 1985.

14. Subject to any statutory provisions forty-two days' notice at least of the holding of a general meeting specifying the day and hour and place of meeting and the nature of the business to be transacted shall be given to all members but the accidental omission to give such notice to, or the non-receipt of such notice by, any member shall not invalidate the proceedings at any general meeting. The Council shall also circulate to members a notice of any resolution or a print of any statement which it is duly requisitioned so to do under any statutory provisions.

15. At any meeting fifty 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 members, shall be dissolved; in any other case it shall stand adjourned to the same day in the following week, at the same hour and place, unless otherwise determined by a majority of those present at the meeting, and if at any such adjourned meeting a quorum of members is not present, it shall be dissolved.

16. The President shall preside as Chairman at every meeting of the Union. If the President be not present within five minutes after the hour appointed for the meeting, the members present shall appoint one of their number to be Chairman of the meeting.

17. The Chairman may, with the consent of any 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.

18. At any meeting every question shall be decided by a show of hands unless a poll is demanded by at least twenty-five members.

19. At any meeting 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 books of the proceedings of the Union 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.

20. If a poll is duly demanded it shall be taken immediately by ballot and the result shall be deemed the resolution of the meeting at which the poll is demanded, but no poll shall be allowed upon a question of adjournment or the appointment of a Chairman; when a poll is demanded there shall be two scrutineers one of whom shall be appointed by the demander of the poll, and the other by the Chairman.

21. The Chairman of a meeting shall in case of an equality of votes be entitled to a casting vote in addition to the vote to which he is entitled as a member.

22. Subject as aforesaid, every member present in person or by proxy shall upon a poll have one vote, and no more.

23. Votes may be given personally or by proxy. No person shall be appointed a proxy who is not a member and entitled to vote at the meeting or adjourned meeting for which the proxy is given.

24. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney and shall be in such form as the Council may from time to time approve. It shall confer authority to join in demanding a poll.

25. The instrument appointing a proxy and the power of attorney (if any) under which it is signed or any office copy thereof shall be deposited at the registered office of the Union not less than forty-eight hours before the time for holding the meeting or adjourned meeting (as the case may be) at which the person named in such instrument proposes to vote, but no instrument appointing a proxy shall be valid after the expiration of six months from its date, except at an adjourned meeting or on a poll demanded at an adjournment of a meeting in cases when the meeting was originally held within six months of such a date.

26. A vote given in accordance with the terms of an instrument appointing a proxy shall be valid notwithstanding the previous death of the principal or revocation of the proxy unless previous intimation in writing of the death or revocation shall have been received at the registered office of the Union.

OFFICERS

27. There shall be the following Officers of the Union, namely:—President, Vice-Presidents and Treasurer, all of whom shall retire at the conclusion of the annual general meeting but shall be eligible for reappointment as hereinafter provided.

COUNCIL

28. The management of the affairs of the Union shall be vested in the Council consisting of twelve Elected Members and (subject as hereinafter provided) the Officers of the Union for the time being. At each annual general meeting three of the twelve Elected Members shall retire from office but shall be eligible for re-election. The persons who are so to retire shall be selected by the Council in such manner as the Council shall determine and the names of such retiring members shall be stated in the notice convening each annual general meeting. A member of the Council must be a member of the Union. At the conclusion of each annual general meeting all the Officers of the Union for the time being shall retire from office but shall be eligible for re-appointment under the next following Article.

29. As soon as may be after the annual general meeting in each year the Elected Members of the Council shall meet and shall appoint, either from their number or from the other members of the Union, the Officers of the Union, viz. a President, as many Vice-Presidents as they shall from time to time select, and a Treasurer, and the Officers thus appointed shall, together with the Elected Members of the Council, constitute the Council. Until the appointment of the Officers of the Union the twelve Elected Members of the Council shall be deemed for all the purposes of these Articles to be the Council. For the purposes of this Article seven Elected members shall be a quorum.

30. The Officers of the Union shall until the appointment of their successors continue to exercise the duties of their respective offices.

31. Any vacancy occurring among the Elected Members of the Council or the Officers between one annual general meeting and the next shall be filled by the Council as soon as may be expedient and the person appointed shall hold office only until the next annual general meeting.

32. All acts done at any meeting of the Council or of a Committee of the Council or by any persons acting as members of the Council shall notwithstanding that it shall be afterwards discovered that there was some defect in the appointment of any such members of the Council or Committee or persons acting as aforesaid, or any of them, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and qualified and had continued to be a member of the Council.

33. The Council shall meet as often as may be required, and may make such regulations as it thinks proper as to the summoning and holding of its meetings and for the transaction of business thereat, and it may adjourn any meeting and fix the quorum necessary for the transaction of business, but, until it otherwise determines, eight members of the Council shall form a quorum. In the case of an equality of votes the Chairman shall have a second or casting vote.

34. The Secretary shall on the requisition of any four members of the Council convene a meeting thereof. Such requisition (which may consist of several documents in like form) must state the objects of the meeting and must be signed by the requisitionists and deposited at the registered office of the Union. If the Secretary does not proceed to cause a meeting of the Council to be held within fourteen days from the date of the requisition, the requisitionists may themselves convene the meeting but such meeting shall be held within three months from the date of the deposit of the requisition.

35. The President of the Union shall preside at the meetings of the Council. In his absence, a Chairman shall be chosen by vote of the members of the Council present.

36. The Council may continue to act notwithstanding that its numbers are reduced.

37. A member of the Council shall vacate office if

- (a) by notice in writing to the Secretary he resigns his office;
- (b) he is compulsorily admitted to hospital or into guardianship under Part IV of the Mental Health Act, 1959 or is a person who under Part VIII of the said Act has been determined by a Judge to be incapable by reason of mental disorder of managing and administering his property and affairs;
- (c) he ceases to be eligible by virtue of the next succeeding Article;
- (d) he is removed from office by a resolution duly passed pursuant to Section 184 of the Companies Act, 1948;
- (e) he ceases to hold office by reason of any order made under Section 188 of the Companies Act, 1948.

38. (a) An Elected Member of the Council who is not the President or the Treasurer of the Union or the Chairman of a Standing Committee of the Council shall vacate office as an Elected Member at the annual general meeting next succeeding the attainment by him of the age of 70 years and no person who has attained that age shall be eligible for appointment as an Elected Member of the Council;

(b) An Elected Member of the Council who on attaining the age of 70 years is the President or Treasurer of the Union or the Chairman of a Standing Committee of the Council shall vacate office as an Elected Member when he ceases to be President, Treasurer or Chairman of the Standing Committee, as the case may be;

(c) An Officer of the Union or Chairman of a Standing Committee shall vacate office at the conclusion of the annual general meeting next succeeding the attainment by him of the age of 75 years, and no person who has attained the age of 75 years shall be eligible for election as a member of the Council unless the Company in general meeting by special resolution otherwise decides.

POWERS OF COUNCIL

39. The management of the affairs and the control of the Union shall be vested in the Council, which, in addition to the powers and authorities of these Articles expressly conferred on it, may exercise all such powers, and do all such acts and things as may be exercised or done by the Union, and are not hereby or by statute expressly directed, or required to be exercised or done by the Union in general meeting.

40. The Council may delegate, subject to such directions and conditions as it thinks fit, any of its powers to Committees; and may also appoint persons (whether or not they be members of the Union or the Council) to such Committees and the Council may form joint Committees with any other organization when it considers it to be in the interests of the Union or of its members so to do, and the Council may appoint representatives to serve on Committees constituted by other organizations.

41. The Council or any Committee of the Council authorized by the Council for the purpose may undertake the conduct of or assist in the conduct or defence of any matter or proceedings whether of a strictly legal nature or otherwise concerning or affecting, whether directly or indirectly, the professional character or interests of

- (i) any member;
 - (ii) any former member;
 - (iii) any deceased member in category (a) or (b) of Article 8;
- provided that:

(1) The Council or such Committee shall be satisfied that the matter originated or the cause of proceedings arose during the period when the person concerned was a member of the Union.

(2) The person making the request shall abide absolutely by every decision of the Council, or any such Committee, on the conduct or defence of the matter or proceedings and shall not himself, without prior consent of the Council or any such Committee, take any steps with reference to such matter or proceedings or to the determination thereof.

For the purpose of proviso (1) in the case of an application by a former member for reinstatement on the Register, the matter shall be deemed to have originated immediately before the date upon which his name was erased from the Register or upon which his registration in the Register was suspended.

42. (1) The Council or any Committee of the Council so authorized by the Council may, subject to the like conditions as are specified in the provisos of the preceding Article, grant from the funds of the Union to any member or any former member or the personal representatives of any former member an indemnity wholly or in part with regard to any action, proceeding, claim or demand concerning or affecting whether directly or indirectly the professional character or interests of such member or former member or deceased person as the case may be and the indemnity may extend to all incidental or consequential losses, damages, costs, charges and expenses exclusive of fines or penalties.

(2) The Council or any authorized Committee may determine any such indemnity at any time by notice in writing to the member or the former member (or if the member or the former member dies subsequent to the granting of the indemnity his personal representatives) or the personal representatives of the former member concerned as the case may be without assigning any reason.

(3) Any such indemnity mentioned may be granted or determined either by a resolution of the Council or any authorized Committee, and the grant of indemnity in every case shall be made only upon such terms and conditions as the Council or any authorized Committee shall think proper and it shall rest only in the absolute discretion of the Council or any authorized Committee in every case to limit or restrict the grant of an indemnity or altogether to decline to grant the same or to determine any indemnity so granted.

43. The Council may

- (a) appoint one or more arbitrators or umpires either from its own body or from among the members of the Union or otherwise for the settlement of professional difficulties and disputes in which any member of the Union desiring the assistance of the Union may be concerned;
- (b) request any one of its own body or any member of the Union to give his professional services or to render any special services for the Union or for any members.

The Council may, out of the funds of the Union, pay to any person so appointed or requested such special remuneration as it shall think fit, and any such person or any member of the Council or the Union who performs any special services for a member without being so requested by the Council shall be entitled to retain for his own benefit any fees or emoluments paid to him by any other person notwithstanding that the other person may have received them in the first instance out of the funds of the Union.

44. The Council may enter into such contracts and do all such acts and things as it may deem expedient for the purposes of the Union.

45. The Secretary shall be appointed by the Council for such time, at such remuneration and upon such conditions as it may think fit, and any Secretary so appointed may be removed by the Council. The provisions of Sections 177 and 179 of the Companies Act, 1948 shall apply and be observed. The Council may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

REMUNERATION OF COUNCIL AND COMMITTEES

46. The members of the Council and of Committees of the Council shall be paid by the Union such reasonable travelling, hotel and other expenses as they may incur in attending or returning from meetings of the Union or of the Council or of Committees of the Council or which they may otherwise incur in or about the affairs of the Union.

The members of the Council and of Committees of the Council may also be paid out of the funds of the Union by way of remuneration at such rates as may from time to time be determined by the Council.

SEAL

47. The Council shall provide for the safe custody of the Common Seal of the Union which shall only be used by the authority of the Council or of a Committee of the Council authorized by the Council in that behalf and every instrument to which the Seal shall be affixed shall be signed by the President or by the Treasurer and countersigned by the Secretary or by some other person appointed by the Council for the purpose.

ACCOUNTS

48. The Council shall cause proper books of account to be kept in accordance with the Companies Act, 1948. The books of account shall be kept at the registered office of the Union or at such other place or places as the Council thinks fit and shall always be open to the inspection of the Council.

49. The Council shall from time to time determine whether and to what extent and at what time and places and under what conditions and regulations the accounts and books of the Union or any of them shall be open to the inspection of any member who is not a member of the Council and any such member shall not have any right of inspecting any account or book or document of the Union except as conferred by statute or authorized by the Council or by the Union in general meeting.

50. The Council shall in every calendar year lay before the Union in general meeting an income and expenditure account since the preceding account made up to date not earlier than the date of the meeting by more than twelve months. The Council shall also cause to be made out in every calendar year and to be laid before the Union in general meeting a balance sheet as at the date to which the income and expenditure account is made up. Every such balance sheet shall be signed on behalf of the Council by

two members of the Council and there shall be attached thereto a report by the Council with respect to the state of the Union's affairs. The balance sheet, accounts and reports which are to be laid before the Union in general meeting shall comply with the Companies Act, 1948. The Auditors' Report shall be attached to the balance sheet and shall be read before the Union in general meeting and shall be open to inspection by any member.

51. A copy of the balance sheet including every document required by law to be annexed thereto which is to be laid before the Union in general meeting together with the copy of the Auditors' Report shall not less than forty-two days before the meeting be sent free of charge to all persons entitled to receive notices of general meetings of the Union.

AUDIT

52. Once at least in every year the accounts of the Union shall be examined and the correctness of the statement and balance sheet ascertained by Auditors.

53. Auditors shall be appointed and their duties regulated in accordance with Sections 159 and 161 of the Companies Act, 1948 and Section 14 of the Companies Act, 1967, the members of the Council being treated as the Directors mentioned in those sections.

PAYMENTS TO THE COMPANY

54. All subscriptions and other moneys payable to the Union shall be paid to the Secretary and the receipt in writing of the Secretary or some other person authorized by him shall be a sufficient discharge.

EXCLUSION FROM MEMBERSHIP

55. The Council shall have power, after due inquiry by such Committee as the Council may prescribe (of which inquiry not less than fourteen days' notice specifying the time and place at which he may be heard in his defence by such Committee shall be served upon the member), to exclude from membership of the Union any member whose conduct shall be held by such Committee to have been detrimental to the honour and interests of the Union or of the medical or dental profession, provided that before exercising such power as aforesaid the Council shall afford the member an opportunity of addressing the Council orally or in writing. A member so excluded shall nevertheless pay all subscriptions and other moneys owing to the Union.

56. (a) Any member whose name is erased from any Register in consequence of disciplinary proceedings shall upon the final conclusion of such proceedings *ipso facto* cease to be a member of the Union;

(b) Any member whose registration in any Register is suspended in consequence of disciplinary proceedings shall upon the final conclusion of such proceedings, unless the Council otherwise determines, *ipso facto* cease to be a member of the Union.

(c) Any member who has been found guilty of serious professional misconduct in disciplinary proceedings in any jurisdiction (whether in those words or not and whether or not any penalty may have been imposed in such proceedings) shall upon the final conclusion of such proceedings, unless the Council otherwise determines, on the expiry of four calendar months after such finding cease to be a member of the Union.

NOTICES

57. A notice may be served by the Union upon any member either personally or by sending it through the post in a prepaid envelope or wrapper addressed to such member at the address at which he is registered in the books of the Union and if he has no such address he shall not be entitled to be served with any notice.

58. Any notice sent by post shall be deemed to have been served on the third day following that on which the envelope or wrapper containing the same is posted and in proving such service it shall be sufficient to prove that the envelope or wrapper containing the notice was properly addressed and put into the post office. And a certificate in writing signed by the Secretary or other official of the Union that the envelope or wrapper containing the notice was so addressed and posted shall be conclusive evidence thereof.

The foregoing are the Memorandum and Articles of Association of the Medical Defence Union Limited as last amended by Special Resolutions duly adopted at an Annual General Meeting held on the 20th October 1987, in accordance with the provisions of the Companies Acts.
