

The Companies Act 1985

COMPANY LIMITED BY GUARANTEE

THE MEDICAL PROTECTION SOCIETY LIMITED

Special Resolution passed on Wednesday 18 November, 1987

AT the Annual General Meeting of the Company held on Wednesday 18 November, 1987, the following resolution was duly passed as a Special Resolution:

THAT the Memorandum be altered

(i) by the renumbering of Clause 4th as Clause 5th;

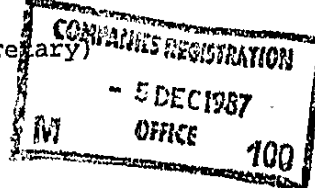
(ii) by the addition of a new Clause 4th and 6th as set out as Clauses 4th and 6th respectively of the draft Memorandum set out on pages 7 and 8 of the Circular Letter now dated 1st October 1987 accompanying the Notice convening the Annual General Meeting at which this Resolution is proposed;

(iii) subject to any directions to the contrary of the Secretary of State by changing the name of the Society to "The Medical Protection Society".

Signed

..... (Chairman) Treasurer

..... (Secretary)



No. 36142

The Companies Act 1985

COMPANY LIMITED BY GUARANTEE

THE MEDICAL PROTECTION SOCIETY LIMITED

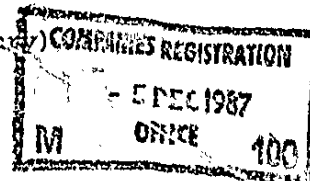
Special Resolution passed on Wednesday 18 November, 1987

AT the Annual General Meeting of the Company held on Wednesday 18 November, 1987, the following resolution was duly passed as a Special Resolution:

THAT the Memorandum with respect to the Objects of the Society be altered by the deletion of sub-paragraphs (A) to (K) (inclusive) of Clause 3rd thereof and the substitution thereof of new sub-paragraphs (A) to (J) (inclusive) as set out in Clause 3rd of the draft Memorandum set out on pages 7 and 8 of the Circular Letter dated 1st October 1987 accompanying the Notice convening the Annual General Meeting at which this Resolution is proposed.

Signed *[Signature]* (Chairman) Treasurer

..... *[Signature]* (Secretary)



The Companies Act 1985

COMPANY LIMITED BY GUARANTEE

THE MEDICAL PROTECTION SOCIETY LIMITED

Special Resolution passed on Wednesday 18 November, 1987

AT the Annual General Meeting of the Company held on Wednesday 18 November, 1987, the following resolution was duly passed as a Special Resolution:

THAT the Society hereby ratifies and approves :-

(A) All entries in the Register of Members of the Society hitherto made by the Secretary or at his direction pursuant to or in consequence of any delegation or purported delegation effected by the Council to the Secretary or to any committee of the Council however constituted of the power to admit Members of the Society.

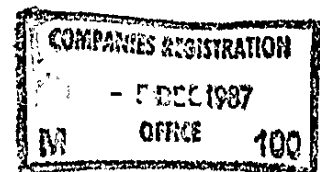
(B) All grants of indemnity to Members or former Members or the personal representatives of deceased Members made from the monies of the Society either :-

- (i) by or at the direction of or on the recommendation of the Council of the Medical Defence Association of Victoria in the exercise of powers conferred by the Council of the Society pursuant to agreements dated 10 May 1979 and 12 February 1987; or
- (ii) by any committee (however constituted) of the Council or by the Secretary or any officer or employee of the Society pursuant to any delegation by the Council whenever effected;

whether or not the recipients of such indemnities were Members of the Society at the date of the incident giving rise to the liability in respect of which indemnity was granted.

Signed (Chairman) Treasurer

..... (Secretary)



No. 36142

The Companies Act 1985

COMPANY LIMITED BY GUARANTEE

THE MEDICAL PROTECTION SOCIETY LIMITED

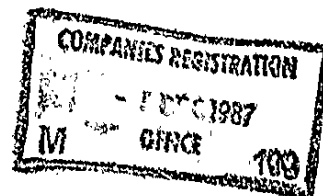
Special Resolution passed on Wednesday 18 November, 1987

AT the Annual General Meeting of the Company held on Wednesday 18 November, 1987, the following resolution was duly passed as a Special Resolution:

THAT the Regulations contained in draft Articles as set out on pages 9 to 18 (inclusive) of the Circular Letter dated 1st October 1987 accompanying the Notice convening the Annual General Meeting at which this Resolution is proposed be adopted as the Articles of Association of the Society to the exclusion of the existing Articles thereof.

Signed *[Signature]* (Chairman) Treasurer

..... *[Signature]* (Secretary)



34142

THE COMPANIES ACTS 1862 TO 1890
Company Limited By Guarantee
Not Having a Share Capital

Memorandum of Association of The Medical Protection Society

1st The name of the Company is The Medical Protection Society.

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

3rd The objects for which the Company is established are: -

(A) To protect support and safeguard the character and interests of medical or dental practitioners who in the exercise of some qualification or entitlement approved by the Council of Management of the Company are or have been practising their profession or are teaching or studying Medicine or Dentistry in any of their branches and of persons approved by such Council who are engaged in any science or art allied or ancillary to Medicine or Dentistry or calculated or intended to be of use in connection therewith;

(B) To advise and assist members of the Company with regard to any matter affecting in any way whether directly or indirectly their professional character or interests;

(C) To grant indemnities to persons who are or have been members of the Company and to their personal representatives acting in that capacity as the Company may in accordance with its regulations determine in respect of such claims or demands and consequential losses damages costs charges and expenses as may be defined by the regulations of the Company for the time being;

(D) To effect and obtain all such insurances re-insurances counter-insurances indemnities and guarantees as may be expedient and to adopt any other means as the Council shall think fit of providing for the attainment of the objects;

(E) To take or assist in taking all proper proceedings (legal or otherwise) to maintain high standards of professional practice and to prevent negligence and malpractice;

(F) To conduct and assist in conducting arbitrations and other proceedings for the settlement of disputes and difficulties whether between members of the Company or between members of the Company and persons who are not members and to appoint Arbitrators and Umpires and to receive and pay remuneration in respect of such arbitrations and other proceedings;

(G) To consider promote and support improvements in the law which appear to be conducive to the attainment of the objects of the Company and to resist and oppose alterations in the law which appear detrimental to the interests of any of the members of the Company or those qualified to be members by taking legal proceedings or otherwise;

(H) To subscribe to or become a member of or establish or promote or support by the application of funds of the Company (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 Company or which is for the benefit of Medicine or Dentistry in any of its branches or is conducive to the interest of or for the benefit of the Company or any part of its members or those qualified to be members;

(I) To hold hire lease purchase sublet mortgage charge and sell land and property of any kind necessary or convenient for the purposes of the Company and to invest monies not required for immediate use in such manner as the Council may determine;

(J) To do all such things as may be reasonably incidental to the attainment of the above objects or any of them.

- 4th The income and property of the Company shall be applied solely towards the promotion of its objects as set out in the Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Company.
- 5th Every member of the Company undertakes to contribute to the assets of the Company, 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 the costs charges and expenses of winding up the same, and for the adjustment of the rights of contributories amongst themselves, such amount as may be required, not exceeding £1.
- 6th If upon the winding up or dissolution of the Company there remains after satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of the Company but shall be given or transferred to some other body (whether or not a member of the Company) having objects similar to the objects of the Company or to some other body (whether or not a member of the Company) the objects of which are the promotion of charity and anything incidental or conducive thereto, such body to be determined by the Council at or before the time of dissolution.

Articles of Association of The Medical Protection Society

General

1. In these Articles:

- "the Act" means the Companies Act 1985 and any statutory modification or re-enactment thereof for the time being in force;
- "the Society" means the above-named company;
- "the Council" means the Council of Management of the Society constituted in accordance with these Articles;
- "the seal" means the common seal of the Society;
- "Secretary" means the Secretary of the Society or any other person appointed to perform the duties of the Secretary of the Society including a joint, deputy or assistant secretary;
- "the United Kingdom" means Great Britain and Northern Ireland;
- "Member" except where the context otherwise requires includes a Voting Member and an Associate Member.

Unless the context otherwise requires, words or expressions in these Articles bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these regulations become binding on the company. Without prejudice to the generality of the foregoing, in these Articles words importing the masculine gender include the feminine and words importing the feminine include the masculine.

Members

2. (1) Any person holding a qualification or entitlement approved by the Council and for the time being practising or teaching or studying Medicine or Dentistry in any of its branches or any person approved by the Council engaged in any science or art allied or ancillary to Medicine or Dentistry or calculated or intended to be of use in connection with Medicine or Dentistry is eligible to be either a Voting Member or an Associate Member of the Society.
- (2) An Associate Member shall be entitled to all the rights and privileges conferred on Voting Members by these Articles save that he shall not be entitled to receive notice of or to attend or vote at any meeting of the Society.
3. (1) Subject to the provisions of these Articles the power to admit persons to membership of the Society shall rest with the Council.
- (2) The Council shall have power to make regulations:
- (a) prescribing a form or forms of application to be delivered to the Secretary by applicants for membership;
 - (b) fixing the subscription or subscriptions to be paid by members or classes of members (which may be a class defined by regulations made hereunder) and the date at and period for which subscriptions are to be paid;
 - (c) prescribing any fee to be paid on admission to the Society.

3. The Council's power to make regulations under this clause may be exercised either generally or in particular cases and so as to prescribe different rates or periods of subscriptions for different classes of members as thereby defined to enable the Council to compound for remit or defer subscription payments for any member or members or any such class or classes of members or to remove altogether the obligation on any such class or classes of members to pay subscriptions.
4. The name of a Member shall upon admission to membership be entered on the Register of Members as either a Voting Member or an Associate Member and membership shall be deemed to have commenced from the day following the date upon which the Member's application for membership was received by the Society or at such other time as the Council may determine.
5. (1) The Council may if circumstances arise considered by the Council to be urgent or exceptional from time to time call upon the members or any class or classes of members (which may be a class defined by regulations made under clause 3 of these Articles or a class specially designated for the purpose of this clause) to contribute a sum or sums to be paid to the Society at such time and place as may be prescribed in addition to the subscriptions (if any) paid by such members.
- (2) A call or calls under this clause shall not require any Member to pay a greater sum in any financial year of the Society than the subscription (calculated at an annual rate if not so paid) of that Member or (if the Member pays no subscription) the subscription so calculated or payable at the date of the call by the class of members in which the Member fell when he last paid a subscription.
- (3) No call under this clause shall require payment earlier than 21 days after the date on which notice of the call is given.
6. (1) Any Member may withdraw from the Society on giving two months' notice in writing to the Secretary and on payment of all sums due from him to the Society. Membership shall not be transferable and shall cease on death.
- (2) The Council may terminate the membership of any Member in such manner as it thinks fit whose conduct or continued membership is in the opinion of the Council detrimental to the interests of the Society but such determination shall not affect any liability of such Member to the Society.
- (3) Any Member whose subscription or other liability to the Society is in arrear for more than one month shall cease to be entitled to any benefits of membership of the Society from the date when the subscription or other liability fell due.
- (4) The Society may by notice terminate the membership of a Member whose subscriptions or other liability to the Society is in arrear for more than three months but such notice shall not affect any liability of such Member to the Society.
7. (1) Every Member shall supply his current residential or professional address to the Secretary and the address so notified shall be entered in the Register of Members as the registered address of such Member.
- (2) Every Member shall on request supply such other information of a professional character as the Council may from time to time require.

General Meetings

8. All General Meetings other than Annual General Meetings shall be called Special General Meetings.
9. The Council may call General Meetings and on receipt of a requisition in writing signed by not less than 250 Members or a requisition of members pursuant to the

provisions of the Act shall forthwith proceed to convene a Special General Meeting for a date not later than eight weeks after the receipt of such requisition.

26/4/2

Notice of General Meetings

10. An Annual General Meeting and a Special General Meeting called for the passing of a Special Resolution or a Resolution appointing a person to the Council shall be called by at least 21 clear days' notice. All other Special General Meetings shall be called by at least 14 days' notice. The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and in the case of an Annual General Meeting shall specify the meeting as such. Subject to the provisions of these Articles the notice shall be given to all the members and to the Members of the Council and to the Auditors.
11. The accidental omission to give notice of a meeting to or the non-receipt of notice of a meeting by any person entitled to receive notice shall not invalidate the proceedings at that meeting.

Proceedings at General Meetings

12. (1) No business shall be transacted at any meeting unless a quorum is present. Ten persons entitled to vote upon the business to be transacted each being a Member or a proxy for a Member shall be a quorum.
(2) If such quorum is not present within half an hour from the time appointed for the meeting or if during a meeting such 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 to such time and place as the Council may determine.
(3) The President, whom failing the Chairman, whom failing the Vice-Chairman (if any) of the Council shall preside as Chairman of the meeting but if none of the President Chairman or Vice-Chairman of the Council be present within fifteen minutes after the time appointed for the holding of the meeting and willing to act the Members of the Council present shall elect one of their number to be Chairman of the meeting and if there is only one Member of the Council present and willing to act he shall be Chairman.
(4) If no Member of the Council is willing to act as Chairman of the meeting or if no Member of the Council is present within fifteen minutes after the time appointed for holding the meeting the Members present and entitled to vote shall choose one of their number to be Chairman of the meeting.
(5) The Chairman may (and shall if so directed by the meeting) adjourn a meeting from time to time and from place to place but no business shall be transacted at an 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 fourteen days or more at least seven 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.
13. (1) 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. Subject to the provisions of the Act, a poll may be demanded:—
 - (a) by the Chairman; or
 - (b) by at least five members having the right to vote at the meetingand a demand by a person as proxy for a Member shall have the same effect as a demand by the Member.

- (2) 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 minutes of the meeting shall be conclusive evidence of the fact.
- (3) 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.
- (4) A poll shall be taken as the Chairman directs and he 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.
- (5) 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.
- (6) A poll demanded on the election of a Chairman 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 is demanded. If a poll is demanded before the declaration of the result of the show of hands and the demand is duly withdrawn the meeting shall continue as if the demand had not been made.
- (7) 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 days' notice shall be given specifying the time and place at which the poll is to be taken.

Votes of Members

14. On a show of hands every Member (other than an Associate) who is present in person or by proxy shall have one vote and on a poll every Member shall have one vote.
15. 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 of the Society or at such other place as is specified in accordance with these 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.
16. 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.
17. (1) 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 Protection Society

I/We, of , being a Member/Members of the above-named Society, 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 General Meeting of the Society to be held on 19 , and at any adjournment thereof.

Signed on day of 19 ."

(2) 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 Protection Society

I/We, of , being a Member/Members of the above-named Society, 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 General Meeting of the Society 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 ."

(3) 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 Society or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Society in relation to the meeting 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 the taking of 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.

(4) A proxy appointed under these Articles must be a Voting Member.

Council of Management

18. Subject to the provisions of the Act and of the Memorandum of Association, of these Articles and of any direction effected by Special Resolution the business of the Society shall be managed by the Council of Management who may exercise all the powers of the Society. No alteration of the Memorandum or of these 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 regulation shall not be limited by any special power given to the Council by these Articles and a meeting of the Council at which a quorum is present may exercise all powers exercisable by the Council.

2
The Medical Protection Society

I/We, of , being a Member/Members of the above-named Society, 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 General Meeting of the Society to be held on 19 , and at any adjournment thereof.

Signed on day of 19 ."

(2) 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 Protection Society

I/We, of , being a Member/Members of the above-named Society, 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 General Meeting of the Society 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 ."

(3) 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 Society or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Society in relation to the meeting 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 the taking of 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.

(4) A proxy appointed under these Articles must be a Voting Member.

Council of Management

18. Subject to the provisions of the Act and of the Memorandum of Association, of these Articles and of any direction effected by Special Resolution the business of the Society shall be managed by the Council of Management who may exercise all the powers of the Society. No alteration of the Memorandum or of these 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 regulation shall not be limited by any special power given to the Council by these Articles and a meeting of the Council at which a quorum is present may exercise all powers exercisable by the Council.

19. Subject as hereinafter provided, the Council shall consist of a President, a Treasurer and up to 24 members (in these Articles called "the Council Members") who shall be Members of the Society.
20. (1) The Council may delegate any of their powers in relation to any question arising in relation to members or prospective members practising studying or resident outside outside the United Kingdom and the Republic of Ireland (including, but without prejudice to the foregoing, their powers under clause 28 of these Articles) to any body corporate, association or body of persons having or professing to have objects similar to those of the Society whether in any part of the United Kingdom or overseas of whom the Council may approve for such purpose.
- (2) Without prejudice to sub-clause (1) of this clause the Council may delegate their powers to admit persons to membership of the Society either generally or in respect of a particular class of applicants to the Secretary.
21. Without prejudice to clause 20 of these Articles the Council may delegate any of their powers (including, but without prejudice to the foregoing, their powers under clause 28 of these Articles) to committees, sub-committees or ad hoc committees consisting of not less than two Council Members and such other persons (whether Members of the Society or not) as the Council shall think fit not being a majority in number of the members of the committee in each case.

Vice-Presidents

22. The Council may from time to time elect any person to be a Vice-President of the Society for such period as the Council think fit. A Vice-President who is not a Member of the Council shall be entitled to receive notice of and to attend and speak at meetings of the Council but shall not be entitled to vote. A Vice-President who is not a Voting Member of the Society shall not be entitled to receive notice of or to attend or vote at general meetings of the Society.

Appointment and Retirement of Council

23. (1) At each Annual General Meeting the President, the Treasurer and one-third of the Council Members who have been continuously longest in office since their last appointment or re-appointment shall retire but as between Council Members who were last appointed or re-appointed on the same day those to retire shall in default of agreement be chosen by lot.
- (2) If the Society at the meeting at which a Council Member retires by rotation does not fill the vacancy the retiring Council Members 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 Council Member is put to the meeting and lost.
- (3) No person other than a Council Member retiring by rotation shall be appointed or re-appointed a Council Member at any General Meeting unless: -
- (a) he is recommended by the Council; or
- (b) not less than 14 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 Society of the intention to propose that person for appointment or re-appointment stating the particulars which would if he were so appointed or re-appointed be required to be included in the Society's register of directors together with notice executed by that person of his willingness to be appointed or re-appointed.

(4) Not less than 7 nor more than 28 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 Council Member retiring by rotation at the meeting) who is recommended by the Council for appointment or re-appointment as a Council Member at the meeting or in respect of whom notice has been duly given to the Society of the intention to propose him at the meeting for appointment or re-appointment as a Council Member. The notice shall give the particulars of that person which would, if he were so appointed or re-appointed, be required to be included in the Society's register of directors.

(5) The Council may appoint a Member who is willing to act to be a Council Member either to fill a vacancy or as an additional Council Member provided that the appointment does not cause the number of Council Members to exceed any number fixed by or in accordance with these Articles as the maximum number of Council Members. A Council Member so appointed shall hold office only until the next following Annual General Meeting and shall not be taken into account in determining the Council Members who are to retire by rotation at the Meeting. If not re-appointed at such Annual General Meeting he shall vacate office at the conclusion thereof.

(6) Subject as aforesaid a Council Member who retires at an Annual General Meeting may if willing to act be re-appointed. If he is not re-appointed, he shall retain office until the meeting appoints someone in his place, or if it does not do so, until the end of the meeting.

Disqualification and Removal of Council

24. (1) No person who has attained the age of 72 years shall be eligible for election or re-election as President, Vice-President, Treasurer or Council Member.

(2) A Council Member shall vacate office at the end of the first Annual General Meeting held after he has attained the age of 72 years but the retirement of a Council Member out of turn under this paragraph is to be disregarded in determining when any other Council Members are to retire.

(3) No person who has held the office of President or Treasurer continuously during the preceding period of five years shall be eligible for re-election to that office.

25. A Council Member shall vacate office if: -

(a) he ceases to be a Council Member by virtue of any provision of the Act or he becomes prohibited by law from being a director of a company; or

(b) he becomes bankrupt or makes any arrangement or composition with his creditors; or

(c) 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 Section 3 of the Mental Health Act 1983 or, in Scotland, an application for admission under Section 18 of the Mental Health (Scotland) Act 1984, 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 who exercises power with respect to his property or affairs; or

(d) he resigns his office by notice to the Society; or

(e) 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.

Remuneration Expenses and Interests of the Council

26. (1) The President, the Treasurer and the Council Members shall be entitled to such remuneration as the Council may determine and unless the Council otherwise decide such remuneration shall be deemed to accrue from day to day.
- (2) The President, the Treasurer and the Council Members may be paid such sums in respect of lost professional earnings as the Council may determine and all expenses properly incurred by them in connection with their attendance at meetings of the Council or committees of the Council or General Meetings or otherwise in connection with the discharge of their duties.
- (3) No officer or Member of the Council or employee of the Society shall be disqualified by his office from being appointed or requested by the Council or otherwise to act as Arbitrator or Umpire or to give his professional services or to perform any special services or to make special exertions of any nature whatsoever for any of the purposes of the Society or from accepting any remuneration or reward by way of fees or otherwise in respect of any arbitration or award or the provision of such services.

Proceedings of the Council

27. (1) Subject to these Articles the Council may regulate their proceedings as they think fit.
- (2) Any four Council Members may and the Secretary at the request of the President or the Treasurer or the Chairman of the Council shall call a meeting of the Council. It shall not be necessary to give notice of a meeting to a Council Member who is absent from the United Kingdom. Questions arising at a meeting of the Council 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.
- (3) The quorum for the transaction of the business of the Council may be fixed by the Council and unless so fixed at any other number shall be six.
- (4) The Council or a sole Council Member may act notwithstanding any vacancies in the number of the Council but if the number of Council Members together with the President and Treasurer for the time being is less than the number fixed as the quorum the Council may act only for the purpose of filling vacancies or of calling a General Meeting.
- (5) The Council shall appoint one of their number to be Chairman of the Council and one to be Vice-Chairman and may at any time remove either from office. The Chairman shall preside at every meeting of the Council at which he is present. If there is no Chairman or Vice-Chairman or either the Chairman or Vice-Chairman for the time being is unwilling to preside or is not present within five minutes after the time appointed for the holding of a meeting the Council Members present may appoint one of their number to preside at the meeting.
- (6) A Resolution in writing signed by all Members of the Council who are entitled to receive notice of a meeting of the Council or of a committee of the Council shall be as valid and effectual as if it had been passed at a meeting of the Council or (as the case may be) a committee thereof duly convened and held and may consist of several documents in the like form each signed by one or more persons.

Indemnity against claims

28. (1) An indemnity pursuant to clause 3(C) of the Memorandum of Association of the Society may be granted by the Society to any qualified applicant in respect of a qualifying claim and all incidental or consequential losses damages costs charges and expenses connected with a qualifying claim. The grant of indemnity shall be entirely in the discretion of the Council who shall have power to impose such terms and

conditions on the grant of any indemnity as they think fit and may in their absolute discretion limit or restrict such indemnity or decline altogether to grant the same.

(2) A qualified applicant is any member or former member of the Society or the personal representative of such member acting in that capacity.

(3) A qualifying claim is any action proceeding claim or demand by or against the qualifying applicant affecting directly or indirectly the professional character or interests of a member or former member or made in respect of the conduct in a professional capacity of a deceased member.

(4) The Council shall have power to determine the manner in which such indemnities are to be granted and may from time to time prescribe classes of qualifying claims in respect of which any specified person approved for the purpose being either:—

(i) the Secretary or an employee of the Society

or

(ii) the Secretary or an employee of the relative body corporate association or body of persons to whom the powers of the Council, in respect of such claims, shall have been delegated under clause 20(1) of these Articles

may on behalf of the Council grant indemnities within the limits of fixed amounts prescribed by the Council but nothing contained in this sub-clause shall inhibit the power of the Council to impose terms and conditions on the grant of any particular indemnity or to restrict such indemnity or to withhold altogether the grant of the same.

(5) The Society may at any time terminate any indemnity by notice in writing without assigning any reason provided that such notice shall not affect the payment of monies which have become immediately payable before the service of such notice.

(6) A qualifying applicant shall in relation to any proceedings whether legal or otherwise in relation to which an indemnity has been requested comply absolutely with the directions of the Society and shall not without the consent of the Society take any steps in relation to such proceedings or their determination.

Secretary

29. 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 they may think fit; and any Secretary so appointed may be removed by them.

Minutes

30. The Council shall cause minutes to be made in books kept for the purpose of all appointments made by the Council and of all proceedings at meetings of the Society and of the Council and of committees of the Council including the names of those present at each such meeting.

Seal

31. The seal shall only be used by the authority of the Council or of a committee of the Council authorised by the Council. The Council may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by the President or the Treasurer, Chairman of Council or a Council Member and by the Secretary or a second Council Member.

Accounts

32. (1) The Council shall cause proper books of account to be kept in accordance with the Act. The books of account shall be kept at the registered office of the Society or at such other place or places as the Council thinks fit and shall always be open to the inspection of the Council.

(2) 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 Society or any of them shall be open to the inspection of any Member not being the President or the Treasurer and who is not a Council Member and any such Member shall not have any right of inspecting any account or book or document of the Society except as conferred by statute or authorised by the Council or by the Society in General Meeting.

Notices

33. (1) Any notice to be given to or by any person pursuant to these Articles shall be in writing except that a notice calling a meeting of the Council need not be in writing.

(2) The Society may give any notice to a Member either personally or by sending it by post in a pre-paid envelope addressed to the Member at his registered address or where such registered address is outside the United Kingdom, such other address within the United Kingdom of which such Member shall have notified the Secretary in writing or in either case by leaving it at that address.

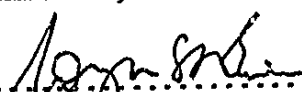
(3) Proof that an envelope containing a notice was properly addressed pre-paid and posted shall be conclusive evidence that a notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

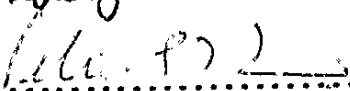
(4) If a Member has no registered address (or other address notified in accordance with sub-paragraph (2) above) in the United Kingdom he shall not be entitled to receive any notices from the Society.

Indemnity

34. Subject to the provisions of and so far as may be permitted by the Act every President, Treasurer, Council Member, Secretary, Auditor, employee or officer of the Society shall be entitled to be indemnified by the Society against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto including (without limitation) any liability incurred by him in defending any proceedings, civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the Society and in which judgement is given in his favour (or the proceedings are otherwise disposed of without any finding or admissions or any material breach of duty on his part) or in which he is acquitted or incurred in connection with any application in which relief is granted to him by the Court from liability in respect of any such act of omission.

I certify that this is a true copy of the Memorandum and Articles adopted following the Annual General Meeting on November 18, 1987

.....  Chairman Treasurer

.....  Secretary