

THE COMPANIES' ACTS, 1862

LIMITED BY GUARANTEE

# Memorandum

OF THE

## MEDICAL DEFENCE UNION

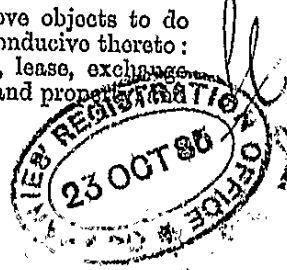
LIMITED BY GUARANTEE.

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1. The name of the Company is "THE MEDICAL DEFENCE UNION," (Limited).
2. The Registered Office of the Company will be situated in England.
3. The objects for which the Company is established are:
  - i. To support and protect the character and interests of Medical Practitioners practising in the United Kingdom.
  - ii. To promote honourable practice, and to suppress or prosecute unauthorized Practitioners.
  - iii. To advise and defend or assist in defending members of the Union in cases where proceedings involving questions of professional principle or otherwise, are brought against them.
  - iv. To consider, originate, promote, and support (so far as is legal) legislative measures likely to benefit the Medical Profession, and to oppose all measures calculated to injure it; and for the purposes aforesaid to petition Parliament, and take such other steps and proceedings as may be deemed expedient.
  - v. 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.

*City of London  
17 Bedford Row W.C. London*

(20)



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

4. The Income and Property of the Company, whencesoever derived, shall be applied solely towards the promotion of the objects of the Company 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 Company, or to any Member thereof, or other person in return for any services actually rendered to the Company.

5. Every member of the Company undertakes to contribute to the assets of the Company, when called upon, the whole amount of his guarantee (which may not be of smaller amount than £1), less a sum of 5/-, and in the event of the same being wound up during the time that he is a member, or within one year afterwards for payment of the debts and liabilities of the Company contracted before the time at which he ceases to be a member, and of the costs, charges, and expenses of winding up the same, and for the adjustment of the rights of the contributories amongst themselves such further sum as may be required, not exceeding 5s.

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.

# 5 NAMES, ADDRESSES, AND DESCRIPTION OF SUBSCRIBERS.

- 1 *Frank Hastings Daintry of No 6 Lyburn Gardens in the County of Middlesex. Solicitor.*
- 2 *Charles Frederick Rogers of Salisbury Avenue, London in the County of Surrey. Gentleman.*
- 3 *Charles Ephraim Pinner of 3 Portchester Square in the County of Middlesex. Gentleman.*
- 4 *Philip Henry Waltons Esq of 47 Grosvenor Gardens in the County of Middlesex. Gentleman.*
- 5 *John Frederick Spencer Culland of 7 Notting Road in the County of Middlesex. Solicitor.*
- 6 *John Moore Simey of 57 Ball Hall in the County of Middlesex. Gentleman.*
- 7 *Edward Southwell Esq of Gerald 98 Portland Place in the County of Middlesex. Gentleman.*

Dated the 23rd day of October 1885.

*Witness to the above signatures*

*Charles Frederick Rogers*

*14 Bedford Row*

*Middlesex*

*Edmund*

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14608

23 OCT 1965



[27.]

Articles of Association  
OF THE  
MEDICAL DEFENCE UNION  
(LIMITED).

1. The Company for the purposes of registration is declared to consist of 20 Members. The Executive Council may, when they think fit, register an increase of members.

MEMBERSHIP.

2. Any Medical Practitioner in the United Kingdom may, subject to the following regulation, become a member of the Company.

3. Each candidate for membership shall sign and deliver to the Secretary an application in the form or to the effect following:—

THE MEDICAL DEFENCE UNION  
(Limited by Guarantee).

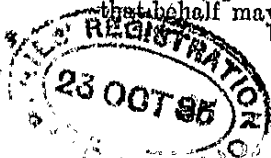
To the Secretary,  
17, Bedford Row, London, W.C.

I desire to become a Member of "THE MEDICAL DEFENCE UNION," and enclose Ten Shillings, the amount of my first year's Subscription. I also authorise you to register me as a guarantor of £ , subject to the Articles of Association, and on condition that this sum shall be the full extent of my liability.

Name (in full)  
Qualifications  
Address (in full)  
Date

4. Every person shall be deemed to have agreed to become a member of the Company on receipt, by the Secretary, of the above form of application for membership, duly signed by the applicant.

5. Any person whom the Executive Council may accept in that behalf may be a member of the Company.



(21)

The

Limited, is Incorporated

Company, this 7th

One thousand eight h

of Incorporated

[27.]

The Medical Defence Union

Limited, is Incorporated under the Companies' Acts, 1862 to 1883, as a *Limited*

Company, this Twenty third day of October

One thousand eight hundred and eighty-five.

J. B. [Signature]

Registrar of Joint Stock Companies.

of Incorporation received by:—



6. 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.

7. Any member may withdraw from the Company by giving two months' notice in writing to the Secretary of his intention so to do, and upon expiration thereof he shall cease to be a member.

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

9. All charges and expenses incident to the formation of the Company shall be borne by the members up to and inclusive of registration.

#### SUBSCRIPTIONS AND ENTRANCE FEES.

10. Every member shall pay to the Company an Annual Subscription of 10s., which shall be liable to be increased or diminished with the sanction of a Special Meeting, the said subscription shall be payable (in advance) on the 1st of January in every year. Any member elected after the 1st of January in any year shall be liable to pay the said annual subscription as from the 1st day of January last preceding the election; the subscription for the current year to be paid by him immediately after his election.

11. It shall be in the discretion of the General Council that any elected member shall pay to the Company immediately on his election such entrance fee, and of such amount as the General Council shall from time to time fix.

12. An elected member shall not be entitled to exercise any of the privileges of a member until he shall have paid all moneys payable by him to the Company upon his election, and if he shall for one calendar month after his election shall have been notified to him in writing by the Secretary, make default in such payment, he shall, if so determined by the Executive Council, cease to be a member.

#### CALLS.

13. The Executive Council may, from time to time call on the members *pari passu* to contribute funds for the purposes of the Company, or any of them, and each member shall pay every Call so made to the persons, and at the times and places appointed by the Executive Council, but no member shall be

called on to pay more than the total amount of his guarantee, less the sum of 5/-, except in the event of the winding up of the Company, when he may be called on to pay the whole amount of his guarantee then remaining uncalled up. A Call shall be deemed to have been made at the time when the resolution of the Executive Council making the same was passed. Twenty-one days' notice shall be given of each Call.

14. If any member shall neglect for one calendar month to pay any money due from him to the Company, the Executive Council, may by notice in writing, request him to pay such money on a day and place therein named. If the requisitions of such notice are not complied with, the Executive Council may suspend the privileges of such member for such period as they think fit, and if he continue in default for three calendar months after such notice, he shall up on the expiration of that period cease to be a member.

#### GENERAL AND SPECIAL MEETINGS.

15. The first General Meeting shall be held within four months after registration of the Memorandum of Association, and subsequent General Meetings shall be held once in every year, on such day, and at such time and place as the Executive Council may from time to time determine.

16. The above General Meetings shall be called Annual Meetings, all other Meetings shall be called Special Meetings.

17. The Executive Council may, whenever they think fit, and they shall upon a requisition made in writing, by not less than ten members, convene a Special Meeting.

18. Any requisition so made by the members shall express the object of the meeting proposed to be called, and shall be left at the office of the Company.

19. Upon the receipt of such requisition the Executive Council shall forthwith convene a Special Meeting, and if they do not convene a Special Meeting to be held within 21 days from the time of the requisition being so left, the requisitionists or any ten of them may themselves convene a meeting.

20. Every General or Special Meeting shall be held in London; seven days' notice at least of every such Meeting, specifying the place, day, and hour of meeting, and in case of special business the general notice of such business shall be given to the members in manner hereinafter mentioned, or in such other manner (if any) as may be prescribed by the

Executive Council, but the non-receipt of such notice by any member shall not invalidate the proceedings at any such Meeting.

21. All business shall be deemed special that is transacted at a Special Meeting, and all that is transacted at a General Meeting, with the exception of the consideration of the accounts, balance sheets, and the ordinary report of the Executive Council, and the election of officers in the place of those retiring pursuant to the regulations therein contained.

22. At any General or Special Meeting ten 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 the members, shall be dissolved, in any other case it shall stand adjourned to the same day in the following week, at the same time and place; and if at such adjourned meeting a quorum of members is not present it shall be adjourned *sine die*.

23. The President, or in his absence, one of the Vice-Presidents of the Company, shall preside as Chairman at every General or Special Meeting of the Company. If neither the President nor one of the Vice-Presidents be present within fifteen minutes after the time appointed for the meeting, the members present shall choose some of their number to be chairman of such meeting.

24. The Chairman may, with the consent of any General or Special 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.

25. At any General or Special Meeting, unless a poll is demanded by at least five members, 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 book of the proceedings of the Company 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.

26. If a poll is duly demanded it shall be taken at such time and place, and either immediately or after an interval or adjournment, and either by open voting or by ballot, as the Chairman directs, and the result of the poll shall be deemed the resolution of the meeting at which the poll is demanded. The Chairman of a General or Special Meeting shall, in case of an equality of votes at the meeting or at the poll if a poll is

demanded, be entitled to a casting vote in addition to the vote to which he is entitled as member. Every member shall have one vote and no more.

27. No member shall be entitled to vote at any meeting unless all moneys due from him to the Company have been paid. Votes may be given either personally or by proxy, who shall be appointed in writing under the hand of the appointor.

28. No person shall be appointed a proxy who is not a member, and the instrument appointing him shall be deposited at the registered office of the Company not less than 48 hours before the time of holding the meeting at which he proposes to vote. Any instrument appointing a proxy shall be in the following form:—"THE MEDICAL DEFENCE UNION," Limited by Guarantee

I \_\_\_\_\_ of \_\_\_\_\_  
in the county of \_\_\_\_\_  
being a member of The Medical Defence Union, Limited by Guarantee, hereby appoint \_\_\_\_\_ of \_\_\_\_\_  
as my proxy to vote for me and on my behalf at the Meeting of the Company, to be held on the \_\_\_\_\_ day of \_\_\_\_\_ and at any adjournment thereof  
As witness my hand this \_\_\_\_\_ day of \_\_\_\_\_  
Signed by the said \_\_\_\_\_  
in the presence of \_\_\_\_\_

#### OFFICERS.

29. There shall be the following officers of the Company, namely: a President, Vice-Presidents, a Secretary, an Assistant Secretary, Treasurer, two Auditors, and Solicitor.

30. No person shall be eligible as an officer of the Company who is not a member.

#### PRESIDENT AND VICE-PRESIDENTS.

31. The Vice Presidents shall be elected by the first Executive Council, and when so elected shall thereupon elect a President. Such President and Vice-Presidents shall continue in office *ad vitam aut culpam*. Any vacancy, which shall at any time occur in the office of President, shall be filled by the election of one of the Vice-Presidents at the next General Annual Meeting, and at such General Annual Meeting some member of the General Council shall be elected to fill any vacancy in the Vice-Presidents, whether caused as aforesaid or otherwise.

32. Mr. Charles J. Grace, Stockwell Road, shall be the first Secretary of £250 per annum, increased at the discretion of the Council. He shall hold the office *ad vitam* and his power shall be exercised by the Council from time to time. He shall be the first Secretary.

33.—Mr. J. F. S. C. shall be the first Solicitor. He shall be the first Executive Council.

34.—The Executive Council, and if any vacancy shall forthwith fill up the same.

TREASURER.

35.—The first Treasurer shall be appointed by the Council, and his remuneration shall be determined at the Annual Meeting, 1887. He shall be re-eligible if otherwise eligible. He shall be the first Secretary, and Auditor at each General Annual Meeting. Any such office shall be held for one year.

GE.

36.—The General Council shall not exceed 300 in number.

37.—The General Council shall be elected by the Executive Council before the next General Annual Meeting in 1897.

38.—Any vacancies in the Council shall be filled at the date of such meeting. Any such office shall be held for one year.

## SECRETARY.

32. Mr. Charles Frederick Rideal, of No. 6, Belgrave Terrace, Stockwell Road, Brixton, in the County of Surrey, shall be the first Secretary of the Company at a commencing salary of £250 per annum, which salary may be, from time to time increased at the discretion of the Executive Council, and shall hold the office *ad vitam aut culpam*. Any future appointment shall be exercised by the Executive Council, who shall have power, from time to time, to fix the remuneration of such Secretary.

## SOLICITOR.

33.—Mr. J. F. S. Cridland, of No. 17, Bedford Row, shall be the first Solicitor. His remuneration shall be fixed by the Executive Council.

## ACTING COUNSEL.

34.—The Executive Council shall appoint the first Acting Counsel, and if any vacancy shall at any time occur they shall forthwith fill up such vacancy.

## TREASURER, ASSISTANT SECRETARY, AND AUDITORS.

35.—The first Treasurer, Assistant Secretary, and Auditors shall be appointed by the Executive Council, who shall fix their remuneration. They shall hold office until the General Annual Meeting, 1887, when they shall retire, but shall be re-eligible if otherwise qualified. The Treasurer, Assistant Secretary, and Auditors, shall be appointed by the members at each General Annual Meeting, but any casual vacancy in any such office shall be filled by the Executive Council.

## GENERAL COUNCIL.

36.—The General Council shall consist of ordinary Members not exceeding 300 in number.

37.—The General Council shall be appointed by the Executive Council before the date of the General Annual Meeting in 1887.

38.—Any vacancies in the General Council occurring after the date of such meeting shall be filled up by the members present at the General Annual Meeting in each succeeding year.

39. The Executive Council shall consist of seven ordinary members, of whom the Secretary shall be one.

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40. The subscribers to the Memorandum of Association shall be the first Executive Council, and shall continue in office until the General Annual Meeting in the year 1887.

41. The six ordinary members of the Executive Council shall retire at the General Annual Meeting in each year.

42. The new Executive Council shall be elected each year by the Members of the General Council.

42. The new Executive Council shall be elected each year by the Members of the General Council present at such Annual Meeting. Such election shall be by ballot. Any retiring Member of the Executive Council shall be re-eligible if otherwise qualified.

43. Vacancies in the Executive Council by resignation or otherwise, shall be filled within 14 days of their occurrence by the Executive Council themselves.

44. Acts done by a person *bona fide* acting as a member of the Executive Council shall be valid, notwithstanding any informality or irregularity in his appointment.

45. The remuneration of the first Executive Council shall be fixed at the first General Meeting held after registration of the Memorandum of Association, and shall run from the date of such registration.

46. The remuneration of the Executive Council elected at each succeeding General Annual Meeting shall be fixed by the members of the General Council which elect each such Executive Council.

47. The Executive Council shall meet when required, and may make such regulations as they think proper as to the summoning and holding of meetings, and for the transaction of business thereat, and they may adjourn any meeting, and fix the quorum necessary for the transaction of business, but, until they otherwise determine, four members of the Executive Council shall form a quorum.

47. The Executive Council shall meet when required, and may make such regulations as they think proper as to the summoning and holding of meetings, and for the transaction of business thereat, and they may adjourn any meeting, and fix the quorum necessary for the transaction of business, but, until they otherwise determine, four members of the Executive Council shall form a quorum.

48. Any two members of the Executive Council, of which the Secretary shall be one, may at any time summon a meeting thereof.

49. Questions at any Meeting of the Executive Council shall be decided by a majority of votes.

50. At every meeting, at the commencement of proceedings, a Moderator shall be chosen by vote of the Council present. Such election shall be held in the morning, and in case of an adjournment, a second or casting vote shall be taken at the next meeting.

51. The Executive  
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52. If any member  
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cease to be a member c

58. The managers of the Company shall be vested with, in addition to the powers expressly conferred on them, the power to do all such acts and things as the Company, and are directed or required to do in General Meeting. The managers conferred on them, the power to take or lease any building for the purposes of the Company.

54. To delegate, subject to the approval of the Board, any of their powers to any of the members of the Company, and to make regulations as to the powers of such members as they may deem expedient.

55. To petition Parl

56. To enter into s  
things as they may de  
Company.

57. The Executive kept of the monneys received and disbursed in the matters in respect of which the same takes place, and of the Company.

50. At every meeting of the Executive Council, and before commencement of proceedings, a Chairman for the meeting shall be chosen by vote of the members of the Executive Council present. Such Chairman shall preside at such meeting, and in case of an equality of votes the Chairman shall have a second or casting vote.

51. The Executive Council may act notwithstanding any vacancy in their body, so long as the number be not reduced below five. A member of the Executive Council may at any time resign by giving notice in writing to the Secretary.

52. If any member of the Executive Council shall, without leave of absence, granted by the Executive Council be absent from more than two successive Meetings the Executive Council may declare his office vacant, and he shall thereupon cease to be a member of the Executive Council.

#### POWERS OF EXECUTIVE COUNCIL.

53. The management of the business, and the control of the Company shall be vested in the Executive Council, who in addition to the powers and authorities by these articles expressly conferred on them may exercise all such powers, and do all such acts and things as may be exercised or done by the Company, and are not hereby or by statute expressly directed or required to be exercised or done by the Company in General Meeting. Without prejudice to the general powers conferred on them, the Executive Council shall have power to take or lease any buildings for the purposes of the Company.

54. To delegate, subject to such conditions as they think fit, any of their powers to committees, consisting of such members of the Company as they think fit, and to make such regulations as to the proceedings of such committees as they may deem expedient.

55. To petition Parliament in the name of the Company.

56. To enter into such contracts, and do all such acts and things as they may deem expedient for the purposes of the Company.

#### ACCOUNTS.

57. The Executive Council shall cause the accounts to be kept of the moneys received and expended by the Company, and the matters in respect of which such receipts and expenditure takes place, and of the assets, credits and liabilities of the Company.

58. The accounts shall be closed on the Thirty-first day of December in each year, and a balance sheet containing a summary of the property and liabilities of the Company on that day shall be made out.

59. Seven days before each General Annual Meeting the accounts for the year ending with the Thirty-first day of December last preceding such meeting, with all vouchers and receipts, and also the balance sheet shall be examined by the Auditors, who shall report thereon to the General Annual Meeting, and a printed copy of the balance sheet shall previously to each General Annual Meeting be sent to the members in the manner in which Notices are hereinafter directed to be given.

#### PAYMENTS TO THE COMPANY.

60. All Subscriptions, Entrance Fees, and other moneys payable to the Company shall be received by the Secretary, whose receipt in writing shall be a sufficient discharge for the same.

#### EXCLUSION.

61. Any member who shall fail in observance of any regulations of the Company or order of the Executive Council, or who shall, in the judgment of the Executive Council, have been guilty of any act or practice or conduct calculated to bring discredit on the profession, or to lower its status, may be excluded from the Company by a resolution of a Meeting of the Executive Council, such member to have seven clear days' notice sent him to attend the meeting. Any member so excluded shall thereupon cease to be a member, but without prejudice to clause 8 hereof.

#### NOTICES.

62. A Notice may be served by the Company upon any member either personally or by sending it through the post, in a pre-paid letter, addressed to the last known address, and proof of posting shall be deemed to be proof of service.

63. Notice convening meetings shall be given by circular or by advertisement in one or more newspapers, and such circular or advertisement shall be considered sufficient notice thereof.

NAMES, ADDRESSES

Frank Hask  
Gardens in  
Charles Hask  
in the Court  
Charles Top  
in the Court  
Philip Hask  
Council of  
Hon. by J. H.  
John Hask  
Bridford B.  
John Moor  
County of  
Edward L.  
Place in the

Dated the 2

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CONCLUSION.

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NOTICES.

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NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS.

Frank Hastings Dancy of N<sup>o</sup> 6 Lerkam  
Gardens in the County of Middlesex Solicitor  
Charles Herbert, Resident of Belgrave Avenue Brighton  
in the County of Surrey - Gentleman.  
Charles Topham (Resident of 3 Rochester Square  
in the County of Middlesex Gentleman.  
Philip Henry Waltons Esq. 47  
Cornwall Gardens Queen's Gate in the  
County of Middlesex Gentleman  
John Frederick Spencer Girdland of No 7  
Bedford Row in the County of Middlesex, Solicitor  
John Moore Symonds: 57 Pall Mall, in the  
County of Middlesex, Gentleman.  
Edward Southwell Fitz-Gerald 98 Portland  
Place in the County of Middlesex Gentleman

Dated the 23<sup>rd</sup> day of October 1895.

Witness to the above signatures  
Harry Cromwell  
14 Bedford Row  
Middlesex  
Clerk



REGISTERED

6400

APR 1886

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# THE MEDICAL DEFENCE UNION, LIMITED.

P15801

*Passed the 22nd day of February, 1886. Confirmed the  
18th day of March, 1886.*

At a GENERAL MEETING of the Medical Defence Union, Limited, duly convened and held at No. 51, Mortimer Street, London, on the 22nd day of February, 1886, the subjoined special resolution was duly passed, and at a subsequent SPECIAL MEETING of the said Union, also duly convened and held at No. 27, Margaret Street, Cavendish Square, London, on the 18th day of March, 1886, the subjoined special resolution was duly confirmed—

That Article 10 shall be cancelled.

That the following Article shall be substituted for Article 10:—

"Every Member shall pay to the Company an Annual Subscription of .0/-, which shall be liable to be increased or diminished with the sanction of Special Meeting. The said subscription for the 12 months subsequent to election shall be payable by a Member immediately upon application, and the said subscription for each subsequent current 12 months shall be payable by each Member, in advance, on the day in each year on which the application was made by such elected Member."



*Charles F. Cridland*

~~CHARLES F. CRIDLAND,~~

Secretary.

*Cridland, 17 Bedford Row, W.C.*

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# THE COMPANIES' ACTS, 1862 TO 1886.

COMPANY LIMITED BY GUARANTEE.

[COPY.]



## Special Resolution

*Pursuant to Companies' Act, 1862, s. 51,*

OF

## THE MEDICAL DEFENCE UNION, LIMITED.

*Passed 24th February, 1888; Confirmed 16th March, 1888.*

At a Special General Meeting of the Medical Defence Union, Limited, duly convened and held at the Rooms of the Medical Society of London, 11, Chandos Street, London, W., on Friday, the 24th day of February, 1888, the subjoined Special Resolution was duly and unanimously passed; and at a subsequent Special General Meeting of the said Company, also duly convened and held at the same place, on Friday, the 16th day of March, 1888, the subjoined Special Resolution was duly and unanimously confirmed:—

"That from and immediately upon the confirmation of this Resolution the present Articles of Association of the Medical Defence Union, Limited by guarantee, be, and the same are repealed, and that in substitution therefor the following Articles of Association be, and the same are hereby enacted:—

1. The Union for the purposes of registration is declared to consist of twenty members. The Council may, when they think fit, register an increase of members.

### OBJECTS AND POWERS.

2. 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, provided that the second of the objects of the Union as there set forth, so far as relates to the suppression or prosecution of unauthorised practitioners, shall not in any case be acted upon without the sanction of a unanimous resolution of the Council, confirmed by a majority of members present and voting at a general meeting.

### MEMBERSHIP.

3. Any Medical Practitioner in the United Kingdom may, subject to the following regulation, become a member of the Union.



4. Each Candidate for membership shall sign and deliver to the Secretary an application in the form, or to the effect following:—

THE MEDICAL DEFENCE UNION.

( Limited by guarantee.)

To the Secretary,

I desire to become a Member of "THE MEDICAL DEFENCE UNION," and enclose Ten Shillings, the amount of my first year's Subscription. I also authorise you to register me as a guarantor of £ , subject to the Articles of Association, and on condition that this sum shall be the full extent of my liability.

Name (in full)

Qualifications

Address (in full)

Date

5. 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.

6. On the passing by the Council of a resolution accepting such applicant as a member and the entering of his name on the register of members his membership shall be deemed to have commenced, as from the date of such registration.

7. 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.

8. Any member may withdraw from the Union by giving two calendar months' notice in writing to the Secretary of his intention so to do, and upon expiration thereof he shall cease to be a member.

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.

ENTRANCE FEES AND SUBSCRIPTIONS.

10. Every member shall pay to the Union an Annual Subscription of 10s., which shall be liable to be increased or diminished with the sanction of a General Meeting. The said Subscription shall be payable (in advance) on the 1st of January in every year. Any member elected after the 1st of January in any year shall be liable to pay the said annual subscription as from the 1st of January last preceding his election; the subscription for the current year to be paid by him in the manner provided by Article 4. Any member may at any time compound for his future annual subscriptions by one payment of £5 5s., on payment of which he shall become a Life Member.

11. The Council may, if it think fit, require payment of an Entrance Fee from all persons seeking to become members of the Union, and may in their discretion from time to time discontinue or re-impose such Entrance Fee, and any such Entrance Fee shall be of such amount as the Council shall from time to time fix, and shall be payable at the same time as the first annual subscription.

12. No member shall be entitled to exercise any of the privileges of a member until he shall have paid the entrance fee and all subscriptions payable by him to the Union, and if he make default in payment thereof for more than one calendar month after notice from the Secretary of the amount payable by

him, his privileges of membership shall be suspended for such period as the Council may determine; or if they so determine he shall cease to be a member.

#### CALLS.

13. The Council may, from time to time, call on the members *pari passu* to contribute funds for the purposes of the Union, or any of them, and each member shall pay every Call so made to the persons and at the times and places appointed by the Council, but no member shall be called on to pay more than the total amount of his guarantee, less the sum of 5s., except in the case of the winding-up of the Company, when he may be called on to pay the whole amount of his guarantee then remaining uncalled-up. A Call shall be deemed to have been made at the time when the resolution of the Council making the same was passed. Twenty-one days' notice shall be given of each call.

14. If any member shall neglect for one calendar month, after the last-mentioned notice, to pay the amounts due from him to the Union, his membership shall be suspended or cease in the manner provided for by Article 12.

#### MEETINGS.

15. The expression "General Meeting" as used in these Articles shall include both Annual and Special Meetings. An Annual Meeting of the members of the Union shall be held in the month of January each year, on such day and at such hour and place as the Council may from time to time determine.

16. The Council may, whenever they think fit, and they shall upon a requisition made in writing by not less than 20 members, convene a Special Meeting to be held on such day, and at such hour and place as the Council may determine.

17. Any requisition so made shall state the object of the meeting proposed to be called, and shall be left at the office of the Union.

18. Upon the receipt of such requisition the Council shall forthwith convene a Special Meeting, and if they do not convene a Special Meeting to be held within twenty-one days from the time of the requisition being so left, the requisitionists, or any twenty of them, may themselves convene a Special Meeting to be held on such day and at such hour and place as such requisitionists shall determine.

19. Seven days' notice at least shall be given to the members of all Annual and Special Meetings, specifying the day and hour and place of meeting and the nature of the business to be transacted, but the non-receipt of such notice by any member shall not invalidate the proceedings at any meeting.

20. At any meeting ten 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 the 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; and if at any such adjourned meeting a quorum of members is not present, it shall be adjourned *sine die*.

21. The President, or in his absence one of the Vice-Presidents of the Union, shall preside as Chairman at every Meeting of the Union. If neither the President nor one of the Vice-Presidents be present within fifteen minutes after the hour appointed for the meeting, the members present shall choose one of their number to be chairman of such meeting.

22. 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.

23. At any meeting, unless a poll is demanded by at least five members, 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.

24. If a poll is duly demanded it shall be taken at such time and place, and either immediately or after an interval or adjournment, and either by open voting or by ballot, as the Chairman directs, and the result of the poll shall be deemed the resolution of the meeting at which the poll is demanded. The Chairman of a meeting shall, in case of an equality of votes at the meeting, or at the poll if a poll is demanded, be entitled to a casting vote in addition to the vote to which he is entitled as a member. Every member shall have one vote, and no more.

25. No member shall be entitled to vote at any meeting unless all moneys due from him to the Union have been paid. Votes may be given either personally or by proxy, who shall be appointed in writing under the hand of the appointor.

26. No person shall be appointed a proxy who is not a member, and the instrument appointing him shall be deposited at the registered office of the Union not less than forty-eight hours before the time of holding the meeting at which he proposes to vote. Any instrument appointing a proxy shall be in the following form:—"THE MEDICAL DEFENCE UNION," Limited by Guarantee  
I \_\_\_\_\_ of \_\_\_\_\_  
in the county of \_\_\_\_\_

being a member of the Medical Defence Union, Limited by Guarantee, hereby appoint \_\_\_\_\_ of \_\_\_\_\_  
as my proxy to vote for me and on my behalf at the Meeting of the Company to be held on the \_\_\_\_\_ day of \_\_\_\_\_ and at any adjournment thereof

As witness my hand this \_\_\_\_\_ day of \_\_\_\_\_  
Signed by the said \_\_\_\_\_  
in the presence of \_\_\_\_\_

#### OFFICERS.

27. There shall be the following officers of the Union, namely: President, Vice-Presidents, Secretaries, and Treasurer.

28. All the officers of the Union shall be elected at each Annual Meeting, and the retiring officers shall be eligible for re-election.

#### COUNCIL.

29. The Council shall consist of twelve Members of the Union in addition to the Officers, and shall be elected at each Annual Meeting. Retiring members shall be eligible for re-election.

30. Vacancies in the Council, however caused, occurring between one Annual Meeting and another, shall be filled by the Council within thirty days of the occurrence of such vacancy.

31. Acts done by a person *bona fide* acting as a member of the Council shall be valid, notwithstanding any informality or irregularity in his appointment.

32. The Council shall meet as often as may be required, and may make such regulations as they think proper as to the summoning and holding of their meetings and for the transaction of business thereat, and they may adjourn any meeting and fix the quorum necessary for the transaction of business, but, until they otherwise determine, six members of the Council shall form a quorum.

33. Any two members of the Council, of which one of the Secretaries shall be one, may at any time summon a meeting thereof.

34. The President of the Union, or, in his absence, one of the Vice-Presidents, shall preside at the meetings of the Council, and in their absence a Chairman shall be chosen by vote of the members of the Council present. In case of an equality of votes the Chairman shall have a second or casting vote.

35. The Council may act, notwithstanding any vacancy in their body, so long as the number be not reduced below nine. A member of the Council may at any time resign by giving notice in writing to the Secretary.

#### POWERS OF COUNCIL.

36. The management of the business and the control of the Union shall be vested in the Council, who, in addition to the powers and authorities of these Articles expressly conferred on them, 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. Without prejudice to the general powers conferred on them, the Council shall have power to take on lease any buildings for the purposes of the Union.

37. The Council may delegate, subject to such conditions as they think fit, any of their powers to Committees, consisting of such members of the Union as they think fit, and may make such regulations as to the proceedings of such Committees as they may deem expedient.

38. The Council may, (subject to the provisions of Article 2), after due investigation, undertake the conduct or defence of, or assist in conducting or defending any proceedings, whether of a strictly legal nature or otherwise concerning or affecting any member of the Union who may desire their assistance, provided that the cause of action, or of the proceeding, or the action or the proceeding have not arisen or been commenced prior to the date of the commencement of his membership of the Union; and that such member give a written undertaking to abide absolutely by the decision of the Council as to the conduct or defence of the case. The Council may also appoint one or more arbitrators either from their 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.

39. The Council may petition Parliament in the name of the Union.

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

#### ACCOUNTS.

41. The Council shall cause proper accounts to be kept of the moneys received and expended by the Union, and minutes and records of all matters in respect of which such receipts and expenditure takes place, and of the assets, credits and liabilities of the Union.

42. The accounts shall be closed on the thirty-first day of December in each year, and a balance sheet containing a summary of the assets and liabilities of the Union on that day shall be made out.

43. Before each Annual Meeting the accounts for the year ending with the 31st day of December last preceding such meeting, with all vouchers and receipts, and also the balance sheet shall be examined by a professional Auditor or Auditors to be appointed by the Council from time to time, who

6

shall report thereon to the Annual Meeting, and a printed copy of the balance sheet bearing the name of such Auditor or Auditors shall be sent to the members together with the notice convening the meeting.

#### PAYMENTS TO THE COMPANY.

44. All Subscriptions, Entrance Fees, and other moneys payable to the Company shall be paid to the Treasurer, whose receipt in writing shall be a sufficient discharge for the same.

#### EXCLUSION.

45. Any member who shall fail in observance of any regulations of the Union, or order of the Council, or who shall in the judgment of the Council have been guilty of any act, practice or conduct calculated to bring discredit on the Union, or on the Profession, or to lower its status may be excluded from the Union by a resolution of a meeting of the Council, such member to have seven clear days' written notice sent to him to attend the meeting. Any member so excluded shall thereupon cease to be a member, but shall have the right of appeal to a Special Meeting.

46. Any notice required by these Articles or otherwise, may be served upon any member either personally, or by sending it through the post in a prepaid letter addressed to him at his last known address, and proof of posting shall be deemed to be proof of service as on the day on which such letter would have been delivered in the ordinary course of post.

47. Notices convening meetings shall be given by circular and such circular shall be considered sufficient notice thereof.

Dated the 28th day of March, 1883.

*Lawson Tait*

*Chairman of both Meetings.*



21708. 13

THE COMPANIES' ACTS 1862 TO 1890.

COMPANY LIMITED BY GUARANTEE.

[COPY.]

## Special Resolution,

Pursuant to The Companies' Act, 1862, s. 51.

OR

# THE MEDICAL DEFENCE UNION, LIMITED.

Passed 15th December, 1891; Confirmed 7th January, 1892.

At a Special General Meeting of the Medical Defence Union, Limited, duly convened and held at the registered office of the said Company, at the Medical Institute, Edmund Street, Birmingham, on Tuesday, the 15th day of December, 1891, the subjoined Special Resolution was duly and unanimously passed; and at a subsequent Special General Meeting of the said Company, also duly convened and held at the same place, on Thursday, the 7th day of January, 1892, the subjoined Special Resolution was duly confirmed:—

### Resolution—

That from and immediately upon the confirmation of this resolution the present articles of association of the Medical Defence Union, Limited by Guarantee, be, and the same are repealed, and that in substitution therefor the following articles of association be, and the same are hereby enacted:—

## Articles of Association.

1. The Union for the purposes of registration is declared to consist of twenty members. The Directorate, which in the following Articles are referred to as the Council, may, when they think fit, register an increase of members.

### OBJECTS AND POWERS OF THE UNION.

2. 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, provided that the objects of the Union as set forth in clause 3 (ii) of the Memorandum, so far as relates to the suppression or prosecution of unauthorised practitioners, shall not in any case be acted upon without the sanction of a unanimous resolution of a meeting of the Council at which not less than six members are present, provided also that so far as relates to clause 3 (iv) of the Memorandum no action shall be taken without the sanction of a resolution passed by two-thirds of the members present and voting at a special general meeting of the Union convened for the purpose by a unanimous resolution of a meeting of the Council.

### MEMBERSHIP.

3. Any registered medical practitioner in the United Kingdom may, subject to the following regulations, become a member of the Union.

4. Each candidate for membership shall sign and deliver to one of the Secretaries an application in the form, or to that effect following:—

### THE MEDICAL DEFENCE UNION.

(Limited by Guarantee.)  
To the Secretaries.

I desire to become a Member of "THE MEDICAL DEFENCE UNION LIMITED," and enclose Ten Shillings, the amount of my first year's subscription. I also authorise you to register me as a guarantor of £ subject to the Articles of Association, and on condition that this sum shall be the full extent of my liability.

Name (in full)  
Qualifications  
Address (in full)  
Date





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

6. 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 of the passing of such resolution.

7. 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.

8. Any member may withdraw from the Union by giving two calendar months' notice in writing of his intention so to do, such notice to be addressed to the Secretaries at the registered office of the Union, and upon the expiration of such notice he shall cease to be a member.

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.

#### ENTRANCE FEES AND SUBSCRIPTIONS.

10. Every member shall pay to the Union an Annual Subscription of 10s., which shall be liable to be increased or diminished with the sanction of a general meeting. The said subscription shall be payable (in advance) on the 1st of January in every year. Any member elected after the 1st of January in any year shall nevertheless pay the full annual subscription for that year. Any member may at any time compound for his future annual subscriptions by one payment of £5 5s., or of such other amount, as shall be determined from time to time by the Council, on payment of which he shall become a life member.

11. The Council may, if they think fit, require payment of an entrance fee from all persons seeking to become members of the Union, and may in their discretion from time to time discontinue or re-impose such entrance fee, and any such entrance fee shall be of such amount as the Council shall from time to time fix, and shall be payable at the same time as the first annual subscription.

12. No member shall be entitled to any of the privileges of membership until he shall have paid the entrance fee (if any) and all subscriptions payable by him to the Union; and if he make default in any such payment for more than one calendar month after notice from one of the Secretaries of the amount payable by him, his privileges of membership shall be thereafter *ipso facto* suspended until such payment be made; and if any matter arise during the interval between such suspension and payment in respect of which he would, but for such default, have been entitled to seek the assistance of the Union, he shall, notwithstanding such payment, be in respect of such matter excluded from the privileges of membership.

13. If any member make any such default after notice as in the preceding Article mentioned he shall, if the Council so determine, cease to be a member.

#### CALLS.

14. The Council may, from time to time, call on the members *pari passu* to contribute funds for the purposes of the Union, or any of them, and each member shall pay every call so made to the persons and at the times and places appointed by the Council; but no member shall be called on to pay more than the total amount of his guarantee, less the sum of 5s., except in the case of the winding-up of the company, when he may be called on to pay the whole amount of his guarantee then remaining uncalled up. A call shall be deemed to have been made at the time when the resolution of the Council making the same was passed. Twenty-one days' notice shall be given of each call.

15. If any member shall neglect for one calendar month, after service of the last-mentioned notice, to pay the amounts due from him to the Union, his membership shall be suspended or cease in the manner provided for by Articles 12 and 13.

#### MEETINGS.

16. The expression "general meeting" as used in these Articles shall include both annual and special meetings. The annual meeting of the members of the Union shall be held on such day and at such hour and place as the Council may from time to time determine.

17. The Council may, whenever they think fit, and they shall upon a requisition made in writing by not less than twenty members, convene a special meeting to be held on such day, and at such hour and place as the Council may determine.

18. Any requisition so made shall state the object of the meeting proposed to be called, and shall be left at the office of the Union addressed to the Secretaries.

19. Upon the receipt of such requisition the Council shall forthwith convene a special meeting, and if they do not convene a special meeting to be held within twenty-one days from the time of the requisition being so left, the requisitionists, or any twenty of them, may themselves convene a special meeting to be held on such day and at such hour and place as such requisitionists shall determine.

20. Seven days' notice at least shall be given to the members of all annual and special meetings, specifying the day and hour and place of meeting and the nature of the business to be transacted, but the non-receipt of such notice by any member shall not invalidate the proceedings at any meeting.

21. At any meeting ten 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 the members, shall be dissolved; in any other case it shall stand adjourned to the same day in the following

at the same hour and place; and if at any such adjourned meeting a quorum of members is not present, it shall be adjourned *sine die*.

21. The President, or in his absence one of the Vice-Presidents of the Union, shall preside as chairman at every meeting of the Union. If neither the President nor one of the Vice-Presidents be present within fifteen minutes after the hour appointed for the meeting, the members present shall choose one of their number to be chairman of such meeting.

22. 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.

23. At any meeting, unless a poll is demanded by at least five members, 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.

24. If a poll is duly demanded it shall be taken immediately, and either by open voting or by ballot, as the chairman directs, and the result of the poll 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. In case 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. The chairman of a meeting shall, in case of any equality of votes at the meeting, or at the poll if a poll is demanded, be entitled to a casting vote in addition to the vote to which he is entitled as a member. Every member shall have one vote, and no more.

25. No member shall be entitled to vote at any meeting unless all moneys due from him to the Union have been paid.

#### OFFICERS.

26. There shall be the following officers of the Union, namely: President, Vice-Presidents, two Secretaries, and Treasurer, all of whom shall retire annually but be eligible for reappointment as hereinafter provided.

#### COUNCIL.

27. The management of the affairs of the Union shall be vested in a board to be called the Council consisting of twelve elected members and the officers of the Union for the time being. The twelve elected members of the Council shall be elected at the first annual meeting after the coming into force of this regulation, and at each succeeding annual meeting three of such 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 meeting.

28. As soon as may be after the annual meeting in each year the twelve elected members of the Council shall meet and shall appoint, either from their number or from the other members of the Union as they may think fit, as officers of the Union, a President, so many Vice Presidents as they shall from time to time agree upon, two Secretaries and a Treasurer, and such officers so appointed shall, together with the elected members of the Council, or the other elected members, as the case may be, constitute the Council of the Union.

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

30. Any vacancy occurring among the elected members of the Council or officers between one annual meeting and another, shall be filled by the Council within thirty days of the occurrence of such vacancy.

31. Acts done by a person *bona fide* acting as a member of the Council shall be valid, notwithstanding any informality or irregularity in his appointment.

32. The Council shall meet as often as may be required and may make such regulations as they think proper as to summoning and holding of their meetings and for the transaction of business thereat, and they may adjourn any meeting at the quorum necessary for the transaction of business, but, unless they otherwise determine, six members of the Council shall form a quorum.

33. Any two members of the Council, of which one of the Secretaries shall be one, may at any time summon a meeting thereof.

34. The President of the Union, or, in his absence, one of the Vice-Presidents, shall preside at the meetings of the Council and in their absence a chairman shall be chosen by vote of members of the Council present. In case of an equality of votes the chairman shall have a second or casting vote.

35. The Council may act, notwithstanding any vacancy in their body, so long as the number be not reduced below nine. Any member of the Council may at any time resign by giving notice in writing to the Secretaries at the office of the Union.

#### POWERS OF COUNCIL.

36. The management of the business and the control of the Union shall be vested in the Council, and the Council, on powers and authorities of these Articles, and they, may exercise all such powers, and do things as may be exercised or done by the Council hereby or by statute expressly directed, or done by the Union in general meeting.

the general powers conferred on them, the Council shall have power to take on lease any buildings for the purposes of the Union.

38. The Council may delegate, subject to such regulations and conditions as they think fit, any of their powers to committees of their number; and may also appoint members of the Union, and whether or not members of the Council, to act as local committees for such period and with such powers only as shall be specifically prescribed at the time of such appointment.

39. The Council may (subject to the provisions of Articles 2 and 12), after due investigation, undertake the conduct or defence of, or assist in conducting or defending any proceedings, whether of a strictly legal nature or otherwise, concerning or affecting any member of the Union who may desire their assistance, provided that the cause of action, or of the proceeding, or the action or the proceeding have not arisen or been commenced prior to the date of the commencement of his membership of the Union; and provided also that such member give a written undertaking to abide absolutely by the decision of the Council as to the conduct or defence of the case. The Council may also appoint one or more arbitrators either from their 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 aid of the Union may be concerned.

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

#### ACCOUNTS.

41. The Council shall cause proper accounts to be kept of the moneys received and expended by the Union, and minutes and records of all matters in respect of which such receipts and expenses are taken place, and of the assets, credits and liabilities of the Union.

42. The accounts shall be closed on the 31st day of each year, and a balance sheet containing a statement of the assets and liabilities of the Union on that day shall be submitted to the Council.

the

his privileges until such period as may be determined by the Council, which he may, at any time, resign, and the assistance of the Council, and the members of the Council.

43. Before each annual meeting the accounts for the year ending with the 31st day of December last preceding such meeting, with all vouchers and receipts, and also the balance sheet shall be examined by a professional auditor or auditors to be appointed at each annual meeting who shall report thereon to the annual meeting, and a printed copy of the balance sheet bearing the name of such auditor or auditors shall be sent to all the members of the Union together with the notice convening the meeting.

#### PAYMENTS TO THE COMPANY.

44. All subscriptions, entrance fees, and other moneys payable to the company shall be paid to the treasurer, or such other officer or agent as may from time to time be appointed by the Council for the purpose, whose receipt in writing shall be a sufficient discharge for the same.

#### EXCLUSION.

45. Any member who shall fail in observance of any regulations of the Union, or who shall in the judgment of the Council have been guilty of any act, practice or conduct calculated to bring discredit on the Union, or on the profession, or to lower its status may be excluded from the Union by a resolution of a meeting of the Council, such member to have seven clear days' written notice sent to him to attend the meeting. Any member so excluded shall thereupon cease to be a member, but shall have the right of appeal to a special meeting, which the Council shall, upon receipt by one of the Secretaries of a written request by such member so to do, forthwith convene to be held, within twenty-one days from the date of such receipt, on such day, and at such time and place as the Council shall determine.

46. Any notice required by these Articles, or otherwise, to be served upon any member may be served either personally, or by sending it through the post in a prepaid letter addressed to him at his last known address, and proof of posting shall be deemed to be proof of service as on the day on which such letter would have been delivered in the ordinary course of post.

17. Notices convening meetings shall be given by circular and such circular shall be considered sufficient notice thereof.

Dated the 14<sup>th</sup> day of January, 1892.

*Lawson Lait*  
Chairman of both Meetings.

Certificate No.

21708

THE COMPANIES ACTS, 1862 to 1890.

COMPANY LIMITED BY GUARANTEE.



# Special Resolution

(Pursuant to the Companies (Consolidation) Act, 1908, Section 69)

OF

## THE MEDICAL DEFENCE UNION *Limited*

(Limited by Guarantee.)

Passed 20th March, 1924.

Confirmed 17th April, 1924.

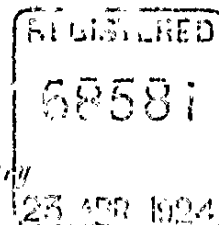
AT AN EXTRAORDINARY GENERAL MEETING of the Members of The Medical Defence Union Limited, duly convened and held at 49, Bedford Square, London, W.C. 1, on the 20th day of March, 1924, the RESOLUTION hereunder written was duly passed as a SPECIAL RESOLUTION, and at a subsequent EXTRAORDINARY GENERAL MEETING of the Members of the said Union, also duly convened and held at the same place on the 17th day of April, 1924, the said SPECIAL RESOLUTION was duly confirmed:—

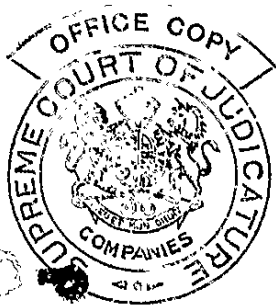
“THAT the Memorandum of Association of THE MEDICAL DEFENCE UNION LIMITED be altered by substituting for the first sub-clause of clause 3 thereof the following sub-clause namely:—

To support and protect the character and interests of Medical Practitioners practising in Great Britain or Northern Ireland or the Irish Free State or any of the Channel Islands or the Isle of Man.”

James Neal

General Secretary





IN THE HIGH COURT OF JUSTICE. Fo. 139 B.72.

CHANCERY DIVISION.

No 00291 of 1924

MR JUSTICE ROMER.

Tuesday the 15th day of July 1924.

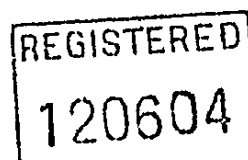
IN THE MATTER of the MEDICAL DEFENCE UNION  
LIMITED

and

IN THE MATTER of the COMPANIES (CONSOLIDA-  
TION) ACT 1908.

Upon the Petition of the above named  
MEDICAL DEFENCE UNION LIMITED whose registered  
office is situate at 49, Bodford Square in  
the County of London on the 14th June 1924  
preferred unto this Court and upon hearing  
Counsel for the Petitioner and upon reading  
the said Petition the Order dated the 27th  
June 1924 the two several Affidavits of James  
Neal filed respectively the 20th and 27th  
June 1924 the Affidavit of Charles William  
Coppinger filed the 23rd June 1924 and the  
several Exhibits to the said Affidavits —  
respectively referred to the "London Gazette"  
and the Times Newspaper both of the 1st July  
1924 each containing a Notice of the presenta-  
tion of the said Petition and that the same  
was appointed to be heard ~~on~~ this day

THIS COURT DOETH ORDER that the alteration  
in the provisions of the Memorandum of Asso-  
ciation of the above named Company with respect  
to its objects proposed by the Special Resolu-  
tion of the above named Company passed and  
confirmed in accordance with Section 69 of the



28 JUL 1924



above mentioned Act at Extraordinary General Meetings of the above named Company held — respectively on the 20th March 1924 and the 17th April 1924 (which Special Resolution is set forth in the Schedule hereto) be and the same is hereby confirmed in accordance with the provisions of the above mentioned Act.

AND IT IS ORDERED that the above named Company do within 15 days from the date of this Order deliver to the Registrar of Companies an office copy of this Order together with a printed copy of the Memorandum of Association altered in accordance with the said Resolution.

*Arthur Stiebel*  
Registrar.



THE SCHEDULE above referred to.  
Resolution for altering Company's  
Memorandum of Association.

That the Memorandum of Association of the Medical Defence Union Limited be altered by substituting for the first sub-clause of Clause 3 thereof the following sub-clause namely

"To support and protect the character and  
"interests of Medical Practitioners prac-  
"tising in Great Britain or Northern —  
"Ireland or the Irish Free State or any  
"of the Channel Islands or the Isle of  
"Man".

*as.*



15th July 1924.

IN THE HIGH COURT OF JUSTICE.

CHANCERY DIVISION.

MR JUSTICE ROMER.

RE THE MEDICAL DEFENCE UNION LIMITED

and

RE THE COMPANIES (CONSOLIDATION) ACT  
1908.

---

O R D E R

confirming alteration in Memorandum  
of Association.

---



H E M P S O N S .

33, Henrietta Street.

Strand . W . C 2 .

DUPLICATE FOR THE FILE.

# Certificate of Registration

OF

## ORDER OF COURT CONFIRMING ALTERATION OF OBJECTS.

*Pursuant to s. 9 (6) of the Companies (Consolidation) Act, 1908 (8 Edw. 7, c. 69).*

No. 21708



**The** MEDICAL DEFENCE UNION LIMITED

having by Special

Resolution altered the provisions of its Memorandum of Association with respect to its objects, as confirmed by an Order of the High Court of Justice, Chancery Division, bearing date the 15th day of July 1924,

## I Thereby Certify the Registration

of an Office Copy of the said Order and of a Printed Copy of the Memorandum of Association as altered.

Given under my hand at London this 28th day of July

One Thousand Nine Hundred and Twenty-four.

*A. E. Campbell - Taylor*  
Registrar of Joint Stock Companies.

Certificate received by

*Hempsons*  
*37, Henrietta Street Strand*  
*W.C.2*

Date *14<sup>th</sup> August 1924*



21708/57

~~21708/57~~

P15801

57/11



"The Companies Acts, 1862 to 1887."

COMPANY LIMITED BY GUARANTEE.

# Memorandum

OF THE

## MEDICAL DEFENCE UNION

(LIMITED BY GUARANTEE).

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 is established are:

i. To support and protect the character and interests of Medical Practitioners practising in Great Britain or Northern Ireland or the Irish Free State or any of the Channel Islands or the Isle of Man.

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

REGISTERED  
120605

28 JUL 1924

iii. To advise and defend or assist in defending members of the Union in cases where proceedings involving questions of professional principle or otherwise are brought against them.

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

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

4. The Income and Property of the Company, whencesoever derived, shall be applied solely towards the promotion of the objects of the Company 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 Company, or any member thereof, or other person in return for any services actually rendered to the Company.

5. Every member of the Company undertakes to contribute to the assets of the Company when called upon, the whole amount of his guarantee (which may not be of smaller amount than One Pound) less a sum of Five Shillings, and in the event of the same being wound up during the time that he is a member, or within one year afterwards for payment of the debts and liabilities of the Company contracted before the time at which he ceases to be a member, and of the costs, charges, and expenses of winding up the same; and for the adjustment of the rights of the contributors amongst themselves such further sum as may be required, not exceeding Five Shillings.

*We certify that this is a true copy of the Memorandum as set forth by the Special Resolution passed and approved in accordance with Section 69 of the Companies Act 1924 at an ordinary General Meeting held the 20<sup>th</sup> March 1924 and the 17<sup>th</sup> April 1924 and pursuant to the order of Mr. Justice Romer dated the 15<sup>th</sup> July 1924.*

*W. J. H. Jones.*

*33 Idemetta Street Strand W.C.*  
*Solicitors for the Medical Defence*  
*Union Limited.*

1908-1917

THE COMPANIES ACTS, 1862 to 1890.  
COMPANY LIMITED BY GUARANTEE.



# Special Resolution

(Pursuant to the Companies (Consolidation) Act, 1908, Section 69)

OF

## THE MEDICAL DEFENCE UNION LIMITED (LIMITED BY GUARANTEE).

Passed 25th September, 1924.

Confirmed 16th October, 1924.

At an EXTRAORDINARY GENERAL MEETING of the Members of the Medical Defence Union, Limited, duly convened and held at the Brighton, Hove and Preston Dispensary, 113, Queen's Road, Brighton, Sussex, on the 25th day of September, 1924, the Resolution hereunder written was duly passed as an EXTRAORDINARY RESOLUTION, and at a subsequent EXTRAORDINARY GENERAL MEETING of the Members of the said Union, duly convened and held at 49, Bedford Square, London, W.C. 1, on the 16th day of October, 1924, the said Extraordinary Resolution was duly confirmed as a Special Resolution :—

THAT the Articles of Association of the MEDICAL DEFENCE UNION, LIMITED, be altered in manner following, namely :—

(a) By substituting in Article 3 the words "Great Britain or Northern Ireland or the Irish Free State or any of the Channel Islands or the Isle of Man," for the words "The United Kingdom."

(b) By cancelling Article 10.

(c) By substituting therefor the following Article, namely :—

10. Every Member shall pay to the Union annually in advance on the 1st of January in every year a subscription of £1 or such other subscription (whether larger or smaller) as the Council may from time to time determine provided that any Member elected after the 30th of June in any year shall pay one half of the current subscription for that year such payment to be made in advance on election provided also that any Member may at any time compound for his future annual subscriptions by one payment of £25 or such other payment as the Council shall from time to time prescribe and upon making such payment shall become a life Member.

(d) By substituting in Article 12, (i) the words, "after such payment shall have become due," for the words, "after notice from one of the Secretaries of the amount payable by him," (ii) the words "eligible for," for the words, "entitled to seek," and (iii) the words, "ineligible for such assistance," for the words, "excluded from the privileges of membership."

(e) By inserting in Article 20, immediately after the word "but," the words, "the accidental omission to give such notice to or."

(f) By inserting in Article 21, immediately after the word "place," the words, "unless otherwise determined by a majority of those present at the meeting."

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Hempsons

33 Abchurch Lane

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- (g) By inserting after Article 21, the following new Article namely, " 21a. Where it is proposed to pass a Special Resolution the two Meetings may be convened by one and the same notice and it shall be no objection to such notice that it only convenes the second Meeting contingently on the Resolution being passed by the requisite majority at the first Meeting."
- (h) By inserting after Article 39, the following new Article namely, " 39a. In any case in which the Council shall have exercised any of its powers under the last preceding Article by undertaking on behalf of any Member the conduct or defence of any proceedings or by assisting any Member in conducting or defending any proceedings the Council may out of the funds of the Union provide such Member with such complete or partial indemnity as the Council shall in its discretion think fit against damages and costs incurred or payable by such Member by reason of or in connection with such proceedings provided that the total amount of such indemnity shall not exceed in any case the limit (if any) for the time being prescribed by the Union in General Meeting and provided also that the Council shall request or continue to request every Member who having before the 20th of May, 1920, compounded his subscription for less than £25 shall for the time being be still in practice to pay in advance an annual sum (which shall be or shall be deemed to have been fixed for the period from the 20th of May, 1920, to the 1st of January, 1925, at 5s. and thereafter at 6s. 6d. or such other sum as shall be prescribed by the Council) on or before the 1st of January in every year as a special subscription and shall withhold such indemnity as aforesaid from any such Member who shall not since the 20th of May, 1920, have regularly paid such special subscription or shall not since the 16th of October, 1924, have regularly paid the same on or before the 1st of February in each year but save as aforesaid the Council shall (subject to the control of the Union in General Meeting) have an absolute discretion as to giving or withholding such indemnity as aforesaid."
- (i) By cancelling Article 45.
- (j) By substituting therefor the following Article, namely :—
45. " Any Member (whether a life Member or not) who shall refuse or neglect to observe any provision of these Articles or other regulations of the Union or who shall in the judgment of the Council have been guilty of any act practice or conduct calculated to bring discredit on or lower the status of the Medical profession shall be liable to be excluded from the Union by a Resolution of a Meeting of the Council. Provided that before any such Resolution is passed such Member shall be served with at least seven clear days' notice in writing of the Meeting of the Council at which his conduct is to be considered (which notice shall inform him of his right to be heard at such Meeting) and such Member shall be given an opportunity of explaining his conduct at such Meeting. Provided also that any Resolution of the Council excluding any Member may not be passed at a Meeting at which less than twelve Members of the Council shall be present in person or by a smaller majority than two-thirds of the Members present and voting at such Meeting and that such Resolution may be rescinded and such Member restored to his Membership (a) by the first Ordinary General Meeting of the Union to be held after such exclusion, or (b) by a Special Meeting of the Union to be convened at the discretion of the Council within two calendar months after such exclusion if the Council in view of the difficulty of the case or for any other reason shall think fit to convene such Meeting, or (c) by a Special Meeting duly requisitioned and held before such first Ordinary General Meeting as aforesaid."

James Neal

General Secretary.



**"The Companies Act, 1929."**

**COMPANY LIMITED BY GUARANTEE AND NOT HAVING A  
SHARE CAPITAL.**

(COPY)

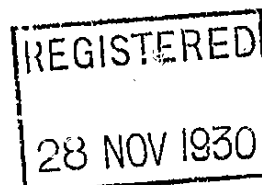
**Special Resolution**

(Pursuant to The Companies Act, 1929, Sections 10 and 117)

OF

**MEDICAL DEFENCE UNION, LIMITED.**

*Passed the 20th day of November, 1930.*



AT an EXTRAORDINARY GENERAL MEETING of the Members of the above-named Company, duly convened, and held at 49 Bedford Square, in the County of London, on the 20th day of November, 1930, the following SPECIAL RESOLUTION was duly passed:—

"That the Articles of Association of the MEDICAL DEFENCE UNION, LIMITED, be altered in manner following, namely:—

By substituting in the last line of Article 6 the words 'on which his application and all necessary payments were received' in place of the words 'of the passing of such resolution,' so that the Article will read as follows:—

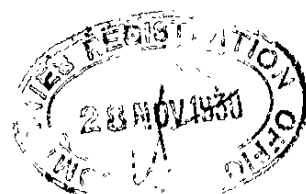
6. On the passing by the Council of a resolution accepting such applicant as a Member his name shall be entered on the Register of Members, and his membership shall be deemed to have commenced, as from the date on which his application and all necessary payments were received."

*James Neal*  
Secretary.

Presented to the Registrar of Companies  
the 28<sup>th</sup> day of November, 1930.

JORDAN & SONS, LIMITED,  
COMPANY REGISTRATION AGENTS, PRINTERS, AND PUBLISHERS,  
CHANCERY LANE, LONDON, W.C.2, AND 13 BROAD STREET PLACE, E.C.2.—55700-30

*Filed by.*  
*Hempson.*  
*33 Henrietta Street.*  
*Grand W.C.2.*



*And...*  
*77* *10/10* *P15301*  
No. of Company 21708.



THE COMPANIES ACT, 1929.

COMPANY LIMITED BY GUARANTEE.

SPECIAL RESOLUTIONS  
of the  
MEDICAL DEFENCE UNION (LIMITED.)



Passed on the 27th day of September, 1934.

At an Extraordinary General Meeting of the said Company, duly convened and held at 49, Bedford Square, in the County of London, on the 27th day of September, 1934, the following Special Resolutions were duly passed.

1. THAT the Articles of Association contained in the printed document submitted to this Meeting and for the purpose of identification initialled by the Chairman thereof be and they are hereby approved as amended by resolutions of this Meeting and adopted as the Articles of Association of the Union in substitution for and to the exclusion of all the existing Articles of Association thereof.
2. THAT this Meeting hereby ratifies and confirms all payments heretofore made out of the funds of the Union to Members of the Council in respect of travelling hotel and other expenses incurred by them in attending or returning from Meetings of the Union or of the Council or of Committees thereof or otherwise in or about the affairs of the Union.

*James Neal*

General Secretary.

No. of Company 21708  
THE COMPANIES ACT, 1929.

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COMPANY LIMITED BY GUARANTEE.

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ARTICLES of ASSOCIATION  
of the  
MEDICAL DEFENCE UNION  
(Limited.)

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Offices : 49, BEDFORD SQUARE, LONDON, W.C.1.

---

Telegrams:  
DAMOCLES, WESTCENT, LONDON.

Telephone:  
MUSEUM 1337.



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The following are the Articles of Association adopted in pursuance of a Special Resolution passed the 27th day of September, 1934.

THE COMPANIES ACT 1929.

COMPANY LIMITED BY GUARANTEE.

Articles of Association  
OF THE  
Medical Defence Union  
(LIMITED)

1. The Union for the purposes of registration is declared to consist of 25,000 Members. The Directorate, which in the following Articles are referred to as the Council, may, when it thinks fit, register an increase of Members.

OBJECTS AND POWERS OF THE UNION.

2. 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: provided that no action shall be taken under clause 3 (iv) of the Memorandum without the sanction of a resolution passed by two-thirds of the Members present and voting at a special meeting of the Union convened for the purpose by a resolution of the Council.

MEMBERSHIP.

3. Any registered medical practitioner in Great Britain or Northern Ireland or the Irish Free State or any of the Channel Islands or the Isle of Man may, subject to the following regulations, become a Member of the Union.

4. Each candidate for membership shall sign and deliver to the Secretary an application in the form, or to the effect following with such modifications if any as the Council may from time to time approve:—

THE MEDICAL DEFENCE UNION LIMITED.

To the Secretary,

I desire to become a Member of "The Medical Defence Union, Limited" and enclose the amount of my first year's subscription. I also authorise you to register me as a member and guarantor of £ subject to the Memorandum and Articles of Association of the Union, and on condition that this sum shall be the full extent of my liability.

Name (in full)

Qualifications

Address (in full)

Date

5. 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.

6. 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 and all necessary payments were received.

7. 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.

8. Any Member may withdraw from the Union by giving two calendar months' notice in writing of his intention so to do, such notice to be addressed to the Secretary at the registered office of the Union, and upon the expiration of such notice he shall cease to be a Member.

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.

ENTRANCE FEES AND SUBSCRIPTIONS.

10. Every Member shall pay to the Union annually in advance on the 1st of January in every year a subscription of £1 or such other subscription (whether larger or smaller) as the Council may from time to time determine provided that any Member elected after the 30th of June in any year shall pay one half of the current subscription for that year such payment to be made in advance on application for membership provided also that any Member may at any time compound for his future annual subscriptions by one payment of £25 or such other payment as the Council shall from time to time prescribe and upon making such payment shall become a life Member.

11. The Council may, if it thinks fit, require payment of an entrance fee from persons seeking to become Members of the Union, and may in its discretion from time to time discontinue or re-impose such entrance fee, and any such entrance fee shall be of such amount as the Council shall from time to time fix, and shall be payable at the same time as the first annual subscription.

NOTE. 1. The Council on 16th October, 1902, imposed an entrance fee of 10s., on all Candidates elected on or after 1st January, 1903.

2. Resolution of Special General Meeting of the Union, 20th May, 1930:—

"That newly registered medical practitioners shall be admitted to Membership of the Medical Defence Union, on and after 1st January, 1921, without payment of an entrance fee, provided that they join the Medical Defence Union within one year of the date of their registration."

12. No Member shall be entitled to any of the privileges of membership until he shall have paid the entrance fee (if any) and all subscriptions payable by him to the Union; and if he make default in any such payment for more than one calendar month after such payment shall have become due (unless due to special circumstances the Council decide otherwise) his privileges of membership shall be thereafter *ipso facto* suspended until such payment be made; and if any matter arise during the interval

between such suspension and payment in respect of which he would, but for such default, have been eligible for the assistance of the Union, he shall, notwithstanding such payment, be in respect of such matter, ineligible for such assistance, unless due to special circumstances the Council decide otherwise.

13. If any Member make any such default as is in the preceding Article mentioned he shall, if the Council so determine, cease to be a Member.

#### CALLS.

14. The Council may, from time to time, call on the Members to contribute funds for the purposes of the Union, or any of them, and each Member shall pay every call so made to the persons and at the times and places appointed by the Council; but no Member shall be called on to pay more than the total amount of his guarantee, less the sum of 5s., except in the case of the winding-up of the Union, when he may be called on to pay the whole amount of his guarantee then remaining uncalled-up. A call shall be deemed to have been made at the time when the resolution of the Council making the same was passed. Twenty-one days' notice in writing shall be given of each call.

15. If any Member shall neglect for one calendar month, to pay the amounts so notified to be due from him to the Union, his privileges of membership shall be suspended and his membership may be determined in the manner provided for by Articles 12 and 13.

#### GENERAL MEETINGS.

16. The expression "general meeting" as used in the Articles shall include both annual and special meetings. The annual meeting of the Members of the Union shall be held once in every year (not more than fifteen months after the last preceding meeting) on such day and at such hour and place as the Council may from time to time determine.

17. The Council may, whenever it thinks fit, and it shall upon a requisition made in writing by not fewer than twenty Members, convene a special meeting to be held on such a day and at such hour and place as the Council may determine.

18. Any requisition so made shall state the object of the meeting proposed to be called and shall be left at the office of the Union addressed to the Secretary.

19. Upon the receipt of such requisition the Council shall forthwith convene a special meeting, and if it does not convene a special meeting to be held within twenty-one days from the time of the requisition being so left, the requisitionists, or any twenty of them, may themselves convene a special meeting to be held on such day and at such hour and place as such requisitionists shall determine.

20. Subject to the provisions of Section 117 of the Companies Act 1929 relating to notices of Special Resolutions 7 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.

21. At any meeting ten 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.

22. 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.

23. 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.

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

25. 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.

26. 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.

27. 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.

28. Subject as aforesaid, every Member present in person shall upon a show of hands and every Member present in person or by proxy shall upon a poll have one vote, and no more.

29. No Member shall be entitled to vote at any meeting unless all moneys due from him to the Union have been paid.

30. 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.

31. 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.

32. 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 date.

33. 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.

34. There shall be the following Officers of the Union, namely: President, Vice-Presidents, and Treasurer, all of whom shall retire at the Annual Meeting but shall be eligible for reappointment as hereinafter provided.

#### COUNCIL.

35. 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 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 meeting. A Member of the Council must be a Member of the Union.

36. As soon as may be after the annual meeting in each year the twelve elected members of the Council shall meet and shall appoint, either from their number or from the other Members of the Union as they may think fit, as Officers of the Union, a President, so many Vice-Presidents as they shall from time to time agree upon, and a Treasurer, and the Officers so appointed shall, together with the elected members of the Council, or the other elected Members, as the case may be, constitute the Council. Until such appointment the twelve elected Members of the Council shall be deemed for all the purposes of these articles to be the Council.

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

38. Any vacancy occurring among the elected members of the Council or Officers between one annual meeting and another, shall be filled by the Council within three calendar months of the occurrence of such vacancy.

39. 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 was qualified and had continued to be a Member of the Council.

40. 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, six members of the Council shall form a quorum. In case of an equality of votes the chairman shall have a second or casting vote.

41. 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 office of the Union. If the Secretary does not proceed to cause a Meeting of the Council to be held within 14 days from the date of the requisition being deposited to consider the matters specified in 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.

42. 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.

43. The Council may act, notwithstanding any vacancy in its body, so long as the number be not reduced below nine, in which event the remaining members may act for the purposes of Article 38 but not otherwise. A member of the Council may at any time resign by giving notice in writing to the Secretary at the office of the Union.

#### POWERS OF COUNCIL.

44. The management of the affairs and the control of the Union shall be vested in the Council, who, 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. Without prejudice to the general powers conferred on it, the Council shall have power to take on lease any buildings for the purposes of the Union.

45. The Council may delegate, subject to such regulations and conditions as it thinks fit, any of its powers to Committees of its number; and may also appoint Members of the Union, and whether or not members of the Council, to act as local Committees for such period and with such powers only as shall be specifically prescribed at the time of such appointment.

46. The Council may if it thinks fit, (subject to the provisions of Articles 2 and 12), after due investigation, undertake the conduct or defence of, or assist in conducting or defending, any proceedings, whether of a strictly legal nature or otherwise, concerning or affecting any Member of the Union who may desire assistance, provided that the cause of action, or of the proceedings, or the action or the proceeding has not arisen or been commenced prior to the date of the commencement of his membership of the Union; (unless the Council shall be satisfied that the same arose or commenced at a time when such member was a member and entitled to the privileges of membership of some society having objects wholly or in part similar to the objects of the Union) and provided also that such Member abides by the decision of the Council as to the conduct or defence of the case.

47. In any case in which the Council shall have exercised any of its powers under the last preceding Article by undertaking on behalf of any Member the conduct or defence of any proceedings or by assisting any Member in conducting or defending any proceedings the Council may out of the funds of the Union provide such Member with such complete or partial indemnity as the Council shall in its discretion think fit against damages and costs incurred or payable by such Member by reason of or in connection with such proceedings provided that the total amount of such indemnity shall not exceed in any case the limit (if any) for the time being prescribed by the Union in General Meeting and provided also that the Council shall request or continue to request every Member who having before the 20th of May, 1920, compounded his subscription for less than £25 shall for the time being be still in practice to pay in advance an annual sum which shall be or shall be deemed to have been fixed for the period from the 20th of May, 1920, to the 1st of January, 1925, at 5/- and thereafter at 6/6 or such other sum as shall be prescribed by the Council) on or before the 1st of January in every year as a special subscription and shall withhold such indemnity as aforesaid from any such Member who shall not since the 20th of May, 1920, have regularly paid such special subscription or shall not since the 16th of October, 1924, have regularly paid the same on or before the 1st of February in each year but save as aforesaid the Council shall (subject to the control of the Union in General Meeting) have an absolute discretion as to giving or withholding such indemnity as aforesaid.

48. The Council may appoint one or more arbitrators 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.

49. 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.

50. The Council may appoint and at its discretion remove or suspend, such managers, secretaries, officials, clerks, agents and

servants for permanent, temporary or special services and determine their powers and duties and fix their salaries and emoluments as it may think fit.

#### REMUNERATION OF COUNCIL.

51. The Members 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 may also be paid out of the funds of the Union by way of remuneration such sum as may from time to time be determined by the Union in General Meeting.

#### ACCOUNTS.

52. The Council shall cause proper books of account to be kept in accordance with section 122 of the Companies Act 1929 and the other provisions thereof. 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.

53. 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 members not being a Member of the Council and no Member (not being a member of the Council) shall have any right of inspecting any account or book or document of the Union except as conferred by Statute or authorised by the Council or by the Union in General Meeting.

54. 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 a date not earlier than the date of the Meeting by more than nine 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 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 1929. 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.

55. 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 seven days before the Meeting be sent free of charge to all persons entitled to receive notices of General Meetings of the Union.

#### AUDIT.

56. 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 one or more Auditor or Auditors.

57. Auditors shall be appointed and their duties regulated in accordance with the Companies Act 1929.

#### PAYMENTS TO THE COMPANY.

58. All subscriptions, entrance fees, and other moneys payable to the Union shall be paid to the Secretary, or such other person as may from time to time be appointed by the Council for the purpose, whose receipt in writing shall be a sufficient discharge for the same.

#### EXCLUSION.

59. Any Member (whether a life Member or not) who shall refuse or neglect to observe any provision of these Articles or other regulations of the Union, or who shall in the judgment of the Council have been guilty of any act practice or conduct calculated to bring discredit on or lower the status of the Medical profession, shall be liable to be excluded from the Union by a resolution of a meeting of the Council. Provided that before any such Resolution is passed such member shall be served with at least seven clear days' notice in writing of the meeting of the Council at which his conduct is to be considered (which notice shall inform him of his right to be heard at such meeting) and such Member shall be given an

opportunity of explaining his conduct at such meeting. Provided also that any Resolution of the Council excluding any Member may not be passed at a meeting at which fewer than twelve members of the Council shall be present in person or by a smaller majority than two-thirds of the members present and voting at such meeting and that such Resolution may be rescinded and such Member restored to his membership, (a) by the first Ordinary General Meeting of the Union to be held after such exclusion, or (b) by a Special Meeting of the Union to be convened at the discretion of the Council within two calendar months after such exclusion if the Council in view of the difficulty of the case or for any other reason shall think fit to convene such meeting, or (c) by a Special Meeting duly requisitioned and held before such first Ordinary General Meeting as aforesaid.

#### NOTICES.

60. 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 in Great Britain or Northern Ireland or the Irish Free State or any of the Channel Islands or the Isle of Man at which he is registered in the books of the Union or if he has no such address then to his address as shown in the Medical Register.

61. Any notice sent by post shall be deemed to have been served on the 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 officer of the Union that the envelope or wrapper containing the notice was so addressed and posted shall be conclusive evidence thereof.

62. If a Member has not supplied to the Union an address in Great Britain or Northern Ireland or the Irish Free State or any of the Channel Islands or the Isle of Man and has not an address in any of the said places in the Medical Register then he shall not be entitled to be served with any notice.

C. W. COPPINGER, Printer, 74, Horse Oak Park, London, S.E. 23.

James Heal

Secretary of the  
Medical Defence Union Ltd.

30<sup>th</sup> Oct.  
1934

No. OF COMPANY 21,708. 178 26

"The Companies Act, 1929."

COMPANY LIMITED BY GUARANTEE.

(COPY)

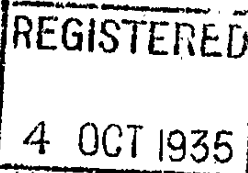
## Special Resolution

(Pursuant to The Companies Act, 1929, Sections 10 and 117)

OF

# Medical Defence Union, Limited.

Passed the 26th day of September, 1935.



AT an EXTRAORDINARY GENERAL MEETING of the above Company, duly convened, and held at 49 Bedford Square, London, W.C. 1, on the 26th day of September, 1935, the following SPECIAL RESOLUTION was duly passed:—

"That the Articles of Association of the Union be altered in manner following, that is to say:—

- (1) By inserting in Article 3 the word 'Medical' immediately before the word 'Member' and by adding at the end of the said Article the following words: 'and the legal personal representatives of any such practitioner who at the date of his death was a Medical Member of the Union and in benefit may, subject as aforesaid, become a Representative Member of the Union.'
- (2) By inserting in Article 4 the word 'Medical' immediately before the word 'Member.'
- (3) By inserting therein immediately after the existing Article 4 the following new Article to be known as Article 4A:—

ARTICLE 4A.—Each candidate for Representative Membership shall sign and deliver to the Secretary an application in the form, or to the effect following, with such modifications, if any, as the Council may from time to time approve:—

To the Secretary,

THE MEDICAL DEFENCE UNION, LIMITED.

I, being the legal personal representative of  
of , who died on , and was  
on such date a Medical Member of the MEDICAL DEFENCE  
UNION, LIMITED, and in benefit desire and hereby apply  
to become a Representative Member of 'THE MEDICAL  
DEFENCE UNION, LIMITED.' I also authorise you to



✓  
register me as a Representative Member and Guarantor of £ subject to the Memorandum and Articles of Association of the Union, and on condition that this sum shall be the full extent of my liability.

Name (in full).....

Address (in full).....

Date.....

- (4) By substituting in Articles 5 and 6 for the word 'Members' wherever therein occurring the following words, namely: 'Medical Member or Representative Member, as the case may be.'
- (5) By inserting in Articles 10 and 11 immediately before the word 'Member' or 'Members' wherever therein occurring the word 'Medical' and by adding at the end of Article 11 the following words, namely: 'No subscription or entrance fee shall be payable by any Representative Member.'
- (6) By substituting for the existing Article 46 the following new Article, to be called Article 46:—

ARTICLE 46.—The Council may, if it thinks fit (subject to the provisions in the case of Medical Members of Article 12), and after due investigation, undertake the conduct or defence of, or assist in the conduct or defence of, any matter or proceedings, whether of a strictly legal nature or otherwise, concerning or affecting any Medical Member or any deceased Medical Member, provided that (1) the Council shall only do so upon the request of the Medical Member, or as the case may be, the Representative Member who became a Member in respect of the deceased Medical Member, concerned or affected; (2) the Council shall be satisfied in the case of a Medical Member that the matter originated, or the cause of action or proceeding arose, and if action or proceedings be instituted, that such action or proceeding was commenced when the Medical Member or the deceased Medical Member, as the case may be, was a Member of the Union and in benefit, or while he was a Member and entitled to the privileges of membership of some society having objects wholly or in part similar to the objects of the Union, and, in the case of a Representative Member that the matter originated, or the cause of action or proceeding arose, at a time when the deceased Medical Member was a Member of the Union and in benefit; (3) that the Medical Member or Representative Member, as the case may be, making such request shall abide by the decision of the Council as to the conduct or defence of the said proceedings.

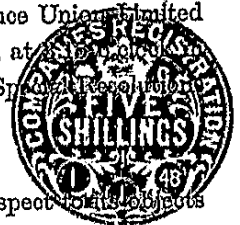
- (7) By inserting in Article 59 the word 'Medical' immediately before the word 'Member' where it first occurs in the first line and in the fifteenth line thereof."

Robt. Fabe  
Secretary.

Presented to the Registrar of Companies  
on the 4<sup>th</sup> day of October, 1935.

# THE MEDICAL DEFENCE UNION LIMITED

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of the Medical Defence Union Limited will be held at 49, Bedford Square, London, W.C.1, on Tuesday, the 16th day of December, 1947, at the afternoon for the purpose of considering and if thought fit passing the following resolutions as Special Resolutions of the Company.



## RESOLUTIONS

1. That the provisions of the Memorandum of Association of the Company be altered with respect to its objects as set out in Clause 3 of the said Memorandum in manner following:

(A) by adding in sub-clause (i) after the word "Medical" the words "or Dental";

(B) by substituting in sub-clause (i) for the phrase "the Irish Free State" the word "Eire";

(C) by adding at the end of sub-clause (i) the words "or practising anywhere in the world in the service of His Majesty the King or practising in any of the British Dominions, Newfoundland or the Crown Colonies, British Protectorates or Mandated Territories or territories held in trusteeship or other territories in which His Majesty has jurisdiction provided in such last-mentioned case a Medical or Dental practitioner must be registered in one of the Registers hereinafter mentioned and must have practised after such registration within Great Britain or Northern Ireland or Eire or the Channel Islands or the Isle of Man."

(D) by inserting in sub-clause (iii) after the word "Members" the words "or former members";

(E) by inserting after sub-clause (iii) the following new sub-clauses:

"(iv) To give advice and legal assistance to Members or former Members of the Union on any question or matter which affects directly or indirectly their professional character or interests.

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

(vi) To grant to the personal representatives of any deceased Member of the Union such legal advice and assistance as may be necessary to protect the estate of the deceased Member from any threatened or actual proceedings arising from his professional work while a Member of the Union.

(vii) To expend monies 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 medical or dental profession or a part thereof is or is likely to be determined.

(viii) 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.

(ix) 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 which affect or may affect the medical or dental profession."

(F) By adding in the existing sub-clause (iv) after the word "Medical" the words "or Dental," by re-numbering sub-clauses (iv) and (v) as sub-clauses (x) and (xi) and by adding thereafter the following new paragraph: "In this clause the Registers referred to are the Registers of Medical Practitioners provided for by the Medical Act, 1858, or the Register of Medical Practitioners provided for by the Eire Medical Practitioners Act, 1927, or the Register of Dental Practitioners provided for by the Dentists Act, 1921,\* or by any Acts amending or replacing those Acts."

2. <sup>These</sup> ~~By altering~~ the Articles of Association of the Company in manner following: *R. 7.*

(A) By adding after Article 1 the following new Article:

"1A. In these articles the phrase 'the Registers' means the Registers mentioned in Clause 3 of the Memorandum of Association."

(B) By altering the figure (iv) in Article 2 to the figure (ix) and substituting for the existing Article 3 the following new Article:

"Any of the persons specified in sub-clause (i) of Clause 3 of the Memorandum of Association may, subject to the following regulations, become a Professional Member of the Union and the legal personal representatives of any person who was, at the date of his death, a Professional Member and in benefit may, subject as aforesaid, become a Representative Member. Provided always that the area to which membership at any time extends shall be as from time to time determined by the Council.

(C) By substituting in Articles 4, 4A, 5, 6 and 11 for the phrase "Medical Member," wherever the same occurs, the phrase "Professional Member," and by substituting for Article 10 the following new Article, namely:

"Every Professional Member shall pay to the Union annually in advance on the 1st January such subscriptions as the Council may from time to time determine, provided that

(i) The Council may determine a different rate of subscription for Professional Members residing and practising within Great Britain, Northern Ireland, Eire, the Channel Islands or the Isle of Man from the rate fixed for Professional Members not so residing and practising.

(ii) Any Professional Member elected after the 30th June in any year shall pay one half of the current subscription for that year, such payment to be made in advance on application for membership.

(iii) Any Professional Member may at any time compound for his future annual subscriptions by such payment as the Council shall from time to time decide and by making such payment he shall become a Professional Member for life.

*15 NOV 1947*  
*1 JAN 1948*

✓ (D) By adding at the end of Article 12 the following sentence:

"A Member whose privileges of membership are not suspended under this Article is in these Articles referred to as being 'in benefit.'"

(E) By substituting for Article 16 the following new Article:

"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."

(F) By substituting in Article 20 for the words from "Subject . . . seven" the words "Subject to any statutory provisions fourteen" and by adding the following new sentence at the end thereof:

"The Council shall also circulate to Members a notice of any resolution or a print of any statement which they are duly requisitioned so to do under any statutory provisions."

(G) By substituting in Article 29 for the words "all moneys . . ." down to the end the words "he is a Professional Member and in benefit."

(H) By adding at the end of Article 31 the words "It shall confer authority to join in demanding a poll."

(I) By adding at the end of Article 35 the words "After each annual 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,"

(J) By substituting for Article 36 the following new Article:

"As soon as may be after the annual meeting in each year the Elected Members of the Council shall meet and shall appoint, either from their number or from the other Professional Members of the Union as they may think fit, 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 12 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."

(K) By substituting for Article 38 the following new Article, namely:

"Any vacancy occurring among the Elected Members of the Council or the Officers between one annual meeting and the next shall be filled by the Council within three calendar months of the occurrence of the vacancy and the person appointed shall hold office only until the next annual meeting."

(L) By substituting for Article 43 the following new Articles, namely:

"43. The Council may continue to act notwithstanding that its numbers are reduced unless it shall fail to fill up a vacancy within the said period of three months. In such case the Council may only act for the purposes of summoning a general meeting for the election of persons to fill the vacancies in its number."

"43A. A member of the Council shall vacate office if

- (a) he serves notice in writing of his resignation on the secretary at the registered office of the Union;
- (b) he becomes lunatic or of unsound mind;
- (c) he is removed by ordinary resolution of the Company."

"43B. Members of the Council shall not be required to retire under any age limit and a person shall be eligible for election as a member of the Council at any age."

(M) By substituting for Articles 46 and 47 the following new Articles, namely:

"46. The Council or any Committee of the Council authorised by the Council for the purpose, may, if it thinks fit (subject to the provisions of Article 12), and after due investigation undertake the conduct or defence 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 any Professional Member or any deceased Professional Member provided that:

(1) The Council or any such Committee shall only do so upon the request of the Professional Member concerned or, as the case may be, of the Representative Member who became such a Member in respect of the deceased Member concerned.

(2) The Council or any such Committee shall be satisfied that the matter originated, or the cause of action or proceeding arose, and if action or proceedings be instituted that the action or proceedings was or were commenced when the Professional Member concerned was in benefit, or if, before he became a Member of the Union, when he was entitled to the privileges of membership of some Society officially recognised by the Council as having objects wholly or in part similar to the objects of the Union.

(3) The Member 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."

"47. (1) Subject as aforesaid the Council or any Committee of the Council so authorised by the Council may, upon the request of any Member, grant from the funds of the Union an indemnity wholly or in part with regard to any action, proceeding, claim, or demand affecting his professional character or interests, whether directly or indirectly by or against such Member, or in the case of a request by a representative Member by or against the estate of the deceased Professional Member in respect of whom he has become a Member. Such indemnity may extend to all incidental or consequential losses, damages, costs, charges and expenses exclusive of fines.

(2) The Union may at any time by notice in writing to any Member without assigning any reason determine any such indemnity except in respect of any moneys which shall have become immediately payable prior to the date of such notice.

(3) Any such indemnity mentioned may be granted or determined either by a resolution of the Council or any such Committee, and the grant of indemnity in every case shall be made only after suitable investigation by the Council or any such Committee, and upon such terms and conditions as it shall think proper, and it shall rest only in the absolute discretion of the Council or any such 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.

(N) By substituting for Article 48 the following new Article:  
"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 Member.

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 other person may have received them in the first instance out of the funds of the Union.

(O) by substituting in Article 53 for the words

"Members not being a Member of the Council and no Member (not being a Member of the Council) shall" the words "any Member who is not a Member of the Council and any such Member shall not . . ."

(P) By substituting in Article 55 for the word "Seven" the word "twenty-one."

(Q) By substituting for Article 59 the following new Article, namely:

"Any Member who shall refuse or neglect to observe any provision of these Articles or other regulations of the Union, or who shall, in the judgment of the Council, have been guilty of any act, practice or conduct calculated to bring discredit on, or lower the status of the medical or dental profession, may be excluded from the Union by a resolution of a meeting of the Council, provided that before any such resolution is passed such Member shall be served with at least seven clear days' notice in writing of the date and place of the meeting of the Council at which his conduct will be considered, and of his right thereat to be heard on his own behalf, with or without assistance, in explanation of his conduct, and provided also that any resolution of the Council excluding any Member shall be valid only if passed at a meeting at which not less than 12 Members of the Council are present in person by a majority of two-thirds of the Members present and voting. Any such resolution as aforesaid may be rescinded and the Member concerned restored to membership so that he is deemed for all purposes to have continued as a Member in the meanwhile (a) by the first annual meeting of the Union held after his exclusion, or (b) by a special meeting of the Union convened at the direction of the Council within two calendar months after such exclusion if the Council, in view of the difficulty of the case or for any other reason shall think fit so to act, or (c) by a special meeting duly requisitioned and held before the next annual meeting."

(R) By adding after Article 59 the following new Article:

"59A. Any Professional Member whose name is erased from any of the Registers shall *ipso facto* cease to be a Member of the Union

- (a) If there exists a statutory right of appeal from the decision so to erase his name on the day when his appeal is dismissed, withdrawn or abandoned or, if he shall fail to lodge an appeal, on the day when the time for so doing expires or, if the Council shall resolve that he is not prosecuting any such appeal with due diligence, on the day of such resolution;
- (b) if no such statutory right of appeal exists on the day of his erasure.

(S) By substituting in Articles 60 and 62 for "Irish Free State" the word "Eire" and for the phrase "the Medical Register" the phrase "any of the Registers."

3. That The Union's Articles of Association as now amended be renumbered with consecutive numbers and that any reference by number to any Article in these amended Articles be itself amended to correspond with the new number of Article to which reference is made.

#### PROXIES

~~\* Form of Proxy for use at the meeting is submitted below. Should you be unable to attend, your proxy to be effective must be deposited at the registered office of the Union not less than forty-eight hours before the time for the holding of the meeting or adjourned meeting (as the case may be) at which the person named in the proxy proposes to vote.~~

#### EXPLANATORY NOTE

Your attention is drawn to the details of the above amendments. I am directed by the Council to draw your attention to the following matters in particular.

The foregoing proposed variations of the Union's Memorandum and Articles are designed to extend the activities of the Union by permitting Dental Practitioners to become Members irrespective of their possession of a medical qualification as is required under the existing rules and by enlarging the scope of the Union to include Medical and Dental Practitioners overseas who are engaged in His Majesty's Services or subject to limitations set out in the notice in private practice or in medical appointments in the British Territories as defined. Under the amendments the Council will be given free discretion as to the extent of the area covered by Membership. Wider powers have been taken enabling the Union to expend monies in cases where matters of professional principle are concerned not only in the case of Members, but also former Members and persons who have never been Members. Your attention is drawn in particular to the amendments (M) and (Q) above, which state the powers of the Council granting an indemnity to Members and of excluding Members. Many consequential alterations of the Articles are made necessary by the foregoing. At the same time the Council has taken advantage of this opportunity to make other desirable amendments to bring the Memorandum and Articles into conformity with modern practice and to anticipate the amendments to Company Law made by the Companies Act, 1947.

Dated 18th November, 1947.

By Order of the Council,

21708/112

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 is established are:—

i. To support and protect the character and interests of Medical or Dental Practitioners practising in Great Britain or Northern Ireland or Eire, or any of the Channel Islands or the Isle of Man, or practising anywhere in the world in the service of His Majesty the King or practising in any of the British Dominions, Newfoundland or the Crown Colonies, British Protectorates or Mandated Territories or territories held in trusteeship or other territories in which His Majesty has jurisdiction provided in such last-mentioned case a Medical or Dental practitioner must be registered in one of the Registers hereinafter mentioned and must have practised after such registration within Great Britain or Northern Ireland or Eire or the Channel Islands or the Isle of Man.

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

iii. To advise and defend or assist in defending Members or former Members of the Union in cases where proceedings involving questions of professional principle or otherwise are brought against them.

iv. To give advice and legal assistance to Members or former Members of the Union on any question or matter which affects directly or indirectly their professional character or interests.

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

vi. To grant to the personal representatives of any deceased Member of the Union such legal advice and assistance as may be necessary to protect the estate of the deceased Member from any threatened or actual proceedings arising from his professional work while a Member of the Union.

vii. To expend monies 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 medical or dental profession or a part thereof is or is likely to be determined.

viii. 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.

ix. 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 which affect or may affect the medical or dental profession.

x. To consider, originate, promote and support (so far as is legal) legislative measures likely to benefit the Medical or Dental Profession, and to oppose all measures calculated to injure it. And for the purposes aforesaid to petition Parliament and take such other steps and proceedings as may be deemed expedient.

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

In this clause the Registers referred to are the Registers of Medical Practitioners provided for by the Medical Act, 1858, or the Register of Medical Practitioners provided for by the Irish Medical Practitioners Act, 1927, or the Register of Dental Practitioners provided for by the Dentists Act, 1921, or the Dental Register of Ireland provided for by the Irish Dentists Act, 1928, or by any Acts amending or replacing those Acts.

4. The Income and Property of the Company, whencesoever derived, shall be applied solely towards the promotion of the objects of the Company 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 Company, or any Member thereof, or other person in return for any services actually rendered to the Company.

5. Every Member of the Company undertakes to contribute to the assets of the Company when called upon, the whole amount of his guarantee (which may not be of smaller amount than £1) less a sum of 5s., and in the event of the same being wound-up during the time that he is a Member, or within one year afterwards for

payment of the debts and liabilities of the Company contracted before the time at which he ceases to be a Member, and of the costs charges, and expenses of winding-up the same, and for the adjustment of the rights of the contributors amongst themselves such further sum as may be required, not exceeding 5s.

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 MC CRE 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 50,000 Members. The Directorate, which in the following Articles are referred to as the Council, may, when it thinks fit, register an increase of Members.

2. In these articles the phrase "the Registers" means the Registers mentioned in Clause 3 of the Memorandum of Association.

### 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: provided that no action shall be taken under clause 3 (ix) of the Memorandum without the sanction of a resolution passed by two-thirds of the Members present and voting at a special meeting of the Union convened for the purpose by a resolution of the Council.

### MEMBERSHIP

4. Any of the persons specified in sub-clause (i) of Clause 3 of the Memorandum of Association may, subject to the following regulations, become a Professional Member of the Union and the legal personal representatives of any person who was, at the date of his death, a Professional Member and in benefit may, subject as aforesaid, become a Representative Member. Provided always that the area to which membership at any time extends shall be as from time to time determined by the Council.

5. Each candidate for membership shall sign and deliver to the Secretary an application in the form, or to the effect following with such modifications if any as the Council may from time to time approve:

THE MEDICAL DEFENCE UNION, LIMITED.

To the Secretary,

I desire to become a Professional Member of "THE MEDICAL DEFENCE UNION (LIMITED)" and enclose the amount of my first year's subscription. I also authorise you to register me as a Professional Member and Guarantor of £ subject to the Memorandum and Articles of Association of the Union, and on condition that this sum shall be the full extent of my liability.

Name (in full)

Qualifications

Address (in full)

Date

6. Each candidate for representative membership shall sign and deliver to the Secretary an application in the form, or to the effect following with such modifications if any as the Council may from time to time approve:

THE MEDICAL DEFENCE UNION, LIMITED.

To the Secretary,

I, being the legal personal representative of of who died on and was on such a date a Professional Member of the Medical Defence Union, Limited, and in benefit desire and hereby apply to become a Representative Member of "THE MEDICAL DEFENCE UNION (LIMITED)." I also authorise you to register me as a Representative Member and Guarantor of £ subject to the Memorandum and Articles of Association of the Union, and on condition that this sum shall be the full extent of my liability.

Name (in full)

Address (in full)

Date

7. Any such applicant shall be deemed to have agreed to become a Professional Member or Representative Member as the case may be 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.

8. On the passing by the Council of a resolution accepting such applicant as a Professional Member or Representative Member as the case may be, 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 and all necessary payments were received.

9. 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.

10. Any Member may withdraw from the Union by giving two calendar months' notice in writing of his intention so to do, such notice to be addressed to the Secretary at the registered office of the Union, and upon the expiration of such notice he shall cease to be a Member.

11. 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.

ENTRANCE FEES AND SUBSCRIPTIONS

12. Every Professional Member shall pay to the Union annually in advance on the 1st January such subscriptions as the Council may from time to time determine, provided that

i. The Council may determine a different rate of subscription for Professional Members residing and practising within Great Britain, Northern Ireland, Eire, the Channel Islands or the Isle of Man from the rate fixed for Professional Members not so residing and practising.

ii. Any Professional Member elected after the 30th June in any year shall pay one half of the current subscription for that year, such payment to be made in advance on application for membership.

iii. Any Professional Member may at any time compound for his future annual subscriptions by such payment as the Council shall from time to time decide and by making such payment he shall become a Professional Member for life.

13. The Council may, if it thinks fit, require payment of an entrance fee from persons seeking to become Professional Members of the Union, and may in its discretion from time to time discontinue or re-impose such entrance fee, and any such entrance fee shall be of such amount as the Council shall from time to time fix, and shall be payable at the same time as the first annual subscription. No subscription or entrance fee shall be payable by any Representative Member.



14. No Member shall be entitled to any of the privileges of membership until he shall have paid the entrance fee (if any) and all subscriptions payable by him to the Union; and if he make default in any such payment for more than one calendar month after such payment shall have become due (unless due to special circumstances the Council decide otherwise) his privileges of membership shall be thereafter *ipso facto* suspended until such payment be made; and if any matter arise during the interval between such suspension and payment in respect of which he would, but for such default, have been eligible for the assistance of the Union, he shall, notwithstanding such payment, be in respect of such matter, ineligible for such assistance, unless due to special circumstances the Council decide otherwise. A Member whose privileges of membership are not suspended under this Article is in these Articles referred to as being "in benefit."

15. If any Member make any such default as is in the preceding Article mentioned he shall, if the Council so determine, cease to be a Member.

#### CALLS

16. The Council may, from time to time, call on the Members to contribute funds for the purposes of the Union, or any of them, and each Member shall pay every call so made to the persons and at the time and places appointed by the Council; but no Member shall be called on to pay more than the total amount of his guarantee, less the sum of 5s., except in the case of the winding-up of the Union, when he may be called on to pay the whole amount of his guarantee then remaining uncalled-up. A call shall be deemed to have been made at the time when the resolution of the Council making the call was passed. Twenty-one days' notice in writing shall be given of each call.

17. If any Member shall neglect for one calendar month, to pay the amounts so notified to be due from him to the Union, his privileges of membership shall be suspended and his membership may be determined in the manner provided for by Articles 14 and 15.

#### GENERAL MEETINGS

18. 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.

19. The Council may, whenever it thinks fit, and it shall upon a requisition made in writing by not fewer than twenty Members, convene a special meeting to be held on such a day and at such hour and place as the Council may determine.

20. Any requisition so made shall state the object of the meeting proposed to be called and shall be left at the office of the Union addressed to the Secretary.

21. Upon the receipt of such requisition the Council shall forthwith convene a special meeting, and if it does not convene a special meeting to be held within twenty-one days from the time of the requisition being so left, the requisitionists, or any twenty of them, may themselves convene a special meeting to be held on such day and at such hour and place as such requisitionists shall determine.

22. Subject to any statutory provisions fourteen 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 they are duly requisitioned so to do under any statutory provisions.

23. At any meeting ten 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.

24. 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.

25. 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.

26. At any meeting every question shall be decided by a show of hands unless a poll is demanded by at least five Members.

27. 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.

28. 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.

29. 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.

30. Subject as aforesaid, every Member present in person shall upon a show of hands and every Member present in person or by proxy shall upon a poll have one vote, and no more.

31. No Member shall be entitled to vote at any meeting unless he is a Professional Member and in benefit.

32. 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.

33. 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.

34. 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 date.

35. 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

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

#### COUNCIL

37. 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 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 meeting. A Member of the Council must be a Member of the Union. After each annual 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.

38. As soon as may be after the annual meeting in each year the Elected Members of the Council shall meet and shall appoint, either from their number or from the other Professional Members of the Union as they may think fit, 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 12 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.

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

40. Any vacancy occurring among the Elected Members of the Council or the Officers between one annual meeting and the next shall be filled by the Council within three calendar months of the occurrence of the vacancy and the person appointed shall hold office only until the next annual meeting.

41. All acts done at any meeting of the Council or of a Committee of the Council or by any persons acting as Member 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 was qualified and had continued to be a Member of the Council.

42. 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, six Members of the Council shall form a quorum. In case of an equality of votes the Chairman shall have a second or casting vote.

43. 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 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 being deposited to consider the matters specified in 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.

44. 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.

45. The Council may continue to act notwithstanding that its numbers are reduced unless it shall fail to fill up a vacancy within the said period of three months. In such case the Council may only act for the purposes of summoning a general meeting for the election of persons to fill the vacancies in its number.

46. A member of the Council shall vacate office if

- (a) he serves notice in writing of his resignation on the secretary at the registered office of the Union;
- (b) he becomes lunatic or of unsound mind;
- (c) he is removed by ordinary resolution of the Company.

47. Members of the Council shall not be required to retire under any age limit and a person shall be eligible for election as a member of the Council at any age.

#### POWERS OF COUNCIL

48. The management of the affairs and the control of the Union shall be vested in the Council, who, 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. Without prejudice to the general powers conferred on it, the Council shall have power to take on lease any building for the purposes of the Union.

49. The Council may delegate, subject to such regulations and conditions as it thinks fit, any of its powers to Committees of its number; and may also appoint Members of the Union, and whether or not Members of the Council, to act as local Committees for such period and with such powers only as shall be specifically prescribed at the time of such appointment.

50. The Council or any Committee of the Council authorised by the Council for the purpose, may, if it thinks fit (subject to the provisions of Article 14), and after due investigation undertake the conduct or defence 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 any Professional Member or any deceased Professional Member provided that:

(1) The Council or any such Committee shall only do so upon the request of the Professional Member concerned or, as the case may be, of the Representative Member who became such a Member in respect of the deceased Member concerned.

(2) The Council or any such Committee shall be satisfied that the matter originated, or the cause of action or proceeding arose, and if action or proceedings be instituted that the action or proceedings was or were commenced when the Professional Member concerned was in benefit, or if, before he became a Member of the Union, when he was entitled to the privileges of membership of some Society officially recognised by the Council as having objects wholly or in part similar to the objects of the Union.

(3) The Member 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.

51. (1) Subject as aforesaid the Council or any Committee of the Council so authorised by the Council may, upon the request of any Member, grant from the funds of the Union an indemnity wholly or in part with regard to any action, proceeding, claim, or demand affecting his professional character or interests, whether directly or indirectly by or against such Member, or in the case of a request by a representative Member by or against the estate of the deceased Professional Member in respect of whom he has become a Member. Such indemnity may extend to all incidental or consequential losses, damages, costs, charges and expenses exclusive of fines.

(2) The Union may at any time by notice in writing to any Member without assigning any reason determine any such indemnity except in respect of any moneys which shall have become immediately payable prior to the date of such notice.

(3) Any such indemnity mentioned may be granted or determined either by a resolution of the Council or any such Committee, and the grant of indemnity in every case shall be made only after suitable investigation by the Council or any such Committee, and upon such terms and conditions as it shall think proper, and it shall rest only in the absolute discretion of the Council or any such 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.

## 52. 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 Member.

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 other person may have received them in the first instance out of the funds of the Union.

53. 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.

54. The Council may appoint and at its discretion remove or suspend, such managers, secretaries, officials, clerks, agents and servants for permanent, temporary or special services and determine their powers and duties and fix their salaries and emoluments as it may think fit.

#### REMUNERATION OF COUNCIL

55. The Members 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 may also be paid out of the funds of the Union by way of remuneration such sum as may from time to time be determined by the Union in general meeting.

#### ACCOUNTS

56. The Council shall cause proper books of accounts to be kept in accordance with Section 122 of the Companies Act, 1929, and the other provisions thereof. 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.

57. 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 opened 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 authorised by the Council or by the Union in general meeting.

58. 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 a date not earlier than the date of the meeting by more than nine 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 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, 1929. 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.

59. 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 twenty-one days before the meeting be sent free of charge to all persons entitled to receive notices of general meetings of the Union.

#### AUDIT

60. 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 one or more Auditor or Auditors.

61. Auditors shall be appointed and their duties regulated in accordance with the Companies Act, 1929.

#### PAYMENTS TO THE COMPANY

62. All subscriptions, entrance fees, and other moneys payable to the Union shall be paid to the Secretary, or such other person as may from time to time be appointed by the Council for the purpose, whose receipt in writing shall be a sufficient discharge for the same.

#### EXCLUSION

63. Any Member who shall refuse or neglect to observe any provision of these Articles or other regulations of the Union, or

who shall, in the judgment of the Council, have been guilty of any act, practice or conduct calculated to bring discredit on, or lower the status of the medical or dental profession, may be excluded from the Union by a resolution of a meeting of the Council, provided that before any such resolution is passed such Member shall be served with at least seven clear days' notice in writing of the date and place of the meeting of the Council at which his conduct will be considered, and of his right thereof to be heard on his own behalf, with or without assistance, in explanation of his conduct, and provided also that any resolution of the Council excluding any Member shall be valid only if passed at a meeting at which not less than 12 Members of the Council are present in person by a majority of two-thirds of the Members present and voting. Any such resolution as aforesaid may be rescinded and the Member concerned restored to membership so that he is deemed for all purposes to have continued as a Member in the meanwhile (a) by the first annual meeting of the Union held after his exclusion, or (b) by a special meeting of the Union convened at the direction of the Council within two calendar months after such exclusion if the Council, in view of the difficulty of the case or for any other reason shall think fit so to act, or (c) by a special meeting duly requisitioned and held before the next annual meeting.

64. Any Professional Member whose name is erased from any of the Registers shall *ipso facto* cease to be a Member of the Union

(a) If there exists a statutory right of appeal from the decision so to erase his name on the day when his appeal is dismissed, withdrawn or abandoned or, if he shall fail to lodge an appeal, on the day when the time for so doing expires or, if the Council shall resolve that he is not prosecuting any such appeal with due diligence, on the day of such resolution;

(b) if no such statutory right of appeal exists on the day of his erasure.

#### NOTICES

65. 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 in

Great Britain or Northern Ireland or Eire or any of the Channel Islands or the Isle of Man at which he is registered in the books of the Union or if he has no such address then to his address as shown in any of the Registers.

66. Any notice sent by post shall be deemed to have been served on the 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 officer of the Union that the envelope or wrapper containing the notice was so addressed and posted shall be conclusive evidence thereof.

67. If a Member has not supplied to the Union an address in Great Britain or Northern Ireland or Eire or any of the Channel Islands or the Isle of Man and has not an address in any of the said places in any of the Registers then he shall not be entitled to be served with any notice.

The foregoing are the Memorandum and Articles of Association of The Medical Defence Union as last amended by Special Resolutions duly adopted at an Extraordinary General Meeting held on the 16th day of December, 1947, in accordance with the provisions of the Companies Acts.



THE MEDICAL DEFENCE UNION LTD.

The following special Resolutions were adopted at the Annual Meeting of The Medical Defence Union Ltd. held in these offices on Tuesday September, 18th 1951:—

(1) That the Memorandum of Association of the Union with respect to its objects be altered as follows:—

(a) by deleting from Clause 3 thereof the whole of sub-clause (i) and substituting therefor the following new sub-clause:—

"i. To support and protect the character and interests of such classes of Medical or Dental Practitioners 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."

(b) by deleting the last paragraph of Clause 3 which commences with the words "In this clause."

(2) That the Articles of Association of The Union be altered as follows:—

(a) By substituting for Article 2 the following new Article:—

"2. In these Articles the phrase "the Register" means the Registers of Medical Practitioners provided for by the Medical Acts, or the Register of Medical Practitioners provided for by the Medical Practitioners Act, 1927 of the Republic of Ireland or the Register of Dental Practitioners provided for by the Dentists Act 1921, or the Dental Register of Ireland provided for by the Dentists Act 1928 of the Republic of Ireland, or by any Acts amending or replacing those Acts."

(b) by deleting from Article 3 the fourth line, the figure "(ix)" and substituting therefor the figure "(x)"

(c) by substituting for Article 4 the following new Article namely:—

"4. The Council shall from time to time specify the classes of medical or dental practitioners who are eligible for membership of The Union. Any person of a class so specified may subject to the following regulations become a Professional Member of The Union and the legal personal representatives of any person who was, at the date of his death, a Professional Member and in benefit may, subject as aforesaid, become Representative Members."

(d) by substituting for the word "Eire" in Articles 12 (i), 65 and 67 the words "the Republic of Ireland."

*Robert J. Jones*

SECRETARY.

19/9/51

Hempsons  
33 Henrietta St

108/120  
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 is established are:—

i. To support and protect the character and interests of such classes of Medical or Dental Practitioners 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 unauthorised practitioners.

iii. To advise and defend or assist in defending Members or former Members of the Union in cases where proceedings involving questions of professional principle or otherwise are brought against them.

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iv. To give advice and legal assistance to Members or former Members of the Union on any question or matter which affects directly or indirectly their professional character or interests.

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

vi. To grant to the personal representatives of any deceased Member of the Union such legal advice and assistance as may be necessary to protect the estate of the deceased Member from any threatened or actual proceedings arising from his professional work while a Member of the Union.

vii. 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 medical or dental profession or a part thereof is or is likely to be determined.

viii. 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.

ix. 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 which affect or may affect the medical or dental profession.

x. To consider, originate, promote and support (so far as is legal) legislative measures likely to benefit the Medical or Dental Profession, and to oppose all measures calculated to injure it. And for the purposes aforesaid to petition

Parliament and take such other steps and proceedings as may be deemed expedient.

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

4. The Income and Property of the Company, whencesoever derived, shall be applied solely towards the promotion of the objects of the Company 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 Company, or any Member thereof, or other person in return for any services actually rendered to the Company.

5. Every Member of the Company undertakes to contribute to the assets of the Company when called upon, the whole amount of his guarantee (which may not be of smaller amount than £1) less a sum of 5s., and in the event of the same being wound-up during the time that he is a Member, or within one year afterwards for payment of the debts and liabilities of the Company contracted before the time at which he ceases to be a Member, and of the costs, charges, and expenses of winding-up the same, and for the adjustment of the rights of the contributors amongst themselves such further sum as may be required, not exceeding 5s.

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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.

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NAMES, ADDRESSES, AND DESCRIPTIONS OF  
SUBSCRIBERS

---

FRANK HASTINGS DAUNEY, of No. 6, Loxham 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,

*certified to be a true copy of the Memorandum  
as altered by special Resolution on September  
18th 1951.*

*Robert Forster*  
Secretary

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**SPECIAL RESOLUTIONS PASSED AT THE ANNUAL GENERAL MEETING  
OF THE MEDICAL DEFENCE UNION LTD. ON 16th SEPTEMBER, 1952.**

- (1) That Clause 3 of the Memorandum of Association of the Company be altered in manner following:-
- (a) by inserting after the words "the Company" in the first line the words and bracketed words "the Union)" and altering the words "the Company" to the words "the Union" wherever they occur in the said clause
  - (b) by substituting for paragraphs (iii) to (v) both inclusive the following new paragraphs:-
    - (iii) To advise and defend or assist in defending Members or former Members of the Union or the personal representatives of deceased members or former Members in cases where proceedings in connection with the professional principle or otherwise are brought against them
    - (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."
  - (c) by deleting paragraph (vi).
  - (d) by inserting in paragraph (ix) after the words "sciences or" the word "matters."
  - (e) by substituting in paragraph (x) for the word "it" the words "either of such professions."
  - (f) by re-numbering paragraphs (vii) to (xi) inclusive.
- (2) That clauses 4 and 5 of the Memorandum of Association be altered by substituting for the words "the Company" wherever the same occurs the words "the Union."
3. That the Articles of Association be altered in manner following:-
- (a) By deleting all the words in Article 3 after "these Articles."
  - (b) By substituting for Article 4 the following new Article namely:-
 

"4. The Council shall from time to time specify the classes of medical or dental practitioners who are eligible for membership of the Union. Any person of a class so specified may subject to the following regulations become a Professional Member of the Union and the legal personal representative of any deceased person

    - (a) who was, at the date of his death, a Professional Member and in benefit or
    - (b) who was not at the date of his death a Professional Member but had formerly been a Professional Member and had ceased to be such while in benefit otherwise than under Articles 15, 63 or 64 may, subject as aforesaid, become Representative Members."
  - (c) By deleting from Article 6 the words "and was on such a date a Professional Member of the Medical Defence Union, Limited and in benefit."
  - (d) By adding to Article 12 (iii) the following words:-
 

"and if a Professional Member for life shall cease to be a member of the Union and then shall be readmitted as a Professional Member the Council may at its discretion and upon such terms as it shall think fit restore him to the status of Professional Member for life without the payment of any further subscription."
  - (e) That the following new Articles be substituted for Articles 50 and 51:-
 

"50. The Council or any Committee of the Council authorised by the Council for the purpose, may, if it thinks fit and after due investigation undertake the conduct or defence 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 Professional Member in benefit or
    - (ii) any former Professional Member who ceased to be such while in benefit otherwise than under Articles 15, 63 or 64.

(iii) any deceased person in category (a) or (b) of Article 4.

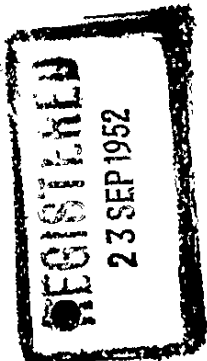
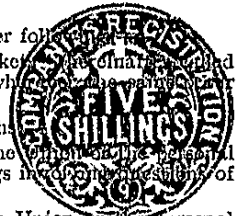
PROVIDED THAT:

    - (1) The Council or any such Committee shall only do so upon the request, as the case may be, of the Professional Member concerned, the former Professional Member concerned or the Representative Member who became such a Member in respect of the deceased person concerned.
    - (2) The Council or any such Committee shall be satisfied that the matter originated, or the cause of proceeding arose, and if proceedings be instituted that the proceedings were commenced when the Professional Member, the former Professional Member or the deceased person concerned was in benefit, or if before he became a Member of the Union, when he was entitled to the privileges of membership of some body or persons whether corporate or unincorporate officially recognised by the Council as having objects wholly or in part similar to the objects of the Union.
    - (3) 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.

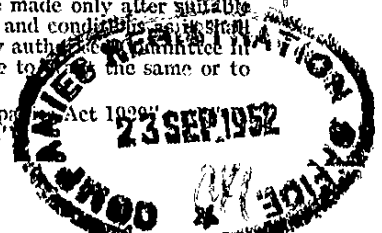
51. (1) The Council or any Committee of the Council so authorised by the Council may subject to the like conditions as are specified in provisos (1) and (2) of the preceding Article grant from the funds of the Union to any Professional Member in benefit or any former Professional Member who ceased to be such while in benefit otherwise than under Articles 15, 63 or 64 or any Representative 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 Professional Member or former Professional 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 authorised Committee may determine any such indemnity at any time by notice in writing to the Professional Member or the former professional Member (or if the Professional Member or the former Professional Member dies subsequent to the granting of the indemnity his personal representative) or the Representative Member concerned as the case may be without assigning any reason except in respect of any moneys which shall have become immediately payable prior to the date of such notice.

(3) Any such indemnity mentioned may be granted or determined either by a resolution of the Council or any authorised Committee, and the grant of indemnity in every case shall be made only after suitable investigation by the Council or any authorised Committee, and upon such terms and conditions as they shall think proper and it shall rest only in the absolute discretion of the Council or any authorised 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."
  - (f) By substituting in Articles 50, 58 and 61 for the phrases "Section 122 of the Companies Act 1929" "the Companies Act 1948."



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21708/125  
I hereby certify this to be a true copy  
of the Memorandum as altered by Special  
Resolutions dated 16th September 1952

Memorandum

OF

THE MEDICAL DEFENCE UNION

(LIMITED)



REGISTERED  
25 NOV 1952

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

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

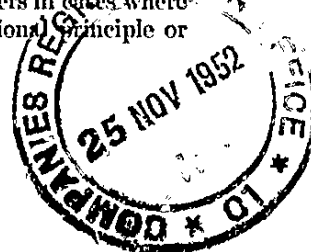
3. The objects for which the Company (hereinafter called "The Union") is established are:—

i. To support and protect the character and interests of such classes of Medical or Dental Practitioners 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 unauthorised practitioners.

iii. To advise and defend or assist in defending Members or former Members of the Union or the personal representatives of deceased Members or former Members in cases where proceedings involving questions of professional principle or otherwise are brought against them.

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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 medical or dental profession or a part thereof 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 medical or dental profession.

ix. To consider, originate, promote and support (so far as is legal) legislative measures likely to benefit the Medical or Dental Profession, and to oppose all measures calculated to injure either of such professions. 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 purposes 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 when called upon, the whole amount of his guarantee (which may not be of smaller amount than £1) less a sum of 5s., and in the event of the same being wound-up during the time that he is a Member, or within one year afterwards for payment of the debts and liabilities of the Union contracted before the time at which he ceases to be a Member, and of the costs, charges, and expenses of winding-up the same, and for the adjustment of the rights of the contributors amongst themselves such further sum as may be required, not exceeding 5s.

2/ 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.

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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,

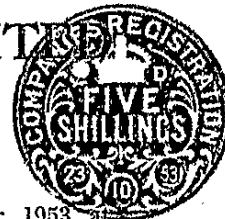
Middlesex,

Clerk.

21405/126 S. By Hand 12/51  
PRIVATE AND CONFIDENTIAL.

# THE MEDICAL DEFENCE UNION LIMITED

## 68th ANNUAL GENERAL MEETING 1953



To be held at Tavistock House South, Tavistock Square, W.C.1, on Tuesday, 15th September, 1953, at 3.15 p.m.

### AGENDA

- 1 CHAIRMAN: Appoint Chairman, if necessary.

### NOTICE CONVENING MEETING

- 2 READ: Following Notice convening the Meeting of which all Members have been advised.

#### "NOTICE OF ANNUAL GENERAL MEETING, 1953

NOTICE IS HEREBY GIVEN THAT THE ANNUAL GENERAL MEETING OF THE MEDICAL DEFENCE UNION LIMITED will be held at Tavistock House South, Tavistock Square, London, W.C.1, on Tuesday, 15th September, 1953, at 3.15 p.m.

### AGENDA

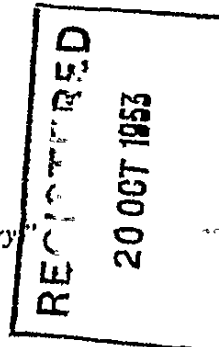
- (1) To Receive the Annual Report of the Council and the Statement of Accounts, together with the Auditors' Certificate for the year 1952.
- (2) To Elect three Members of Council (Dr. J. Fenton, Dr. G. Roche Lynch and Mr. N. E. Waterfield retire under Article 37 and offer themselves for re-election).
- (3) To Fix the remuneration of the Auditors.
- (4) To consider and, if thought fit, to pass the Special Resolution appearing overleaf.
- (5) To Transact any other competent business.

By Order of the Council,

Tavistock House South,  
Tavistock Square,  
W.C.1.

ROBERT FORBES, M.B., Ch.B.,  
Secretary

- 3 RECEIVE: Apologies for absence.



### MINUTES

- 4 READ: The Minutes of the last Annual Meeting held at Tavistock House South, Tavistock Square, London, W.C.1, on 16th September, 1952.

#### MOTION BY CHAIRMAN:

"That the Minutes of the Annual General Meeting held at Tavistock House South, Tavistock Square, London, W.C.1, on 16th September, 1952, as read by the Secretary, be approved and signed as a correct record."

### ANNUAL REPORT

- 5 RECEIVE: The Annual Report of the Council and the Statement of Accounts, together with the Auditors' Certificate for the year 1952.

#### MOTION BY THE CHAIRMAN:

"That the Report of the Council for the year 1952-3 now formally presented and already circulated to all Members of The Union be adopted and entered on the Minutes."

#### MOTION BY THE TREASURER:

"That the Statement of The Union's Accounts for the year 1952 as audited, prepared and certified by Messrs. Pannell, Crewdson and Hardy, The Union's Auditors, and published in the Annual Report of Council, be adopted and entered on the Minutes."

- 6 ELECT: Three Members of Council (Dr. J. Fenton, Dr. G. Roche Lynch and Mr. N. E. Waterfield retire under Article 37 and offer themselves for re-election).

### REMUNERATION OF AUDITORS

- 7 RECEIVE: Report that the Auditors, Messrs. Pannell, Crewdson and Hardy, have indicated their willingness to continue in office for the year 1953-4.

[P.T.O.]

**MOTION BY THE TREASURER:**

"That the Auditors to The Union, Messrs. Pannell, Crewdson and Hardy, 9, Basinghall Street, E.C.2, be remunerated for their services during the year 1953-54 by payment of a fee of One hundred and fifty guineas, notwithstanding the terms of a resolution adopted at the last Annual Meeting bearing upon the same matter."

**SPECIAL RESOLUTION**

8. CONSIDER and, if thought fit, pass the following as a Special Resolution:

**RESOLUTION**

**MOTION BY THE CHAIRMAN:**

"That Article 12 of the Articles of Association of The Medical Defence Union Ltd. be amended—

(a) by deleting the words 'on the 1st January';

(b) by deleting proviso (ii);

(c) by altering the number of proviso (iii) so that it becomes proviso (ii)."

9. To Transact any other competent business.

The Resolution as above was duly passed on the 15th day of September 1953.

*R. J. Forster.*

Secretary

19.10.53



## SPECIAL RESOLUTIONS

THE MEDICAL DEFENCE UNION Ltd.

### MOTION BY THE CHAIRMAN:

1. That the Articles of Association of the Company be amended in manner following, namely:

(i) By adding at the end of Article 4 the following words:—

"Any person of a class specified by the Council whose name is temporarily registered in any of the Registers may, subject to the following regulations, become a Temporary Professional Member of the Union; and for the purpose of these Articles the expression 'Professional Member' shall, unless the context otherwise requires, include a Temporary Professional Member."

(ii) By deleting Articles 5 and 6 and substituting a new Article numbered 5 and reading as follows:—  
"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."

(iii) By amending Article 12 (a) so that the words preceding "provided that" in the third line thereof read as follows:—

"Every Professional Member shall pay the to Union annually or otherwise in advance (as determined by the Council) such subscription as the Council may from time to time determine."

(b) by inserting after the words "Professional Member" where they first appear in proviso (ii) the words "except a Temporary Professional Member."

(c) by adding at the end of the Article a new proviso numbered (iii) and reading as follows:—

"The Council may if it thinks fit prescribe the sum to be paid in advance by a Temporary Professional Member as a compounded subscription to cover the whole period of his membership."

(iv) By adding at the end of Article 14 the following words:—

"Provided always that a Temporary Professional Member who has paid a compounded subscription as mentioned in proviso (iii) to Article 12 hereto and who has become entitled to the privileges of membership shall, subject as hereinafter mentioned, be 'in benefit' at all times thereafter in respect of matters originating during the period of his membership, notwithstanding that he may cease to be a member under Article 64 hereof, but if he shall cease to be a member under Article 10, 17 or 63 hereof he shall thereupon cease to be 'in benefit'."

(v) By amending Article 50 (a) by adding after the word "satisfied" in proviso (2) the words "(Save in the case of a Temporary Professional Member who has paid a compounded subscription as mentioned in proviso (iii) to Article 12 hereof)."

(b) by adding a new proviso (3) reading as follows:—

"In the case of a Temporary Professional Member who has paid a compounded subscription as mentioned in proviso (iii) to Article 12 hereof the Council or any such Committee shall be satisfied that the matter originated or the cause of proceedings arose during the period of his membership and while he was in benefit and if proceedings be instituted that the proceedings were commenced while he was in benefit."

(c) by renumbering the present proviso (3) to be (4).

2. That the Articles of Association of the Company be amended by deleting Article 47 and substituting therefor:—

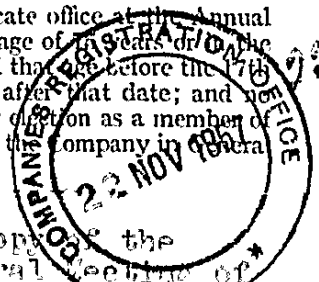
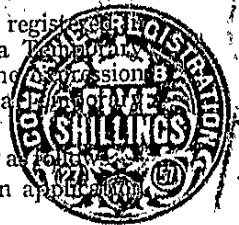
"A member of the Council or an officer of the Union shall vacate office at the Annual General Meeting next succeeding the attainment by him of the age of 75 years or, in the case of any member of Council or Officer who shall have attained that age before the 17th day of September 1957, at the next Annual General Meeting after that date; and no person who has attained the age of 75 years shall be eligible for election as a member of the Council or for appointment as an officer of the Union unless the Company in General Meeting by Special Resolution otherwise decide."

I certify that the foregoing is a true copy of the Special Resolutions passed at the Annual General Meeting of The Medical Defence Union limited, on 17th September, 1957.

11

Robert H. H. H.  
Secretary.

22/11/57



## re ALTERATION OF MEMORANDUM AND ARTICLES OF ASSOCIATION

- REGISTERS  
9 OCT 1958

- Article 1.** By deleting "are" and substituting "is".

- Article 2.** By deleting the whole Article and substituting the following Article:

"In these Articles the phrase "the Register" means the Registers of ~~Medical Practitioners~~ prescribed by the Medical Act, 1956 or the Register of ~~Medical Practitioners~~ prescribed by the Medical Practitioners Act, 1927 of the ~~Republic of Ireland~~ or the Register of Dental Practitioners prescribed by the Dentists Act, 1956 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)."

- Article 4. (a) By deleting the words "and in benefit" and "while in benefit".  
(b) By inserting after the words "Temporary Professional Member of The Union" the words "and may remain a Temporary Professional Member so long as he continues so to be registered".

- Article 9.** By inserting between the words "may" and "withdraw" the words "(subject to the Provisions of proviso (4) to Article 49)".

- Article 11.** iii By inserting between the words "his" and "membership" the word "temporary".

- Article 13. (x) By inserting between the words "subscriptions" and "payable" the words "and".

- (b) By deleting the words "and if he make" and all the words following these words.

- Article 14.** By deleting the words "any such default as is in the preceding Article mentioned" and substituting therefor the words "default in any payment due from him to The Union for more than 1 calendar month after such payment shall have become due"

- Article 16.** By deleting the words "his privileges of membership shall be suspended and" and the words "Articles 13 and 14" and substituting for such last mentioned words "Article 13"

- Article 21.** By deleting "fourteen" and substituting "twenty-one".

- Article 30. By deleting "within 3 calendar months of the occurrence of the vacancy" and substituting therefor "as soon as may be expedient".

- Article 41.** By deleting "six" and substituting "eight".

- Article 44.** By deleting all words after the word "reduced".

- Article 45. By adding at the end a new sub-paragraph reading as follows:  
 "(d) he ceases to be a Member of The Union".

- Article 48 By deleting the whole Article and substituting the following:
- "The Council may delegate subject to its control and supervision, fit, any of its powers to Committees and may or may not the be Members of the Executive Council. It may also elect such number of members of any such Committee as it may think fit. And the Council may from time to time alter the number of members of any such Committee when they consent to be so altered. The members of any such Committee shall be elected by the Council and may, subject to the control and supervision of the Council, be appointed by the Council to be officers of the Council."

- Article 49 (a) The following shall be considered as "other persons":
- (b) The following shall be considered as "other persons":

substituting therefor the words "his privileges of membership shall be suspended and" and the words "Articles 13 and 14" and substituting for such last mentioned words "Article 14".

- Article 16. By deleting the words "his privileges of membership shall be suspended and" and the words "Articles 13 and 14" and substituting for such last mentioned words "Article 14".
- Article 21. By deleting "fourteen" and substituting "twenty-one".
- Article 30. By deleting "within 3 calendar months of the occurrence of the vacancy" and substituting therefor "as soon as may be expedient".
- Article 41. By deleting "six" and substituting "eight".
- Article 44. By deleting all words after the word "reduced".
- Article 45. By adding at the end a new sub-paragraph reading as follows:  
"(d) he ceases to be a Member of The Union".

Article 48. By deleting the whole Article and substituting the following Article:  
"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 of the Council) to such Committees Provided that the majority of members of any such Committee shall be members of the Council. And the Council may form Joint Committees with any other organisation when they consider 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 organisations."

- Article 49. (a) By deleting the words "in benefit" in sub-paragraph (i) and "while in benefit" in sub-paragraph (ii).  
(b) By inserting in sub-paragraph (ii) after the words "Professional Member" the words "(other than a Temporary Professional Member)".  
(c) By inserting a new sub-paragraph (iii) reading as follows:  
"(iii) any Temporary Professional Member who has paid a consolidated subscription as mentioned in Article 11 iii."  
(d) By re-numbering the present sub-paragraph (iii) to be (iv).  
(e) By amending proviso (2) thereof  
(i) by inserting after the words "Article 11 hereof" the letter "(a)";  
(ii) by deleting the words "and if proceedings be instituted that the proceedings were commenced" and substituting therefor the words "at a time";  
(iii) by deleting the words "was in benefit" and substituting therefor the words "had paid all sums then due and payable by him to The Union";  
(iv) by adding at the end thereof the words "and (b) that at the time the matter is considered by the Council or any such Committee the Professional Member, the former Professional Member or the Representative Member concerned has paid all sums due and payable by him to The Union".  
(f) By amending proviso (3) thereof by inserting between "In the case of" and "a Temporary Professional Member" the words "a person who is or claims to be entitled to the benefits of membership by virtue of having been" and between the words "period of his" and "membership" the word "temporary".  
(g) By deleting the words "while he was in benefit" and all the words following those words and substituting therefor the words "at a time when he had paid all sums then due and payable by him to The Union".  
(h) By adding at the end of proviso (4) thereof the words "and (save in the case of a Temporary Professional Member who has paid a compounded subscription as aforesaid) shall remain a member until the determination of such matter or proceedings".
2. (a) By deleting the words "and (2)" and substituting "(2) (3) and (4)".  
(b) By deleting the words "in benefit" and "while in benefit".
3. By adding at the end the following words:  
"But the provisions of this Article shall not apply to a Temporary Professional Member who has paid a compounded subscription as mentioned in Article 11 iii hereof and who ceases to be registered as a temporarily registered practitioner."
4. By deleting all the words after the words "at the address" and substituting therefor the following, namely: "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".
- le 66. By deleting the whole Article.

I certify that the above Special Resolutions were passed at the Annual General Meeting of the Company on Tuesday 16th September 1958.

*Robert Forbes*

11708  
147 Memorandum

OF

THE MEDICAL DEFENCE UNION

(LIMITED)

REGISTERED  
21 DEC 1958



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 as shall from time to time 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 execute 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.

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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 medical and/or dental professions or a part thereof 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 medical or dental profession.

ix. To consider, originate, promote and support (so far as is legal) legislative measures likely to benefit the medical and/or dental profession, and to oppose all measures calculated to injure either of such professions. 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 purposes 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 when called upon, the whole amount of his guarantee (which may not be of smaller amount than £1) less a sum of 5s., and in the event of the same being wound-up during the time that he is a Member, or within one year afterwards for payment of the debts and liabilities of The Union contracted before the time at which he ceases to be a Member, and of the costs, charges, and expenses of winding-up the same, and for the adjustment of the rights of the contributors amongst themselves such further sum as may be required, not exceeding 5s.

7  
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, Loxham 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 Road,  
in the County of Middlesex, Gentleman.

Dated the 23rd day of October, 1885.

Witness to the above signatures,

HARRY CROMWELL,

17, Bedford Row,

Middlesex

4  
I certify that this is a true copy of the  
Memorandum of Association of the Medical  
Defence Union Ltd.

22nd November, 1908.

*Paul Baker*  
Secretary

21708/151

195401

+2

THE MEDICAL DEFENCE UNION LIMITED



SPECIAL RESOLUTIONS

re ALTERATION OF ARTICLES OF ASSOCIATION

MOTION BY THE CHAIRMAN :

That the Articles of Association of The Union be amended as follows :—

- Article 14. By deleting the words " one calendar month " and substituting therefor the words "six calendar months".
- Article 49. (i) By deleting in sub-paragraph (ii) thereof all the words after " any former Professional Member."
- (ii) By deleting in proviso (2) the words " had paid all sums then due and payable by him to The Union " where the same first appears and substituting therefor the words " was a Member of The Union " and by deleting the said phrase where it secondly appears and substituting therefor the words " is a Member of The Union ".
- (iii) By deleting in proviso (4) the words " and save in the case of a Temporary Professional Member " and all the words following these words.

8 OCT 1959

I certify the above to be a true copy of the Alterations of Articles of Association which were passed at the Annual General Meeting of The Medical Defence Union on 15th September, 1959.

*Philip H. Adams*

Secretary.

September, 1959.



21708

The Medical Defence Union  
167

MOTION BY THE CHAIRMAN:

"That the Articles of Association of the Union be amended as follows—

- Article 9. By deleting the brackets and all words within them.
- Article 30. By deleting the words 'and in benefit.'
- Article 49. (a) By deleting the words 'any Temporary Professional Member who has paid a compounded subscription as mentioned in Article 11 (iii); (iv).'  
(b) By deleting provisos (2) and (3) and substituting therefor '(2) The Council or such Committee shall be satisfied that the matter originated or the cause of proceedings arose during the period when the Member concerned was a Professional Member of the Union and at a time when he had paid all sums then due and payable by him to the Union.'  
(c) By renumbering proviso (4) to be proviso (3).
- Article 50. (a) By deleting the words 'provisos (1), (2), (3) and (4)' and substituting 'provisos (1), (2) and (3).'  
(b) By deleting the words 'who cease to be such otherwise than under Articles 14, 62 or 63.'  
(c) By deleting in sub-paragraph (2) the words 'except in respect of any moneys which shall have become immediately payable prior to the date of such notice.'
- Article 54. By deleting the words 'such sum' and substituting therefor the words 'at such rates.'
- Article 55. By deleting the words 'and the other provisions thereof.'
- Article 62. By substituting the following for the existing Article—

'Any member who shall refuse or neglect to observe any provision of these articles or other regulations of the Union or who shall in the judgment of the Council have been guilty of any act, practice or conduct calculated to bring discredit on or lower the status of the medical profession or whose conduct or membership is in the judgment of the Council detrimental to the Union may be excluded from the Union by a resolution of the Council on being served with 14 days' prior notice to that effect provided that a resolution of the Council excluding a member shall be valid only if passed at a meeting at which not less than 22 members of the Council are present in person and by a majority of two thirds of the members present and voting. A member so excluded shall nevertheless pay all subscriptions and other moneys owing to the Union.'

I certify the above to be a true copy of a resolution which was passed at the Annual General Meeting of The Medical Defence Union on 20th October 1964.

Special

*Julij H. Adlamani*  
Secretary.

124

44

*Jrs!!*



ADDISON M.A.C.S., L.A.C.P.

ADDISON B.D.S., F.D.S.

Secretary

ADDISON R.C.A.

ADDISON



FEE 15/- PAR  
FIVE SHILLINGS  
COMPANIES  
REGISTRATION  
1965

# The Medical Defence Union

LIMITED BY GUARANTEE

TAVISTOCK HOUSE SOUTH  
TAVISTOCK SQUARE  
LONDON W.C.1

Telephone  
EUSTON 4244

Telegrams  
Damocles, Westcent  
London

21708

141

## ALTERATION OF ARTICLES OF ASSOCIATION

7. To Consider and, if thought fit, to pass the following Resolution as a "Special Resolution"—  
MOTION BY THE CHAIRMAN:

"That the Articles of Association of the Union be amended as follows—

Article 11 (i) By substituting the following for the existing Article—'The Council may determine different rates of subscription for such classes of members as it may prescribe.'

Article 11 (ii) By deleting the words 'at any time' and substituting the words 'except during such period or periods as the Council may from time to time decide.'"

I certify the above to be a true copy of a Special Resolution which was passed at the Annual General Meeting of The Medical Defence Union Ltd. on 19th October, 1965.

REGISTERED

15 JAN 1966

*J. H. Addison*

Secretary.



21708

1178



J.P. H. ADDISON M.A.C.S., L.R.C.P.

Secretary

A.H.R. ROWE B.D.S., E.D.S.

Dental Secretary

J.V. KIRBY F.R.C.A.

Accountant

# The Medical Defence Union

LIMITED BY GUARANTEE

TAVISTOCK HOUSE SOUTH  
TAVISTOCK SQUARE  
LONDON W.C.1

Telephone  
EUSTON 4244

Telegrams  
Damocles, Westcent  
London

note on 4/12/67



## ALTERATION OF ARTICLES OF ASSOCIATION

7. To Consider and, if thought fit, to pass the following as a Special Resolution:  
MOTION BY THE CHAIRMAN:

"That the Articles of Association of the Union be amended as follows:—

*Article 4:* By deleting the words 'for membership of the Union' in the first sentence, and substituting therefor the words 'to become and remain members of the Union';

*Article 11:* By deleting proviso (ii) and renumbering proviso (iii) as proviso (ii);

*Article 48:* By deleting the words 'provided that the majority of members of any such Committee shall be members of the Council';

*Article 54:* (1) By inserting after the words 'The members of the Council,' at each place where those words occur, the words 'and of Committees of the Council';

(2) By inserting after Article 54 the following new Article:—

'54(A) 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.'

I certify the above to be a true copy of a Special Resolution which was passed at the Annual General Meeting of the Medical Defence Union Limited, on 17th October, 1967.

*Philip H. Addison*  
Secretary.  
20 NOV 1967



FRANK ANDISON M.A.C.S., L.R.C.S.

Secretary

A. H. ROVE M.D.S., F.D.S.

Dental Secretary

JOSEPH FOX

Accountant

# The Medical Defence Union

LIMITED BY GUARANTEE

TAVISTOCK HOUSE SOUTH  
TAVISTOCK SQUARE  
LONDON WC1

## ALTERATION OF ARTICLES OF ASSOCIATION

8. To Consider and, if thought fit, to pass the following Special Resolution:

MOTION BY THE CHAIRMAN:

"That the Articles of Association of the Union be amended as follows:—

*Article 4:* by substituting the following for the existing Article 4:

4(a) The Council shall from time to time specify the classes of medical or dental practitioners 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 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 professional member of the Union, and the legal personal representatives of any deceased member (i) who was at the date of his death a professional member or (ii) who was not at the date of his death a professional member but had formerly been a professional member and had ceased to be such otherwise than under Articles 14, 62 or 63 may, subject as aforesaid, become representative members;

(c) Any person of a class specified by the Council as eligible for membership whose name is temporarily registered in any of the Registers may subject to the following regulations and to any conditions applicable to him which may have been laid down by the Council become a temporary professional member of the Union, and may remain a temporary professional member so long as he continues so to be registered; and for the purpose of these Articles the expression "professional member" shall unless the context otherwise requires include a temporary professional member."

*Article 11:* by inserting the following new proviso after the existing proviso (ii):

"(iii) 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."

*Article 12:* by inserting after the words "No subscription" a comma and the word "premium."

*Article 13:* by inserting the words "or premiums" after the word "subscriptions"; and by deleting the words "to the Union."

*Article 14:* by deleting the words "to the Union."

*Article 46:* by substituting the following for the existing Article 46:

"46(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 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."

*Article 49:* by inserting the following new proviso after existing proviso (2), and renumbering existing proviso (3) as (4):

"(3) In the case of a person belonging to a class in relation to whose membership of the Union conditions have been laid down by the Council, the Council or any such Committee shall comply with such conditions."

*Article 50:* by substituting for the words "specified in proviso (1), (2) and (3) of the preceding Article" the words "specified in provisos (1), (2) (3) and (4) of the preceding Article."

I certify the above to be a true copy of a Special Resolution which was passed at the Annual General Meeting of the Medical Defence Union Ltd., on 22nd October, 1968.

*Julius S. B...*

Telephone

01-387 4244/7

Telegrams

Damocles. Westcent  
London

21108

1189



*Handwritten signature*

PHILIP H. ADDISON M.A.C.S., L.R.C.P.  
Secretary

A.H.R. ROWE M.D.S., F.D.S.  
Dental Secretary

J.V. KEENE F.C.A.  
Accountant

# The Medical Defence Union

LIMITED BY GUARANTEE

TAVISTOCK HOUSE SOUTH  
TAVISTOCK SQUARE  
LONDON W.C.1

Telephone  
01-387 424

Telegram  
Damocles, West  
Lo.

Reference

*Handwritten signature*

## ALTERATION OF ARTICLES OF ASSOCIATION

7. To Consider and, if thought fit, to pass the following Special Resolution:

### MOTION BY THE CHAIRMAN:

"That the following amendments be made in the Articles of Association of the Union:

*Article 14:* Delete the words 'six calendar months' and substitute therefor the words 'the calendar months (or such longer period as the Council may determine)'.

*Article 48:* Insert at the end of the Article, after the provisos, the following: 'For the purpose proviso (2) 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 he was erased from the Register'.

*Article 63:* Insert after the words 'whose name is erased from the Register' the words 'the consequence of disciplinary proceedings'."

I certify the above to be a true copy of a Special Resolution which passed at the Annual General Meeting of The Medical Defence Union Ltd. on 20th October, 1970.

*Handwritten signature of Philip H. Addison*

Secretary

*Handwritten signature*

*Handwritten signature*



21708 /193

13/7 1971



PHILIP H ADDISON M.A.C.S., L.R.C.P.  
Secretary

A. H. R. HOWE M.D.S., F.D.S.  
Dental Secretary  
J. KEENE C.A.A.  
Accountant

# The Medical Defence Union

LIMITED BY GUARANTEE

TAVISTOCK HOUSE SOUTH  
TAVISTOCK SQUARE  
LONDON WC1H 9LP

Telephone

01-387 4244/7

Telegrams

Damocles, London, WC1H 9LP

Reference

(1)

## ALTERATION OF ARTICLES OF ASSOCIATION

7. To consider and, if thought fit, to pass the following Special Resolution:

MOTION BY THE CHAIRMAN:

That the following amendments be made in the Articles of Association of the Union:

Article 7: Delete the words 'and all necessary payments were' and substitute the word 'was'.  
Insert after the word 'received' the words 'or from such later date as the Council may decide'.

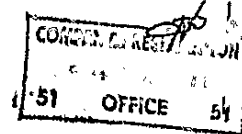
Article 11: Delete, in proviso (ii), the words 'in advance'.  
Insert a new proviso (iv) viz: 'in the case of such class or classes of members as the Council may prescribe, the date on which any annual subscription shall be payable shall be such as the Council may determine'.

Article 13: Delete this Article."

I certify the above to be a true copy of a Special Resolution which was  
passed at the Annual General Meeting of the Medical Defence Union Ltd. held  
on 10 October 1971.

*Philip H. Addison*

Secretary



118

21708 / 208  
**The Medical Defence Union**  
Limited by guarantee Registered in England 21708

3 Devonshire Place  
London W1N 2EA

Telephone  
01-486 6181

Telegrams  
Damocles London W1

J W Brooke Barnett MBBS  
Secretary

D Gibson Davies LDS  
Dental Secretary

J V Keene FCA  
Accountant

Our ref

Your ref

Date

AMENDMENT OF THE ARTICLES OF ASSOCIATION

Resolution No. 6. Consider: Amending Article 52 of the Articles of Association by deleting the last four words of the Article and substituting the words "Council".

I certify the above to be a true copy of the Special Resolution which was passed at the Annual General Meeting of the Medical Defence Union Limited held on 15th October, 1974.

*J. W. Brooke Barnett*

Secretary.

✓  
16

MEDICAL DEFENCE UNION LTD. - MINUTES OF A.G.M - 19th October, 1976  
ALTERATION OF MEMORANDUM OF ASSOCIATION

10. RESOLVED by Special Resolution: That the Memorandum of Association of the Union be altered as follows:

Clauses 3 and 4. By substituting "m" for "M" in the words "Member" and "Members" wherever they occur.

**END**

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Clause 5. By inserting, in place of this clause, the following clause

"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 £1.00".

*A. H. Harrison*  
President & Chairman

ALTERATION OF ARTICLES OF ASSOCIATION

11. RESOLVED by Special Resolution: That the Articles of Association of the Union be altered as follows:

Article 1. By inserting in place of this Article the following Article viz:

"The Union for the purposes of registration is declared to consist of 100,000 members. The Council may register an increase of members".

Article 2. By inserting, in place of the words "the Medical Practitioners Act, 1927", the words "the Medical Practitioners Acts, 1927-1961,".

Article 4. By deleting paragraph (c).

Article 8. By inserting, in place of the figures 47, 48 and 49 where they appear, the figures 43, 44, and 45; and deleting the words "otherwise than under Articles 1 61 or 62".

Article 9. By deleting this Article.

Article 10. By renumbering this Article 9.

Article 11. By renumbering this Article 10; by deleting the words "ENTRANCE FEES AND", and paragraph ii; and by renumbering paragraphs iii and iv as ii and iii respectively.

Article 12. By deleting this Article.

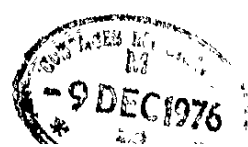
Article 13. By renumbering this Article 11.

Articles 14 & 15. By deleting these Articles.

Article 16. By renumbering this Article 12.

Article 17. By renumbering this Article 13 and inserting, in place of the word "twenty", the words "two hundred and fifty".

Article 18. By renumbering this Article 14.





- Article 19. By renumbering this Article 15 and by inserting, in place of the word "twenty", the words "two hundred and fifty".
- Article 20. By renumbering this Article 16; and by substituting "m" for "M" in the word "Members".
- Articles 21-23. By renumbering these Articles 17-19.
- Article 24. By renumbering this Article 20 and by inserting, in place of the word "five", the word "twenty-five".
- Articles 25-32. By renumbering these Articles 21-28.
- Article 33. By renumbering this Article 29; by inserting, after the word "at", the words "the conclusion of"; and by inserting, after the word "annual", the word "general".
- Article 34. By renumbering this Article 30; by inserting, in place of the word "After", the words "At the conclusion of"; by inserting, after the word "annual" wherever it occurs, the word "general"; and by substituting "m" for "M" in the phrase "retiring Members".
- Article 35. By renumbering this Article 31; by inserting after the word "annual" the word "general"; and by deleting the words "as they may think fit".
- Article 36. By renumbering this Article 32; and by substituting "O" for "o" in the word "officers".
- Article 37. By renumbering this Article 33; and by inserting after the word "annual" the word "general".
- Articles 38-42. By renumbering these Articles 34-38.
- Article 43. By inserting, in place of this Article, the following Article viz:
- "39. 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."

Article 44.

By renumbering this Article 40; by inserting, after the word "at" in paragraph (c), the words "the conclusion of"; and by substituting "a", "g" and "m" for "A", "G" and "M" in the words "Annual General Meeting in paragraphs (a) and (c).

Article 45.

By renumbering this Article 41 and by deleting the last sentence.

Article 46.

By renumbering this Article 42.

Article 47.

By inserting in place of this Article the following Article viz:

"43. 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."

Article 48.

By renumbering this Article 44; by inserting the word "the" before "provisos" and by deleting the figures "(1) (2) (3) and (4)" in paragraph (1); by deleting the word "legal" in paragraphs (1) and (2); by deleting the words "after suitable investigation by the Council or an authorized Committee, and" and by inserting, in place of the word "it" in the fifth line, the words "the Council or any authorized Committee", in paragraph (3).

Articles 49 & 50. By renumbering these Articles 45 and 46.

Article 51.

By inserting in place of this Article the following Article viz:

"47. 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".

Articles 52-55. By renumbering these Articles 48-51.

Article 56.

By renumbering this Article 52 and by inserting, in place of the word "nine", the word "twelve".

Article 57.

By renumbering this Article 53.

Article 58.

By renumbering this Article 54 and by deleting the words "one or more Auditor or".

Article 59.

By inserting in place of this Article the following Article viz:

"55. 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".

Article 60.

By inserting in place of this Article the following Article viz:

"56. 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".

Article 61.

By inserting in place of this Article the following Article viz:

"

EXCLUSION FROM MEMBERSHIP

57. 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 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".

Article 62.

By inserting in place of this Article the following Article viz:

"58(a) Any member whose name is erased from the Register in consequence of disciplinary proceedings shall ipso facto cease to be a member of the Union;

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

Article 63.

By renumbering this Article 59.

Article 64.

By renumbering this Article 60 and inserting the word "third" before the word "day".

*J. H. Harman*  
President & Chairman

I certify the above to be a true copy of the Special Resolutions which were passed at the Annual General Meeting of The Medical Defence Union Limited held on 19th October, 1976.

*J. W. Jones*

## Notice of overseas interests

Pursuant to section 6(3) of the Companies Act 1976

**Please do not  
write in this  
binding margin**

Please complete legibly, preferably in black type, or bold black lettering

**To the Registrar of Companies**

Company number

For official use

21708

2	1	7
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**Imported  
inexpensive Plate**

### Note

Please read the  
notes overleaf  
before  
completing this  
form.

**THE MEDICAL DEFENCE UNION**

**Limited\***

The directors of the above-named company hereby give you notice in accordance with section 6(3) of the Companies Act 1976 that the company is carrying on business, or has interests, outside the United Kingdom, the Channel Islands and the Isle of Man and hereby claim an extension of three months to the period allowed under section 6 of the Companies Act 1976 for laying and delivering accounts in relation to the accounting reference period [ending] [which ended on]†

Day      Month      Year

3	1	1	2	1	9	7	6
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**Signed**

J. W. Jones Jones

~~[Director]~~ [Secretary]† Date **29 SEP 1977**

**Provider's name, address and reference (if any)**

**For official use**

### Data punch

## General section

**Post room**



## THE COMPANIES ACTS 1948 TO 1976

## Notice of overseas interests

Pursuant to section 6(3) of the Companies Act 1976

Please do not  
write in this  
binding margin

Please complete  
legibly, preferably  
in black type, or  
bold black lettering

To the Registrar of Companies

Company number

21708

For official use

257

Name of company

THE MEDICAL DEFENCE UNION

Limited\*

\*delete if  
inappropriate

**Note**

Please read the  
notes overleaf  
before  
completing this  
form.

The directors of the above-named company hereby give you notice in accordance with section 6(3) of the Companies Act 1976 that the company is carrying on business, or has interests, outside the United Kingdom, the Channel Islands and the Isle of Man and hereby claim an extension of three months to the period allowed under section 6 of the Companies Act 1976 for laying and delivering accounts in relation to the accounting reference period [ending] ~~which ended on~~†

Day Month Year

3	1	1	2	1	9	8	2
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†delete as  
appropriate

Signed



[Director]

[Secretary]†

Date 26 AUG 1982

Presenter's name, address and  
reference: [if any]

The Company

For official use

Data punch

General section

Post room



## THE COMPANIES ACTS 1948 TO 1976

## Notice of overseas interests

Pursuant to section 6(3) of the Companies Act 1976

Please do not  
write in this  
binding marginPlease complete  
legibly, preferably  
in black type, or  
bold block lettering

To the Registrar of Companies

For official use

Company number

21708

21708

Name of company

THE MEDICAL DEFENCE UNION

Limited\*

\*delete if  
inappropriate**Note**Please read the  
notes overleaf  
before  
completing this  
form.

The directors of the above-named company hereby give you notice in accordance with section 6(3) of the Companies Act 1976 that the company is carrying on business, or has interests, outside the United Kingdom, the Channel Islands and the Isle of Man and hereby claim an extension of three months to the period allowed under section 6 of the Companies Act 1976 for laying and delivering accounts in relation to the accounting reference period [ending] ~~which ended on~~†

Day Month Year

3 1 1 2 1 9 8 3

†delete as  
appropriate

*J. W. Joseph Janner*  
Signed

†Director† Secretary† Date 4 AUG 1983

Presenter's name, address and  
reference [if any]:

The Company

For official use

Data punch

General section

Post room



Printed & Supplied by:—  
Jordan & Sons Limited Legal and Information Services, Printers and Publishers,  
Jordan House, 47 Brunswick Place, London N1 6EE. Telephone: 01-253 3030 Telex: 261010

# The Medical Defence Union

3 Devonshire Place  
London W1N 2EA

Telephone  
01-486 6181

Telex  
8955275 MDU G

Telegrams  
Damocles London W1

J W Brooke Barnett MB BS  
Secretary

A L Gwynne MB BS BDS FDSRCS  
Dental Secretary

J V Keene FCA  
Financial Controller



Our ref

Your ref

Date

Founded in 1885

## ALTERATION OF ARTICLES OF ASSOCIATION

7. **Consider**, and if thought fit pass the following Resolution which will be proposed as a Special Resolution:

Article 2: Insert, in place of "Dentists Act 1956" the words "Dentists Acts 1957 to 1983".

Article 10: In lines 1-2 delete the words "annually or otherwise in advance (as determined by the Council)".

In sub-paragraph iii delete the word "annual".

Article 57: In the 7th line, between the words "medical" and "profession" insert the words "or dental".

I certify the above to be a true copy of the Special Resolution which was passed at the Annual General Meeting of the Medical Defence Union Limited held on 18 October 1983.

*Bo Wynne*

Chairman





# A

## THE COMPANIES ACTS 1948 TO 1976

### Notice of overseas interests

Pursuant to section 6(3) of the Companies Act 1976

Please do not  
write in this  
binding margin

Please complete  
legibly, preferably  
in black type, or  
bold block lettering

To the Registrar of Companies

For official use

Company number

277

21708

Name of company

\*delete if  
inappropriate

THE MEDICAL DEFENCE UNION

Limited\*

#### Note

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Day Month Year

3 1 1 2 1 9 8 3

\*delete as  
appropriate

Signed

J. W. [Signature]

[Director] [Secretary] † Date

29<sup>th</sup> Nov. 1984

Presenter's name, address and  
reference [if any]:

For official use

Data punch

General section

Post room



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Jordan House, 47 Brunswick Place, London N1 6EE. Telephone: 01-253 3030 Telex: 261010

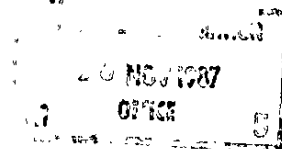
21708

20.10.87



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 £1.00.

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 DAJUNEY, 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 it may think fit to call. The meeting shall be held on the date of 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 on 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 shall upon a show of hands and 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.

SPECIAL RESOLUTION ON CHANGE OF NAME

COMPANIES ACTS

COMPANY NUMBER 21708

COMPANY NAME The Medical Defence Union, Limited

At an ~~Extraordinary General~~\*/Annual General\*/~~General~~\* Meeting of the members of the above named company, duly convened and held at:

Jurys Hotel

Western Road, Cork

on the eighteenth day of October 19 88

the following Special Resolution was duly passed:

That the name of the Company be changed to:

NEW NAME The Medical Defence Union

Signature: 72  
J.A. Wall MR J.A. WALL

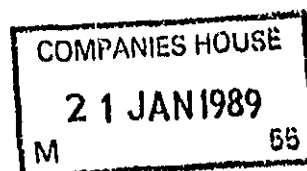
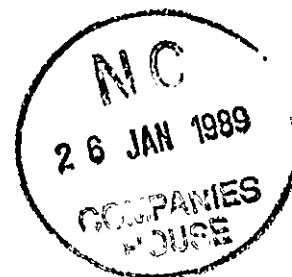
~~Chairman, Director, Secretary or Officer~~ of the Company

Notes:

\* Please delete as appropriate.

NB. The copy Resolution must be filed with the Registrar of Companies within 15 days after the passing of the Resolution. Please insert name and address to which the certificate is to be sent:

Dr. J.A. Wall  
The Medical Defence Union  
3 Devonshire Place  
London  
W1N 2EA



# Declaration on change of name omitting "limited" or its Welsh equivalent

# 30(5)(c)

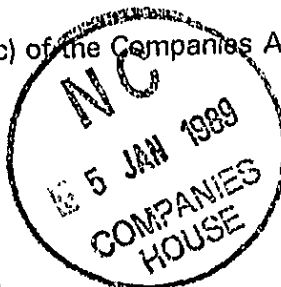
Please do not write in this margin

Pursuant to section 30(5)(c) of the Companies Act 1985

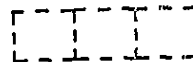
Please complete legibly, preferably in black type, or bold block lettering

\*Insert full name of company

†Delete as appropriate



For official use Company number



21708

Name of company

\* The Medical Defence Union, Limited

I, Dr. Alan R. Horler

of 1 Beechfield Road, Gosforth, Newcastle-upon-Tyne,  
NE3 4DR

[a director] ~~the secretary~~ of The Medical Defence Union, Limited

do solemnly and sincerely declare that the company complies with the requirements of section 30(3) of the above Act.

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835.

Declared at 3 Devonshire Place  
London W1N 2EA

Declarant to sign below

*Alan R. Horler*

the Thirteenth day of December

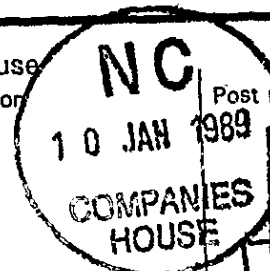
One thousand nine hundred and Eighty eight

before me *Richard A. Lynn*

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor having the powers conferred on a Commissioner for Oaths.

Presentor's name, address and reference (if any):  
Dr. J.A. Wall,  
Medical Defence Union,  
3 Devonshire Place,  
London, W1N 2EA

For official use  
General Section



Post room

COMPANIES HOUSE

17 DEC 1988

COMPANIES HOUSE

21 JAN 1989

M

55

548

501



The Solicitors' Law Stationery Society plc, Oyez House, 27 Crimscoth Street, London SE1 6TS

**G**

COMPANIES FORM No. 30(5)(c)

**Declaration on change of  
name omitting "limited"  
or its Welsh equivalent**

CON17090/SLS

**30(5)(c)**

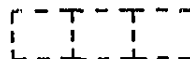
Please do not  
write in  
this margin

Pursuant to section 30(5)(c) of the Companies Act 1985

Please complete  
legibly, preferably  
in black type, or  
bold black  
lettering



For official use Company number



21708

Name of company

\* The Medical Defence Union, Limited

\*Insert full name  
of company

I, Dr. Alan R. Horler

of 1 Beechfield Road, Cosforth, Newcastle-upon-Tyne,  
NE3 4DR

Delete as  
appropriate

[a director] ~~or secretary~~ of The Medical Defence Union, Limited

do solemnly and sincerely declare that the company complies with the requirements of section 30(3) of the above Act.

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835.

Declared at 3 Devonshire Place  
London W1N 2EA

Declarant to sign below

the Thirteenth day of December

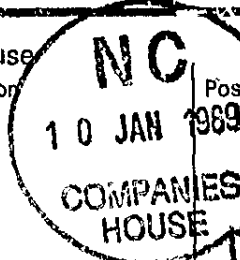
One thousand nine hundred and eighty eight

before me

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor having the powers conferred on a Commissioner for Oaths.

Presenter's name, address and  
reference (if any):  
Dr. J.A. Wall,  
Medical Defence Union,  
3 Devonshire Place,  
London, W1N 2EA

For official use  
General Section



Post room



eyeZ

The Solicitors' Law Stationery Society plc, Oyez House, 27 Crimscoth Street, London SE1 6TS

21 JAN 1989

55/501/99

**FILE COPY**



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No. 21708

I hereby certify that

THE MEDICAL DEFENCE UNION, LIMITED

having by special resolution changed its name,

is now incorporated under the name of

THE MEDICAL DEFENCE UNION

Given under my hand at the Companies Registration Office,  
Cardiff the 7 FEBRUARY 1989

*Mrs. M. Moss*  
MRS. M. MOSS

an authorised officer

21708

MEMORANDUM AND ARTICLES OF ASSOCIATION

13. Considered: Special resolution relating to the Memorandum and Articles of Association.

14. Resolved: (page 7)

Article 2

Line 7. Delete words 'Vice-President' and insert the words 'Appointed member of the Council of the Union'.

(page 18)

Article 43

Line 5. sub-paragraph (c). Delete the words 'The Vice-Presidents of the Union' and insert the words 'The Appointed Members of the Council of the Union'.

(page 19)

Article 46

Line 2. Delete the words 'Vice-President'.

(page 23)

Article 59

Line 2. Delete the words 'Vice-Presidents' and insert the words 'Appointed Members of the Council'.

(page 24)

Article 60

Lines 4 and 5. Delete the words 'Vice-Presidents' and insert the words 'additional members of the Council'.

Line 5 and 6. Delete the words 'Vice-Presidents' and insert the words 'the additional members of the Council'.

-----  
I confirm that this is a true copy of the Special Resolution passed on 17 October 1989 by the Annual General Meeting of the Medical Defence Union.

Signed: \_\_\_\_\_

Dr J A Wall  
Secretary

Date: 23.10.89

250

## SPECIAL RESOLUTIONS

Company Number: 21708

Company Name : The Medical Defence Union

At an Annual General Meeting of the Members of the above named company, duly convened and held at The Polygon Hotel, Cumberland Place, Southampton, on the sixteenth day of October 1990, the following Special Resolutions were duly passed:

### MEMORANDUM AND ARTICLES OF ASSOCIATION

13. Considered: Special Resolutions relating to the Memorandum and Articles of Association.

14. Resolved: That the following alterations be made to the Memorandum:

1. (page 1)

Memorandum Clause 1

Line 2. After the word 'Union' insert the word 'Limited'.

(page 3)

Memorandum Clause 3

Renumber sub-clause 3(ix) of the Memorandum as 3(xi) and insert in numerical order new sub-clauses as follows:

'(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 or students of medicine or dentistry or other practitioners, teachers or students of allied professions or sciences (b) otherwise arising out of the provision of medical or dental or related services (to the public).'

'(x) To subscribe to or become a member of or establish or promote or support by the application of funds of the Union (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 Union, which is for the benefit of medicine or dentistry, teachers or students of medicine or dentistry, or other practitioners, teachers or students of allied professions or sciences.'





Insert after new sub-clause 3(xi) the following:

'The objects set forth in any sub-clause of this clause shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not be in any way limited to, or restricted by, reference to or inference from any other object, or objects, set forth in such sub-clause or from the terms of any sub-clause or by the nature of the Union. None of such sub-clauses or the object, or objects, therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause, but the Union shall have full power to exercise all, or any of, the powers and to achieve or endeavour to achieve all or any of the objects conferred by and provided in any one or more of the said sub-clauses.'

(page 4)

Memorandum Clause 8

Delete clause 8 in its entirety.

15. Resolved: That the following alterations be made to the Articles of Association:

2. (page 6)

Article 2

Line 5. After the words 'Medical Defence Union' insert the word 'Limited'.

(page 9)

Article 12(a)

Line 3. After the word 'shall' insert the words 'unless the Council otherwise determines'.

---

I confirm that this is a true copy of the Special Resolutions passed on 16 October 1990 at the Annual General Meeting of the Medical Defence Union.

Signed: \_\_\_\_\_

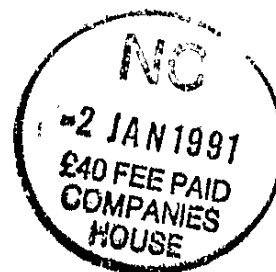
*J A Wall*

Dr J A Wall  
Secretary

Date: \_\_\_\_\_

26.10.90

SPECIAL RESOLUTIONS



Company Number: 21708

Company Name : The Medical Defence Union

At an Annual General Meeting of the Members of the above named company, duly convened and held at The Polygon Hotel, Cumberland Place, Southampton, on the sixteenth day of October 1990, the following Special Resolutions were duly passed:

MEMORANDUM AND ARTICLES OF ASSOCIATION

13. Considered: Special Resolutions relating to the Memorandum and Articles of Association.

14. Resolved: That the following alterations be made to the Memorandum:

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Memorandum Clause 1

Line 2. After the word 'Union' insert the word 'Limited'.

(page 3)

Memorandum Clause 3

Renumber sub-clause 3(ix) of the Memorandum as 3(xi) and insert in numerical order new sub-clauses as follows:

'(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 or students of medicine or dentistry or other practitioners, teachers or students of allied professions or sciences (b) otherwise arising out of the provision of medical or dental or related services (to the public).'

'(x) To subscribe to or become a member of or establish or promote or support by the application of funds of the Union (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 Union, or which is for the benefit of medicine or dentistry, teachers or students of medicine or dentistry or other practitioners, teachers or students of allied professions or sciences.'

240/NW/P/044546

Insert after new sub-clause 3(xi) the following:

'The objects set forth in any sub-clause of this clause shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not be in any way limited to, or restricted by, reference to or inference from any other object, or objects, set forth in such sub-clause or from the terms of any sub-clause or by the nature of the Union. None of such sub-clauses or the object, or objects, therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause, but the Union shall have full power to exercise all, or any of, the powers and to achieve or endeavour to achieve all or any of the objects conferred by and provided in any one or more of the said sub-clauses.'

(page 4)

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Delete clause 8 in its entirety.

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Article 2

Line 5. After the words 'Medical Defence Union' insert the word 'Limited'.

(page 9)

Article 12(a)

Line 3. After the word 'shall' insert the words 'unless the Council otherwise determines'.

---

I confirm that this is a true copy of the Special Resolutions passed on 16 October 1990 at the Annual General Meeting of the Medical Defence Union.

Signed: \_\_\_\_\_



Dr J A Wall  
Secretary

Date: \_\_\_\_\_

14.12.90

See also 26.10.90  
letter with same  
enclosure. L1

FILE COPY



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No. 21708

I hereby certify that

THE MEDICAL DEFENCE UNION

having by special resolution changed its name,  
is now incorporated under the name of

THE MEDICAL DEFENCE UNION LIMITED

Given under my hand at the Companies Registration Office,  
Cardiff the 9 JANUARY 1991

A handwritten signature in cursive script, appearing to read 'P. Bevan'.

P. BEVAN

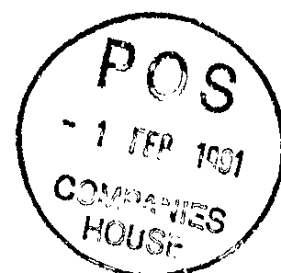
an authorised officer

21708<sup>11.20</sup>



## MEMORANDUM OF THE MEDICAL DEFENCE UNION LIMITED

1. The name of the company is THE MEDICAL DEFENCE UNION LIMITED (hereinafter called 'The Union').
2. The registered office of the Union will be situated in England.
3. The objects for which the Union is established are:
  - (i) To promote support and protect the character and interests of such categories of medical and dental practitioners, teachers and students of medicine and dentistry and other practitioners teachers or students of allied professions and sciences 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 high standards of professional practice.
- (iii) To give advice or legal assistance to or defend or to take part in advising assisting or defending members or applicants for election to membership or former members of the Union or the personal representatives of deceased members or former members who may seek such advice and/or who are or are likely to become parties to or otherwise involved in litigation or disputes in respect of matters concerning or affecting directly or indirectly the professional character or interests or conduct in a professional capacity of any such member deceased member or former member or which raises directly or indirectly a question of professional principle.
- (iv) To indemnify wholly or in part and on such terms and conditions as may from time to time seem expedient any member or applicant for election to membership 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 them in respect of matters concerning or affecting whether directly or indirectly the professional character or interests or conduct in a professional capacity of any such member or applicant for election to membership or deceased member or former member or which raise directly or indirectly a question of professional principle including all incidental or consequential losses, damages, costs, charges and expenses but exclusive of fines or penalties.
- (v) 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.
- (vi) To make suitable provision including the taking of financial measures for mitigating the risks or liabilities of the Union or its members.

- (vii) To grant sums of money from the funds of the Union and to provide its services for or to other persons or bodies concerned with the investigation or the promotion of matters relating to the medical dental and allied professions or matters which concern or may affect members of those professions or their welfare.
- (viii) 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 parliaments and take such other steps and proceedings as may be deemed expedient.
- (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 or students of medicine or dentistry or other practitioners, teachers or students of allied professions or sciences (b) otherwise arising out of the provision of medical or dental or related services to the public.
- (x) To subscribe to or become a member of or establish or promote or support by the application of funds of the Union (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 Union, or which is for the benefit of medicine or dentistry, teachers or students of medicine or dentistry or other practitioners, teachers or students of allied professions or sciences.
- (xi) In the attainment of the above objects to do all such things as are incidental or conducive thereto or to any of them including: the purchase lease exchange or hire of any real or personal property and the taking or acquisition of all and any rights or privileges which the Union may think necessary or convenient for the purpose of its objects or any of them; the making of any agreement or contract; the making acceptance endorsement and execution of promissory notes, bills of exchange and other negotiable instruments; the investment of the moneys of the Union not immediately required upon such securities or otherwise as may from time to time be determined; raising or borrowing money in such manner as the Union shall think fit;

selling managing developing leasing mortgaging charging disposing of or otherwise dealing in any way with all or any part of the Union's property.

The objects set forth in any sub-clause of this clause shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not be in any way limited to, or restricted by, reference to or inference from any other object, or objects, set forth in such sub-clause or from the terms of any sub-clause or by the nature of the Union. None of such sub-clauses or the object, or objects, therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause, but the Union shall have full power to exercise all, or any of, the powers and to achieve or endeavour to achieve all or any of the objects conferred by and provided in any one or more of the said sub-clauses.

4. The liability of the members is limited.
5. The income and property of the Union, whencesoever derived shall be applied solely towards the promotion of the objects of the Union as set out in this Memorandum of Association.
6. No dividends shall be paid to the members of the Union.
7. 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 £1.00.



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

(a company limited by Guarantee not having a share capital)

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

## INTERPRETATION

2. In these Articles:  
  
'the Act' means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force.  
  
'the Union' means the Medical Defence Union Limited.  
  
'the Articles' means these Articles of the Union.  
  
'the Council' means the Council of the Union constituted in accordance with the Articles and (save where the context otherwise requires) any delegate of the Council pursuant to Article 46.  
  
'the Seal' means the common seal of the Union.  
  
'Secretary' means the Secretary of the Union or any other person appointed to perform the duties of the Secretary of the Union including a joint, assistant, deputy or acting Secretary.  
  
'Member' means a person accepted and continuing as such in accordance with Articles 4 to 14.  
  
'the Officers' means those persons referred to as such in Article 42.

'Applicant for election to membership' means a person who is eligible for membership in accordance with Article 5 and has duly applied for membership in accordance with Articles 6 and 7 and whose application has been received in accordance with Article 8 and in respect of whose application there is no reason to suppose that the same would not result in election to membership.

'Appointed Member of the Council of the Union' means a person appointed as such in accordance with Article 60.

'Cases Committees' means those committees of the Council so described in the Standing Orders of the Council from time to time or any successors of such committees.

'Standing Orders of the Council' means the Standing Orders made by the Council from time to time pursuant to Article 44.

'The United Kingdom' means Great Britain and Northern Ireland.

'Register' means the register of medical practitioners prescribed by the Medical Act 1983 and/or the register of dental practitioners prescribed by the Dentists Act 1984 or such registers as may be prescribed by any Acts amending modifying or re-enacting or replacing those Acts and/or any register of medical dental or other practitioners (whether described by the word 'register' or otherwise) established in such parts of the world (other than the United Kingdom) as the Council from time to time determines.

Unless the context otherwise requires 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 Union.

### 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.

### MEMBERS

4. The Council shall from time to time specify the categories of persons or groups of persons who are eligible for membership of the Union being medical or dental practitioners, teachers or students of medicine or dentistry, and other practitioners teachers or students of allied professions and sciences. The Council shall have power subject to the following Articles from time to time to lay down the conditions and terms on which such practitioners teachers and students 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.
5. Any person or member of group of persons of or in a category specified by the Council as eligible for membership may, subject to the following Articles and any conditions or terms laid down by the Council become a member of the Union.
6. Applications for membership shall be made by completion of such forms to be submitted to such persons or bodies as the Council may from time to time approve and different forms persons or bodies may be approved for different categories of persons or groups of persons who are eligible for membership.
7. Every application shall include an address to which notices to be given pursuant to these Articles are to be sent and it shall be the obligation of every member of the Union or (as the case may be) group of members to notify the Union of any changes in the address to which such notices are to be sent.

8. On receipt by the approved person or body of the appropriate application form duly completed the applicant or applicants shall be deemed to have agreed to become members of the Union.
9. On the passing by the Council or by any committee or sub-committee to which the Council may delegate its powers in this respect of a resolution accepting an applicant or group of applicants as members of the Union the name and address of the applicant or applicants (provided in accordance with Article 7) shall be entered in the register of members of the Union and membership shall be deemed to have commenced as from the date on which the application was received or from such later date as the Council or such committee or sub-committee may decide.
10. The rights and privileges of every member and applicant for election to membership 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 as provided by these Articles in relation to any deceased person 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.
11. The Council shall have power after due inquiry by such committee as the Council may prescribe (of which inquiry not less than 14 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 or any allied profession or science. A member so excluded shall nevertheless pay all subscriptions and other moneys owing to the Union.
12. Without prejudice to Article 11:
  - (a) Any member whose name is erased from any register or whose licence or entitlement to practise in any place is withdrawn or cancelled shall unless the Council otherwise determines ipso facto forthwith cease to be a member of the Union.

- (b) Any member whose registration in any register or licence to practise in any place is suspended or restricted shall 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) shall unless the Council or any committee of the Council authorised in that behalf otherwise determines on the expiry of four calendar months after such finding cease to be a member of the Union.
- 13. A member or any group of members may at any time withdraw from membership by giving at least 14 days' clear notice to the Secretary.
- 14. If any member or applicant for election to membership or any group to which the member belongs makes default in any payment of whatsoever nature due to the Union then:
  - (i) if such default shall continue for 14 days after such payment shall become due the member shall unless the Council otherwise determines cease to be entitled to any benefits of membership; and
  - (ii) if such default shall continue for four calendar months after such payment shall become due the member shall, unless the Council otherwise determines, thereupon cease to be a member.
- 15. 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

16. Save insofar as the Council may otherwise determine every member shall pay or cause to be paid to the Union in such amount and manner and on such date or dates as the Council may from time to time determine a subscription.
17. The Council may determine different rates and methods of payment of subscriptions for such categories or groups of members, and according to such criteria as to it may seem fit.
18. The Council may in circumstances which it considers to be urgent or exceptional give notice to such categories or groups of members as it may decide requiring them to pay a special levy to the Union in addition to any subscription payable. A special levy shall be payable in such amount and on such date as the Council may determine save that it shall not be payable:
  - (a) in an amount exceeding the amount of any subscription payable by such member or group in the year in which the Council calls for a special levy; nor
  - (b) on a date earlier than 21 days after the date of the notice of the special levy.

#### GENERAL MEETINGS

19. All general meetings other than annual general meetings shall be called special meetings. Meetings shall be held at such time and place as the Council shall determine.
20. The Union shall in each year hold a general meeting as its annual general meeting in addition to other meetings in that year and shall specify the meeting as such in the notices calling it. Not more than 15 months shall elapse between the date of one annual general meeting and the next.
21. The Council may call a special meeting whenever it thinks fit and on a members' requisition pursuant to the provisions of the Act shall forthwith proceed to call a special meeting for a date not later than ten weeks after receipt of the requisition.

#### NOTICE OF GENERAL MEETINGS

22. An annual general meeting and a special meeting shall be called by at least 42 days' notice. The 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 Council and the auditors.
23. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person or group entitled to receive notice shall not invalidate the proceedings at that meeting.

#### PROCEEDINGS AT GENERAL MEETINGS

24. No business shall be transacted at any meeting unless a quorum is present. Ten persons entitled to vote upon the business to be transacted and present in person or by proxy shall be a quorum.
25. If such a quorum is not present within half an hour from the time appointed for the meeting or if during a meeting such a quorum ceases to be present the meeting shall stand adjourned to the same day in the next week at the same time and place or such time and place as the Council may determine.
26. The President or in his absence such other Officer of the Union as the Council may from time to time determine shall preside as chairman of the meeting but if neither the President nor any such Officer be present within 15 minutes after the time appointed for holding the meeting and willing to act the members present shall appoint one of their number to be chairman of the meeting.



27. The chairman may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for more than 14 days at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
28. A resolution put to the vote of a meeting shall be decided on a show of hands unless before or on the declaration of the result of the show of hands a poll is duly demanded. A poll may be demanded:
- (a) by the chairman; or (b) by at least 25 members having the right to vote at the meeting; and a demand by a person as proxy for a member shall be the same as a demand by the member.
29. Unless a poll is duly demanded a declaration by the chairman that a resolution has been carried or carried unanimously or by a particular majority, or lost or not carried by a particular majority 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.
30. The demand for a poll may before the poll is taken be withdrawn but only with the consent of the chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.
31. If a poll is duly demanded it shall be taken as provided in Article 32 and the chairman may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

32. A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the chairman directs not being more than 30 days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
33. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

#### VOTES OF MEMBERS

34. On a show of hands every member present in person shall have one vote. On a poll every member present in person or by proxy shall have one vote. In the case of an equality of votes, whether on a show of hands, or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have.
35. A member in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote, whether on a show of hands or on a poll, by his receiver, curator bonis or other person authorised in that behalf appointed by that court, and any such receiver curator bonis or other person may on a poll, vote by proxy. Evidence to the satisfaction of the Council of the authority of the person claiming to exercise the right to vote shall be deposited at the registered office, or at such other place as is specified in accordance with the Articles for the deposit of instruments of proxy, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable.

36. 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.
37. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.
38. An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointor and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Council may approve)—

"The Medical Defence Union Limited

I/We, \_\_\_\_\_, of \_\_\_\_\_

being a member/members of the above-named Union hereby appoint

of \_\_\_\_\_  
or failing him,  
of \_\_\_\_\_  
as my/our proxy to vote in my/our name(s) and on my/our behalf at the annual/special meeting of the Union to be held on \_\_\_\_\_

and at any adjournment thereof.

Signed on \_\_\_\_\_

19 \_\_\_\_\_

19 \_\_\_\_\_

39.

Where it is desired to afford members an opportunity of instructing the proxy how he shall act the instrument appointing a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Council may approve)—

"The Medical Defence Union Limited

I/We, \_\_\_\_\_, of

being a member/members of the above-named Union hereby appoint

of

or failing him,

of

as my/our proxy to vote in my/our name(s) and on my/our behalf at the annual/special meeting of the Union to be held on

19

and at any adjournment thereof.

This form is to be used in respect of the resolutions mentioned below as follows:

Resolution No.1 \*for \*ag .inst

Resolution No.2 \*for \*against

\*Strike out whichever is not desired.

Unless otherwise instructed, the proxy may vote as he thinks fit or abstain from voting.

Signed this \_\_\_\_\_ day of

19

."

40. The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the Council may—

- (a) be deposited at the registered office of the Union not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
- (b) in the case of a poll taken more than 48 hours after it is demanded, be deposited as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for taking the poll; or
- (c) where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairman or to the Secretary or to any member of the Council;

and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.

41. A vote given or poll demanded by proxy shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Council at the registered office or at such other place at which the instrument of proxy was duly deposited before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

#### OFFICERS

42. There shall be the following Officers of the Union:
- (a) The President
  - (b) The Treasurer
  - (c) the Chairmen of the Cases Committees

#### THE COUNCIL

43. The Council of the Union shall consist of the following all of whom shall be members of the Union:
- (a) The Officers of the Union for the time being;
  - (b) Twelve Elected Members of the Union; and
  - (c) The Appointed Members of the Council of the Union.

#### THE POWERS OF THE COUNCIL

44. Subject to the provisions of the Act the Memorandum and the Articles and to any directions given by special resolution the management of the affairs and the control of the Union shall be vested in the Council which may exercise all the powers of the Union. No alterations of the Memorandum or Articles and no such direction shall invalidate any prior act of the Council which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article shall not be limited by any special power given to the Council by the Articles and a meeting of the Council at which a quorum is present may exercise all powers exercisable by the Council including the making of such Standing Orders of the Council as to any matter within the powers of the Council and their exercise as to the Council may from time to time seem fit.

45. The Council may, by power of attorney or otherwise appoint any person to be the agent of the Union for such purposes and on such conditions as it determines including authority for the agent to delegate all or any of his powers.
46. The Council may delegate any of its powers to any committee or sub-committee. It may also delegate to any Officer or member of the Council such of its powers as it considers desirable to be exercised by such person. Any such delegation may be made subject to any conditions the Council may impose and either collaterally with or to the exclusion of its own powers and may be revoked or altered.
47. The Council or any committee or agent of the Union authorised by the Council for the purpose may subject to the limits of any such authority give advice or legal assistance or defend or take part in advising, assisting or defending in respect of any matter cause or proceeding, concerning or affecting whether directly or indirectly the professional character or interests or conduct in a professional capacity of 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) or in respect of any matter cause or proceeding which raises directly or indirectly a question of professional principle; provided that:
- (1) The Council or such committee or agent shall be satisfied that in a case involving a member, applicant for election to membership, former member or deceased member the matter originated or the cause or proceedings arose during the period when the person concerned was a member of the Union or an applicant for election to membership.

- (2) If the Council or such committee or agent decides to act in accordance with this Article the person making a request that it do so shall abide absolutely by every decision of the Council or any such committee or agent on the conduct or defence of the matter and shall not himself without prior consent of the Council or any such committee or agent take any steps with reference to such matter or the determination thereof.

For the purpose of proviso (1) in the case of an application by a former member for reinstatement on the Register or for restoration of a licence or entitlement to practise 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 the Register or his licence or entitlement to practise was withdrawn or cancelled or upon which his registration in the Register licence or entitlement was suspended as the case may be.

48. (1) The Council or any committee or agent of the Union authorised by the Council for the purpose may subject to the limits of any such authority and sub-paragraph (3) of this Article, and subject also 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 applicant for election to membership or former member or the personal representatives of any deceased member an indemnity wholly or in part with regard to any action proceeding claims or demands by or against them in respect of any matter concerning or affecting whether directly or indirectly the professional character or interests or conduct in a professional capacity of any such member applicant for election to membership or former member or deceased member as the case may be or which raises directly or indirectly a question of professional principle and such indemnity may extend to all incidental or consequential losses, damages, costs, charges and expenses but excluding fines and penalties.



- (2) The Council or any authorised committee or agent may determine any such indemnity at any time by notice in writing to the member or applicant for election to membership or former member (or if the member, applicant or 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.
  - (3) Any such indemnity may be granted or determined by resolution of the Council or any authorised committee or decision of any authorised agent and the grant of indemnity in every case shall be made only upon such terms and conditions as the Council committee or agent shall think proper and it shall rest only in the absolute discretion of the Council committee or agent in every case to limit or restrict the grant of such indemnity or altogether to decline to grant the same or to determine any indemnity so granted without assigning any reason.
49. The Council or any committee of the Council authorised for that purpose 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 difficulties and disputes in which matters concerning the medical, dental or allied professions arise or in which any member of the Union may be concerned.
  - (b) request anyone 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 member or members.
  - (c) authorise payment out of the funds of the Union to any person so appointed or requested of 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 or any such committee shall be entitled to retain for his own benefit any fees or endowments 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.

50. The Council may enter into or authorise the making of such contracts and do or authorise the doing of all such acts or things as it may deem expedient for the purposes of the Union.

APPOINTMENT AND RETIREMENT OF OFFICERS AND MEMBERS  
OF THE COUNCIL

51. At each annual general meeting three of the 12 Elected Members of the Council shall retire from office but shall (subject as hereinafter provided) be eligible for re-election.
52. The Elected Members of the Council who are 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.
53. If the Union, at the meeting at which an Elected Member of the Council retires does not fill the vacancy the retiring member shall, if willing to act, be deemed to have been re-appointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the re-appointment of the member is put to the meeting and lost.
54. No person other than a retiring Elected Member of the Council shall be elected to membership of the Council at an annual general meeting unless—
- (a) he is recommended by the Council; or
  - (b) not less than 21 nor more than 35 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 Union of the intention to propose that person for election together with notice executed by that person of his willingness to be elected.

55. Not less than seven nor more than 28 clear days before the date appointed for holding a general meeting notice shall be given to all who are entitled to receive notice of the meeting of any person (other than a retiring member) who is recommended by the Council for election as an Elected Member of the Council at the meeting or in respect of whom notice has been duly given to the Union of the intention to propose him at the meeting for election as an Elected Member of the Council.
56. Subject as aforesaid the Union may by ordinary resolution appoint a person who is willing to act to be an Elected Member of the Council either to fill a vacancy or as an additional member.
57. The Council may appoint a person who is willing to act to be a member of the Council either to fill a vacancy or as an additional member, provided that the appointment does not cause the number of members of the Council to exceed any number fixed by or in accordance with the Articles as the maximum number of members. A person so appointed shall hold office only until the next following annual general meeting. If not elected at such annual general meeting, he shall vacate office at the conclusion thereof.
58. Subject as aforesaid an Elected Member of the Council who retires at an annual general meeting may, if willing to act, be re-elected. If he is not re-elected, he shall retain office as such until the meeting appoints someone in his place, or if it does not do so, until the end of the meeting.
59. At the conclusion of each annual general meeting all the Officers and Appointed Members of the Council of the Union for the time being shall retire from office but shall be eligible for re-appointment under Article 60.

60. 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 and as many additional members of the Council of the Union as they shall from time to time select. Until the appointment of the Officers and the additional members of the Council of the Union the 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 five Elected Members shall be a quorum.

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

#### DISQUALIFICATION AND REMOVAL OF MEMBERS OF THE COUNCIL

62. A member of the Council shall vacate his office as such:

- (a) if he ceases to be eligible for such membership by virtue of any provision of the Act (applicable as if he were a director) or he becomes prohibited by law from being such a member; or
- (b) if he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (c) if he is, or may be, suffering from mental disorder and either—
  - (i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960; or
  - (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or

- (d) if he resigns his office by notice to the Union; or
  - (e) if he shall for more than six consecutive months have been absent without permission of the Council from meetings of the Council held during that period and the Council resolves that his office be vacated; or
  - (f) if having been he ceases to be a member of the Union; or
  - (g) at the conclusion of the annual general meeting next succeeding the attainment by him of the age of 75 years; or
  - (h) if the Council so resolves.
63. (a) No person who has attained the age of 70 years shall be eligible for election as an *Elected Member of the Council*.
- (b) An *Elected Member of the Council* who on attaining the age of 70 years is an *Officer* shall vacate office as an *Elected Member* when he ceases to be an *Officer*.
- (c) An *Officer* 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 appointment as a member of the Council unless the Union in general meeting by special resolution otherwise decides.

REMUNERATION AND EXPENSES OF COUNCIL AND COMMITTEES

64. 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 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.

APPOINTMENTS AND INTERESTS OF MEMBERS OF THE COUNCIL.

65. Subject to the provisions of the Act, and provided that he has disclosed to the Council the nature and extent of any material interests of his, a member of the Council notwithstanding his office—
- (a) may be a party to, or otherwise interested in, any transaction or arrangement with the Union or in which the Union is otherwise interested;
  - (b) may be a member director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Union or in which the Union is otherwise interested; and
  - (c) shall not, by reason of his office, be accountable to the Union for any benefit which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.

66. For the purposes of Article 65—

- (a) a general notice given to the Council that a member of the Council is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the member of Council has an interest in such transaction of the nature and extent so specified; and
- (b) an interest of which a member of Council has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.

#### GRATUITIES AND PENSIONS

67. The Council may provide benefits, whether by the payment of gratuities or pensions or by insurance or otherwise, for any person who has held but no longer holds any employment with the Union, and for any member of his family (including a spouse and a former spouse) or any person who is or was dependent on him, and may (as well before as after he ceases to be so employed) contribute to any fund and pay premiums for the purchase or provision of any such benefit.

#### PROCEEDINGS OF THE COUNCIL.

68. Subject to the provisions of the Articles the Council may regulate its proceedings as it thinks fit. Any four members of the Council may, and the Secretary at the request of such members shall call a meeting of the Council. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes the chairman shall have a second or casting vote.
69. The quorum for transaction of the business of the Council may be fixed by the Council and unless so fixed at any other number shall be eight.

70. The continuing members of the Council may act notwithstanding any vacancies in their number but if the number of members is less than the number fixed as a quorum the continuing members may act only for the purpose of filling vacancies or of calling a general meeting.
71. The President of the Union shall preside at the meetings of the Council. In his absence the Chairman shall be such member of the Council as the Council may from time to time determine.
72. All acts done at any meeting of the Council or 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 and had been entitled to vote.
73. A resolution in writing signed by all the members of the Council entitled to receive notice of a meeting of the Council shall be as valid and effectual as if it had been passed at a meeting of the Council duly convened and held and may consist of several documents in the like form each signed by one or more members of the Council.
74. Save as otherwise provided by the Articles, a member of the Council shall not vote at a meeting of the Council on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Union unless his interest or duty arises only because the case falls within one or more of the following paragraphs—
- (a) the resolution relates to the giving to him of a guarantee, security, or indemnity in respect of money lent to, or an obligation incurred by him for the benefit of, the Union;



- (b) the resolution relates to the giving to a third party of a guarantee, security, or indemnity in respect of an obligation of the Union for which the member has assumed responsibility in whole or in part and whether alone or jointly with others under a guarantee or indemnity or by the giving of security;
- (c) his interest arises by virtue of his subscribing or agreeing to subscribe for any debenture of the Union or by virtue of his being, or intending to become, a participant in the underwriting or sub-underwriting of an offer of any such debentures, by the Union for subscription, purchase or exchange;
- (d) the resolution relates in any way to a retirement benefits scheme which has been approved, or is conditional upon approval, by the Board of Inland Revenue for taxation purposes.

For the purposes of this Article, an interest of a person who is, for any purpose of the Act (excluding any statutory modification thereof not in force when this Article becomes binding on the Union), connected with a member shall be treated as an interest of the member.

- 75. A member of the Council shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote.
- 76. The Union may by ordinary resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of the Articles prohibiting a member of the Council from voting at a meeting of the Council.
- 77. If a question arises at a meeting of the Council as to the right of a member to vote, the question may, before the conclusion of the meeting, be referred to the chairman of the meeting and his ruling in relation to any member other than himself shall be final and conclusive.

#### SECRETARY

78. Subject to the provisions of the Act the Secretary shall be appointed by the Council for such term, at such remuneration and upon such conditions as it may think fit; and any Secretary may be removed by the Council. The Council may from time to time appoint one or more assistant or deputy secretaries or an acting Secretary and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

#### MINUTES

79. The Council shall cause minutes to be made in books kept for the purpose:
- (a) of all appointments of Officers, and Appointed Members and Secretary, assistant or deputy or acting Secretary made by the Council; and
  - (b) of all proceedings at meetings of the Union, of the Council and of committees, including the names of those present at such meetings.

#### THE SEAL

80. The seal shall only be used by the authority of the Council or of a committee of the Council authorised by the Council. Any instrument to which the seal is affixed shall be signed by two persons out of the President, Treasurer, the Chairmen of the Cases Committees and the Secretary (or in his absence a deputy Secretary) unless the Council otherwise determines.

## ACCOUNTS

81. 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.
82. 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 authorised by the Council or by the Union in general meeting.
83. It shall be the responsibility of the Council to cause the Union to keep lay and deliver accounting records and accounts of the Union and to report thereon in accordance with the provisions of the Act (the members of the Council for the time being treated as the directors mentioned in those provisions).
84. Any notice to be given to or by any person pursuant to the Articles shall be in writing except that a notice calling a meeting of the Council need not be in writing.
85. The Union may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at the address registered from time to time in accordance with Articles 7 and 9 or by leaving it at that address. If no such address is registered the member shall not be entitled to be served with any notice.
86. A member present, either in person or by proxy, at any meeting of the Union shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called

87. Proof that an envelope containing a notice was properly addressed prepaid and posted on a certain date shall be sufficient to prove that the notice was given and posted and a certificate in writing signed by the Secretary or other official of the Union that the envelope containing the notice was so addressed, prepaid and posted shall be conclusive evidence thereof. A notice shall be deemed to have been given:
- (a) where it is addressed to an address in the United Kingdom at the expiration of 48 hours after it was posted;
  - (b) in any other case at the expiration of seven days after it was posted.

#### INDEMNITY

88. Subject to the provisions of the Act but without prejudice to any indemnity to which any member of the Council may otherwise be entitled, every member of the Council or Officer of the Union shall be indemnified out of the assets of the Union against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with which any application for relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Union.

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The foregoing are the Memorandum and Articles of Association of the Medical Defence Union Limited as last amended by a Special Resolution duly adopted at an Annual General Meeting held on the 16th October 1990, in accordance with the provisions of the Companies Acts.

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21706

EXTRACT FROM THE MINUTES OF THE ANNUAL GENERAL MEETING OF  
THE MEDICAL DEFENCE UNION LIMITED

Held at 192 Altrincham Road, Manchester M22 4NZ  
on the 16th day of July 1991

**Present:** A R Horler (in the Chair); A R Aitkenhead, I E Barnes, R M Dasker, Hedley E Berry, A H Brook, F Mary Cooke, J Gibson Davies, C J Earl, Max Elstein, C C Evans, I Kelsey Fry, J S Garfield, H M Halle, R L Hargrove, R W Hiles, N C Keddle, D E Markham, P J Mulligan, G G Pollock, Sir Martin Roth, Seamus J Ryan, P J Holmes Sellors, J R Shaw, J C Smith, E M Symonds, J L Townend, R H Vickers, J A Wall (Secretary), Joan Wilkinson, Willoughby Wilson, W D Wylie

Kathleen M Allsopp (Deputy Secretary); M T Saunders (General Manager, Professional Services); Suzanne Collinge (General Manager, Operations); D T Smith (General Manager, Management Services); G J Roberts, P J Hoyte, Susan L O'Driscoll, J Gilberthorpe, R A C Hoppenbrowers, R Matthews, M H Casson (Medical & Dental Secretariat); Rosemary Andrews, Gladys McLeod (Assistant Secretaries); M J V Matthews (Financial Controller); N J Bowman, Angela Sloan (Committee Officers); J A A Watt (Solicitor); R J Pearson (Auditor); K G Addison, R Maxwell (Consultant Advisers)

MEMORANDUM AND ARTICLES OF ASSOCIATION

7. **Considered:** Special Resolutions relating to the Memorandum and Articles of Association. After being put to the vote, the following resolutions (Minutes 8-12) were carried unanimously, as Special Resolutions:

8. **Resolved:** As a Special Resolution, that the Memorandum be amended as follows:

(page 1)

Clause 3(i)

Line 6. Delete the word 'Council' and insert the words 'Board of Management'.

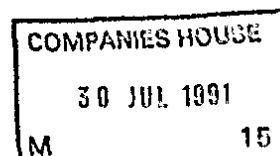
9. **Resolved:** As a Special Resolution, that the Memorandum be amended as follows:

(page 3)

Clause 3

Renumber sub-clauses 3(x) and 3(xi) of the Memorandum as 3(xiii) and 3(xiv) and insert a new sub-clause as follows:

'(x) To carry on business by the provision or the procurement of the provision to its members of advice, assistance or services on any matters



relating to their professional or business affairs.'.

10. Resolved: As a Special Resolution, that the Memorandum be amended as follows:

(page 3)

Clause 3

Insert a new sub-clause as follows:

'(xi) To carry on business by way of the commercial exploitation of the assets, know-how and expertise of the Union generally in data management, claims handling, risk management and related matters.'.

11. Resolved: As a Special Resolution, that the Memorandum be amended as follows:

(page 3)

Clause 3

Insert a new sub-clause as follows:

'(xii) To carry on any business whatsoever which can in the opinion of the Board of Management of the Union be conveniently and advantageously carried on by the Union in connection with or ancillary to any of the other objects of the Union herein set forth.'.

12. Resolved: As a Special Resolution, that the Articles be amended as follows:

(pages 6 to 32 inclusive)

(Articles 1 to 88 inclusive)

Delete 'Council' and insert 'Board of Management' in the following places:

Page	Article	Line
6	1	2
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#### Article 2.

Line 6. Insert after line 6 ''Board of Management' means the Board of Management of the Union constituted in accordance with the Articles the members of which shall for all purposes be the Directors of the Company.'.

Line 7. Delete 'means the Council of the Union constituted in accordance with the Articles and (save where the context otherwise requires) any delegate of the Council pursuant to Article 46.' and insert 'means the Council of the Union appointed by the Board of Management pursuant to Article 60.'.

Line 11. Delete ''Secretary' means the Secretary of the Union or any other person appointed to perform the duties of the Secretary of the Union including a joint, assistant, deputy or acting Secretary.' and insert ''Chief Executive' means the Chief Executive of the Union or any other person appointed to perform the duties of the Chief Executive of the Union



including the Deputy Chief Executive.'.

Line 16. Delete ''the Officers' means those persons referred to as such in Article 42.'.

(page 7)

Line 23. Delete ''Appointed member of the Council of the Union'' means a person appointed as such in accordance with Article 60.'.

Line 31. Delete '44' and insert '43'.

(page 8)

Article 5.

Line 1. Insert 'a' after 'member of'.

(page 9)

Article 11.

Delete Article 11 in its entirety and insert

'11. The Board of Management shall be entitled in its absolute discretion and subject only to giving 42 days prior notice to the member of its intention to do so to refuse to renew the membership of any member with effect from the date on which that member's current subscription expires ("the expiry date") and in such event at the end of the expiry date such member shall cease to be a member of the Union.'.

(page 12)

Article 26.

Delete Article 26 in its entirety and insert

'26. The Chairman or in his absence the Vice-Chairman, shall preside as Chairman of the meeting but if neither the Chairman nor the Vice-Chairman be present within 15 minutes after the time appointed for holding the meeting and willing to act such other member of the Board of Management elected under Article 42(a) below as the Board may from time to time determine shall preside as Chairman of the Meeting.'.

(page 18)

Article 42.

Delete Article 42 and its title in their entirety and insert

**'The Board of Management**

42. The Board of Management of the Union shall consist of the following:
- (a) Not fewer than 8 nor more than 11 elected members of the Union who hold no post under sub-paragraph (c) below.
  - (b) Not fewer than 2 nor more than 5 elected persons who are not required to be members of the Union.
  - (c) Subject to the provisions of Article 51 the holders of the following posts:-
    - ( i) Chief Executive
    - ( ii) Deputy Chief Executive
    - (iii) General Manager - Professional Services
    - ( iv) General Manager - Operations
    - ( v) General Manager - Management Servicesprovided that the approval of the majority of those elected under sub-paragraphs (a) and (b) above shall be required before any successor to those initially appointed under the terms of this sub-paragraph (c) shall become members of the Board of Management.'.

**Article 43.**

Delete Article 43 and its title in their entirety and renumber Article 44 and its title as Article 43.

**Article 44.**

Insert new Article 44

**'The powers of the Board of Management**

- (1) The members of the Board of Management defined in Article 42(a) and (b) shall have power on such terms as to them may seem fit to appoint and determine the appointment of the Chief Executive provided that the exercise of such power shall not deprive the Chief Executive of any compensation or damages payable to him in respect of the termination of his appointment.
- (2) The members of the Board of Management defined in Article 42(a) and (b) acting together with the Chief Executive shall have power on such terms as to them may seem fit to appoint and determine the appointment of the holders of the other posts defined in Article 42(c) 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.'.

(page 19)

Article 46.

Line 2. Delete 'Officer or Member of the Council' and insert 'member of the Board of Management or employee or agent'.

Article 47.

Line 1. Delete 'committee or agent' and insert 'member of the Board of Management or employee or agent or committee'.

Line 15. Delete 'committee or agent' and insert 'member of the Board of Management or employee or agent or committee'.

(page 20)

Line 21. Delete 'committee or agent' and insert 'member of the Board of Management or employee or agent or committee'.

Line 24. Delete 'committee or agent' and insert 'member of the Board of Management or employee or agent or committee'.

Line 26. Delete 'committee or agent' and insert 'member of the Board of Management or employee or agent or committee'.

Article 48.

Line 1. Delete 'committee or agent' and insert 'member of the Board of Management or employee or agent or committee'.

(page 22)

Article 51.

Delete Article 51 and its title in their entirety and insert

'Appointment and Retirement of the members of the Board of Management

51(1) At each Annual General Meeting the following members of the Board of Management shall retire from office but shall (subject as hereinafter provided) be eligible for re-election:-

- (a) three of the members defined in Article 42(a)
- (b) one of the members defined in Article 42(b)

- (2) The members of the Board of Management defined in Article 42(c) above shall retire from office but shall be eligible for re-election as follows:
- (i) At the annual general meeting to be held next following the annual general meeting in 1991 one such member.
  - (ii) At each subsequent annual general meeting two such members.'

Article 52.

Delete Article 52 in its entirety and insert

- '52. The members of the Board of Management who are to retire from office as provided in Article 51 shall be selected by the Board of Management in such manner as the Board of Management shall determine and the names of such retiring members shall be stated in the Notice convening each annual general meeting.'

Article 53.

Delete Article 53 in its entirety and insert

- '53. If the Union, at the meeting at which a member of the Board of Management retires does not fill the vacancy the retiring member shall, if willing to act, be deemed to have been re-appointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the re-appointment of the member is put to the meeting and lost.'

Article 54. .

Line 1. Delete 'Elected Member of Council' and insert 'member of the Board of Management'.

(page 23)

Article 55.

Line 5. Delete 'the Council for election as an Elected Member of the Council' and insert 'the Board of Management for election as a member of the Board of Management'.

Line 8. Delete 'an Elected Member of the Council' and insert 'a member of the Board of Management'.

Article 56.

Line 2. Delete 'an Elected Member of the Council' and insert 'a member of the Board of Management'.

Article 58.

Line 1. Delete 'an Elected Member of the Council' and insert 'a member of the Board of Management'.

Article 59.

Delete Article 59 in its entirety and insert

'59. At the conclusion of each annual general meeting all the members of the Council of the Union for the time being shall retire but shall be eligible for re-appointment under Article 60.'

(page 24)

Article 60.

Delete Article 60 in its entirety and insert

'60. As soon as may be after the annual general meeting in each year, the members of the Board of Management shall meet and shall appoint from those of them who have been elected under Article 42(a) above a Chairman and a Vice-Chairman of the Board of Management. At that meeting the Board of Management shall also appoint as many persons to be members of the Council as the Board of Management may from time to time select. The Chairman and Vice-Chairman shall be so appointed and shall be the President and Vice-President respectively of the Council. The Council shall act as a forum for discussion and analysis of professional, scientific and allied issues referred to it by the Board of Management.'

Article 61.

Delete Article 61 in its entirety and insert

'61. The Chairman and Vice-Chairman of the Board of Management shall until the appointment of their successors continue to exercise the duties of their respective Offices.'

Article 62.

Title. Delete 'Council' and insert 'Board of Management, of Council and of committees'.

Line 3. Delete '(applicable as if he were a director)'.

(page 25)

Delete Articles 62(f) and 62(g), renumber Article 62(h) as Article 62(i) and insert

- '(f) if being a member of the Board of Management pursuant to Article 42(a) he ceases to be a member of the Union; or
- (g) at and after any annual general meeting to be held after the Annual General Meeting held in 1991 at the conclusion of such annual general meeting next succeeding the attainment by him of the age of 70 years; or
- (h) if being a member of the Board of Management by virtue of his holding one of the posts defined in Article 42(c) he ceases to hold such post; or'.

Article 63.

Delete Article 63 in its entirety and insert

- '63. (a) At and after the Annual General Meeting to be held in 1992 no person who has attained the age of 70 years shall be eligible for election to the Board of Management unless elected under Article 42(b) and the provisions of Section 293(5) of the Companies Act 1985 (or any statutory modification or re-enactment for the time being in force) have been complied with.
- (b) After the Annual General Meeting to be held in 1992 no person who has attained the age of 70 years shall be eligible for appointment to the Council.
- (c) After the Annual General Meeting to be held in 1992 no person who has attained the age of 70 years shall be eligible for appointment to any committee or subcommittee exercising the powers of the Board of Management under Article 46 unless he has been elected to the Board of Management under (a) above.'.

(page 26)

Article 64.

Delete Article 64 in its entirety and insert

- '64. The members of the Board of Management and of committees of the Board of Management and the members of the Council of the Union appointed in accordance with Article 60 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 Board of Management or of the Council

or of committees of the Board of Management or of the Council as the case may be or which they may otherwise incur in or about the affairs of the Union. The members of the Board of Management and the committees of the Board of Management and of the Council of the Union 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 Board of Management.'

(page 27)

Article 68.

Delete Article 68 and its title in their entirety and insert

'Proceedings of the Board of Management

68. Subject to the provision of the Articles the Board of Management may regulate its proceedings as it thinks fit. Any three members of the Board of Management elected under Article 42(a) above may and the Chief Executive at the request of such members shall call a meeting of the Board of Management. Questions arising at a meeting shall be decided by a simple majority of votes of those attending and voting. In the case of an equality of votes the chairman shall have a second or casting vote.'

Article 69.

Delete Article 69 in its entirety and insert

- '69. The quorum for transaction of the business of the Board of Management may be fixed by the Board of Management and unless so fixed at any other number shall be eight of whom at least two shall be members elected in accordance with Article 42(a) above.'

(page 28)

Article 71.

Delete Article 71 in its entirety and insert

- '71. The Chairman of the Board of Management shall preside at the meetings of the Board of Management. In his absence, the chairman shall be the Vice-Chairman of the Board of Management and in his absence shall be such member of the Board of Management elected under Article 42(a) above as the Board of Management may from

time to time determine.'.

(page 30)

Article 78.

Line 4. Delete 'The Council may from time to time appoint one or more assistant or deputy secretaries or an acting Secretary and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.'.

Article 79.

Delete Article 79 in its entirety and insert

- '79. The Board of Management shall cause minutes to be made in books kept for the purpose:
- (a) of all appointments of the Chairman, Vice-Chairman, members of the Board of Management, of Council and of committees; and
  - (b) of all proceedings at meetings of the Union, of the Board of Management, of the Council and of committees including the names of those present at such meetings.

Article 80.

Line 4. Delete 'persons out of the President, Treasurer, the Chairmen of the Cases Committees and the Secretary (or in his absence a deputy Secretary) unless the Council otherwise determines.' and insert 'persons out of the Chairman, Vice-Chairman, Chief Executive, Deputy Chief Executive and the Secretary unless the Board of Management otherwise determines.'

Certified a true copy

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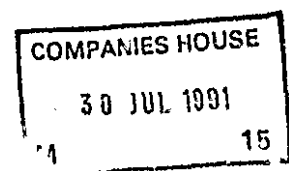
Dr K M Allsopp  
Director and Deputy Chief Executive

Dated the 26 day of July 1991



# MEMORANDUM OF THE MEDICAL DEFENCE UNION LIMITED

1. The name of the company is THE MEDICAL DEFENCE UNION LIMITED(hereinafter called 'The Union').
2. The registered office of the Union will be situated in England.
3. The objects for which the Union is established are:
  - (i) To promote support and protect the character and interests of such categories of medical and dental practitioners, teachers and students of medicine and dentistry and other practitioners teachers or students of allied professions and sciences as shall for the time being be specified as eligible for membership of the Union by the Board of Management of the Union in accordance with the Articles of Association of the Union for the time being in force.



- (ii) To promote high standards of professional practice.
- (iii) To give advice or legal assistance to or defend or to take part in advising assisting or defending members or applicants for election to membership or former members of the Union or the personal representatives of deceased members or former members who may seek such advice and/or who are or are likely to become parties to or otherwise involved in litigation or disputes in respect of matters concerning or affecting directly or indirectly the professional character or interests or conduct in a professional capacity of any such member deceased member or former member or which raises directly or indirectly a question of professional principle.
- (iv) To indemnify wholly or in part and on such terms and conditions as may from time to time seem expedient any member or applicant for election to membership 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 them in respect of matters concerning or affecting whether directly or indirectly the professional character or interests or conduct in a professional capacity of any such member or applicant for election to membership or deceased member or former member or which raise directly or indirectly a question of professional principle including all incidental or consequential losses, damages, costs, charges and expenses but exclusive of fines or penalties.
- (v) 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.
- (vi) To make suitable provision including the taking of financial measures for mitigating the risks or liabilities of the Union or its members.
- (vii) To grant sums of money from the funds of the Union and to provide its services for or to other persons or bodies concerned with the investigation or the promotion of matters relating to

the medical dental and allied professions or matters which concern or may affect members of those professions or their welfare.

- (viii) 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 parliaments and take such other steps and proceedings as may be deemed expedient.
- (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 or students of medicine or dentistry or other practitioners, teachers or students of allied professions or sciences (b) otherwise arising out of the provision of medical or dental or related services to the public.
- (x) To carry on business by the provision or the procurement of the provision to its members of advice, assistance or services on any matters relating to their professional or business affairs.
- (xi) To carry on business by way of the commercial exploitation of the assets, know-how and expertise of the Union generally in data management, claims handling, risk management and related matters.
- (xii) To carry on any business whatsoever which can in the opinion of the Board of Management of the Union be conveniently and advantageously carried on by the Union in connection with or ancillary to any of the other objects of the Union herein set forth.
- (xiii) To subscribe to or become a member of or establish or promote or support by the application of funds of the Union (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 Union, or which is for the benefit of medicine or dentistry, teachers or students of medicine or dentistry or other practitioners, teachers or students of allied professions or sciences.

- (xiv) In the attainment of the above objects to do all such things as are incidental or conducive thereto or to any of them including: the purchase lease exchange or hire of any real or personal property and the taking or acquisition of all and any rights or privileges which the Union may think necessary or convenient for the purpose of its objects or any of them; the making of any agreement or contract; the making acceptance endorsement and execution of promissory notes, bills of exchange and other negotiable instruments; the investment of the moneys of the Union not immediately required upon such securities or otherwise as may from time to time be determined; raising or borrowing money in such manner as the Union shall think fit; selling managing developing leasing mortgaging charging disposing of or otherwise dealing in any way with all or any part of the Union's property.

The objects set forth in any sub-clause of this clause shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not be in any way limited to, or restricted by, reference to or inference from any other object, or objects, set forth in such sub-clause or from the terms of any sub-clause or by the nature of the Union. None of such sub-clauses or the object, or objects, therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause, but the Union shall have full power to exercise all, or any of, the powers and to achieve or endeavour to achieve all or any of the objects conferred by and provided in any one or more of the said sub-clauses.

4. The liability of the members is limited.
5. The income and property of the Union, whencesoever derived shall be applied solely towards the promotion of the objects of the Union as set out in this Memorandum of Association.
6. No dividends shall be paid to the members of the Union.
7. 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 £1.00.

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.

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NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

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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

(a company limited by Guarantee not having a share capital)

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

## INTERPRETATION

2. In these Articles:

'the Act' means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force.

'the Union' means the Medical Defence Union Limited.

'the Articles' means these Articles of the Union.

'Board of Management' means the Board of Management of the Union constituted in accordance with the Articles the members of which shall for all purposes be the directors of the company.

'the Council' means the Council of the Union appointed by the Board of Management pursuant to Article 60.

'the Seal' means the common seal of the Union.

'Chief Executive' means the Chief Executive of the Union or any other person appointed to perform the duties of the Chief Executive of the Union including the Deputy Chief Executive.

'Member' means a person accepted and continuing as such in accordance with Articles 4 to 14.

- 'Applicant for election to membership' means a person who is eligible for membership in accordance with Article 5 and has duly applied for membership in accordance with Articles 6 and 7 and whose application has been received in accordance with Article 8 and in respect of whose application there is no reason to suppose that the same would not result in election to membership.
- 'Cases Committees' means those committees of the Board of Management so described in the Standing Orders of the Board of Management from time to time or any successors of such committees.
- 'Standing Orders of the Board of Management' means the Standing Orders made by the Board of Management from time to time pursuant to Article 43.
- 'The United Kingdom' means Great Britain and Northern Ireland.
- 'Register' means the register of medical practitioners prescribed by the Medical Act 1983 and/or the register of dental practitioners prescribed by the Dentists Act 1984 or such registers as may be prescribed by any Acts amending modifying or re-enacting or replacing those Acts and/or any register of medical dental or other practitioners (whether described by the word 'register' or otherwise) established in such parts of the world (other than the United Kingdom) as the Board of Management from time to time determines.

Unless the context otherwise requires 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 Union.

#### 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.

## MEMBERS

4. 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 Union being medical or dental practitioners, teachers or students of medicine or dentistry, and other practitioners teachers or students of allied 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 practitioners teachers and students 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.
5. Any person or member of a group of persons of or in a category specified by the Board of Management as eligible for membership may, subject to the following Articles and any conditions or terms laid down by the Board of Management become a member of the Union.
6. Applications for membership shall be made by completion of such forms to be submitted to such persons or bodies as the Board of Management may from time to time approve and different forms persons or bodies may be approved for different categories of persons or groups of persons who are eligible for membership.
7. Every application shall include an address to which notices to be given pursuant to these Articles are to be sent and it shall be the obligation of every member of the Union or (as the case may be) group of members to notify the Union of any changes in the address to which such notices are to be sent.
8. On receipt by the approved person or body of the appropriate application form duly completed the applicant or applicants shall be deemed to have agreed to become members of the Union.
9. On the passing by the Board of Management or by any committee or sub-committee to which the Board of Management may delegate its powers in this respect of a resolution



accepting an applicant or group of applicants as members of the Union the name and address of the applicant or applicants (provided in accordance with Article 7) shall be entered in the register of members of the Union and membership shall be deemed to have commenced as from the date on which the application was received or from such later date as the Board of Management or such committee or sub-committee may decide.

10. The rights and privileges of every member and applicant for election to membership 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 Board of Management exercising its powers as provided by these Articles in relation to any deceased person 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.
11. The Board of Management shall be entitled in its absolute discretion and subject only to giving 42 days' prior notice to the member of its intention to do so to refuse to renew the membership of any member with effect from the date on which that member's current subscription expires ("the expiry date") and in such event at the end of the expiry date such member shall cease to be a member of the Union.
12. Without prejudice to Article 11:
  - (a) Any member whose name is erased from any register or whose licence or entitlement to practise 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 Union.
  - (b) Any member whose registration in any register or licence to practise in any place is suspended or restricted shall unless the Board of Management 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) shall unless the Board of Management

or any committee of the Board of Management authorised in that behalf otherwise determines on the expiry of four calendar months after such finding cease to be a member of the Union.

13. A member or any group of members may at any time withdraw from membership by giving at least 14 days' clear notice to the Secretary.
14. If any member or applicant for election to membership or any group to which the member belongs makes default in any payment of whatsoever nature due to the Union then:
  - (i) if such default shall continue for 14 days after such payment shall become due the member shall unless the Board of Management otherwise determines cease to be entitled to any benefits of membership; and
  - (ii) if such default shall continue for four calendar months after such payment shall become due the member shall, unless the Board of Management otherwise determines, thereupon cease to be a member.
15. 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

16. Save insofar as the Board of Management may otherwise determine every member shall pay or cause to be paid to the Union in such amount and manner and on such date or dates as the Board of Management may from time to time determine a subscription.
17. The Board of Management may determine different rates and methods of payment of subscriptions for such categories or groups of members, and according to such criteria as to it may seem fit.
18. The Board of Management may in circumstances which it

considers to be urgent or exceptional give notice to such categories or groups of members as it may decide requiring them to pay a special levy to the Union in addition to any subscription payable. A special levy shall be payable in such amount and on such date as the Board of Management may determine save that it shall not be payable:

- (a) in an amount exceeding the amount of any subscription payable by such member or group in the year in which the Board of Management calls for a special levy; nor
- (b) on a date earlier than 21 days after the date of the notice of the special levy.

#### GENERAL MEETINGS

- 19. All general meetings other than annual general meetings shall be called special meetings. Meetings shall be held at such time and place as the Board of Management shall determine.
- 20. The Union shall in each year hold a general meeting as its annual general meeting in addition to other meetings in that year and shall specify the meeting as such in the notices calling it. Not more than 15 months shall elapse between the date of one annual general meeting and the next.
- 21. The Board of Management may call a special meeting whenever it thinks fit and on a members' requisition pursuant to the provisions of the Act shall forthwith proceed to call a special meeting for a date not later than ten weeks after receipt of the requisition.

#### NOTICE OF GENERAL MEETINGS

- 22. An annual general meeting and a special meeting shall be called by at least 42 days' notice. The 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.

23. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person or group entitled to receive notice shall not invalidate the proceedings at that meeting.

#### PROCEEDINGS AT GENERAL MEETINGS

24. No business shall be transacted at any meeting unless a quorum is present. Ten persons entitled to vote upon the business to be transacted and present in person or by proxy shall be a quorum.
25. If such a quorum is not present within half an hour from the time appointed for the meeting or if during a meeting such a quorum ceases to be present the meeting shall stand adjourned to the same day in the next week at the same time and place or such time and place as the Board of Management may determine.
26. The Chairman or in his absence the Vice-Chairman, shall preside as chairman of the meeting but if neither the Chairman nor the Vice-Chairman be present within 15 minutes after the time appointed for holding the meeting and willing to act such other member of the Board of Management elected under Article 42(a) below as the Board may from time to time determine shall preside as chairman of the meeting.
27. The chairman may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for more than 14 days at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
28. A resolution put to the vote of a meeting shall be decided on a show of hands unless before or on the declaration of the result of the show of hands a poll is duly demanded. A poll may be demanded:

(a) by the chairman; or (b) by at least 25 members having the right to vote at the meeting; and a demand by a person as proxy for a member shall be the same as a demand by the member.

29. Unless a poll is duly demanded a declaration by the chairman that a resolution has been carried or carried unanimously or by a particular majority, or lost or not carried by a particular majority 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.
30. The demand for a poll may before the poll is taken be withdrawn but only with the consent of the chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.
31. If a poll is duly demanded it shall be taken as provided in Article 32 and the chairman may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
32. A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the chairman directs not being more than 30 days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
33. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

## VOTES OF MEMBERS

34. On a show of hands every member present in person shall have one vote. On a poll every member present in person or by proxy shall have one vote. In the case of an equality of votes, whether on a show of hands, or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have.
35. A member in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote, whether on a show of hands or on a poll, by his receiver, curator bonis or other person authorised in that behalf appointed by that court, and any such receiver curator bonis or other person may on a poll, vote by proxy. Evidence to the satisfaction of the Board of Management of the authority of the person claiming to exercise the right to vote shall be deposited at the registered office, or at such other place as is specified in accordance with the Articles for the deposit of instruments of proxy, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable.
36. 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.
37. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.
38. An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointor and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Board of Management may approve)—

"The Medical Defence Union Limited

I/We, ....., of .....

being a member/members of the above-named Union  
hereby appoint

of .....

or failing him, .....

of .....

as my/our proxy to vote in my/our name(s) and on my/our  
behalf at the annual/special meeting of the Union to be held  
on .....

..... 19 .....

and at any adjournment thereof.

Signed on ..... 19 ....."

39.

Where it is desired to afford members an opportunity of  
instructing the proxy how he shall act the instrument  
appointing a proxy shall be in the following form (or in a form  
as near thereto as circumstances allow or in any other form  
which is usual or which the Board of Management may  
approve)—

"The Medical Defence Union Limited

I/We, ....., of .....

being a member/members of the above-named Union  
hereby appoint

of .....

or failing him, .....

of .....

as my/our proxy to vote in my/our name(s) and on my/our  
behalf at the annual/special meeting of the Union to be held  
on .....

..... 19 .....

and at any adjournment thereof.

This form is to be used in respect of the resolutions mentioned below as follows:

Resolution No.1 \*for \*against

Resolution No.2 \*for \*against

\*Strike out whichever is not desired.

Unless otherwise instructed, the proxy may vote as he thinks fit or abstain from voting.

Signed this ..... day of ..... 19 ....."

40. The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the Board of Management may—
- (a) be deposited at the registered office of the Union not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
  - (b) in the case of a poll taken more than 48 hours after it is demanded, be deposited as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for taking the poll; or
  - (c) where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairman or to the Secretary or to any member of the Board of Management; and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.
41. A vote given or poll demanded by proxy shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Board of Management at the registered office or at such other place at which the instrument of proxy was duly deposited before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.



## THE BOARD OF MANAGEMENT

42. The Board of Management of the Union shall consist of the following:
- (a) Not fewer than eight nor more than 11 elected members of the Union who hold no post under sub-paragraph (c) below.
  - (b) Not fewer than two nor more than five elected persons who are not required to be members of the Union.
  - (c) Subject to the provisions of Article 51 the holders of the following posts:
    - (i) Chief Executive
    - (ii) Deputy Chief Executive
    - (iii) General Manager — Professional Services
    - (iv) General Manager — Operations
    - (v) General Manager — Management Services
- provided that the approval of the majority of those elected under sub-paragraph (a) and (b) above shall be required before any successor to those initially appointed under the terms of this sub-paragraph (c) shall become members of the Board of Management.

## THE POWERS OF THE BOARD OF MANAGEMENT

43. Subject to the provisions of the Act the Memorandum and the Articles and to any directions given by special resolution the management of the affairs and the control of the Union shall be vested in the Board of Management which may exercise all the powers of the Union. No alterations of the Memorandum or Articles and no such direction shall invalidate any prior act of the Board of Management which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article shall not be limited by any special power given to the Board of Management by the Articles and a meeting of the Board of Management at which a quorum is present may exercise all powers exercisable by the Board of Management including the making of such Standing Orders of the Board of Management as to any matter within the powers of the Board of Management and their

exercise as to the Board of Management may from time to time seem fit.

44. (1) The members of the Board of Management defined in Article 42(a) and (b) shall have power on such terms as to them may seem fit to appoint and determine the appointment of the Chief Executive provided that the exercise of such power shall not deprive the Chief Executive of any compensation or damages payable to him in respect of the termination of his appointment.
- (2) The members of the Board of Management defined in Article 42(a) and (b) acting together with the Chief Executive shall have power on such terms as to them may seem fit to appoint and determine the appointment of the holders of the other posts defined in Article 42(c) 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.
45. The Board of Management may, by power of attorney or otherwise appoint any person to be the agent of the Union for such purposes and on such conditions as it determines including authority for the agent to delegate all or any of his powers.
46. The Board of Management may delegate any of its powers to any committee or sub-committee. It may also delegate to any member of the Board of Management or employee or agent such of its powers as it considers desirable to be exercised by such person. Any such delegation may be made subject to any conditions the Board of Management may impose and either collaterally with or to the exclusion of its own powers and may be revoked or altered.
47. The Board of Management or any member of the Board of Management or employee or agent or committee of the Union authorised by the Board of Management for the purpose may subject to the limits of any such authority give advice or legal assistance or defend or take part in advising, assisting or defending in respect of any matter cause or proceeding,

concerning or affecting whether directly or indirectly the professional character or interests or conduct in a professional capacity of 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) or in respect of any matter cause or proceeding which raises directly or indirectly a question of professional principle;

provided that:

- (1) The Board of Management or such member of the Board of Management or employee or agent or committee shall be satisfied that in a case involving a member, applicant for election to membership, former member or deceased member the matter originated or the cause or proceedings arose during the period when the person concerned was a member of the Union or an applicant for election to membership.
- (2) If the Board of Management or such member of the Board of Management or employee or agent or committee decides to act in accordance with this Article the person making a request that it do so shall abide absolutely by every decision of the Board of Management or any such member of the Board of Management or employee or agent or committee on the conduct or defence of the matter and shall not himself without prior consent of the Board of Management or any such member of the Board of Management or employee or agent or committee take any steps with reference to such matter or the determination thereof.

For the purpose of proviso (1) in the case of an application by a former member for reinstatement on the Register or for restoration of a licence or entitlement to practise 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 the Register or his licence or entitlement to practise was withdrawn or cancelled or upon which his registration in the Register licence or entitlement was suspended as the case may be.

48. (1)

The Board of Management or any member of the Board of Management or employee or agent or committee of the Union authorised by the Board of Management for the purpose may subject to the limits of any such authority and sub-paragraph (3) of this Article, and subject also 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 applicant for election to membership or former member or the personal representatives of any deceased member an indemnity wholly or in part with regard to any action proceeding claims or demands by or against them in respect of any matter concerning or affecting whether directly or indirectly the professional character or interests or conduct in a professional capacity of any such member applicant for election to membership or former member or deceased member as the case may be or which raises directly or indirectly a question of professional principle and such indemnity may extend to all incidental or consequential losses, damages, costs, charges and expenses but excluding fines and penalties.

(2)

The Board of Management or any authorised committee or agent may determine any such indemnity at any time by notice in writing to the member or applicant for election to membership or former member (or if the member, applicant or 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.

(3)

Any such indemnity may be granted or determined by resolution of the Board of Management or any authorised committee or decision of any authorised agent and the grant of indemnity in every case shall be made only upon such terms and conditions as the Board of Management committee or agent shall think proper and it shall rest only in the absolute discretion of the Board of Management committee or agent in every case to limit or restrict the grant of such indemnity or altogether to decline to grant the same or to determine any indemnity so granted without assigning any reason.

49. The Board of Management or any committee of the Board of Management authorised for that purpose 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 difficulties and disputes in which matters concerning the medical, dental or allied professions arise or in which any member of the Union may be concerned.
  - (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 difficulties and disputes in which matters concerning the medical, dental or allied professions arise or in which any member of the Union may be concerned.
  - (b) request anyone 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 member or members.
  - (c) authorise payment out of the funds of the Union to any person so appointed or requested of such special remuneration as it shall think fit and any such person or any member of the Board of Management or the Union who performs any special services for a member without being so requested by the Board of Management or any such committee shall be entitled to retain for his own benefit any fees or endowments 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.
50. The Board of Management may enter into or authorise the making of such contracts and do or authorise the doing of all such acts or things as it may deem expedient for the purposes of the Union.

#### APPOINTMENT AND RETIREMENT OF THE MEMBERS OF THE BOARD OF MANAGEMENT

51. (1) At each annual general meeting the following members of the Board of Management shall retire from office but shall (subject as hereinafter provided) be eligible for re-election:

- (a) three of the members defined in Article 42(a)
  - (b) one of the members defined in Article 42(b)
- (2) The members of the Board of Management defined in Article 42(c) above shall retire from office but shall be eligible for re-election as follows:
- (i) At the annual general meeting to be held next following the annual general meeting in 1991 one such member.
  - (ii) At each subsequent annual general meeting two such members.
52. The members of the Board of Management who are to retire from office as provided in Article 50 shall be selected by the Board of Management in such manner as the Board of Management shall determine and the names of such retiring members shall be stated in the Notice convening each annual general meeting.
53. If the Union, at the meeting at which a member of the Board of Management retires does not fill the vacancy the retiring member shall, if willing to act, be deemed to have been re-appointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the re-appointment of the member is put to the meeting and lost.
54. No person other than a retiring member of the Board of Management 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 21 nor more than 35 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 Union of the intention to propose that person for election together with notice executed by that person of his willingness to be elected.
55. Not less than seven nor more than 28 clear days before the date appointed for holding a general meeting notice shall be given

to all who are entitled to receive notice of the meeting of any person (other than a retiring member) who is recommended by the Board of Management for election as a member of the Board of Management at the meeting or in respect of whom notice has been duly given to the Union of the intention to propose him at the meeting for election as a member of the Board of Management.

56. Subject as aforesaid the Union may by ordinary resolution appoint a person who is willing to act to be a member of the Board of Management either to fill a vacancy or as an additional member.
57. The Board of Management may appoint a person who is willing to act to be a member of the Board of Management either to fill a vacancy or as an additional member, provided that the appointment does not cause the number of members of the Board of Management to exceed any number fixed by or in accordance with the Articles as the maximum number of members. A person so appointed shall hold office only until the next following annual general meeting. If not elected at such annual general meeting, he shall vacate office at the conclusion thereof.
58. Subject as aforesaid a member of the Board of Management who retires at an annual general meeting may, if willing to act, be re-elected. If he is not re-elected, he shall retain office as such until the meeting appoints someone in his place, or if it does not do so, until the end of the meeting.
59. At the conclusion of each annual general meeting all the members of the Council of the Union for the time being shall retire but shall be eligible for re-appointment under Article 60.
60. As soon as may be after the annual general meeting in each year, the members of the Board of Management shall meet and shall appoint from those of them who have been elected under Article 42(a) above a Chairman and a Vice-Chairman of the Board of Management. At that meeting the Board of Management shall also appoint as many persons to be members of the Council as the Board of Management may from time to time

select. The Chairman and Vice-Chairman shall be so appointed and shall be the President and Vice-President respectively of the Council. The Council shall act as a forum for discussion and analysis of professional, scientific and allied issues referred to it by the Board of Management.

61. The Chairman and Vice-Chairman of the Board of Management shall until the appointment of their successors continue to exercise the duties of their respective offices.

DISQUALIFICATION AND REMOVAL OF THE MEMBERS OF THE BOARD OF MANAGEMENT COUNCIL AND COMMITTEES

62. A member of the Board of Management shall vacate his office as such:
- (a) if he ceases to be eligible for such membership by virtue of any provision of the Act or he becomes prohibited by law from being such a member; or
  - (b) if he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
  - (c) if he is, or may be, suffering from mental disorder and either—
    - (i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960; or
    - (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or
  - (d) if he resigns his office by notice to the Union; or
  - (e) if he shall for more than six consecutive months have been absent without permission of the Board of Management from



meetings of the Board of Management held during that period and the Board of Management resolves that his office be vacated; or

- (f) if being a member of the Board of Management pursuant to Article 42(a) he ceases to be a member of the Union; or
- (g) at and after any annual general meeting to be held after the annual general meeting held in 1991 at the conclusion of such annual general meeting next succeeding the attainment by him of the age of 70 years; or
- (h) if being a member of the Board of Management by virtue of his holding one of the posts defined in Article 42(c) he ceases to hold such post; or
- (i) if the Board of Management so resolves.

63. (a) At and after the annual general meeting to be held in 1992 no person who has attained the age of 70 years shall be eligible for election to the Board of Management unless elected under Article 42(b) and the provisions of Section 293(5) of the Companies Act 1985 (or any statutory modification or re-enactment for the time being in force) have been complied with.

(b) After the annual general meeting to be held in 1992 no person who has attained the age of 70 years shall be eligible for appointment to the Council.

(c) After the annual general meeting to be held in 1992 no person who has attained the age of 70 years shall be eligible for appointment to any committee or subcommittee exercising the powers of the Board of Management under Article 46 unless he has been elected to the Board of Management under (a) above.

#### REMUNERATION AND EXPENSES OF THE MEMBERS OF THE BOARD OF MANAGEMENT COUNCIL AND COMMITTEES

64. The members of the Board of Management and of committees

of the Board of Management and the members of the Council of the Union appointed in accordance with Article 60 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 Board of Management or of the Council or of committees of the Board of Management or of the Council as the case may be or which they may otherwise incur in or about the affairs of the Union. The members of the Board of Management and of the committees of the Board of Management and of the Council of the Union 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 Board of Management.

#### APPOINTMENTS AND INTERESTS OF MEMBERS OF THE BOARD OF MANAGEMENT

65. Subject to the provisions of the Act, and provided that he has disclosed to the Board of Management the nature and extent of any material interests of his, a member of the Board of Management notwithstanding his office—
- (a) may be a party to, or otherwise interested in, any transaction or arrangement with the Union or in which the Union is otherwise interested;
  - (b) may be a member director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Union or in which the Union is otherwise interested; and
  - (c) shall not, by reason of his office, be accountable to the Union for any benefit which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.
66. For the purposes of Article 65—
- (a) a general notice given to the Board of Management that a

member of the Board of Management is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the member of the Board of Management has an interest in such transaction of the nature and extent so specified; and

- (b) an interest of which a member of the Board of Management has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.

#### GRATUITIES AND PENSIONS

67. The Board of Management may provide benefits, whether by the payment of gratuities or pensions or by insurance or otherwise, for any person who has held but no longer holds any employment with the Union, and for any member of his family (including a spouse and a former spouse) or any person who is or was dependent on him, and may (as well before as after he ceases to be so employed) contribute to any fund and pay premiums for the purchase or provision of any such benefit.

#### PROCEEDINGS OF THE BOARD OF MANAGEMENT

68. Subject to the provisions of the Articles the Board of Management may regulate its proceedings as it thinks fit. Any three members of the Board of Management elected under Article 42(a) above may and the Chief Executive at the request of such members shall call a meeting of the Board of Management. Questions arising at a meeting shall be decided by a simple majority of votes of those attending and voting. In the case of an equality of votes the chairman shall have a second or casting vote.
69. The quorum for transaction of the business of the Board of Management may be fixed by the Board of Management and unless so fixed at any other number shall be eight of whom at least two shall be members elected in accordance with Article 42(a) above.

70. The continuing members of the Board of Management may act notwithstanding any vacancies in their number but if the number of members is less than the number fixed as a quorum the continuing members may act only for the purpose of filling vacancies or of calling a general meeting.
71. The Chairman of the Board of Management shall preside at the meetings of the Board of Management. In his absence, the chairman shall be the Vice-Chairman of the Board of Management and in his absence shall be such member of the Board of Management elected under Article 42(a) above as the Board of Management may from time to time determine.
72. All acts done at any meeting of the Board of Management or committee of the Board of Management or by any persons acting as members of the Board of Management shall notwithstanding that it shall be afterwards discovered that there was some defect in the appointment of any such members of the Board of Management 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 Board of Management and had been entitled to vote.
73. A resolution in writing signed by all the members of the Board of Management entitled to receive notice of a meeting of the Board of Management shall be as valid and effectual as if it had been passed at a meeting of the Board of Management duly convened and held and may consist of several documents in the like form each signed by one or more members of the Board of Management.
74. Save as otherwise provided by the Articles, a member of the Board of Management shall not vote at a meeting of the Board of Management on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Union unless his interest or duty arises only because the case falls within one or more of the following paragraphs—
- (a) the resolution relates to the giving to him of a guarantee,

security, or indemnity in respect of money lent to, or an obligation incurred by him for the benefit of, the Union;

- (b) the resolution relates to the giving to a third party of a guarantee, security, or indemnity in respect of an obligation of the Union for which the member has assumed responsibility in whole or in part and whether alone or jointly with others under a guarantee or indemnity or by the giving of security;
- (c) his interest arises by virtue of his subscribing or agreeing to subscribe for any debenture of the Union or by virtue of his being, or intending to become, a participant in the underwriting or sub-underwriting of an offer of any such debentures, by the Union for subscription, purchase or exchange;
- (d) the resolution relates in any way to a retirement benefits scheme which has been approved, or is conditional upon approval, by the Board of Inland Revenue for taxation purposes.

For the purposes of this Article, an interest of a person who is, for any purpose of the Act (excluding any statutory modification thereof not in force when this Article becomes binding on the Union), connected with a member shall be treated as an interest of the member.

- 75. A member of the Board of Management shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote.
- 76. The Union may by ordinary resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of the Articles prohibiting a member of the Board of Management from voting at a meeting of the Board of Management.
- 77. If a question arises at a meeting of the Board of Management as to the right of a member to vote, the question may, before the conclusion of the meeting, be referred to the chairman of the meeting and his ruling in relation to any member other than himself shall be final and conclusive.

## SECRETARY

78. Subject to the provisions of the Act the Secretary shall be appointed by the Board of Management for such term, at such remuneration and upon such conditions as it may think fit; and any Secretary may be removed by the Board of Management.

## MINUTES

79. The Board of Management shall cause minutes to be made in books kept for the purpose:
- (a) of all appointments of the Chairman, Vice-Chairman, members of the Board of Management, of Council and of committees; and
  - (b) of all proceedings at meetings of the Union, of the Board of Management, of the Council and of committees including the names of those present at such meetings.

## THE SEAL

80. The seal shall only be used by the authority of the Board of Management or of a committee of the Board of Management authorised by the Board of Management. Any instrument to which the seal is affixed shall be signed by two persons out of the Chairman, Vice-Chairman, Chief Executive, Deputy Chief Executive and the Secretary unless the Board of Management otherwise determines.

## ACCOUNTS

81. The books of account shall be kept at the registered office of the Union or at such other place or places as the Board of Management thinks fit and shall always be open to the inspection of the Board of Management.
82. The Board of Management 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 Board of Management 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 authorised by the Board of Management or by the Union in general meeting.

83. It shall be the responsibility of the Board of Management to cause the Union to keep lay and deliver accounting records and accounts of the Union and to report thereon in accordance with the provisions of the Act (the members of the Board of Management for the time being treated as the directors mentioned in those provisions).
84. Any notice to be given to or by any person pursuant to the Articles shall be in writing except that a notice calling a meeting of the Board of Management need not be in writing.
85. The Union may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at the address registered from time to time in accordance with Articles 7 and 9 or by leaving it at that address. If no such address is registered the member shall not be entitled to be served with any notice.
86. A member present, either in person or by proxy, at any meeting of the Union shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.
87. Proof that an envelope containing a notice was properly addressed prepaid and posted on a certain date shall be sufficient to prove that the notice was given and posted and a certificate in writing signed by the Secretary or other official of the Union that the envelope containing the notice was so addressed, prepaid and posted shall be conclusive evidence thereof. A notice shall be deemed to have been given:
- (a) where it is addressed to an address in the United Kingdom at the expiration of 48 hours after it was posted;

- (b) in any other case at the expiration of seven days after it was posted.

#### INDEMNITY

88. Subject to the provisions of the Act but without prejudice to any indemnity to which any member of the Board of Management may otherwise be entitled, every member of the Board of Management or Officer of the Union shall be indemnified out of the assets of the Union against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with which any application for relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Union.

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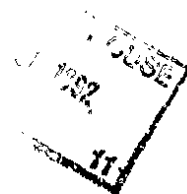
The foregoing are the Memorandum and Articles of Association of The Medical Defence Union Limited as last amended by Special Resolutions duly adopted at an Annual General Meeting held on the 16th July 1991, in accordance with the provisions of the Companies Acts.

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EXTRACTS FROM THE MINUTES OF THE ANNUAL GENERAL MEETING  
OF THE MEDICAL DEFENCE UNION LIMITED

Held at 3.15pm on 21 July 1992 at  
The Royal Institute of British Architects  
66 Portland Place, London W1N 4AD



ARTICLES OF ASSOCIATION

21. Considered: Special Resolutions relating to the Articles of Association.
22. After being put to the vote, the following resolutions (minutes 24-26) were carried as Special Resolutions:
23. Resolved: As a Special Resolution, that Article 14 be amended by inserting 'at any time' before 'otherwise determines' in line 6, 'at any time' before 'otherwise determines' in line 10, and by deleting 'thereupon' in line 10.
24. Resolved: As a Special Resolution, that Article 42(c)(v) be amended by substituting 'Financial' for 'Management'.
25. Resolved: As a Special Resolution, that Article 67 be amended by inserting 'whether before or after his death' after the word 'Union' in line 4, '/or' before 'a former spouse' in line 5, and 'and/' before 'or any person' in line 5.

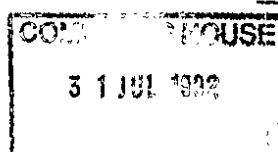
Certified a true copy

Signed:

Chairman

Date:

21 July 1992



## MEMORANDUM OF THE MEDICAL DEFENCE UNION LIMITED

1. The name of the company is THE MEDICAL DEFENCE UNION LIMITED (hereinafter called 'The Union').
2. The registered office of the Union will be situated in England.
3. The objects for which the Union is established are:
  - (i) To promote support and protect the character and interests of such categories of medical and dental practitioners, teachers and students of medicine and dentistry and other practitioners teachers or students of allied professions and sciences as shall for the time being be specified as eligible for membership of the Union by the Board of Management of the Union in accordance with the Articles of Association of the Union for the time being in force.

- (ii) To promote high standards of professional practice.
- (iii) To give advice or legal assistance to or defend or to take part in advising assisting or defending members or applicants for election to membership or former members of the Union or the personal representatives of deceased members or former members who may seek such advice and/or who are or are likely to become parties to or otherwise involved in litigation or disputes in respect of matters concerning or affecting directly or indirectly the professional character or interests or conduct in a professional capacity of any such member deceased member or former member or which raises directly or indirectly a question of professional principle.
- (iv) To indemnify wholly or in part and on such terms and conditions as may from time to time seem expedient any member or applicant for election to membership 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 them in respect of matters concerning or affecting whether directly or indirectly the professional character or interests or conduct in a professional capacity of any such member or applicant for election to membership or deceased member or former member or which raise directly or indirectly a question of professional principle including all incidental or consequential losses, damages, costs, charges and expenses but exclusive of fines or penalties.
- (v) 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.
- (vi) To make suitable provision including the taking of financial measures for mitigating the risks or liabilities of the Union or its members.
- (vii) To grant sums of money from the funds of the Union and to provide its services for or to other persons or bodies concerned with the investigation or the promotion of matters relating to

the medical dental and allied professions or matters which concern or may affect members of those professions or their welfare.

- (viii) 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 parliaments and take such other steps and proceedings as may be deemed expedient.
- (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 or students of medicine or dentistry or other practitioners, teachers or students of allied professions or sciences (b) otherwise arising out of the provision of medical or dental or related services to the public.
- (x) To carry on business by the provision or the procurement of the provision to its members of advice, assistance or services on any matters relating to their professional or business affairs.
- (xi) To carry on business by way of the commercial exploitation of the assets, know-how and expertise of the Union generally in data management, claims handling, risk management and related matters.
- (xii) To carry on any business whatsoever which can in the opinion of the Board of Management of the Union be conveniently and advantageously carried on by the Union in connection with or ancillary to any of the other objects of the Union herein set forth.
- (xiii) To subscribe to or become a member of or establish or promote or support by the application of funds of the Union (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 Union, or which is for the benefit of medicine or dentistry, teachers or students of medicine or dentistry or other practitioners, teachers or students of allied professions or sciences.

- (xiv) In the attainment of the above objects to do all such things as are incidental or conducive thereto or to any of them including: the purchase lease exchange or hire of any real or personal property and the taking or acquisition of all and any rights or privileges which the Union may think necessary or convenient for the purpose of its objects or any of them; the making of any agreement or contract; the making acceptance endorsement and execution of promissory notes, bills of exchange and other negotiable instruments; the investment of the moneys of the Union not immediately required upon such securities or otherwise as may from time to time be determined; raising or borrowing money in such manner as the Union shall think fit; selling managing developing leasing mortgaging charging disposing of or otherwise dealing in any way with all or any part of the Union's property.

The objects set forth in any sub-clause of this clause shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not be in any way limited to, or restricted by, reference to or inference from any other object, or objects, set forth in such sub-clause or from the terms of any sub-clause or by the nature of the Union. None of such sub-clauses or the object, or objects, therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause, but the Union shall have full power to exercise all, or any of, the powers and to achieve or endeavour to achieve all or any of the objects conferred by and provided in any one or more of the said sub-clauses.

4. The liability of the members is limited.
5. The income and property of the Union, whencesoever derived shall be applied solely towards the promotion of the objects of the Union as set out in this Memorandum of Association.
6. No dividends shall be paid to the members of the Union.
7. 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 £1.00.

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

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NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

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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

(a company limited by Guarantee not having a share capital)

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

## INTERPRETATION

2. In these Articles:

- 'the Act' means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force.
- 'the Union' means the Medical Defence Union Limited.
- 'the Articles' means these Articles of the Union.
- 'Board of Management' means the Board of Management of the Union constituted in accordance with the Articles the members of which shall for all purposes be the directors of the company.
- 'the Council' means the Council of the Union appointed by the Board of Management pursuant to Article 60
- 'the Seal' means the common seal of the Union
- 'Chief Executive' means the Chief Executive of the Union or any other person appointed to perform the duties of the Chief Executive of the Union including the Deputy Chief Executive.
- 'Member' means a person accepted and continuing as such in accordance with Articles 4 to 14

'Applicant for election to membership'	means a person who is eligible for membership in accordance with Article 5 and has duly applied for membership in accordance with Articles 6 and 7 and whose application has been received in accordance with Article 8 and in respect of whose application there is no reason to suppose that the same would not result in election to membership.
'Cases Committees'	means those committees of the Board of Management so described in the Standing Orders of the Board of Management from time to time or any successors of such committees.
'Standing Orders of the Board of Management'	means the Standing Orders made by the Board of Management from time to time pursuant to Article 43.
'The United Kingdom'	means Great Britain and Northern Ireland
'Register'	means the register of medical practitioners prescribed by the Medical Act 1983 and/or the register of dental practitioners prescribed by the Dentists Act 1984 or such registers as may be prescribed by any Acts amending modifying or re-enacting or replacing those Acts and/or any register of medical dental or other practitioners (whether described by the word 'register' or otherwise) established in such parts of the world (other than the United Kingdom) as the Board of Management from time to time determines.

Unless the context otherwise requires 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 Union.

#### **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.



#### MEMBERS

4. 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 Union being medical or dental practitioners, teachers or students of medicine or dentistry, and other practitioners teachers or students of allied 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 practitioners teachers and students 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.
5. Any person or member of a group of persons of or in a category specified by the Board of Management as eligible for membership may, subject to the following Articles and any conditions or terms laid down by the Board of Management become a member of the Union.
6. Applications for membership shall be made by completion of such forms to be submitted to such persons or bodies as the Board of Management may from time to time approve and different forms persons or bodies may be approved for different categories of persons or groups of persons who are eligible for membership.
7. Every application shall include an address to which notices to be given pursuant to these Articles are to be sent and it shall be the obligation of every member of the Union or (as the case may be) group of members to notify the Union of any changes in the address to which such notices are to be sent.
8. On receipt by the approved person or body of the appropriate application form duly completed the applicant or applicants shall be deemed to have agreed to become members of the Union.
9. On the passing by the Board of Management or by any committee or sub-committee to which the Board of Management may delegate its powers in this respect of a resolution

accepting an applicant or group of applicants as members of the Union the name and address of the applicant or applicants (provided in accordance with Article 7) shall be entered in the register of members of the Union and membership shall be deemed to have commenced as from the date on which the application was received or from such later date as the Board of Management or such committee or sub-committee may decide.

10. The rights and privileges of every member and applicant for election to membership 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 Board of Management exercising its powers as provided by these Articles in relation to any deceased person 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.
11. The Board of Management shall be entitled in its absolute discretion and subject only to giving 42 days' prior notice to the member of its intention to do so to refuse to renew the membership of any member with effect from the date on which that member's current subscription expires ("the expiry date") and in such event at the end of the expiry date such member shall cease to be a member of the Union.
12. Without prejudice to Article 11:
  - (a) Any member whose name is erased from any register or whose licence or entitlement to practise 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 Union.
  - (b) Any member whose registration in any register or licence to practise in any place is suspended or restricted shall unless the Board of Management 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) shall unless the Board of Management

or any committee of the Board of Management authorised in that behalf otherwise determines on the expiry of four calendar months after such finding cease to be a member of the Union.

13. A member or any group of members may at any time withdraw from membership by giving at least 14 days' clear notice to the Secretary.
14. If any member or applicant for election to membership or any group to which the member belongs makes default in any payment of whatsoever nature due to the Union then:
  - (i) if such default shall continue for 14 days after such payment shall become due the member shall unless the Board of Management at any time otherwise determines cease to be entitled to any benefits of membership; and
  - (ii) if such default shall continue for four calendar months after such payment shall become due the member shall, unless the Board of Management at any time otherwise determines, cease to be a member.
15. 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

16. Save insofar as the Board of Management may otherwise determine every member shall pay or cause to be paid to the Union in such amount and manner and on such date or dates as the Board of Management may from time to time determine a subscription.
17. The Board of Management may determine different rates and methods of payment of subscriptions for such categories or groups of members, and according to such criteria as to it may seem fit.
18. The Board of Management may in circumstances which it

considers to be urgent or exceptional give notice to such categories or groups of members as it may decide requiring them to pay a special levy to the Union in addition to any subscription payable. A special levy shall be payable in such amount and on such date as the Board of Management may determine save that it shall not be payable.

- (a) in an amount exceeding the amount of any subscription payable by such member or group in the year in which the Board of Management calls for a special levy; nor
- (b) on a date earlier than 21 days after the date of the notice of the special levy.

#### GENERAL MEETINGS

- 19. All general meetings other than annual general meetings shall be called special meetings. Meetings shall be held at such time and place as the Board of Management shall determine.
- 20. The Union shall in each year hold a general meeting as its annual general meeting in addition to other meetings in that year and shall specify the meeting as such in the notices calling it. Not more than 15 months shall elapse between the date of one annual general meeting and the next.
- 21. The Board of Management may call a special meeting whenever it thinks fit and on a members' requisition pursuant to the provisions of the Act shall forthwith proceed to call a special meeting for a date not later than ten weeks after receipt of the requisition.

#### NOTICE OF GENERAL MEETINGS

- 22. An annual general meeting and a special meeting shall be called by at least 42 days' notice. The 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.

23. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person or group entitled to receive notice shall not invalidate the proceedings at that meeting.

#### PROCEEDINGS AT GENERAL MEETINGS

24. No business shall be transacted at any meeting unless a quorum is present. Ten persons entitled to vote upon the business to be transacted and present in person or by proxy shall be a quorum.
25. If such a quorum is not present within half an hour from the time appointed for the meeting or if during a meeting such a quorum ceases to be present the meeting shall stand adjourned to the same day in the next week at the same time and place or such time and place as the Board of Management may determine.
26. The Chairman or in his absence the Vice-Chairman, shall preside as chairman of the meeting but if neither the Chairman nor the Vice-Chairman be present within 15 minutes after the time appointed for holding the meeting and willing to act such other member of the Board of Management elected under Article 42(a) below as the Board may from time to time determine shall preside as chairman of the meeting.
27. The chairman may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for more than 14 days at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
28. A resolution put to the vote of a meeting shall be decided on a show of hands unless before or on the declaration of the result of the show of hands a poll is duly demanded. A poll may be demanded:

(a) by the chairman; or (b) by at least 25 members having the right to vote at the meeting; and a demand by a person as proxy for a member shall be the same as a demand by the member.

29. Unless a poll is duly demanded a declaration by the chairman that a resolution has been carried or carried unanimously or by a particular majority, or lost or not carried by a particular majority 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.
30. The demand for a poll may before the poll is taken be withdrawn but only with the consent of the chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.
31. If a poll is duly demanded it shall be taken as provided in Article 32 and the chairman may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
32. A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the chairman directs not being more than 30 days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
33. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

#### VOTES OF MEMBERS

34. On a show of hands every member present in person shall have one vote. On a poll every member present in person or by proxy shall have one vote. In the case of an equality of votes, whether on a show of hands, or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have.
35. A member in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote whether on a show of hands or on a poll, by his receiver, curator bonis or other person authorised in that behalf appointed by that court, and any such receiver curator bonis or other person may on a poll, vote by proxy. Evidence to the satisfaction of the Board of Management of the authority of the person claiming to exercise the right to vote shall be deposited at the registered office, or at such other place as is specified in accordance with the Articles for the deposit of instruments of proxy, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable.
36. 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.
37. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.
38. An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointor and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Board of Management may approve)—

"The Medical Defence Union Limited

I/We, , of

being a member/members of the above-named Union  
hereby appoint

of  
or failing him,  
of  
as my/our proxy to vote in my/our name(s) and on my/our  
behalf at the annual/special meeting of the Union to be held  
on

19

and at any adjournment thereof.

Signed on

19

39.

Where it is desired to afford members an opportunity of  
instructing the proxy how he shall act the instrument  
appointing a proxy shall be in the following form (or in a form  
as near thereto as circumstances allow or in any other form  
which is usual or which the Board of Management may  
approve)---

"The Medical Defence Union Limited

I/We, , of

being a member/members of the above-named Union  
hereby appoint

of  
or failing him,  
of  
as my/our proxy to vote in my/our name(s) and on my/our  
behalf at the annual/special meeting of the Union to be held  
on

19

and at any adjournment thereof



This form is to be used in respect of the resolutions mentioned below as follows:

Resolution No.1 \*for \*against

Resolution No.2 \*for \*against

\*Strike out whichever is not desired.

Unless otherwise instructed, the proxy may vote as he thinks fit or abstain from voting.

Signed this            day of            19            ."

40. The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the Board of Management may—
- (a) be deposited at the registered office of the Union not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
  - (b) in the case of a poll taken more than 48 hours after it is demanded, be deposited as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for taking the poll; or
  - (c) where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairman or to the Secretary or to any member of the Board of Management; and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.
41. A vote given or poll demanded by proxy shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Board of Management at the registered office or at such other place at which the instrument of proxy was duly deposited before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

#### THE BOARD OF MANAGEMENT

42. The Board of Management of the Union shall consist of the following:

- (a) Not fewer than eight nor more than 11 elected members of the Union who hold no post under sub-paragraph (c) below.
- (b) Not fewer than two nor more than five elected persons who are not required to be members of the Union.
- (c) Subject to the provisions of Article 51 the holders of the following posts:

- (i) Chief Executive
- (ii) Deputy Chief Executive
- (iii) General Manager — Professional Services
- (iv) General Manager — Operations
- (v) General Manager — Financial Services

provided that the approval of the majority of those elected under sub-paragraph (a) and (b) above shall be required before any successor to those initially appointed under the terms of this sub-paragraph (c) shall become members of the Board of Management.

#### THE POWERS OF THE BOARD OF MANAGEMENT

43. Subject to the provisions of the Act the Memorandum and the Articles and to any directions given by special resolution the management of the affairs and the control of the Union shall be vested in the Board of Management which may exercise all the powers of the Union. No alterations of the Memorandum or Articles and no such direction shall invalidate any prior act of the Board of Management which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article shall not be limited by any special power given to the Board of Management by the Articles and a meeting of the Board of Management at which a quorum is present may exercise all powers exercisable by the Board of Management including the making of such Standing Orders of the Board of Management as to any matter within the powers of the Board of Management and their

exercise as to the Board of Management may from time to time seem fit.

44. (1) The members of the Board of Management defined in Article 42(a) and (b) shall have power on such terms as to them may seem fit to appoint and determine the appointment of the Chief Executive provided that the exercise of such power shall not deprive the Chief Executive of any compensation or damages payable to him in respect of the termination of his appointment.
- (2) The members of the Board of Management defined in Article 42(a) and (b) acting together with the Chief Executive shall have power on such terms as to them may seem fit to appoint and determine the appointment of the holders of the other posts defined in Article 42(c) 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.
45. The Board of Management may, by power of attorney or otherwise appoint any person to be the agent of the Union for such purposes and on such conditions as it determines including authority for the agent to delegate all or any of his powers.
46. The Board of Management may delegate any of its powers to any committee or sub-committee. It may also delegate to any member of the Board of Management or employee or agent such of its powers as it considers desirable to be exercised by such person. Any such delegation may be made subject to any conditions the Board of Management may impose and either collaterally with or to the exclusion of its own powers and may be revoked or altered.
47. The Board of Management or any member of the Board of Management or employee or agent or committee of the Union authorised by the Board of Management for the purpose may subject to the limits of any such authority give advice or legal assistance or defend or take part in advising, assisting or defending in respect of any matter, cause or proceeding.

concerning or affecting whether directly or indirectly the professional character or interests or conduct in a professional capacity of 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) or in respect of any matter cause or proceeding which raises directly or indirectly a question of professional principle;

provided that:

- (1) The Board of Management or such member of the Board of Management or employee or agent or committee shall be satisfied that in a case involving a member, applicant for election to membership, former member or deceased member the matter originated or the cause or proceedings arose during the period when the person concerned was a member of the Union or an applicant for election to membership.
- (2) If the Board of Management or such member of the Board of Management or employee or agent or committee decides to act in accordance with this Article the person making a request that it do so shall abide absolutely by every decision of the Board of Management or any such member of the Board of Management or employee or agent or committee on the conduct or defence of the matter and shall not himself without prior consent of the Board of Management or any such member of the Board of Management or employee or agent or committee take any steps with reference to such matter or the determination thereof.

For the purpose of proviso (1) in the case of an application by a former member for reinstatement on the Register or for restoration of a licence or entitlement to practise 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 the Register or his licence or entitlement to practise was withdrawn or cancelled or upon which his registration in the Register licence or entitlement was suspended as the case may be.

48. (1) The Board of Management or any member of the Board of Management or employee or agent or committee of the Union authorised by the Board of Management for the purpose may subject to the limits of any such authority and sub-paragraph (3) of this Article, and subject also 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 applicant for election to membership or former member or the personal representatives of any deceased member an indemnity wholly or in part with regard to any action proceeding claims or demands by or against them in respect of any matter concerning or affecting whether directly or indirectly the professional character or interests or conduct in a professional capacity of any such member applicant for election to membership or former member or deceased member as the case may be or which raises directly or indirectly a question of professional principle and such indemnity may extend to all incidental or consequential losses, damages, costs, charges and expenses but excluding fines and penalties.
- (2) The Board of Management or any authorised committee or agent may determine any such indemnity at any time by notice in writing to the member or applicant for election to membership or former member (or if the member, applicant or 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.
- (3) Any such indemnity may be granted or determined by resolution of the Board of Management or any authorised committee or decision of any authorised agent and the grant of indemnity in every case shall be made only upon such terms and conditions as the Board of Management committee or agent shall think proper and it shall rest only in the absolute discretion of the Board of Management committee or agent in every case to limit or restrict the grant of such indemnity or altogether to decline to grant the same or to determine any indemnity so granted without assigning any reason.

49. The Board of Management or any committee of the Board of Management authorised for that purpose 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 difficulties and disputes in which matters concerning the medical, dental or allied professions arise or in which any member of the Union may be concerned.
- (b) request anyone 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 member or members.
- (c) authorise payment out of the funds of the Union to any person so appointed or requested of such special remuneration as it shall think fit and any such person or any member of the Board of Management or the Union who performs any special services for a member without being so requested by the Board of Management or any such committee shall be entitled to retain for his own benefit any fees or endowments 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.

50. The Board of Management may enter into or authorise the making of such contracts and do or authorise the doing of all such acts or things as it may deem expedient for the purposes of the Union.

APPOINTMENT AND RETIREMENT OF THE MEMBERS OF THE BOARD OF MANAGEMENT

51. (1) At each annual general meeting the following members of the Board of Management shall retire from office but shall (subject as hereinafter provided) be eligible for re-election:

- (a) three of the members defined in Article 42(a)
- (b) one of the members defined in Article 42(b)

(2) The members of the Board of Management defined in Article

42(c) above shall retire from office but shall be eligible for re-election as follows:

- (i) At the annual general meeting to be held next following the annual general meeting in 1991 one such member.
  - (ii) At each subsequent annual general meeting two such members.
52. The members of the Board of Management who are to retire from office as provided in Article 51 shall be selected by the Board of Management in such manner as the Board of Management shall determine and the names of such retiring members shall be stated in the Notice convening each annual general meeting.
53. If the Union, at the meeting at which a member of the Board of Management retires does not fill the vacancy the retiring member shall, if willing to act, be deemed to have been re-appointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the re-appointment of the member is put to the meeting and lost.
54. No person other than a retiring member of the Board of Management 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 21 nor more than 35 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 Union of the intention to propose that person for election together with notice executed by that person of his willingness to be elected.
55. Not less than seven nor more than 28 clear days before the date appointed for holding a general meeting notice shall be given to all who are entitled to receive notice of the meeting of any person (other than a retiring member) who is recommended by the Board of Management for election as a member of the Board of Management at the meeting or in respect of whom notice has been duly given to the Union of the intention to

propose him at the meeting for election as a member of the Board of Management.

56. Subject as aforesaid the Union may by ordinary resolution appoint a person who is willing to act to be a member of the Board of Management either to fill a vacancy or as an additional member.
57. The Board of Management may appoint a person who is willing to act to be a member of the Board of Management either to fill a vacancy or as an additional member, provided that the appointment does not cause the number of members of the Board of Management to exceed any number fixed by or in accordance with the Articles as the maximum number of members. A person so appointed shall hold office only until the next following annual general meeting. If not elected at such annual general meeting, he shall vacate office at the conclusion thereof.
58. Subject as aforesaid a member of the Board of Management who retires at an annual general meeting may, if willing to act, be re-elected. If he is not re-elected, he shall retain office as such until the meeting appoints someone in his place, or if it does not do so, until the end of the meeting.
59. At the conclusion of each annual general meeting all the members of the Council of the Union for the time being shall retire but shall be eligible for re-appointment under Article 60.
60. As soon as may be after the annual general meeting in each year, the members of the Board of Management shall meet and shall appoint from those of them who have been elected under Article 42(a) above a Chairman and a Vice-Chairman of the Board of Management. At that meeting the Board of Management shall also appoint as many persons to be members of the Council as the Board of Management may from time to time select. The Chairman and Vice-Chairman shall be so appointed and shall be the President and Vice-President respectively of the Council. The Council shall act as a forum for discussion and analysis of professional, scientific and allied issues referred to it by the Board of Management.



61. The Chairman and Vice-Chairman of the Board of Management shall until the appointment of their successors continue to exercise the duties of their respective offices.

DISQUALIFICATION AND REMOVAL OF THE MEMBERS OF THE  
BOARD OF MANAGEMENT COUNCIL AND COMMITTEES

62. A member of the Board of Management shall vacate his office as such:

- (a) if he ceases to be eligible for such membership by virtue of any provision of the Act or he becomes prohibited by law from being such a member; or
- (b) if he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (c) if he is, or may be, suffering from mental disorder and either—
  - (i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960; or
  - (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or
- (d) if he resigns his office by notice to the Union; or
- (e) if he shall for more than six consecutive months have been absent without permission of the Board of Management from meetings of the Board of Management held during that period and the Board of Management resolves that his office be vacated; or
- (f) if being a member of the Board of Management pursuant to Article 42(a) he ceases to be a member of the Union; or

- (g) at and after any annual general meeting to be held after the annual general meeting held in 1991 at the conclusion of such annual general meeting next succeeding the attainment by him of the age of 70 years; or
  - (h) if being a member of the Board of Management by virtue of his holding one of the posts defined in Article 42(c) he ceases to hold such post; or
  - (i) if the Board of Management so resolves.
63. (a) At and after the annual general meeting to be held in 1992 no person who has attained the age of 70 years shall be eligible for election to the Board of Management unless elected under Article 42(b) and the provisions of Section 293(5) of the Companies Act 1985 (or any statutory modification or re-enactment for the time being in force) have been complied with.
- (b) After the annual general meeting to be held in 1992 no person who has attained the age of 70 years shall be eligible for appointment to the Council.
- (c) After the annual general meeting to be held in 1992 no person who has attained the age of 70 years shall be eligible for appointment to any committee or subcommittee exercising the powers of the Board of Management under Article 46 unless he has been elected to the Board of Management under (a) above.

#### REMUNERATION AND EXPENSES OF THE MEMBERS OF THE BOARD OF MANAGEMENT COUNCIL AND COMMITTEES

64. The members of the Board of Management and of committees of the Board of Management and the members of the Council of the Union appointed in accordance with Article 60 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 Board of Management or of the Council or of committees of the Board of Management or of the Council as the case may be or which they may otherwise

incur in or about the affairs of the Union. The members of the Board of Management and of the committees of the Board of Management and of the Council of the Union 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 Board of Management.

APPOINTMENTS AND INTERESTS OF MEMBERS OF THE BOARD OF MANAGEMENT

65. Subject to the provisions of the Act, and provided that he has disclosed to the Board of Management the nature and extent of any material interests of his, a member of the Board of Management notwithstanding his office—
- (a) may be a party to, or otherwise interested in, any transaction or arrangement with the Union or in which the Union is otherwise interested,
  - (b) may be a member director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Union or in which the Union is otherwise interested, and
  - (c) shall not, by reason of his office, be accountable to the Union for any benefit which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit
66. For the purposes of Article 65—
- (a) a general notice given to the Board of Management that a member of the Board of Management is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the member of the Board of Management has an interest in such transaction of the nature and extent so specified; and

- (b) an interest of which a member of the Board of Management has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.

#### GRATUITIES AND PENSIONS

67. The Board of Management may provide benefits, whether by the payment of gratuities or pensions or by insurance or otherwise, for any person who has held but no longer holds any employment with the Union whether before or after his death, and for any member of his family (including a spouse and/or a former spouse) and/or any person who is or was dependent on him, and may (as well before as after he ceases to be so employed) contribute to any fund and pay premiums for the purchase or provision of any such benefit.

#### PROCEEDINGS OF THE BOARD OF MANAGEMENT

68. Subject to the provisions of the Articles the Board of Management may regulate its proceedings as it thinks fit. Any three members of the Board of Management elected under Article 42(a) above may and the Chief Executive at the request of such members shall call a meeting of the Board of Management. Questions arising at a meeting shall be decided by a simple majority of votes of those attending and voting. In the case of an equality of votes the chairman shall have a second or casting vote.
69. The quorum for transaction of the business of the Board of Management may be fixed by the Board of Management and unless so fixed at any other number shall be eight of whom at least two shall be members elected in accordance with Article 42(a) above.
70. The continuing members of the Board of Management may act notwithstanding any vacancies in their number but if the number of members is less than the number fixed as a quorum the continuing members may act only for the purpose of filling vacancies or of calling a general meeting.

71. The Chairman of the Board of Management shall preside at the meetings of the Board of Management. In his absence, the chairman shall be the Vice-Chairman of the Board of Management and in his absence shall be such member of the Board of Management elected under Article 42(a) above as the Board of Management may from time to time determine.
72. All acts done at any meeting of the Board of Management or committee of the Board of Management or by any persons acting as members of the Board of Management shall notwithstanding that it shall be afterwards discovered that there was some defect in the appointment of any such members of the Board of Management 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 Board of Management and had been entitled to vote.
73. A resolution in writing signed by all the members of the Board of Management entitled to receive notice of a meeting of the Board of Management shall be as valid and effectual as if it had been passed at a meeting of the Board of Management duly convened and held and may consist of several documents in the like form each signed by one or more members of the Board of Management.
74. Save as otherwise provided by the Articles, a member of the Board of Management shall not vote at a meeting of the Board of Management on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Union unless his interest or duty arise only because the case falls within one or more of the following paragraphs--
- (a) the resolution relates to the giving to him of a guarantee, security, or indemnity in respect of money lent to, or an obligation incurred by him for the benefit of, the Union;
  - (b) the resolution relates to the giving to a third party of a guarantee, security, or indemnity in respect of an obligation of the Union for which the member has assumed responsibility

in whole or in part and whether alone or jointly with others under a guarantee or indemnity or by the giving of security;

(c) his interest arises by virtue of his subscribing or agreeing to subscribe for any debenture of the Union or by virtue of his being, or intending to become, a participant in the underwriting or sub-underwriting of an offer of any such debentures, by the Union for subscription, purchase or exchange;

(d) the resolution relates in any way to a retirement benefits scheme which has been approved, or is conditional upon approval, by the Board of Inland Revenue for taxation purposes.

For the purposes of this Article, an interest of a person who is, for any purpose of the Act (excluding any statutory modification thereof not in force when this Article becomes binding on the Union), connected with a member shall be treated as an interest of the member.

75. A member of the Board of Management shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote.

76. The Union may by ordinary resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of the Articles prohibiting a member of the Board of Management from voting at a meeting of the Board of Management.

77. If a question arises at a meeting of the Board of Management as to the right of a member to vote, the question may, before the conclusion of the meeting, be referred to the chairman of the meeting and his ruling in relation to any member other than himself shall be final and conclusive.

#### SECRETARY

78. Subject to the provisions of the Act the Secretary shall be appointed by the Board of Management for such term, at such

remuneration and upon such conditions as it may think fit; and any Secretary may be removed by the Board of Management.

#### MINUTES

79. The Board of Management shall cause minutes to be made in books kept for the purpose:
- (a) of all appointments of the Chairman, Vice-Chairman, members of the Board of Management, of Council and of committees; and
  - (b) of all proceedings at meetings of the Union, of the Board of Management, of the Council and of committees including the names of those present at such meetings.

#### THE SEAL

80. The seal shall only be used by the authority of the Board of Management or of a committee of the Board of Management authorised by the Board of Management. Any instrument to which the seal is affixed shall be signed by two persons out of the Chairman, Vice-Chairman, Chief Executive, Deputy Chief Executive and the Secretary unless the Board of Management otherwise determines.

#### ACCOUNTS

81. The books of account shall be kept at the registered office of the Union or at such other place or places as the Board of Management thinks fit and shall always be open to the inspection of the Board of Management.
82. The Board of Management 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 Board of Management 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 authorised by the Board of Management or by the Union in general meeting.

83. It shall be the responsibility of the Board of Management to cause the Union to keep lay and deliver accounting records and accounts of the Union and to report thereon in accordance with the provisions of the Act (the members of the Board of Management for the time being treated as the directors mentioned in those provisions).
84. Any notice to be given to or by any person pursuant to the Articles shall be in writing except that a notice calling a meeting of the Board of Management need not be in writing.
85. The Union may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at the address registered from time to time in accordance with Articles 7 and 9 or by leaving it at that address. If no such address is registered the member shall not be entitled to be served with any notice.
86. A member present, either in person or by proxy, at any meeting of the Union shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.
87. Proof that an envelope containing a notice was properly addressed prepaid and posted on a certain date shall be sufficient to prove that the notice was given and posted and a certificate in writing signed by the Secretary or other official of the Union that the envelope containing the notice was so addressed, prepaid and posted shall be conclusive evidence thereof. A notice shall be deemed to have been given:
- (a) where it is addressed to an address in the United Kingdom at the expiration of 48 hours after it was posted;
  - (b) in any other case at the expiration of seven days after it was posted.



#### INDEMNITY

88. Subject to the provisions of the Act but without prejudice to any indemnity to which any member of the Board of Management may otherwise be entitled, every member of the Board of Management or Officer of the Union shall be indemnified out of the assets of the Union against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with which any application for relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Union.

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 21 July 1992, in accordance with the provisions of the Companies Acts.

21708

EXTRACT FROM MINUTES OF THE ANNUAL GENERAL MEETING OF THE MEDICAL DEFENCE  
UNION LTD, HELD ON 20 July 1993 AT THE CAVENDISH CONFERENCE CENTRE  
20 DUCHESS MEWS  
LONDON W1N 3AD

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**Present:** A R Horler (in the Chair); J C Smith (Vice-Chairman); A R Aitkenhead, P C Ball, J E Banatvala, B E Barrett, R M Basker, Hedley E Berry, K C Brown, A H Brook, C J Earl, C C Evans, I Kelsey Fry, J S Garfield, H M Halle, R L Hargrove, Carmel Hemming, R W Hiles, R B Johns, J H Jones, M Idrees, N C Keddie, J G Kennedy, W S L La Frenais, D E Markham, A W Morrison, C O'Herlihy, P Pedlow, G G Pollock, D E Poswillo, R K Prasad, R Raja Rayan, A J Rowe, M T Saunders, P J Holmes Sellors, J P Shepherd, P G Sullivan, E M Symonds, J L S Thomson, J L Townend, R E Turner, R H Vickers, J A Wall (Chief Executive), R M Watson

K G Addison, Suzanne Collinge, M M Gallivan, Baroness Hooper, Sir Roland Smith (Board Members); M M Gallivan (General Manager, Finance); G Burt, P J Hoyte, P B F Swiss (Medical and Dental Secretariat); M J Gifford (Head of Membership Development); N J Bowman (Assistant Company Secretary); Kathryn A Sherriff (Company Secretarial Assistant); Mary-Lou Nesbitt (Head of Marketing Communications); Valerie Cole (Administration Manager); Glynis Squires (Committee Officer); R Pearson (Pannell Kerr Forster); C Warner, J A Watt (Solicitors)

**ARTICLES OF ASSOCIATION**

21. **Considered:** Special Resolutions relating to the Articles of Association.
22. After being put to the vote, the following resolutions (minutes 23-33) were carried as Special Resolutions:
23. **Resolved:** As a Special Resolution, that 'MDU' be substituted for 'Union' in all places where 'Union' appears in the Memorandum and Articles of Association except as part of the name 'The Medical Defence Union Limited'.
24. **Resolved:** As a Special Resolution, that Article 2, line 15 be amended by deleting 'including the Deputy Chief Executive'.
25. **Resolved:** As a Special Resolution, that Article 9, lines 1, 2 and 3 be deleted and the following inserted: 'If the Board of Management or any committee or sub-committee to which the Board of Management may delegate its powers in this respect passes a resolution'.
26. **Resolved:** As a Special Resolution, that Article 13 be amended by substituting 'Chief Executive' for 'Secretary'.

N J Bowman

EXTRACT FROM MINUTES OF THE ANNUAL GENERAL MEETING OF THE MEDICAL DEFENCE  
UNION LTD, HELD ON 20 July 1993 AT THE CAVENDISH CONFERENCE CENTRE  
20 DUCHESS MEWS  
LONDON W1N 3AD

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27. **Resolved:** As a Special Resolution, that Article 42(c) be amended by deleting 'Deputy Chief Executive' and re-numbering Article 42(c)(iii), (iv) and (v) as (ii), (iii) and (iv), and by substituting 'Finance' for 'Financial Services'.
28. **Resolved:** As a Special Resolution, that Article 51 be deleted in its entirety and the following inserted:
- 'At each annual general meeting the following members of the Board of Management shall retire from office but shall (subject as hereinafter provided) be eligible for re-election:
- (a) three of the members defined in Article 42(a)  
(b) one of the members defined in Article 42(b)  
(c) one of the members defined in Article 42(c)
- provided always that no member of the Board of Management shall serve for more than three years without re-election.'
29. **Resolved:** As a Special Resolution, that Article 60 be amended by substituting 'The President and Vice-President of the Council shall be appointed from those who have been elected to the Board under Article 42(a)' for 'The Chairman and Vice-Chairman shall be so appointed and shall be the President and Vice-President respectively of the Council'.
30. **Resolved:** As a Special Resolution, that the following additional Article, numbered 63(d), be inserted after Article 63(c):
- 'Notwithstanding the above provisions of this Article 63 and provided that the Standing Orders of the Board of Management and the provisions of Section 293(5) of the Companies Act 1985 (or any statutory modification or re-enactment for the time being in force) have been complied with, the person who holds the office of Chairman of the Board of Management at the Annual General Meeting to be held in 1994 and at any Annual General Meeting thereafter shall be eligible for re-election to the Board of Management under Article 42(a) despite having attained the age of 70 years, and such a person shall be eligible for appointment to the Council and to any committee or sub-committee exercising the powers of the Board of Management under Article 46.'
31. **Resolved:** As a Special Resolution, that Article 80 be amended by substituting 'members of the Board of Management defined in Article 42(c)' for 'Chief Executive, Deputy Chief Executive'.
32. **Resolved:** As a Special Resolution, that the following additional Article,

N.B. Bowmaker

EXTRACT FROM MINUTES OF THE ANNUAL GENERAL MEETING OF THE MEDICAL DEFENCE  
UNION LTD, HELD ON 20 July 1993 AT THE CAVENDISH CONFERENCE CENTRE  
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numbered 89, be inserted:

'The Board of Management may from time to time purchase and maintain in force insurance, at the expense of the MDU, for the benefit of any member of the Board of Management, manager or other officer of the MDU or of any company which is a subsidiary of the MDU against any liability which may attach to him or loss or expenditure which he may incur in relation to anything done or omitted to be done or alleged to have been done or omitted to be done as a member of the Board of Management, manager or officer.'

33.     Resolved:     As a Special Resolution, that 'Company' be inserted before  
                              'Secretary' in the following places:

Article 40  
Article 78  
Article 80  
Article 87

CERTIFIED A TRUE COPY

DATE: 29 July 1993.

*N J Bowman*

N J Bowman  
Company Secretary

COMPANY NUMBER: 21708



## MEMORANDUM OF THE MEDICAL DEFENCE UNION LIMITED

1. The name of the company is THE MEDICAL DEFENCE UNION LIMITED (hereinafter called 'The MDU').
2. The registered office of the MDU will be situated in England.
3. The objects for which the MDU is established are:
  - (i) To promote support and protect the character and interests of such categories of medical and dental practitioners, teachers and students of medicine and dentistry and other practitioners teachers or students of allied 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.

- (ii) To promote high standards of professional practice.
- (iii) To give advice or legal assistance to or defend or to take part in advising assisting or defending members or applicants for election to membership or former members of the MDU or the personal representatives of deceased members or former members who may seek such advice and/or who are or are likely to become parties to or otherwise involved in litigation or disputes in respect of matters concerning or affecting directly or indirectly the professional character or interests or conduct in a professional capacity of any such member deceased member or former member or which raises directly or indirectly a question of professional principle.
- (iv) To indemnify wholly or in part and on such terms and conditions as may from time to time seem expedient any member or applicant for election to membership or former member of the MDU 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 them in respect of matters concerning or affecting whether directly or indirectly the professional character or interests or conduct in a professional capacity of any such member or applicant for election to membership or deceased member or former member or which raise directly or indirectly a question of professional principle including all incidental or consequential losses, damages, costs, charges and expenses but exclusive of fines or penalties.
- (v) To expend moneys of the MDU 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 MDU is or is likely to be determined.
- (vi) To make suitable provision including the taking of financial measures for mitigating the risks or liabilities of the MDU or its members.
- (vii) To grant sums of money from the funds of the MDU and to provide its services for or to other persons or bodies concerned with the investigation or the promotion of matters

relating to the medical dental and allied professions or matters which concern or may affect members of those professions or their welfare.

- (viii) To consider, originate, promote and support (so far as is legal) legislative measures likely to benefit the members of the MDU, and to oppose all measures calculated to injure them. And for the purposes aforesaid to petition parliaments and take such other steps and proceedings as may be deemed expedient.
- (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 or students of medicine or dentistry or other practitioners, teachers or students of allied professions or sciences (b) otherwise arising out of the provision of medical or dental or related services to the public.
- (x) To carry on business by the provision or the procurement of the provision to its members of advice, assistance or services on any matters relating to their professional or business affairs.
- (xi) To carry on business by way of the commercial exploitation of the assets, know-how and expertise of the MDU generally in data management, claims handling, risk management and related matters.
- (xii) To carry on any business whatsoever which can in the opinion of the Board of Management of the MDU be conveniently and advantageously carried on by the MDU in connection with or ancillary to any of the other objects of the MDU herein set forth.
- (xiii) 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 of medicine or dentistry or other practitioners, teachers or students of allied professions or sciences.

- (xiv) In the attainment of the above objects to do all such things as are incidental or conducive thereto or to any of them including: the purchase lease exchange or hire of any real or personal property and the taking or acquisition of all and any rights or privileges which the MDU may think necessary or convenient for the purpose of its objects or any of them; the making of any agreement or contract; the making acceptance endorsement and execution of promissory notes, bills of exchange and other negotiable instruments; the investment of the moneys of the MDU not immediately required upon such securities or otherwise as may from time to time be determined; raising or borrowing money in such manner as the MDU shall think fit; selling managing developing leasing mortgaging charging disposing of or otherwise dealing in any way with all or any part of the MDU's property.

The objects set forth in any sub-clause of this clause shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not be in any way limited to, or restricted by, reference to or inference from any other object, or objects, set forth in such sub-clause or from the terms of any sub-clause or by the nature of the MDU. None of such sub-clauses or the object, or objects, therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause, but the MDU shall have full power to exercise all, or any of, the powers and to achieve or endeavour to achieve all or any of the objects conferred by and provided in any one or more of the said sub-clauses.

4. The liability of the members is limited.
5. The income and property of the MDU, whencesoever derived shall be applied solely towards the promotion of the objects of the MDU as set out in this Memorandum of Association .
6. No dividends shall be paid to the members of the MDU.
7. Every member of the MDU undertakes to contribute to the assets of the MDU, 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 MDU 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 £1.00.

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.

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NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

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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

(a company limited by Guarantee not having a share capital)

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

## INTERPRETATION

2. In these Articles:

'the Act' means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force.

'the MDU' means the Medical Defence Union Limited.

'the Articles' means these Articles of the MDU.

'Board of Management' means the Board of Management of the MDU constituted in accordance with the Articles the members of which shall for all purposes be the directors of the company.

'the Council' means the Council of the MDU appointed by the Board of Management pursuant to Article 60.

'the Seal' means the common seal of the MDU.

'Chief Executive' means the Chief Executive of the MDU or any other person appointed to perform the duties of the Chief Executive of the MDU.

'Member' means a person accepted and continuing as such in accordance with Articles 4 to 14.

'Applicant for election to membership' means a person who is eligible for membership in accordance with Article 5 and has duly applied for membership in accordance with Articles 6 and 7 and whose application has been received in accordance with Article 8 and in respect of whose application there is no reason to suppose that the same would not result in election to membership.

'Cases Committees' means those committees of the Board of Management so described in the Standing Orders of the Board of Management from time to time or any successors of such committees.

'Standing Orders of the Board of Management' means the Standing Orders made by the Board of Management from time to time pursuant to Article 43.

'The United Kingdom' means Great Britain and Northern Ireland.

'Register' means the register of medical practitioners prescribed by the Medical Act 1983 and/or the register of dental practitioners prescribed by the Dentists Act 1984 or such registers as may be prescribed by any Acts amending modifying or re-enacting or replacing those Acts and/or any register of medical dental or other practitioners (whether described by the word 'register' or otherwise) established in such parts of the world (other than the United Kingdom) as the Board of Management from time to time determines.

Unless the context otherwise requires 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.

#### OBJECTS AND POWERS OF THE MDU

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

## MEMBERS

4. 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 or students of medicine or dentistry, and other practitioners teachers or students of allied 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 practitioners teachers and students 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. 10.
5. Any person or member of a group of persons of or in a category specified by the Board of Management as eligible for membership may, subject to the following Articles and any conditions or terms laid down by the Board of Management become a member of the MDU. 11.
6. Applications for membership shall be made by completion of such forms to be submitted to such persons or bodies as the Board of Management may from time to time approve and different forms persons or bodies may be approved for different categories of persons or groups of persons who are eligible for membership.
7. Every application shall include an address to which notices to be given pursuant to these Articles are to be sent and it shall be the obligation of every member of the MDU or (as the case may be) group of members to notify the MDU of any changes in the address to which such notices are to be sent. 12.
8. On receipt by the approved person or body of the appropriate application form duly completed the applicant or applicants shall be deemed to have agreed to become members of the MDU.
9. If the Board of Management or any committee or sub-

committee to which the Board of Management may delegate its powers in this respect passes a resolution accepting an applicant or group of applicants as members of the MDU the name and address of the applicant or applicants (provided in accordance with Article 7) shall be entered in the register of members of the MDU and membership shall be deemed to have commenced as from the date on which the application was received or from such later date as the Board of Management or such committee or sub-committee may decide.

10. The rights and privileges of every member and applicant for election to membership 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 Board of Management exercising its powers as provided by these Articles in relation to any deceased person 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.
11. The Board of Management shall be entitled in its absolute discretion and subject only to giving 42 days' prior notice to the member of its intention to do so to refuse to renew the membership of any member with effect from the date on which that member's current subscription expires ("the expiry date") and in such event at the end of the expiry date such member shall cease to be a member of the MDU.
12. Without prejudice to Article 11:
  - (a) Any member whose name is erased from any register or whose licence or entitlement to practise 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 in any place is suspended or restricted shall unless the Board of Management otherwise determines ipso facto cease to be a member of the MDU.
  - (c) Any member who has been found guilty of serious professional misconduct in disciplinary proceedings in any jurisdic-

- tion (whether in those words or not and whether or not any penalty may have been imposed) shall unless the Board of Management or any committee of the Board of Management authorised in that behalf otherwise determines on the expiry of four calendar months after such finding cease to be a member of the MDU. 18.
13. A member or any group of members may at any time withdraw from membership by giving at least 14 days' clear notice to the Chief Executive. (a)
14. If any member or applicant for election to membership or any group to which the member belongs makes default in any payment of whatsoever nature due to the MDU then: (b)
- (i) if such default shall continue for 14 days after such payment shall become due the member shall unless the Board of Management at any time otherwise determines cease to be entitled to any benefits of membership; and 19.
- (ii) if such default shall continue for four calendar months after such payment shall become due the member shall, unless the Board of Management at any time otherwise determines, cease to be a member. 20.
15. Any person who shall by any means cease to be a member shall nevertheless remain liable for, and shall pay to the MDU, all moneys which shall, at the time of his ceasing to be a member, be due from him to the MDU. 21.
- SUBSCRIPTIONS
16. Save insofar as the Board of Management may otherwise determine every member shall pay or cause to be paid to the MDU in such amount and inanner and on such date or dates as the Board of Management may from time to time determine a subscription. 22.
17. The Board of Management may determine different rates and methods of payment of subscriptions for such categories or groups of members, and according to such criteria as to it may seem fit.

18. The Board of Management may in circumstances which it considers to be urgent or exceptional give notice to such categories or groups of members as it may decide requiring them to pay a special levy to the MDU in addition to any subscription payable. A special levy shall be payable in such amount and on such date as the Board of Management may determine save that it shall not be payable:

(a) in an amount exceeding the amount of any subscription payable by such member or group in the year in which the Board of Management calls for a special levy; nor

(b) on a date earlier than 21 days after the date of the notice of the special levy.

#### GENERAL MEETINGS

19. All general meetings other than annual general meetings shall be called special meetings. Meetings shall be held at such time and place as the Board of Management shall determine.

20. The MDU shall in each year hold a general meeting as its annual general meeting in addition to other meetings in that year and shall specify the meeting as such in the notices calling it. Not more than 15 months shall elapse between the date of one annual general meeting and the next.

21. The Board of Management may call a special meeting whenever it thinks fit and on a members' requisition pursuant to the provisions of the Act shall forthwith proceed to call a special meeting for a date not later than ten weeks after receipt of the requisition.

#### NOTICE OF GENERAL MEETINGS

22. An annual general meeting and a special meeting shall be called by at least 42 days' notice. The 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.

23. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person or group entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

24. No business shall be transacted at any meeting unless a quorum is present. Ten persons entitled to vote upon the business to be transacted and present in person or by proxy shall be a quorum.

25. If such a quorum is not present within half an hour from the time appointed for the meeting or if during a meeting such a quorum ceases to be present the meeting shall stand adjourned to the same day in the next week at the same time and place or such time and place as the Board of Management may determine.

26. The Chairman or in his absence the Vice-Chairman, shall preside as chairman of the meeting but if neither the Chairman nor the Vice-Chairman be present within 15 minutes after the time appointed for holding the meeting and willing to act such other member of the Board of Management elected under Article 42(a) below as the Board may from time to time determine shall preside as chairman of the meeting.

27. The chairman may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for more than 14 days at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

28. A resolution put to the vote of a meeting shall be decided on



a show of hands unless before or on the declaration of the result of the show of hands a poll is duly demanded. A poll may be demanded:

(a) by the chairman; or (b) by at least 25 members having the right to vote at the meeting; and a demand by a person as proxy for a member shall be the same as a demand by the member.

29. Unless a poll is duly demanded a declaration by the chairman that a resolution has been carried or carried unanimously or by a particular majority, or lost or not carried by a particular majority and an entry to that effect in the books of the proceedings of the MDU 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.
30. The demand for a poll may before the poll is taken be withdrawn but only with the consent of the chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.
31. If a poll is duly demanded it shall be taken as provided in Article 32 and the chairman may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
32. A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the chairman directs not being more than 30 days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.

33. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

38.

## VOTES OF MEMBERS

34. On a show of hands every member present in person shall have one vote. On a poll every member present in person or by proxy shall have one vote. In the case of an equality of votes, whether on a show of hands, or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have.

35. A member in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote, whether on a show of hands or on a poll, by his receiver, curator bonis or other person authorised in that behalf appointed by that court, and any such receiver curator bonis or other person may on a poll, vote by proxy. Evidence to the satisfaction of the Board of Management of the authority of the person claiming to exercise the right to vote shall be deposited at the registered office, or at such other place as is specified in accordance with the Articles for the deposit of instruments of proxy, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable.

39.

36. 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.

37. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.

38.

An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointor and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Board of Management may approve)—

"The Medical Defence Union Limited

I/We, ....., of .....

being a member/members of the above-named MDU hereby appoint

of .....

or failing him, .....

of .....

as my/our proxy to vote in my/our name(s) and on my/our behalf at the annual/special meeting of the MDU to be held

on .....

.....19 .....

and at any adjournment thereof.

Signed on .....19 ....."

39.

Where it is desired to afford members an opportunity of instructing the proxy how he shall act the instrument appointing a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Board of Management may approve)—

"The Medical Defence Union Limited

I/We, ....., of .....

being a member/members of the above-named MDU hereby appoint

of .....

or failing him, .....

of .....

as my/our proxy to vote in my/our name(s) and on my/our behalf at the annual/special meeting of the MDU to be held

on .....

.....19 .....

and at any adjournment thereof.

This form is to be used in respect of the resolutions mentioned below as follows:

Resolution No.1 \*for \*against

Resolution No.2 \*for \*against

\*Strike out whichever is not desired.

Unless otherwise instructed, the proxy may vote as he thinks fit or abstain from voting.

Signed this.....day of.....19....."

42.

(a)

(b)

40.

The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notorially or in some other way approved by the Board of Management may—

(c)

(a) be deposited at the registered office of the MDU not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or

(b) in the case of a poll taken more than 48 hours after it is demanded, be deposited as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for taking the poll; or

(c) where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairman or to the Company Secretary or to any member of the Board of Management;

43.

and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.

41.

A vote given or poll demanded by proxy shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Board of Management at the registered office or at such other place at which the instrument of proxy was duly deposited before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

#### THE BOARD OF MANAGEMENT

42. The Board of Management of the MDU shall consist of the following:
- (a) Not fewer than eight nor more than 11 elected members of the MDU who hold no post under sub-paragraph (c) below.
  - (b) Not fewer than two nor more than five elected persons who are not required to be members of the MDU.
  - (c) Subject to the provisions of Article 51 the holders of the following posts:
    - (i) Chief Executive
    - (ii) General Manager — Professional Services
    - (iii) General Manager — Operations
    - (iv) General Manager — Finance

provided that the approval of the majority of those elected under sub-paragraph (a) and (b) above shall be required before any successor to those initially appointed under the terms of this sub-paragraph (c) shall become members of the Board of Management.

#### THE POWERS OF THE BOARD OF MANAGEMENT

43. Subject to the provisions of the Act the Memorandum and the Articles and to any directions given by special resolution the management of the affairs and the control of the MDU shall be vested in the Board of Management which may exercise all the powers of the MDU. No alterations of the Memorandum or Articles and no such direction shall invalidate any prior act of the Board of Management which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article shall not be limited by any special power given to the Board of Management by the Articles and a meeting of the Board of Management at which a quorum is present may exercise all powers exercisable by the Board of Management including the making of such Standing Orders of the Board of Management as to any matter within the powers of the

Board of Management and their exercise as to the Board of Management may from time to time seem fit.

44. (1) The members of the Board of Management defined in Article 42(a) and (b) shall have power on such terms as to them may seem fit to appoint and determine the appointment of the Chief Executive provided that the exercise of such power shall not deprive the Chief Executive of any compensation or damages payable to him in respect of the termination of his appointment.

(2) The members of the Board of Management defined in Article 42(a) and (b) acting together with the Chief Executive shall have power on such terms as to them may seem fit to appoint and determine the appointment of the holders of the other posts defined in Article 42(c) 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.

45. The Board of Management may, by power of attorney or otherwise appoint any person to be the agent of the MDU for such purposes and on such conditions as it determines including authority for the agent to delegate all or any of his powers.

46. The Board of Management may delegate any of its powers to any committee or sub-committee. It may also delegate to any member of the Board of Management or employee or agent such of its powers as it considers desirable to be exercised by such person. Any such delegation may be made subject to any conditions the Board of Management may impose and either collaterally with or to the exclusion of its own powers and may be revoked or altered.

47. The Board of Management or any member of the Board of Management or employee or agent or committee of the MDU authorised by the Board of Management for the purpose may subject to the limits of any such authority give advice or legal assistance or defend or take part in advising, assisting or defending in respect of any matter cause or pro-

ceeding, concerning or affecting whether directly or indirectly the professional character or interests or conduct in a professional capacity of 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) or in respect of any matter cause or proceeding which raises directly or indirectly a question of professional principle;

provided that:

- (1) The Board of Management or such member of the Board of Management or employee or agent or committee shall be satisfied that in a case involving a member, applicant for election to membership, former member or deceased member the matter originated or the cause or proceedings arose during the period when the person concerned was a member of the MDU or an applicant for election to membership.
- (2) If the Board of Management or such member of the Board of Management or employee or agent or committee decides to act in accordance with this Article the person making a request that it do so shall abide absolutely by every decision of the Board of Management or any such member of the Board of Management or employee or agent or committee on the conduct or defence of the matter and shall not himself without prior consent of the Board of Management or any such member of the Board of Management or employee or agent or committee take any steps with reference to such matter or the determination thereof.

For the purpose of proviso (1) in the case of an application by a former member for reinstatement on the Register or for restoration of a licence or entitlement to practise 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 the Register or his licence or entitlement to practise was withdrawn or cancelled or upon which his registration in the Register licence or entitlement was suspended as the case may be.

48. (1) The Board of Management or any member of the Board of Management or employee or agent or committee of the MDU authorised by the Board of Management for the purpose may subject to the limits of any such authority and sub-paragraph (3) of this Article, and subject also to the like conditions as are specified in the provisos of the preceding Article, grant from the funds of the MDU to any member or any applicant for election to membership or former member or the personal representatives of any deceased member an indemnity wholly or in part with regard to any action proceeding claims or demands by or against them in respect of any matter concerning or affecting whether directly or indirectly the professional character or interests or conduct in a professional capacity of any such member applicant for election to membership or former member or deceased member as the case may be or which raises directly or indirectly a question of professional principle and such indemnity may extend to all incidental or consequential losses, damages, costs, charges and expenses but excluding fines and penalties.
- (2) The Board of Management or any authorised committee or agent may determine any such indemnity at any time by notice in writing to the member or applicant for election to membership or former member (or if the member, applicant or 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.
- (3) Any such indemnity may be granted or determined by resolution of the Board of Management or any authorised committee or decision of any authorised agent and the grant of indemnity in every case shall be made only upon such terms and conditions as the Board of Management committee or agent shall think proper and it shall rest only in the absolute discretion of the Board of Management committee or agent in every case to limit or restrict the grant of such indemnity or altogether to decline to grant the same or to determine any indemnity so granted without assigning any reason.



49. The Board of Management or any committee of the Board of Management authorised for that purpose may:

- (a) appoint one or more arbitrators or umpires either from its own body or from among the members of the MDU or otherwise for the settlement of difficulties and disputes in which matters concerning the medical, dental or allied professions arise or in which any member of the MDU may be concerned.
- (b) request anyone of its own body or any member of the MDU to give his professional services or to render any special services for the MDU or for any member or members.
- (c) authorise payment out of the funds of the MDU to any person so appointed or requested of such special remuneration as it shall think fit and any such person or any member of the Board of Management or the MDU who performs any special services for a member without being so requested by the Board of Management or any such committee shall be entitled to retain for his own benefit any fees or endowments 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 MDU.

50. The Board of Management may enter into or authorise the making of such contracts and do or authorise the doing of all such acts or things as it may deem expedient for the purposes of the MDU.

APPOINTMENT AND RETIREMENT OF THE MEMBERS OF THE BOARD OF MANAGEMENT

51. (1) At each annual general meeting the following members of the Board of Management shall retire from office but shall (subject as hereinafter provided) be eligible for re-election:

- (a) three of the members defined in Article 42(a)
- (b) one of the members defined in Article 42(b)
- (c) one of the members defined in Article 42(c)

provided always that no member of the Board of Management shall serve for more than three years without re-election.

56.

52. The members of the Board of Management who are to retire from office as provided in Article 51 shall be selected by the Board of Management in such manner as the Board of Management shall determine and the names of such retiring members shall be stated in the Notice convening each annual general meeting.

57.

53. If the MDU, at the meeting at which a member of the Board of Management retires does not fill the vacancy the retiring member shall, if willing to act, be deemed to have been re-appointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the re-appointment of the member is put to the meeting and lost.

58.

54. No person other than a retiring member of the Board of Management shall be elected to membership of the Board of Management at an annual general meeting unless—

59.

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

(b) not less than 21 nor more than 35 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.

60.

55. Not less than seven nor more than 28 clear days before the date appointed for holding a general meeting notice shall be given to all who are entitled to receive notice of the meeting of any person (other than a retiring member) who is recommended by the Board of Management for election as a member of the Board of Management at the meeting or in respect of whom notice has been duly given to the MDU of the intention to propose him at the meeting for election as a member of the Board of Management.

61.

56. Subject as aforesaid the MDU may by ordinary resolution appoint a person who is willing to act to be a member of the Board of Management either to fill a vacancy or as an additional member.
57. The Board of Management may appoint a person who is willing to act to be a member of the Board of Management either to fill a vacancy or as an additional member, provided that the appointment does not cause the number of members of the Board of Management to exceed any number fixed by or in accordance with the Articles as the maximum number of members. A person so appointed shall hold office only until the next following annual general meeting. If not elected at such annual general meeting, he shall vacate office at the conclusion thereof.
58. Subject as aforesaid a member of the Board of Management who retires at an annual general meeting may, if willing to act, be re-elected. If he is not re-elected, he shall retain office as such until the meeting appoints someone in his place, or if it does not do so, until the end of the meeting.
59. At the conclusion of each annual general meeting all the members of the Council of the MDU for the time being shall retire but shall be eligible for re-appointment under Article 60.
60. As soon as may be after the annual general meeting in each year, the members of the Board of Management shall meet and shall appoint from those of them who have been elected under Article 42(a) above a Chairman and a Vice-Chairman of the Board of Management. At that meeting the Board of Management shall also appoint as many persons to be members of the Council as the Board of Management may from time to time select. The President and Vice-President of the Council shall be appointed from those who have been elected to the Board under Article 42(a). The Council shall act as a forum for discussion and analysis of professional, scientific and allied issues referred to it by the Board of Management.
61. The Chairman and Vice-Chairman of the Board of

Management shall until the appointment of their successors continue to exercise the duties of their respective offices.

DISQUALIFICATION AND REMOVAL OF THE MEMBERS OF  
THE BOARD OF MANAGEMENT COUNCIL AND COMMITTEES

62. A member of the Board of Management shall vacate his office as such:
- (a) if he ceases to be eligible for such membership by virtue of any provision of the Act or he becomes prohibited by law from being such a member; or
  - (b) if he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
  - (c) if he is, or may be, suffering from mental disorder and either—
    - (i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960; or
    - (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or
  - (d) if he resigns his office by notice to the MDU; or
  - (e) if he shall for more than six consecutive months have been absent without permission of the Board of Management from meetings of the Board of Management held during that period and the Board of Management resolves that his office be vacated; or
  - (f) if being a member of the Board of Management pursuant to Article 42(a) he ceases to be a member of the MDU; or

- (g) at and after any annual general meeting to be held after the annual general meeting held in 1991 at the conclusion of such annual general meeting next succeeding the attainment by him of the age of 70 years; or
  - (h) if being a member of the Board of Management by virtue of his holding one of the posts defined in Article 42(c) he ceases to hold such post; or
  - (i) if the Board of Management so resolves.
63. (a) At and after the annual general meeting to be held in 1992 no person who has attained the age of 70 years shall be eligible for election to the Board of Management unless elected under Article 42(b) and the provisions of Section 293(5) of the Companies Act 1985 (or any statutory modification or re-enactment for the time being in force) have been complied with.
- (b) After the annual general meeting to be held in 1992 no person who has attained the age of 70 years shall be eligible for appointment to the Council.
- (c) After the annual general meeting to be held in 1992 no person who has attained the age of 70 years shall be eligible for appointment to any committee or subcommittee exercising the powers of the Board of Management under Article 46 unless he has been elected to the Board of Management under (a) above.
- (d) Notwithstanding the above provisions of this Article 63 and provided that the Standing Orders of the Board of Management and the provisions of Section 293(5) of the Companies Act 1985 (or any statutory modification or re-enactment for the time being in force) have been complied with, the person who holds the office of Chairman of the Board of Management at the Annual General Meeting to be held in 1994 and at any Annual General Meeting thereafter shall be eligible for re-election to the Board of Management under Article 42(a) despite having attained the age of 70 years, and such a person shall be eligible for appointment to the Council and to any committee or sub-committee exercising the powers of the Board of Management under Article 46.

REMUNERATION AND EXPENSES OF THE MEMBERS OF THE  
BOARD OF MANAGEMENT COUNCIL AND COMMITTEES

64 .

The members of the Board of Management and of committees of the Board of Management and the members of the Council of the MDU appointed in accordance with Article 60 shall be paid by the MDU such reasonable travelling, hotel and other expenses as they may incur in attending or returning from meetings of the MDU or of the Board of Management or of the Council or of committees of the Board of Management or of the Council as the case may be or which they may otherwise incur in or about the affairs of the MDU. The members of the Board of Management and of the committees of the Board of Management and of the Council of the MDU may also be paid out of the funds of the MDU by way of remuneration at such rates as may from time to time be determined by the Board of Management.

APPOINTMENTS AND INTERESTS OF MEMBERS OF THE BOARD  
OF MANAGEMENT

65 .

Subject to the provisions of the Act, and provided that he has disclosed to the Board of Management the nature and extent of any material interests of his, a member of the Board of Management notwithstanding his office—

- (a) may be a party to, or otherwise interested in, any transaction or arrangement with the MDU or in which the MDU is otherwise interested;
- (b) may be a member director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the MDU or in which the MDU is otherwise interested; and
- (c) shall not, by reason of his office, be accountable to the MDU for any benefit which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.

66. For the purposes of Article 65—

- (a) a general notice given to the Board of Management that a member of the Board of Management is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the member of the Board of Management has an interest in such transaction of the nature and extent so specified; and
- (b) an interest of which a member of the Board of Management has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.

#### GRATUITIES AND PENSIONS

67. The Board of Management may provide benefits, whether by the payment of gratuities or pensions or by insurance or otherwise, for any person who has held but no longer holds any employment with the MDU whether before or after his death, and for any member of his family (including a spouse and/or a former spouse) and/or any person who is or was dependent on him, and may (as well before as after he ceases to be so employed) contribute to any fund and pay premiums for the purchase or provision of any such benefit.

#### PROCEEDINGS OF THE BOARD OF MANAGEMENT

68. Subject to the provisions of the Articles the Board of Management may regulate its proceedings as it thinks fit. Any three members of the Board of Management elected under Article 42(a) above may and the Chief Executive at the request of such members shall call a meeting of the Board of Management. Questions arising at a meeting shall be decided by a simple majority of votes of those attending and voting. In the case of an equality of votes the chairman shall have a second or casting vote.
69. The quorum for transaction of the business of the Board of

Management may be fixed by the Board of Management and unless so fixed at any other number shall be eight of whom at least two shall be members elected in accordance with Article 42(a) above.

70. The continuing members of the Board of Management may act notwithstanding any vacancies in their number but if the number of members is less than the number fixed as a quorum the continuing members may act only for the purpose of filling vacancies or of calling a general meeting.
71. The Chairman of the Board of Management shall preside at the meetings of the Board of Management. In his absence, the chairman shall be the Vice-Chairman of the Board of Management and in his absence shall be such member of the Board of Management elected under Article 42(a) above as the Board of Management may from time to time determine.
72. All acts done at any meeting of the Board of Management or committee of the Board of Management or by any persons acting as members of the Board of Management shall notwithstanding that it shall be afterwards discovered that there was some defect in the appointment of any such members of the Board of Management 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 Board of Management and had been entitled to vote.
73. A resolution in writing signed by all the members of the Board of Management entitled to receive notice of a meeting of the Board of Management shall be as valid and effectual as if it had been passed at a meeting of the Board of Management duly convened and held and may consist of several documents in the like form each signed by one or more members of the Board of Management.
74. Save as otherwise provided by the Articles, a member of the Board of Management shall not vote at a meeting of the Board of Management on any resolution concerning a matter



in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the MDU unless his interest or duty arises only because the case falls within one or more of the following paragraphs—

- (a) the resolution relates to the giving to him of a guarantee, security, or indemnity in respect of money lent to, or an obligation incurred by him for the benefit of, the MDU;
- (b) the resolution relates to the giving to a third party of a guarantee, security, or indemnity in respect of an obligation of the MDU for which the member has assumed responsibility in whole or in part and whether alone or jointly with others under a guarantee or indemnity or by the giving of security;
- (c) his interest arises by virtue of his subscribing or agreeing to subscribe for any debenture of the MDU or by virtue of his being, or intending to become, a participant in the underwriting or sub-underwriting of an offer of any such debentures, by the MDU for subscription, purchase or exchange;
- (d) the resolution relates in any way to a retirement benefits scheme which has been approved, or is conditional upon approval, by the Board of Inland Revenue for taxation purposes.

For the purposes of this Article, an interest of a person who is, for any purpose of the Act (excluding any statutory modification thereof not in force when this Article becomes binding on the MDU), connected with a member shall be treated as an interest of the member.

- 75. A member of the Board of Management shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote.
- 76. The MDU may by ordinary resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of the Articles prohibiting a member of the Board of Management from voting at a meeting of the Board of Management.

77. If a question arises at a meeting of the Board of Management as to the right of a member to vote, the question may, before the conclusion of the meeting, be referred to the chairman of the meeting and his ruling in relation to any member other than himself shall be final and conclusive.

#### COMPANY SECRETARY

78. Subject to the provisions of the Act the Company Secretary shall be appointed by the Board of Management for such term, at such remuneration and upon such conditions as it may think fit; and any Company Secretary may be removed by the Board of Management.

#### MINUTES

79. The Board of Management shall cause minutes to be made in books kept for the purpose:
- (a) of all appointments of the Chairman, Vice-Chairman, members of the Board of Management, of Council and of committees; and
  - (b) of all proceedings at meetings of the MDU, of the Board of Management, of the Council and of committees including the names of those present at such meetings.

#### THE SEAL

80. The seal shall only be used by the authority of the Board of Management or of a committee of the Board of Management authorised by the Board of Management. Any instrument to which the seal is affixed shall be signed by two persons out of the Chairman, Vice-Chairman, members of the Board of Management defined in Article 42(c) and the Company Secretary unless the Board of Management otherwise determines.

#### ACCOUNTS

81. The books of account shall be kept at the registered office of the MDU or at such other place or places as the Board of

Management thinks fit and shall always be open to the inspection of the Board of Management.

82. The Board of Management 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 MDU or any of them shall be open to the inspection of any member who is not a member of the Board of Management and any such member shall not have any right of inspecting any account or book or document of the MDU except as conferred by statute or authorised by the Board of Management or by the MDU in general meeting.
83. It shall be the responsibility of the Board of Management to cause the MDU to keep lay and deliver accounting records and accounts of the MDU and to report thereon in accordance with the provisions of the Act (the members of the Board of Management for the time being treated as the directors mentioned in those provisions).
84. Any notice to be given to or by any person pursuant to the Articles shall be in writing except that a notice calling a meeting of the Board of Management need not be in writing.
85. The MDU may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at the address registered from time to time in accordance with Articles 7 and 9 or by leaving it at that address. If no such address is registered the member shall not be entitled to be served with any notice.
86. A member present, either in person or by proxy, at any meeting of the MDU shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.
87. Proof that an envelope containing a notice was properly addressed prepaid and posted on a certain date shall be sufficient to prove that the notice was given and posted and a certificate in writing signed by the Company Secretary or other official of the MDU that the envelope containing the notice

was so addressed, prepaid and posted shall be conclusive evidence thereof. A notice shall be deemed to have been given:

- (a) where it is addressed to an address in the United Kingdom at the expiration of 48 hours after it was posted;
- (b) in any other case at the expiration of seven days after it was posted.

#### INDEMNITY

88. Subject to the provisions of the Act but without prejudice to any indemnity to which any member of the Board of Management may otherwise be entitled, every member of the Board of Management or officer of the MDU shall be indemnified out of the assets of the MDU against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with which any application for relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the MDU.

89. The Board of Management may from time to time purchase and maintain in force insurance, at the expense of the MDU, for the benefit of any member of the Board of Management, manager or other officer of the MDU or of any company which is a subsidiary of the MDU against any liability which may attach to him or loss or expenditure which he may incur in relation to anything done or omitted to be done or alleged to have been done or omitted to be done as a member of the Board of Management, manager or officer.

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 July 1993, in accordance with the provisions of the Companies Acts.



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# 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(i) 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(xlii) 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;

**ANNUAL GENERAL MEETING - 19 July 1994**

**EXTRACT FROM MINUTES**

- (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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**EXTRACT FROM MINUTES**

- (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.



**ANNUAL GENERAL MEETING - 19 July 1994**

**EXTRACT FROM MINUTES**

- (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.**

**ANNUAL GENERAL MEETING - 19 July 1994**

**EXTRACT FROM MINUTES**

**(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'.**

**ANNUAL GENERAL MEETING - 19 July 1994**

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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 83 by substituting 'officer' for 'official'.**

**ANNUAL GENERAL MEETING - 19 July 1994**

**EXTRACT FROM MINUTES**

- (39) In Article 88 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

*NB Bowman*  
.....  
Company Secretary

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THE MEDICAL DEFENCE UNION LTD

# MEMORANDUM AND ARTICLES OF ASSOCIATION



\*AMNT935Y\*

A26 RECEIPT DATE: 22/07/94



THE MEDICAL DEFENCE UNION LIMITED

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**The Memorandum and  
Articles of Association**

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MEMORANDUM  
of  
THE MEDICAL DEFENCE UNION LIMITED

1. The name of the company is THE MEDICAL DEFENCE UNION LIMITED (hereinafter called 'The MDU').
2. The registered office of the MDU will be situated in England.
3. The objects for which the MDU is established are:
  - (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.
  - (ii) To promote high standards of professional practice.
  - (iii) To give advice or legal assistance to or defend or to take part in advising assisting or defending members or applicants for election to membership or former members of the MDU or the personal representatives of deceased members or former members who may seek such advice and/or who are or are likely to become parties to or otherwise involved in litigation or disputes in respect of matters concerning or affecting directly or indirectly the professional character or interests or conduct in a professional capacity of any such member deceased member or former member or which raises directly or indirectly a question of professional principle.
  - (iv) To indemnify wholly or in part and on such terms and conditions as may from time to time seem expedient any member or applicant for election to membership or former member of the MDU 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 them in respect of matters concerning or affecting whether directly or indirectly the professional character or interests or conduct in a

- professional capacity of any such member or applicant for election to membership or deceased member or former member or which raise directly or indirectly a question of professional principle including all incidental or consequential losses, damages, costs, charges and expenses but exclusive of fines or penalties.
- (v) To expend moneys of the MDU 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 MDU is or is likely to be determined.
  - (vi) To make suitable provision including the taking of financial measures for mitigating the risks or liabilities of the MDU or its members.
  - (vii) To grant sums of money from the funds of the MDU and to provide its services for or to other persons or bodies concerned with the investigation or the promotion of matters relating to the medical dental and other professions or matters which concern or may affect members of those professions or their welfare.
  - (viii) To consider, originate, promote and support (so far as is legal) legislative measures likely to benefit the members of the MDU, and to oppose all measures calculated to injure them. And for the purposes aforesaid to petition parliaments and take such other steps and proceedings as may be deemed expedient.
  - (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.
  - (x) To provide or procure provision to its members of advice, assistance or services on any matters relating to their professional or business affairs.
  - (xi) To carry on business by way of the commercial exploitation of the assets, know-how and expertise of the MDU generally in data management, claims handling, risk management and related or non-related matters.
  - (xii) To carry on any business whatsoever which can in the opinion of the Board of Management of the MDU be conveniently and advantageously carried on by the MDU in connection with or ancillary to any of the other objects of the MDU herein set forth.
  - (xiii) 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.

- (xiv) In the attainment of the above objects to do all such things as are incidental or conducive thereto or to any of them including: the purchase, lease, exchange or hire of any real or personal property and the taking or acquisition of all and any rights or privileges which the Board of Management of the MDU may think necessary or convenient for the purpose of its objects or any of them; the making of any agreement or contract; the making acceptance endorsement and execution of promissory notes, bills of exchange and other negotiable instruments; the investment of the moneys of the MDU not immediately required upon such securities or otherwise as may from time to time be determined by the Board of Management of the MDU; raising or borrowing money in such manner as the Board of Management of the MDU shall think fit; selling managing developing leasing mortgaging charging disposing of or otherwise dealing in any way with all or any part of the MDU's property.

The objects set forth in any sub-clause of this clause shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not be in any way limited to, or restricted by, reference to or inference from any other object, or objects, set forth in such sub-clause or from the terms of any sub-clause or by the nature of the MDU. None of such sub-clauses or the object, or objects, therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause, but the MDU shall have full power to exercise all, or any of, the powers and to achieve or endeavour to achieve all or any of the objects conferred by and provided in any one or more of the said sub-clauses.

4. The liability of the members is limited.
5. The income and property of the MDU, whencesoever derived shall be applied solely towards the promotion of the objects of the MDU as set out in this Memorandum of Association.
6. No dividends shall be paid to the members of the MDU.

7. Every member of the MDU undertakes to contribute to the assets of the MDU, 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 MDU 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 £1.00.

*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.*

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### 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

(a company limited by Guarantee not having a share capital)

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

### INTERPRETATION

2. In these Articles:

'the Act' means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force.

'the MDU' means the Medical Defence Union Limited.

'the Articles' means these Articles of the MDU.

'Board of Management' means the Board of Management of the MDU constituted in accordance with the Articles the members of which shall for all purposes be the directors of the company.

'the Council' means the Council of the MDU appointed by the Board of Management pursuant to Article 59.

'the Seal' means the common seal of the MDU.

'Chief Executive' means the Chief Executive of the MDU.

'Member' means, where the context admits, a person accepted and continuing as such in accordance with Articles 4-14.

'Applicant for election to membership' means a person who is eligible for membership in accordance with Article 5 and has duly applied for membership in accordance with Articles 6 and 7 and whose application has been received in accordance with Article 8

and in respect of whose application there is no reason to suppose that the same would not result in election to membership.

'Standing Orders of the Board of Management' means the Standing Orders made by the Board of Management from time to time pursuant to Article 43.

'The United Kingdom' means Great Britain and Northern Ireland.

'Register' means the register of medical practitioners prescribed by the Medical Act 1983 and/or the register of dental practitioners prescribed by the Dentists Act 1984 or such registers as may be prescribed by any Acts amending modifying or re-enacting or replacing those Acts and/or any register of medical dental or other practitioners (whether described by the word 'register' or otherwise) and/or any other professional register which includes a member or group of members.

'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.

'Chairman' and 'Vice-Chairman' mean the Chairman and Vice-Chairman of the Board of Management appointed pursuant to Article 59.

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.

## OBJECTS AND POWERS OF THE MDU

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

## MEMBERS

4. 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.
5. Any person or member of a group of persons of or in a category specified by the Board of Management as eligible for membership may, subject to the following Articles and any conditions or terms laid down by the Board of Management become a member of the MDU.
6. Applications for membership shall be made by completion of such forms to be submitted to such persons or bodies as the Board of Management may from time to time approve and different forms persons or bodies may be approved for different categories of persons or groups of persons who are eligible for membership.
7. Every application shall include an address to which notices to be given pursuant to these Articles are to be sent and it shall be the obligation of every member of the MDU or (as the case may be) group of members to notify the MDU of any changes in the address to which such notices are to be sent.
8. On receipt by the approved person or body of the appropriate application form duly completed the applicant or applicants shall be deemed to have agreed to become members of the MDU.
9. If the Board of Management or any committee or sub-committee to which the Board of Management may delegate its powers in this respect passes a resolution accepting an applicant or group of

applicants as member or members of the MDU the name and address of the applicant or applicants (provided in accordance with Article 7) shall be entered in the register of members of the MDU and membership shall be deemed to have commenced as from the date on which the application was received or from such later date as the Board of Management or such committee or sub-committee may decide.

10. The rights and privileges of every member and applicant for election to membership 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 Board of Management exercising its powers as provided by these Articles in relation to any deceased person 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.
11. The Board of Management shall be entitled in its absolute discretion and subject only to giving 42 days' prior notice to the member of its intention to do so to refuse to renew the membership of any member with effect from the date on which that member's current subscription expires ('the expiry date') and in such event at the end of the expiry date such member shall cease to be a member of the MDU.
12. Without prejudice to Article 11:
  - (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.
  - (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) shall unless the Board of Management or any committee of the Board of Management authorised in that behalf otherwise determines on the expiry of four calendar months after such finding cease to be a member of the MDU.

13. A member or any group of members may at any time withdraw from membership by giving at least 14 days' clear notice to the Chief Executive.
14. If any member or applicant for election to membership or any group to which the member belongs makes default in any payment of whatsoever nature due to the MDU then if such default shall continue for 30 days after such payment shall become due the member shall, unless the Board of Management at any time otherwise determines, cease to be a member.
15. Any person who shall by any means cease to be a member shall nevertheless remain liable for, and shall pay to the MDU, all moneys which shall, at the time of his ceasing to be a member, be due from him to the MDU.

#### SUBSCRIPTIONS

16. Save insofar as the Board of Management may otherwise determine every member shall pay or cause to be paid to the MDU in such amount and manner and on such date or dates as the Board of Management may from time to time determine a subscription.
17. The Board of Management may determine different rates and methods of payment of subscriptions for such categories or groups of members, and according to such criteria as to it may seem fit.
18. The Board of Management may in circumstances which it considers to be urgent or exceptional give notice to such categories or groups of members as it may decide requiring them to pay a special levy to the MDU in addition to any subscription payable. A special levy shall be payable in such amount and on

such date as the Board of Management may determine save that it shall not be payable:

- (a) in an amount exceeding the amount of any subscription payable by such member or group in the year in which the Board of Management calls for a special levy; nor
- (b) on a date earlier than 21 days after the date of the notice of the special levy.

## GENERAL MEETINGS

- 19. All general meetings other than annual general meetings shall be called special meetings. Meetings shall be held at such time and place as the Board of Management shall determine.
- 20. The MDU shall in each year hold a general meeting as its annual general meeting in addition to other meetings in that year and shall specify the meeting as such in the notices calling it. Not more than 15 months shall elapse between the date of one annual general meeting and the next.
- 21. The Board of Management may call a special meeting whenever it thinks fit and on a members' requisition pursuant to the provisions of the Act shall forthwith proceed to call a special meeting for a date not later than 49 days after receipt of the requisition.

## NOTICE OF GENERAL MEETINGS

- 22. 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.

23. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person or group of persons entitled to receive notice shall not invalidate the proceedings at that meeting.

#### PROCEEDINGS AT GENERAL MEETINGS

24. No business shall be transacted at any meeting unless a quorum is present. Ten persons entitled to vote upon the business to be transacted and present in person or by proxy shall be a quorum.
25. If such a quorum is not present within half an hour from the time appointed for the meeting or if during a meeting such a quorum ceases to be present the meeting shall stand adjourned to the same day in the next week at the same time and place or such time and place as the Board of Management may determine.
26. The Chairman or in his absence the Vice-Chairman, shall preside as chairman of the meeting but if neither the Chairman nor the Vice-Chairman be present within 15 minutes after the time appointed for holding the meeting and willing to act such other member of the Board of Management as the Board may from time to time determine shall preside as chairman of the meeting.
27. The Chairman may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for more than 14 days at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
28. A resolution put to the vote of a meeting shall be decided on a show of hands unless before or on the declaration of the result of

the show of hands a poll is duly demanded. A poll may be demanded:

- (a) by the chairman; or
- (b) by at least 25 members having the right to vote at the meeting; and a demand by a person as proxy for a member shall be the same as a demand by the member.

29. Unless a poll is duly demanded a declaration by the chairman that a resolution has been carried or carried unanimously or by a particular majority, or lost or not carried by a particular majority and an entry to that effect in the books of the proceedings of the MDU 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.
30. The demand for a poll may before the poll is taken be withdrawn but only with the consent of the chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.
31. If a poll is duly demanded it shall be taken as provided in Article 32 and the chairman may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
32. A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the chairman directs not being more than 30 days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
33. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear

days' notice shall be given specifying the time and place at which the poll is to be taken.

### VOTES OF MEMBERS

34. On a show of hands every member present in person shall have one vote. On a poll every member present in person or by proxy shall have one vote. In the case of an equality of votes, whether on a show of hands, or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have.
35. A member in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote, whether on a show of hands or on a poll, by his receiver, curator bonis or other person authorised in that behalf appointed by that court, and any such receiver curator bonis or other person may on a poll, vote by proxy. Evidence to the satisfaction of the Board of Management of the authority of the person claiming to exercise the right to vote shall be deposited at the registered office, or at such other place as is specified in accordance with the Articles for the deposit of instruments of proxy, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable.
36. 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.
37. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.
38. An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointor and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Board of Management may approve)—

*"The Medical Defence Union Limited*

*I/We, ....., of .....,  
being a member/members of the above-named company hereby  
appoint .....  
of .....  
or failing him, .....  
of .....  
as my/our proxy to vote in my/our name(s) and on my/our behalf at  
the annual/special meeting of the company to be held on .....  
..... 19 ....., and at any adjournment thereof.  
Signed on ..... 19 ....."*

39. Where it is desired to afford members an opportunity of instructing the proxy how he shall act the instrument appointing a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Board of Management may approve)—

*"The Medical Defence Union Limited*

*I/We, ....., of .....  
being a member/members of the above-named company hereby  
appoint .....  
of .....  
or failing him, .....  
of .....  
as my/our proxy to vote in my/our name(s) and on my/our behalf at  
the annual/special meeting of the company to be held on .....  
..... 19 ....., and at any adjournment thereof.*

*This form is to be used in respect of the resolutions mentioned below  
as follows:*

*Resolution No.1 \*for \*against*

*Resolution No.2 \*for \*against*

*\*Strike out whichever is not desired.*

*Unless otherwise instructed, the proxy may vote as he thinks fit or  
abstain from voting.*

*Signed this ..... day of ..... 19 ....."*

40. The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the Board of Management may—
- (a) be deposited at the registered office of the MDU not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
  - (b) in the case of a poll taken more than 48 hours after it is demanded, be deposited as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for taking the poll; or
  - (c) where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairman or to the Company Secretary or to any member of the Board of Management;

and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.

41. A vote given or poll demanded by proxy shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Board of Management at the registered office or at such other place at which the instrument of proxy was duly deposited before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

#### THE BOARD OF MANAGEMENT

42. 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.

## THE POWERS OF THE BOARD OF MANAGEMENT

43. Subject to the provisions of the Act the Memorandum and the Articles and to any directions given by special resolution the management of the affairs and the control of the MDU shall be vested in the Board of Management which may exercise all the powers of the MDU. No alterations of the Memorandum or Articles and no such direction shall invalidate any prior act of the Board of Management which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article shall not be limited by any special power given to the Board of Management by the Articles and a meeting of the Board of Management at which a quorum is present may exercise all powers exercisable by the Board of Management including the making of such Standing Orders of the Board of Management as to any matter within the powers of the Board of Management and their exercise as to the Board of Management may from time to time seem fit.
44. 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.
45. The Board of Management may, by power of attorney or otherwise appoint any person to be the agent of the MDU for such purposes and on such conditions as it determines including authority for the agent to delegate all or any of his powers.
46. The Board of Management may delegate any of its powers to any committee or sub-committee. It may also delegate to any member of the Board of Management or employee or agent such of its powers as it considers desirable to be exercised by such person. Any such delegation may be made subject to any conditions the Board of Management may impose and either collaterally with or to the exclusion of its own powers and may be revoked or altered.
47. The Board of Management or any member of the Board of Management or employee or agent or committee of the MDU

authorised by the Board of Management for the purpose may subject to the limits of any such authority give advice or legal assistance or defend or take part in advising, assisting or defending in respect of any matter cause or proceeding, concerning or affecting whether directly or indirectly the professional character or interests or conduct in a professional capacity of 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) or in respect of any matter cause or proceeding which raises directly or indirectly a question of professional principle;

provided that:

- (1) The Board of Management or such member of the Board of Management or employee or agent or committee shall be satisfied that in a case involving a member, applicant for election to membership, former member or deceased member the matter originated or the cause or proceedings arose during the period when the person concerned was a member of the MDU or an applicant for election to membership.
- (2) If the Board of Management or such member of the Board of Management or employee or agent or committee decides to act in accordance with this Article the person making a request that it do so shall abide absolutely by every decision of the Board of Management or any such member of the Board of Management or employee or agent or committee on the conduct or defence of the matter and shall not himself without prior consent of the Board of Management or any such member of the Board of Management or employee or agent or committee take any steps with reference to such matter or the determination thereof.

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.

48. (1) The Board of Management or any member of the Board of Management or employee or agent or committee of the MDU authorised by the Board of Management for the purpose may subject to the limits of any such authority and sub-paragraph (3) of this Article, and subject also to the like conditions as are specified in the provisos of the preceding Article, grant from the funds of the MDU to any member or any applicant for election to membership or former member or the personal representatives of any deceased member an indemnity wholly or in part with regard to any action proceeding claims or demands by or against them in respect of any matter concerning or affecting whether directly or indirectly the professional character or interests or conduct in a professional capacity of any such member applicant for election to membership or former member or deceased member as the case may be or which raises directly or indirectly a question of professional principle and such indemnity may extend to all incidental or consequential losses, damages, costs, charges and expenses but excluding fines and penalties.
- (2) The Board of Management or any authorised committee or agent may determine any such indemnity at any time by notice in writing to the member or applicant for election to membership or former member (or if the member, applicant or former member dies subsequent to the granting of the indemnity his personal representatives) or the personal representatives of the deceased member concerned as the case may be.
- (3) Any such indemnity may be granted or determined by resolution of the Board of Management or any authorised committee or decision of any authorised agent and the grant of indemnity in every case shall be made only upon such terms and conditions as the Board of Management committee or agent shall think proper and it shall rest only in the absolute discretion of the Board of Management committee or



agent in every case to limit or restrict the grant of such indemnity or altogether to decline to grant the same or to determine any indemnity so granted without assigning any reason.

49. The Board of Management or any committee of the Board of Management authorised for that purpose may:

- (a) appoint one or more arbitrators or umpires either from its own body or from among the members of the MDU or otherwise for the settlement of difficulties and disputes in which matters concerning the medical, dental or other professions arise or in which any member of the MDU may be concerned.
- (b) request anyone of its own body or any member of the MDU to give his professional services or to render any special services for the MDU or for any member or members.
- (c) authorise payment out of the funds of the MDU to any person so appointed or requested of such special remuneration as it shall think fit and any such person or any member of the Board of Management or the MDU who performs any special services for a member without being so requested by the Board of Management or any such committee shall be entitled to retain for his own benefit any fees or endowments 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 MDU.

50. The Board of Management may enter into or authorise the making of such contracts and do or authorise the doing of all such acts or things as it may deem expedient for the purposes of the MDU.

#### **APPOINTMENT AND RETIREMENT OF THE MEMBERS OF THE BOARD OF MANAGEMENT**

51. 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.

52. 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.
53. 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) 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.
54. Not less than seven nor more than 28 clear days before the date appointed for holding a general meeting notice shall be given to all who are entitled to receive notice of the meeting of any person (other than a member of the Board of Management retiring by rotation or by virtue of Article 56 at the meeting) who is recommended by the Board of Management for election as a member of the Board of Management at the meeting or in respect of whom notice has been duly given to the MDU of the intention to propose him at the meeting for election as a member of the Board of Management.
55. Subject as aforesaid the MDU may by ordinary resolution appoint

a person who is willing to act to be a member of the Board of Management either to fill a vacancy or as an additional member.

56. The Board of Management may appoint a person who is willing to act to be a member of the Board of Management either to fill a vacancy or as an additional member, provided that the appointment does not cause the number of members of the Board of Management to exceed any number fixed by or in accordance with the Articles as the maximum number of members. A person so appointed shall hold office only until the next following annual general meeting 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. If not elected at such annual general meeting, he shall vacate office at the conclusion thereof.
57. Subject as aforesaid a member of the Board of Management who retires at an annual general meeting may, if willing to act, be re-elected. If he is not re-elected, he shall retain office as such until the meeting appoints someone in his place, or if it does not do so, until the end of the meeting.
58. At the conclusion of each annual general meeting all the members of the Council of the MDU for the time being shall retire but shall be eligible for re-appointment under Article 59.
59. As soon as may be after the annual general meeting in each year, the members of the Board of Management shall meet and shall appoint from among their number a *Chairman* and a *Vice-Chairman* of the Board of Management. At that meeting the Board of Management shall also appoint as many persons to be members of the Council as the Board of Management may from time to time select. The President and Vice-President of the Council shall be appointed from the non-executive members of the Board of Management and must also be members of the MDU. The Council shall act as a forum for discussion and analysis of professional, scientific and allied issues referred to it by the Board of Management.
60. (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 53 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.

#### DISQUALIFICATION AND REMOVAL OF THE MEMBERS OF THE BOARD OF MANAGEMENT COUNCIL AND COMMITTEES

61. A member of the Board of Management shall vacate his office as such:
- (a) if he ceases to be eligible for such membership by virtue of any provision of the Act or he becomes prohibited by law from being such a member; or
  - (b) if he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
  - (c) if he is, or may be, suffering from mental disorder and either—
    - (i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960; or
    - (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or
  - (d) if he resigns his office by notice to the MDU; or
  - (e) if he shall for more than six consecutive months have been absent without permission of the Board of Management from meetings of the Board of Management held during that period and the Board of Management resolves that his office be vacated; or

- (f) (subject to Article 62) at the conclusion of such annual general meeting next succeeding the attainment by him of the age of 70 years; or
  - (g) if being an executive member of the Board of Management he ceases to be a full-time employee of the MDU; or
  - (h) if the Board of Management so resolves.
62. (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 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) No person who has attained the age of 70 years shall be eligible for appointment to the Council.
- (c) No person who has attained the age of 70 years shall be eligible for appointment to any committee or sub-committee exercising the powers of the Board of Management under Article 46 unless he has been elected to the Board of Management under (a) above.
- (d) Notwithstanding the above provisions of this Article 62 and provided that the Standing Orders of the Board of Management and provisions equivalent to those set out in Section 293(5) of the Act have been complied with, the person who holds the office of Chairman of the Board of Management at the Annual General Meeting to be held in 1994 and at any Annual General Meeting thereafter shall be eligible for re-election to the Board of Management despite having attained the age of 70 years, and such a person shall be eligible for appointment to the Council and to any committee or sub-committee exercising the powers of the Board of Management under Article 46.

#### **REMUNERATION AND EXPENSES OF THE MEMBERS OF THE BOARD OF MANAGEMENT COUNCIL AND COMMITTEES**

63. The members of the Board of Management and of committees of the Board of Management and the members of the Council of the MDU appointed in accordance with Article 59 shall be paid by

the MDU such reasonable travelling, hotel and other expenses as they may incur in attending or returning from meetings of the MDU or of the Board of Management or of the Council or of committees of the Board of Management or of the Council as the case may be or which they may otherwise incur in or about the affairs of the MDU. The members of the Board of Management and of the committees of the Board of Management and of the Council of the MDU may also be paid out of the funds of the MDU by way of remuneration at such rates as may from time to time be determined by the Board of Management.

#### APPOINTMENTS AND INTERESTS OF MEMBERS OF THE BOARD OF MANAGEMENT

64. Subject to the provisions of the Act, and provided that he has disclosed to the Board of Management the nature and extent of any material interests of his, a member of the Board of Management notwithstanding his office—
- (a) may be a party to, or otherwise interested in, any transaction or arrangement with the MDU or in which the MDU is otherwise interested;
  - (b) may be a member director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the MDU or in which the MDU is otherwise interested; and
  - (c) shall not, by reason of his office, be accountable to the MDU for any benefit which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.
65. For the purposes of Article 64—
- (a) a general notice given to the Board of Management that a member of the Board of Management is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a

specified person or class of persons is interested shall be deemed to be a disclosure that the member of the Board of Management has an interest in such transaction of the nature and extent so specified; and

- (b) an interest of which a member of the Board of Management has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.

## GRATUITIES AND PENSIONS

- 66. The Board of Management may provide benefits, whether by the payment of gratuities or pensions or by insurance or otherwise, for any person who has held but no longer holds any employment with the MDU whether before or after his death, and for any member of his family (including a spouse and/or a former spouse) and/or any person who is or was dependent on him, and may (as well before as after he ceases to be so employed) contribute to any fund and pay premiums for the purchase or provision of any such benefit.

## PROCEEDINGS OF THE BOARD OF MANAGEMENT

- 67. Subject to the provisions of the Articles the Board of Management may regulate its proceedings as it thinks fit. Any three members of the Board of Management may and the Company Secretary at the request of such members shall call a meeting of the Board of Management. Questions arising at a meeting shall be decided by a simple majority of votes of those attending and voting. In the case of an equality of votes the chairman shall have a second or casting vote.
- 68. The quorum for transaction of the business of the Board of Management may be fixed by the Board of Management and unless so fixed at any other number shall be eight.
- 69. The continuing members of the Board of Management may act notwithstanding any vacancies in their number but if the number of members is less than the number fixed as a quorum the continuing members may act only for the purpose of filling vacancies or of calling a general meeting.

70. 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.
71. All acts done at any meeting of the Board of Management or committee of the Board of Management or by any persons acting as members of the Board of Management shall notwithstanding that it shall be afterwards discovered that there was some defect in the appointment of any such members of the Board of Management 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 Board of Management and had been entitled to vote.
72. A resolution in writing signed by all the members of the Board of Management entitled to receive notice of a meeting of the Board of Management shall be as valid and effectual as if it had been passed at a meeting of the Board of Management duly convened and held and may consist of several documents in the like form each signed by one or more members of the Board of Management.
73. Save as otherwise provided by the Articles a member of the Board of Management shall not vote at a meeting of the Board of Management on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the MDU unless his interest or duty arises only because the case falls within one or more of the following paragraphs—
- (a) the resolution relates to the giving to him of a guarantee, security, or indemnity in respect of money lent to, or an obligation incurred by him for the benefit of, the MDU;
  - (b) the resolution relates to the giving to a third party of a guarantee, security, or indemnity in respect of an obligation of the MDU for which the member has assumed



responsibility in whole or in part and whether alone or jointly with others under a guarantee or indemnity or by the giving of security;

- (c) his interest arises by virtue of his subscribing or agreeing to subscribe for any debenture of the MDU or by virtue of his being, or intending to become, a participant in the underwriting or sub-underwriting of an offer of any such debentures, by the MDU for subscription, purchase or exchange;
- (d) the resolution relates in any way to a retirement benefits scheme which has been approved, or is conditional upon approval, by the Board of Inland Revenue for taxation purposes.

For the purposes of this Article, an interest of a person who is, for any purpose of the Act (excluding any statutory modification thereof not in force when this Article becomes binding on the MDU), connected with a member of the Board of Management shall be treated as an interest of the member.

- 74. A member of the Board of Management shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote.
- 75. The MDU may by ordinary resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of the Articles prohibiting a member of the Board of Management from voting at a meeting of the Board of Management.
- 76. If a question arises at a meeting of the Board of Management as to the right of a member of the Board of Management to vote, the question may, before the conclusion of the meeting, be referred to the chairman of the meeting and his ruling in relation to any member other than himself shall be final and conclusive.

#### COMPANY SECRETARY

- 77. Subject to the provisions of the Act the Company Secretary shall be appointed by the Board of Management for such term, at such

remuneration and upon such conditions as it may think fit; and any Company Secretary may be removed by the Board of Management.

### MINUTES

78. The Board of Management shall cause minutes to be made in books kept for the purpose:
- (a) of all appointments of the Chairman, Vice-Chairman, members of the Board of Management, of Council and of committees; and
  - (b) of all proceedings at meetings of the MDU, of the Board of Management, of the Council and of committees including the names of those present at such meetings.

### THE SEAL

79. The seal shall only be used by the authority of the Board of Management or of a committee of the Board of Management authorised by the Board of Management. 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.

### ACCOUNTS

80. The books of account shall be kept at the registered office of the MDU or at such other place or places as the Board of Management thinks fit and shall always be open to the inspection of the Board of Management.
81. The Board of Management 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 MDU or any of them shall be open to the inspection of any member who is not a member of the Board of Management and any such member shall not have any right of inspecting any account or book or document of the MDU except as conferred by

statute or authorised by the Board of Management or by the MDU in general meeting.

82. It shall be the responsibility of the Board of Management to cause the MDU to keep lay and deliver accounting records and accounts of the MDU and to report thereon in accordance with the provisions of the Act.
83. Any notice to be given to or by any person pursuant to the Articles shall be in writing except that a notice calling a meeting of the Board of Management need not be in writing.
84. The MDU may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at the address registered from time to time in accordance with Articles 7 and 9 or by leaving it at that address. If no such address is registered the member shall not be entitled to be served with any notice.
85. A member present, either in person or by proxy, at any meeting of the MDU shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.
86. Proof that an envelope containing a notice was properly addressed prepaid and posted on a certain date shall be sufficient to prove that the notice was given and posted and a certificate in writing signed by the Company Secretary or other officer of the MDU that the envelope containing the notice was so addressed, prepaid and posted shall be conclusive evidence thereof. A notice shall be deemed to have been given:
  - (a) where it is addressed to an address in the United Kingdom at the expiration of 48 hours after it was posted;
  - (b) in any other case at the expiration of seven days after it was posted.

#### INDEMNITY

87. Subject to the provisions of the Act but without prejudice to any

indemnity to which any member of the Board of Management may otherwise be entitled, every member of the Board of Management or other officer of the MDU shall be indemnified out of the assets of the MDU against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with which any application for relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the MDU.

88. The Board of Management may from time to time purchase and maintain in force insurance, at the expense of the MDU, for the benefit of any member of the Board of Management, manager or other officer of the MDU or of any company which is a subsidiary of the MDU against any liability which may attach to him or loss or expenditure which he may incur in relation to anything done or omitted to be done or alleged to have been done or omitted to be done as a member of the Board of Management, manager or officer.

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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 19th July 1994, in accordance with the provisions of the Companies Acts.