

No. 36142

The Companies Act 1985

COMPANY LIMITED BY GUARANTEE

THE MEDICAL PROTECTION SOCIETY

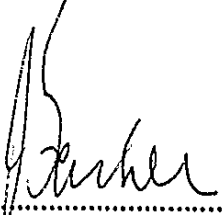
Special Resolution passed on Wednesday 17th October, 1990

At the Annual General Meeting of the Company held on Wednesday the 17th October, 1990 the following resolution was duly passed as a Special Resolution:

"That the regulations contained in the printed document submitted to this Meeting and for the purposes of identification initialled by the Chairman hereof be and the same are hereby approved and adopted as the Articles of Association of the Society in substitution for and to the exclusion of all the existing Articles thereof."


.....
Director

R MYKES GIBSON


.....
Secretary

J BARKER





Founded 1892

THE MEDICAL PROTECTION SOCIETY
(A Company Limited by Guarantee)

ANNUAL GENERAL MEETING 1990

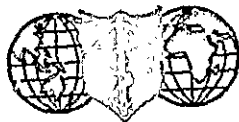
NOTICE IS HEREBY GIVEN
that the Ninety-Eighth Annual General Meeting
of The Medical Protection Society
will be held at
50 Hallam Street, London W1
on Wednesday the 17th of October 1990
at 3.30pm



Registered Office: 50 Hallam Street, London W1N 6DE, UK
Registered in England No. 36142

I hereby certify that this is a true copy of the
altered Memorandum and Articles of Association
adopted at the Annual General Meeting of the
Company on 17th October 1990

R MYLES GIBSON
DIRECTOR



Founded 1892

The Medical Protection Society

50 Hallam Street, London W1N 6DE
Telephone 071-637 0541 • DX. 42736 Oxford Circus North • Facsimile 071-323 1636

From The Chairman of the Council

21 September 1990

Dear Member

ANNUAL GENERAL MEETING 1990

The Annual General Meeting on 17 October 1990 will be a most important milestone in the history of the Society. Members will vote at the Annual General Meeting on proposals for significant constitutional changes whose purpose is to facilitate the Society fulfilling its commitment to meeting the future needs of the profession through development of its organisation and services.

The purpose of this document is to provide you with the details of the proposed changes including the full text of the proposed amended Memorandum and Articles of Association together with the appropriate Special Resolutions to be put to Members at the Annual General Meeting. I also have pleasure in enclosing the Society's Annual Report and Accounts. Dental Members also receive the Report of Dental Protection Limited.

The background to the proposed changes in the Society's constitution and the principles of the new organisation are dealt with in my Report in the Annual Report of the Society (page 7) and you will already have received a communication sent to Members in May 1990 (*Meeting the Challenge of Change*).

The essence of the proposed changes to the constitution is to improve the organisational structure and to widen the skills available to the Society in its governance and day to day management, as well as to enable the Society to offer its services to other relevant bodies. The changes will align the Society to the challenging and more competitive environment now prevailing in the United Kingdom and internationally; and they underline the Society's commitment to offering excellence of service and value for money to all Members.

These changes have the strong and overwhelming support of the Council of the Society and I ask you to vote for the adoption of the amended Memorandum and Articles of Association by supporting the Special Resolutions set out in the Notice of Meeting (items 3 and 4).

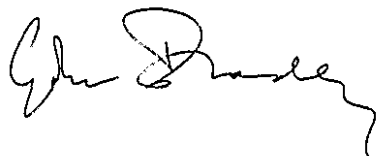
A number of changes to the membership of the Council of the Society will follow from the adoption of the amended Articles together with the creation of a new body, the President's Advisory Board. Set out on pages 3 and 4 of this document you will find details of the proposed membership of Council. You will see that Council is proposing five new members, of whom four are drawn, for the first time, from outside the ranks of our membership. Dr William Styles brings to the Society great experience of postgraduate education in general practice. The others are

Robin Gray, Christine Stewart Munro, Alan Tyrrell QC and John Youngman. Between them they have a wide range of experience and knowledge of finance, law and government, and experience in the management of successful small and large businesses, domestic and international. Finally, Council will include the Society's first Chief Executive, and I am pleased to inform you that Mr Darryll McGee intends to take up this position. He has had a distinguished career with ICI, and the broad experience he has gained in all aspects of management will be invaluable to us.

I am delighted that Sir John Batten has agreed to continue as President, and to lead the new President's Advisory Board. You will find details of those who have already agreed to join the Board on page 5 of this document.

Resolutions 5 and 6 deal with the election of the Council Members and the President, and again I hope you will give them your support. Should you be unable to attend the Annual General Meeting and vote in person, may I draw your attention to the proxy form enclosed and ask you to complete and return it.

Yours sincerely



J J BRADLEY MB FRCP FRCPsych DPM
Chairman of Council



The Medical Protection Society

NOTICE OF MEETING

THE MEDICAL PROTECTION SOCIETY (A Company Limited by Guarantee)

Notice is hereby given that the ninety-eighth Annual General Meeting of The Medical Protection Society will be held at 50 Hallam Street, London W1 on Wednesday 17 October 1990 at 3:30pm for the transaction of the following business.

1. To receive and adopt the Annual Report of the Council and the audited Statement of Accounts for the year ended 31 December 1989.
 2. To re-appoint the auditors Messrs Robson Rhodes and to authorise the Council to fix their remuneration.
 3. To consider and if thought fit pass the following Resolution which will be proposed as a Special Resolution:
"That:
(A) the name of the Company be changed to "The Medical Protection Society Limited";
(B) with effect from and conditional upon the issue by the Registrar of Companies of a certificate showing the name of the Company to include the word "Limited":
 - (a) there be substituted for the first clause of the Memorandum of Association "The name of the Company is The Medical Protection Society Limited"
 - (b) there be added to the third clause of the Memorandum of Association after sub-clause (H) the following new sub-clause (I):
"To provide (whether for reward or not) management services, advice and assistance in respect of any type of claim, including but not limited to medical or dental negligence or malpractice claims involving practitioners, teachers or students of medicine or dentistry or any science allied thereto, wherever in the world claims may arise, to any body, person or syndicate concerned with claims, and to promote, establish or concur in promoting or establishing any company carrying on business providing such management services, advice and assistance, or carrying on any other trade or business which in the opinion of its directors may be advantageously carried on in connection with or ancillary to that company's business, and to subscribe for, take or otherwise acquire and hold shares, stock, debentures or other securities in any such company."
 - (c) sub-clauses (I) and (J) of the third clause be re-lettered (J) and (K);
 - (d) the sixth clause of the Memorandum of Association be deleted."
4. To consider and if thought fit pass the following Resolution which will be proposed as a Special Resolution:
"That the regulations contained in the printed document submitted to this Meeting and for the purposes of identification initialled by the Chairman hereof be and the same are hereby approved and adopted as the Articles of Association of the Society in substitution for and to the exclusion of all the existing Articles thereof."
5. Subject to the Special Resolution adopting new Articles of Association being passed and for the purposes of Article 19 contained in such new Articles of Association to appoint Council Members each of whom will be the subject of a separate Resolution and for which purposes only the Council nominates:

Dr H Baderman
Professor J Bonnar
Dr J J Bradley
Sir Paul Bramley
Professor A G M Campbell
Mr R M Gibson
Dr M J Healy
Mrs Margaret H E Seward

Dr T H Taylor
Mr D G A Eadie
Dr W M Styles
Mr R Gray
Miss Christine Stewart Munro
Mr A R Tyrrell QC
Mr D J Youngman.

6. To elect a President. The Council nominates Sir John Batten for re-election
7. To transact any other business appropriate to an Annual General Meeting (including but without prejudice to the generality of the foregoing and subject to the Resolutions set out above, the election of Council Members and a Treasurer).

NOTES

a. Amendment to the Memorandum of Association

Changes to the Society's Memorandum of Association are made in order to take advantage of the opportunity to become involved in claims management for Health Authorities. The addition of the word 'Limited' to the name of the Company is necessitated by those changes. For further details Members are referred to the Chairman's Report and the explanatory note set out in this document on page 6.

b. Amendment to the Articles of Association

Members are referred to the Chairman's Report and the explanatory note provided herein on pages 6 and 7.

c. Election of Council Members

- i. Dr Baderman, Professor Bonnar, Dr Bradley, Sir Paul Bramley, Professor Campbell, Mr Gibson, Dr Healy, Mrs Seward and Dr Taylor have previously been Council Members.
- ii. Mr Eadie has previously been a member of Council by virtue of his office as Treasurer. Adoption of the proposed new Articles of Association would abolish the office of Treasurer and Mr Eadie would cease to be a Council Member. In that event the Council would recommend that he be re-appointed a Council Member.
- iii. If elected Dr Styles will be a new medical Council Member.
- iv. Adoption of the proposed new Articles of Association would enable Members of the Society to elect as Council Members people who are not Members of the Society. In that event the Council would recommend each of Mr Gray, Miss Stewart Munro, Mr Tyrrell and Mr Youngman for appointment as Council Members. If elected none of these would be medical or dental Council Members.
- v. Members are referred to the biographies of all the nominated Council Members given on pages 3 and 4 hereof.

BY ORDER OF THE COUNCIL

R N Palmer LLB MB BS DObstRCOG Barrister
Secretary
The Medical Protection Society
Registered Office: 50 Hallam Street, London WIN 6DE
(Registered in England No. 36142)

15 August 1990

Every Member entitled to attend and vote at the above Meeting may appoint a proxy to attend and on a poll vote on his/her behalf. The proxy must be a Member of the Society and qualified to vote. The proxy form is enclosed with this notice.

NOMINATIONS FOR ELECTION TO COUNCIL

Howard Baderman JP BSc MB BS FRCP

Member of MPS Council since 1975; Consultant Adviser (Accident and Emergency Medicine) to Chief Medical Officer, Department of Health; Consultant Physician in charge of Accident and Emergency Department, University College Hospital, London; Fellow, University College London; Trustee, Child Accident Prevention Trust (*born: 11.3.41*).

Professor John Bonnar MA MD FRCOG

Member of MPS Council since 1988; Fellow and Professor of Obstetrics and Gynaecology, Trinity College, Dublin; Past Dean, Faculty of Health Sciences, Trinity College, Dublin; Consultant Obstetrician and Gynaecologist, Adelaide Hospital, Coombe Lying-In and St James' Hospitals Dublin (*born: 12.7.34*).

John J Bradley MB FRCP FRCPsych DPM

Member of MPS Council since 1982; Chairman since 1988; Director, Medical Protection (Europe) Limited; Consultant Psychiatrist, Whittington and Royal Northern Hospitals; Honorary Senior Lecturer, Royal Free Hospital School of Medicine; Director, Dental Protection Limited (*born: 27.3.30*).

Sir Paul Bramley DDS MB ChB FRCS FDSRCS FRACDS

Member of MPS Council since 1975; Chairman, Dental Protection Limited; Director, Medical Protection (Europe) Limited; Sometime Member, Royal Commission on the National Health Service; Emeritus Professor of Dental Surgery, University of Sheffield; Emeritus Consultant Oral Surgeon, Trent Regional Health Authority; Past Dean, Faculty of Dental Surgery, Royal College of Surgeons of England; Past President, British Dental Association (*born: 24.5.23*).

Professor Alexander G M Campbell MB ChB FRCPed DCH

Member of MPS Council since 1977. Professor of Child Health, University of Aberdeen; Honorary Consultant Paediatrician, Grampian Health Board; Chairman, Joint Committee for Vaccination and Immunisation, Department of Health; Member, Grampian Health Board (*born: 3.2.31*).

Douglas G A Eadie MS FRCS

Member of MPS Council since 1974; Chairman 1977-83; Treasurer 1986-1990; Director, Dental Protection Limited; Director, Medical Protection (Europe) Limited; Honorary Consultant Surgeon, The Royal London Hospital and King Edward VII Hospital; Master, The Worshipful Society of Apothecaries (*born: 16.6.31*).

R Myles Gibson ERD TD MSc MD FRCSEd FRCSEng

Member of MPS Council since 1975; Director, Medical Protection (Europe) Limited; Consultant Neurosurgeon, Leeds General Infirmary; Senior Lecturer in Neurosurgery, University of Leeds; Honorary Consultant Neurosurgeon to the Army; Vice-President, Royal College of Surgeons of Edinburgh (*born: 6.5.27*).

Robin Gray FCA

Chartered Accountant in Practice; Financial Adviser to the MPS; Chairman, Medical Claims Management Services Limited; Director, SDI Limited; Director, SDI (Bermuda) Limited; Director, Systems Development Industries Limited; Chairman, MDC International Limited; Director, Centros Properties Limited; previously Partner, Robson Rhodes Chartered Accountants (*born: 9.5.32*).

Maurice J Healy MB BS MRCP DOBstRCOG

Member of MPS Council since 1984; General Practitioner, North London (*born: 29.10.31*).

Margaret H E Seward BDS MDS MDCD FDSRCS

Member of MPS Council since 1984; Director, Dental Protection Limited; Director, Medical and Dental Retirement Advisory Service, Editor, British Dental Journal; Vice-Dean, Faculty of Dental Surgery, Royal College of Surgeons of England, President Designate, British Dental Association; Elected Member, General Dental Council (*born: 5.8.35*).

Christine Stewart Munro

Managing Director, CSM Parliamentary Consultants Limited (Parliamentary Advisers to the MPS); Managing Director, CSM European Consultants Limited; General Commissioner of Income Tax; previously Councillor and Mayoress, London Borough of Camden; Member, Minister of State's Advisory Committee on Women's Employment; Director, PRJ Administrative Services Limited; Director, Wyvern Television Limited (*born: 5.6.42*).

William M Styles MB BChir DObs/RCOG FRCS GP

General Practitioner, West London; Director, RCGP Enterprises; Regional Adviser in General Practice, North West Thames Regional Health Authority; Honorary Joint Secretary, Joint Committee on Postgraduate Training for General Practice; Chairman (Education Division) and Member of Council, Royal College of General Practitioners (born: 22.3.41).

Thomas H Taylor MB BS FFARCS

Member of MPS Council since 1987; Director, Medical Protection (Europe) Limited; Consultant Anaesthetist, The Royal London Hospital; Adviser in Anaesthetic Procedures, King Edward VII Hospital, London (born: 8.7.31).

Alan R Tyrrell QC

Recorder, Crown Court; Lord Chancellor's Visitor, Court of Protection; Chairman, Bar Council 1992 Committee; previously Chairman, Bar European Group; Chairman (London Region) and National Executive, National Federation of Self-Employed; Member (London East) European Parliament (1979-1984) (born: 27.6.33).

D John Youngman BA

Chairman, Coates Brothers PLC; Director, Total Chimie SA; Director, Torex Hire PLC; Committee Member, Fight for Sight; Committee Member, Royal National Institute for the Blind; Trustee, Ellenroad Trust; previously practising Solicitor (born: 15.3.41).

In addition, the Chief Executive will be a member of Council by virtue of his office.

PRESIDENT'S ADVISORY BOARD

Sir John Batten KVO MD FRCP

Member of MPS Council since 1988; President 1988; Honorary Physician, St George's and Brompton Hospitals, London; President, Cystic Fibrosis Research Trust; President, British Lung Foundation; previously Physician to HM the Queen and Head of HM's Medical Household (*born: 11.3.24*).

Upon the election of the President, the appointment of the following to the President's Advisory Board, each of whom has indicated a willingness to serve, will be confirmed. Further appointments are being made.

Alan D G Brown MB ChBEd FRCOG

Member of MPS Council since 1986; Consultant, Eastern General Hospital, Edinburgh; Honorary Senior Lecturer, Edinburgh University; Member, Surgical Travellers and Gynaecology Club of Great Britain (*born: 27.3.39*).

J Oscar M C Craig PRCP FRCS FRCSI MRCP FFR RCSI(Hon)

Member of MPS Council since 1976; President, Royal College of Radiologists; Director and Consultant Radiologist, Department of Diagnostic Radiology, St Mary's Hospital, London, Lecturer, St Mary's Hospital Medical School and King's College, University of London (*born: 7.5.27*).

John L Dawson MS FRCS

Surgeon to HM the Queen; Consultant Surgeon King's College Hospital and Bromley Hospital; Dean, Faculty of Clinical Medicine, King's College Hospital School of Medicine and Dentistry (*born: 30.9.32*).

Sir Raymond Hoffenberg KBE PhD MD FRCP FRCPM FRCP FRCPC

President, Wolfson College, Oxford; Past President, Royal College of Physicians; Emeritus Professor of Medicine, University of Birmingham; Member, Endocrine Society; Member, American Thyroid Association (*born: 6.3.23*).

Professor Bernard H Knight MD MRCP FRCPath DMJ(Path) Barrister

Professor of Forensic Pathology, University of Wales College of Medicine, Cardiff; Honorary Consultant Pathologist, South Glamorgan Health Authority; Home Office Pathologist; Member, General Medical Council (*born: 3.5.31*).

Professor Thomas K Marshall CBE MD FRCPath

Member of MPS Council since 1967; previously State Pathologist, Northern Ireland; Emeritus Professor of Forensic Medicine, Queen's University Belfast; Consultant Pathologist, Northern Ireland Health and Social Services (*born: 28.3.24*).

David W Sumner TD BSc MB ChB FRCP FRCPEd

Member of MPS Council since 1971; Consultant Neurologist and Honorary Clinical Lecturer, University of Leeds; Senior Member, Association of British Neurologists (*born: 24.10.25*).

Professor W Jack Tulley PhD BDS FDSRCS DOrth

Member of MPS Council since 1963; Emeritus Professor of Orthodontics, University of London; Past Dean of Dental Studies, United Medical and Dental Schools of Guy's and St Thomas's Hospitals; Past President, British and European Orthodontic Societies (*born: 1.11.21*).

John Winstanley MC TD MB FRCS FCOphth

Member of MPS Council 1978; Honorary Consultant Ophthalmological Surgeon, St Thomas's Hospital, London; previously Honorary Consultant Ophthalmologist, Ministry of Defence (Army) (*born: 11.5.19*).

In addition, the Chairman of Council will be a member of the President's Advisory Board by virtue of his office.

EXPLANATORY NOTE TO PROPOSED CHANGES IN CONSTITUTION (RESOLUTIONS 3 AND 4)

1. Introduction

The Report of the Chairman of Council in the 1990 Annual Report (page 7) enclosed with this document outlines the principal changes proposed in the constitution and organisation and the background to them. The Memorandum and Articles of Association of the Society require change to reflect these intentions and you will find the complete text of the proposed new constitution with (for ease of identification) an annotated version showing the amendments on pages 23 and 8, respectively of this document. The amendments to the Memorandum concern an addition of a further Object clause enabling the Society to offer claims management services. The amendments in the Articles almost entirely concern the governance and management of the Society (Articles 19 to 27). The provisions concerning membership, subscriptions and indemnity provision are essentially unaffected. The notes which follow are to draw your attention to and explain the major changes.

2. The Memorandum

The changes set out in Resolution 3 alter the Memorandum in two ways. First, an additional Object has been added to enable the provision of claims management services to Health Authorities and other bodies. Second, as a result of those proposed activities, the Society will no longer seek to comply with Section 30(3) of the Companies Act 1985 and will resume the title by which it was known prior to 1987 "The Medical Protection Society Limited". The present sixth clause of the Memorandum is therefore no longer required.

3. The Chief Executive

It is proposed that Council will have power to appoint a Chief Executive who, by virtue of his office, will be a Council Member. The Chief Executive will be given overall responsibility for day to day management of the Society, Council having the right (as it has always had under the present Articles) to delegate management of the Society at its discretion.

Unlike other Council Members the Chief Executive will not be required to retire by rotation, the procedure under which Council Members submit themselves for re-election by the membership at Annual General Meeting every three years. The reason for this is to ensure continuity of management. Council will of course have power to dismiss the Chief Executive and in addition Members of the Society will retain the statutory powers of removal. Articles 19, 21C and 21D refer.

4. The Council

The Council remains as the body which has full and ultimate responsibility and accountability to Members for the direction and activities of the Society and in whom the full powers of management are formally vested. The Council will retain and focus on its primary role of setting direction and standards, and ensuring proper management of the Society.

The Council will however be changed in its size and composition. It will be reduced to a maximum of sixteen members, including the Chief Executive. It is intended that some Council Members will be appointed from the world of business, commerce or elsewhere to widen the skills and experience available to assist it in its deliberations. A majority of Council will at all times however be Medical or Dental Members of the Society as will its Chairman. Articles 19 and 23 refer.

To achieve the reduction in the size of Council, Article 19 also sets out those Council Members who will be continuing in office together with their deemed dates of last retirement. The Council recommends the election of 15 nominations as set out in Resolution 5 of the Notice of Meeting to bring the number of Council Members to 16 including the Chief Executive. All other current Council Members will retire from their posts on the passing of the Special Resolution adopting the amended Articles.

As in the past, Council may wish to appoint a number of specialist committees whose purpose will be to provide it with the best quality of advice. Committees of Council will always be chaired by a Council Member. Article 21 refers.

In future the retirement age of Council Members will be 70 years (in place of 72) and no Council Member (other than employees of the Society who become Council Members) will serve for a period in excess of eight years. This change, which will come into effect upon the Annual General Meeting adopting these Articles, will ensure the regular introduction of some new Council Members. The procedure under which Council Members submit

themselves at regular intervals for re-election by Members at an Annual General Meeting will continue as before. Article 24 refers.

Council will also be empowered to remove one of its number if all other Council Members agree that such action is in the interest of the Society. Article 25 refers.

5. The Office of Treasurer

The strengthening of the full-time management of the Society by the appointment of the Chief Executive to lead a team of professional managers means that the important functions traditionally carried out by the Treasurer will be encompassed by the responsibilities of the Chief Executive, by a committee of Council, or by Council as a whole. The office of Treasurer will therefore no longer be necessary and provision for it in the Articles is therefore removed.

6. The Chairman of Council

The Chairman will continue to be chosen by Council from amongst its members (Article 27). It is customary (but not obligatory) for the Chairman to be appointed for a period of five years. The office-holder is, however, subject to the same regular re-election procedures as other Council Members (i.e. by rotation) at Annual General Meetings. Only a medically and/or dentally qualified Member of the Society is eligible to be appointed Chairman. The Chairman's role is to lead Council in its task of serving Members' interests. He is the Society's most senior office-holder and representative.

In future the Chairman will also preside at the Society's Annual General Meetings in place of the President.

7. The President and President's Advisory Board

The role of President will be changed. It is proposed to establish a new body "The President's Advisory Board" for which the President will be responsible, appointing its members and leading its deliberations.

The purpose of the President's Advisory Board is to serve Members by giving in depth consideration to issues of substantial or long-term importance to the professions and to exercise influence with Council and other relevant institutions or bodies. On behalf of the Advisory Board the President may give a report of its activities annually to the Council for inclusion in the Society's Annual Report to Members.

The President, who must be a medically and/or dentally qualified Member of the Society, will be elected by the Members of the Society in the same way as Council Members. The President will be appointed for a period of four years and will be permitted a maximum of two terms. The circumstances in which the President may be dismissed from office are similar to those for Council Members. The President may be remunerated as may be the Chairman and Council Members at the discretion of Council.

The President will no longer be a Council Member but will be entitled to attend and speak at Council Meetings. Articles 27A to 27G set out the new role of the President.

The members of the President's Advisory Board, of whom there may be a maximum of 16, will be selected and appointed at the sole discretion of the President.

The provisions for the establishment of the President's Advisory Board are set out in Articles 27H to 27N.

8. Vice-Presidents

Vice-Presidents, who in the past have had the right to attend and speak but not vote at Council meetings, will instead have the right to attend and speak but not vote at meetings of the President's Advisory Board. These changes are reflected in the amended Article 22.

9. Other Changes

There are other minor changes to the Articles designed to give Council the maximum flexibility to delegate functions to the appropriate position in the organisation in order to ensure efficient management. All the changes are shown in the annotated Articles set out on page 8 of this document.

EXISTING CONSTITUTION OF THE MEDICAL PROTECTION SOCIETY SHOWING PROPOSED AMENDMENTS

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

Memorandum of Association of The Medical Protection Society Limited

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

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 (including any body corporate) and (in the case of any natural person) 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 their 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 provide (whether for reward or not) management services, advice and assistance in respect of any type of claim, including but not limited to medical or dental negligence or malpractice claims involving practitioners, teachers or students of medicine or dentistry or any science allied thereto, wherever in the world claims may arise, to any body, person or syndicate concerned with claims, and to promote, establish or concur in promoting or establishing any company carrying on business providing such management services, advice and assistance, or carrying on any other trade or business which in the opinion of its directors may be advantageously carried on in connection with or ancillary to that company's business, and to subscribe for, take or otherwise acquire and hold shares, stock, debentures or other securities in any such company;

(I) (J) 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;

(H) (K) 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.

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

Articles of Association of The Medical Protection Society Limited

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" and "the President's Advisory Board" mean respectively the Council of Management of the Society and the President's Advisory Board constituted in accordance with these Articles;

"the Chief Executive" means the person holding the office of Chief Executive in accordance with the provisions of clause 21C of 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;

"Medical or Dental Member" means a Voting Member who is fully registered as a medical practitioner and is or has been practising or teaching medicine in any of its branches or a Voting Member who is registered as a dental practitioner and is or has been practising or teaching dentistry in any of its branches.

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 "person" includes both a natural person and a body corporate, words importing the masculine gender include the feminine and words importing the feminine include the masculine.

Members

2. (1) Any natural 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 their 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) Any body corporate which:

(a) has been approved by the Council;

(b) is constituted in accordance with the requirements of any applicable legislation for the time being approved by the Council;

(c) where applicable, is entitled to be registered on a register, for the time being approved by the Council, of qualified practitioners of medicine or dentistry or any science or art allied or ancillary thereto and is currently so registered;

is eligible to be either a Voting Member or an Associate Member of the Society, but nothing contained in this sub-paragraph (2) shall deprive the Council of its right to impose further conditions for the admission of corporate members either generally or in a specific case.

(3) 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 Meetings 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 Society 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 Society at its Registered Office 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 subscription 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 Society 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.

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 or to be President 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 members of the President's Advisory Board 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) Members of Council or of the President's Advisory Board, whether Members of the Society or not, shall be entitled to notice of and to attend and speak at any General Meeting but not, unless a Member of the Society, to vote thereat.
- (2A) 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.
- (2B) 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~~ The Chairman, whom failing the Vice-Chairman (if any) of the Council shall preside as Chairman of the Meeting but if none of neither the President Chairman or nor the Vice-Chairman of the Council be present within 15 minutes after the time appointed for the holding of the Meeting and willing to act ~~the those~~ members of the Council present who are Members of the Society shall elect one of their number to be Chairman of the Meeting and if there is only one such member of the Council present and willing to act he shall be Chairman.
- (4) If no such member of the Council is willing to act as Chairman of the Meeting or if no such member of the Council is present within 15 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 14 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 Meeting and 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 (being an individual) is present in person or (being a corporation) is present by a duly authorised representative 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 Limited

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 Limited

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.

The 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 15 elected members (in these Articles called "the Council-Members") who shall be Members of the Society and the Chief Executive who shall by virtue of his office be a member of the Council (in these Articles called "the Council

Members. A majority of the Council Members shall be Medical or Dental Members. At the date of the adoption of these Articles the Council shall comprise the Chief Executive and as elected members such of the following named persons as are elected at the Meeting adopting these Articles and any persons so elected as alternatives to the following named persons and any other persons so elected. The following named persons so elected, or the persons elected as alternatives thereto, are deemed to have been so elected on the respective dates set against them. The following named persons so elected, the persons elected as alternatives thereto and any other persons elected at the Meeting adopting these Articles shall not be obliged to retire by rotation thereat and shall not cease to hold office at the conclusion thereof.

<u>Name</u>	<u>Date</u>
<u>Dr H Baderman</u>	<u>1989</u>
<u>Professor J Bonnar</u>	<u>1988</u>
<u>Dr J J Bradley</u>	<u>1988</u>
<u>Sir Paul Bramley</u>	<u>1989</u>
<u>Professor A G M Campbell</u>	<u>1988</u>
<u>Mr R M Gibson</u>	<u>1988</u>
<u>Dr M J Healy</u>	<u>1989</u>
<u>Mrs Margaret H E Seward</u>	<u>1988</u>
<u>Dr T H Taylor</u>	<u>1989</u>

20. (1) The Council may delegate any of its powers in relation to any question arising in relation to Members or prospective Members practising studying resident or incorporated outside the United Kingdom and the Republic of Ireland (including, but without prejudice to the foregoing, its 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 to such person or persons as it thinks fit its powers to admit persons to membership of the Society either generally or in respect of a particular class of applicants to the Secretary.

(3) Nothing contained in this clause 20 of these Articles shall permit the delegation to any such body as is mentioned in sub-clause (1) hereof of the power of the Council to approve applicable legislation under clause 2(2)(b) of these Articles or to impose further conditions for the admission of corporate members as provided in clause 2(2) of these Articles.

21. The Council may appoint committees, sub-committees or ad hoc committees consisting of two or more such persons (whether Members of the Society or not) as the Council shall think fit and may seek recommendations and advice therefrom and without prejudice to clause 20 of these Articles the Council may delegate to any such committee, sub-committee or ad hoc committee which has a majority in number of Council Members any of its powers (including, but without prejudice to the foregoing, its powers under clauses 2(2)(a) or 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.

21A. Any committee, sub-committee or ad hoc committee appointed by the Council under clause 21 of these Articles shall conform to any regulations imposed upon it by the Council. The meetings and proceedings of any such committee, sub-committee or ad hoc committee shall be governed by the provisions of these Articles for regulating the meetings and proceedings of the Council so far as applicable and so far as the same shall not be superseded by any regulations made by the Council.

21B. All acts bona fide done by any meeting of the Council or of any committee of the Council, or by any person acting as a Council Member, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such Council Members or committee members or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a Council Member or a member of any such committee.

21C. The Council may appoint as Chief Executive such person (whether a Member of the Society or not) as the Council shall think fit to perform such duties for such period and upon such terms as the Council shall from time to time determine. The Chief Executive shall by virtue of his office be a Council Member. The Council may at any time determine the appointment of any person as Chief Executive provided that the exercise of the Council's powers under this clause shall not deprive him of compensation or damages payable to him in respect of the termination of his appointment as Chief Executive and may fill any vacancy arising in the office of Chief Executive and may in either case appoint some other person in his place.

21D. The Council may delegate to the Chief Executive or to any other Council Member employed by the Society such of its powers (except its powers under clauses 2(2)(a) or 28 of these Articles) as it considers fit. Any such delegation may be made subject to such conditions as the Council shall think fit and either side by side with or to the exclusion of its own powers and may be revoked or altered.

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 thinks fit. A Vice-President who is not a member of the Council shall be entitled to receive notice of and to attend and to speak at meetings of the Council but shall not be entitled to vote. A Vice-President shall be entitled by virtue of his office to receive notice of and to attend and to speak at meetings of the President's Advisory Board but shall not be entitled to vote at any such meeting. 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 notwithstanding that such retirement may result in a majority of Council Members no longer being Medical or Dental Members, 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. The Chief Executive shall not be subject to retirement by rotation and shall be left out of account when calculating the one-third of Council Members who are to retire by rotation.

(2) If the Society at the Meeting at which a Council Member retires by rotation does not fill the vacancy the retiring Council 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 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 such General Meeting unless:

(a) he is recommended by the Council; or

(b) not less than 35 clear days before the date appointed for the Meeting notice signed by not less than ten Members 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 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 signed by that person of his willingness to be appointed or re-appointed.

(4) No person who is not a Medical or Dental Member shall be appointed or re-appointed or deemed re-appointed a Council Member at such Meeting unless following such appointment or re-appointment or deemed re-appointment a majority of the Council Members are Medical or Dental Members.

(4) (5) Not less than 21 days before the date appointed for holding a such 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 in accordance with the provisions of clause 23(3) of the intention to propose him at the Meeting for appointment or re-appointment as a Council Member. The notice shall give 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.

~~(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.~~

(5) (7) The Council may appoint a Member person who is willing to act to be a Council Member either to fill a vacancy or as an additional Council Member provided that no person who is not a Medical or Dental Member shall be so appointed unless following such appointment a majority of the Council Members are Medical or Dental Members and 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~~ 70 years shall be eligible for election or re-election as President, Vice-President, Treasurer or Council Member.

(2) Unless the Council in its absolute discretion otherwise determines a Council Member shall vacate office at the end of the first Annual General Meeting held after he has attained the age of 72 70 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. The Council is deemed to have determined that Council Members who hold such office at the date of adoption of these Articles are not required to vacate such office under this clause 24 prior to their otherwise next retiring.

~~(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. No person who has been a Council Member continuously during the preceding period of eight years and who is not employed by the Society shall be eligible for re-election to the Council. When calculating whether a person has been a Council Member continuously during the preceding period of eight years, there shall be left out of account any period prior to the Meeting adopting these Articles.~~

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; or

(f) upon the written resolution of every other Council Member; or

(g) he ceases to be employed by the Society.

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 decides 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 its proceedings as it thinks 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 or the Republic of Ireland. 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 its number to be Chairman of the Council and one to be Vice-Chairman both of whom shall be Medical or Dental Members of the Society 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 who is a Medical or Dental Member of the Society to preside at the meeting.

(6) A resolution in writing signed by all Council Members 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.

President

27A. A Medical or Dental Member of the Society shall be elected by the Society at a General Meeting to be President for a term of four years. The President shall be entitled to notice of and to attend and speak at meetings of the Council. The President shall be entitled to appoint as members of the President's Advisory Board such persons as he shall think fit up to a maximum of 15 for such period (not exceeding four years) as he shall think fit. The President shall ensure that a meeting of the President's Advisory Board is held at least once in any calendar year. The President may for each calendar year prepare a report containing his review of the business of the President's Advisory Board during the calendar year which shall be published with the Report of the Council Members required by the Act. The President may fulfil such other duties as the Council may request.

Appointment of President

27B. No person shall be appointed or re-appointed President at any General Meeting unless:

(a) he is recommended by the Council; or

(b) he is a Council Member and not less than 35 clear days before the date appointed for the Meeting notice signed by not less than ten Members 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 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.

27C. Not less than 21 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 who is recommended by the Council for appointment or re-appointment as President at the Meeting or in respect of whom notice has been duly given to the Society in accordance with the provisions of clause 27B of the intention to propose him at the Meeting for appointment or re-appointment as President. The notice shall give 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.

Disqualification and Removal of President

27D. A person who has held the office of President for two terms each of four years shall not be eligible for re-election to that office.

27E. The President shall vacate office if:

(a) he ceases to be eligible 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 Secretary; or

(e) he shall have been absent without approval of the Council for more than six consecutive months from meetings of the Council held during that period or for more than 18 consecutive months from meetings of the President's Advisory Board held during that period and the Council resolves that his office be vacated; or

(f) upon the written resolution of every Council Member; or

(g) by Ordinary Resolution of the Society in General Meeting subject to the same provisions of the Act as if he were a Council Member.

Expenses and Interests of President

27F. The President may be paid all expenses properly incurred in connection with his attendance at meetings of the Council and the President's Advisory Board and committees thereof or otherwise in connection with the discharge of his duties.

27G. The President shall not 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.

The President's Advisory Board

- 27H. The President's Advisory Board shall consist of the President and the Chairman of the Council, who shall both be members by virtue of such office, and such other persons as the President shall appoint for such period as the President shall think fit (not exceeding four years) up to a maximum of 15.
- 27I. The President's Advisory Board shall provide a forum for the discussion and analysis of any issues in relation to medical and dental practice and shall report to the Council thereon.
- 27J. The President's Advisory Board may with the approval of Council appoint committees, sub-committees or ad hoc committees consisting of two or more such persons (whether members of the President's Advisory Board or not) as it shall think fit and may seek recommendations and advice therefrom. Any such committee, sub-committee or ad hoc committee shall conform to any regulations imposed upon it by the President's Advisory Board. The meetings and proceedings of any such committee, sub-committee or ad hoc committee shall be governed by the provisions of these Articles for regulating the meetings and proceedings of the President's Advisory Board so far as applicable and so far as the same shall not be superseded by any regulations made by the President's Advisory Board.

Disqualification and Removal of President's Advisory Board

- 27K. A member of the President's Advisory Board shall vacate office if:
- (a) he ceases to be eligible 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 Secretary; or
 - (e) the President in writing so requests.

Remuneration Expenses and Interests of President's Advisory Board

- 27L. Members of the President's Advisory Board may be paid all expenses properly incurred by them in connection with their attendance at meetings of the President's Advisory Board and committees thereof or otherwise in connection with the discharge of their duties.

Proceedings of the President's Advisory Board

- 27M. (1) Subject to these Articles the President's Advisory Board may regulate its proceedings as it thinks fit,
- (2) The President's Advisory Board shall meet at least once in any calendar year. Any six members of the President's Advisory Board may and the Secretary at the request of the President shall call a meeting of the President's Advisory Board provided always that not more than four meetings shall be held in any calendar year. It shall not be necessary to give notice of a meeting to a member of the President's Advisory Board who is absent from the United Kingdom or the Republic of Ireland. Questions arising at a meeting of the President's Advisory Board shall be decided by a majority of votes. In the case of an equality of votes the President shall have a second or casting vote.
- (3) The quorum for the transaction of the business of the President's Advisory Board may be fixed by the President's Advisory Board and unless so fixed at any other number shall be six.
- (4) The President shall preside at every meeting of the President's Advisory Board at which he is present. If he is unwilling to preside or is not present within five minutes after the time appointed for the holding

of a meeting the members present may appoint one of their number to preside at the meeting

(5) A resolution in writing signed by all members of the President's Advisory Board who are entitled to receive notice of a meeting thereof shall be as valid and effectual as if it had been passed at a meeting 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 qualifying 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 it thinks fit and may in its absolute discretion limit or restrict such indemnity or decline altogether to grant the same.

(2) A qualifying 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 any natural person who either:

(i) is or was a Member of the Society; or

(ii) is or was a member officer servant or agent of a body corporate which is or was a Member of the Society and at such time was himself eligible to be a Member of the Society or made in respect of the conduct in a professional capacity of a deceased such person.

(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 to fulfil such duties and upon such conditions as it may think fit; and any Secretary so appointed may be removed by it.

Minutes

30. The Council shall cause minutes to be made in books kept for the purpose of all appointments made by the Council and the President and of all proceedings at meetings of the Society and of the Council and of the President's Advisory Board and of committees of the Council and of the President's Advisory Board 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 accounts to be kept in accordance with the Act. The books of accounts 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 of 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 or omission. The Society may purchase and maintain insurance for any and every President, President's Advisory Board member, Chief Executive Council Member, Secretary, employee and officer of the Society and any person (whether an officer or not) employed by the Society as an Auditor against any liability which by virtue of any rule of law would otherwise attach to him in respect of any negligence, default, breach of duty, or breach of trust of which he may be guilty in relation to the Society.

PROPOSED NEW CONSTITUTION OF THE MEDICAL PROTECTION SOCIETY

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

Memorandum of Association of The Medical Protection Society Limited

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

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 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 (including any body corporate) and (in the case of any natural person) 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 their 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 provide (whether for reward or not) management services, advice and assistance in respect of any type of claim, including but not limited to medical or dental negligence or malpractice claims involving practitioners, teachers or students of medicine or dentistry or any science allied thereto, wherever in the world claims may arise, to any body, person or syndicate concerned with claims, and to promote, establish or concur in promoting or establishing any company carrying on business providing such management services, advice and assistance, or carrying on any other trade or business which in the opinion of its directors may be advantageously carried on in connection with or ancillary to that company's business, and to subscribe for, take or otherwise acquire and hold shares, stock, debentures or other securities in any such company;

(J) 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 invest monies not required for immediate use in such manner as the Council may determine;

(k) 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.

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

Articles of Association of The Medical Protection Society Limited

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" and "the President's Advisory Board" mean respectively the Council of the Society and the President's Advisory Board constituted in accordance with these Articles;

"the Chief Executive" means the person holding the office of Chief Executive in accordance with the provisions of clause 21C of 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;

"Medical or Dental Member" means a Voting Member who is fully registered as a medical practitioner and is or has been practising or teaching medicine in any of its branches or a Voting Member who is registered as a dental practitioner and is or has been practising or teaching dentistry in any of its branches.

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 "person" includes both a natural person and a body corporate, words importing the masculine gender include the feminine and words importing the feminine include the masculine.

Members

2. (1) Any natural 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 their 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) Any body corporate which:

(a) has been approved by the Council;

(b) is constituted in accordance with the requirements of any applicable legislation for the time being approved by the Council;

(c) where applicable, is entitled to be registered on a register, for the time being approved by the Council, of qualified practitioners of medicine or dentistry or any science or art allied or ancillary thereto and is currently so registered;

is eligible to be either a Voting Member or an Associate Member of the Society, but nothing contained in this sub-paragraph (2) shall deprive the Council of its right to impose further conditions for the admission of corporate members either generally or in a specific case.

(3) 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 Meetings 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 Society 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 Society at its Registered Office 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 subscription 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 Society 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.

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 or to be President 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 members of the President's Advisory Board 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) Members of Council or of the President's Advisory Board, whether Members of the Society or not, shall be entitled to notice of and to attend and speak at any General Meeting but not, unless a Member of the Society, to vote thereat.

(2A) 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.

(2B) 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 Chairman, whom failing the Vice-Chairman (if any) of the Council shall preside as Chairman of the Meeting but if neither the Chairman nor the Vice-Chairman of the Council be present within 15 minutes after the time appointed for the holding of the Meeting and willing to act those members of the Council present who are Members of the Society shall elect one of their number to be Chairman of the Meeting and if there is only one such member of the Council present and willing to act he shall be Chairman.

(4) If no such member of the Council is willing to act as Chairman of the Meeting or if no such member of the Council is present within 15 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 14 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 Meeting and 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 (being an individual) is present in person or (being a corporation) is present by a duly authorised representative 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 Limited

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 Limited

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.

The Council

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 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 up to 15 elected members and the Chief Executive who shall by virtue of his office be a member of the Council (in these Articles called "the Council Members"). A majority of the Council Members shall be Medical or Dental Members. At the date of the adoption of these Articles the Council shall comprise the Chief Executive and as elected members such of the following named persons as are elected at the Meeting adopting these Articles and any persons so elected as alternatives to the following named persons and any other persons so elected. The following named persons so elected, or the persons elected as alternatives thereto, are deemed to have been so elected on the respective dates set against them. The following named persons so elected, the persons elected as alternatives thereto and any

other persons elected at the Meeting adopting these Articles shall not be obliged to retire by rotation thereof and shall not cease to hold office at the conclusion thereof.

Name	Date
Dr H Baderman	1989
Professor J Bonnar	1988
Dr J I Bradley	1988
Sir Paul Bramley	1989
Professor A G M Campbell	1988
Mr R M Gibson	1988
Dr M J Healy	1989
Mrs Margaret H F Seward	1988
Dr T H Taylor	1989

20. (1) The Council may delegate any of its powers in relation to any question arising in relation to Members or prospective Members practising studying resident or incorporated outside the United Kingdom and the Republic of Ireland (including, but without prejudice to the foregoing, its 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 to such person or persons as it thinks fit its powers to admit persons to membership of the Society either generally or in respect of a particular class of applicants.
- (3) Nothing contained in this clause 20 of these Articles shall permit the delegation to any such body as is mentioned in sub-clause (1) hereof of the power of the Council to approve applicable legislation under clause 2(2)(b) of these Articles or to impose further conditions for the admission of corporate members as provided in clause 2(2) of these Articles.
21. The Council may appoint committees, sub-committees or ad hoc committees consisting of two or more such persons (whether Members of the Society or not) as the Council shall think fit and may seek recommendations and advice therefrom and without prejudice to clause 20 of these Articles may delegate to any such committee, sub-committee or ad hoc committee which has a majority in number of Council Members any of its powers (including, but without prejudice to the foregoing, its powers under clauses 2(2)(a) or 28 of these Articles).
- 21A. Any committee, sub-committee or ad hoc committee appointed by the Council under clause 21 of these Articles shall conform to any regulations imposed upon it by the Council. The meetings and proceedings of any such committee, sub-committee or ad hoc committee shall be governed by the provisions of these Articles for regulating the meetings and proceedings of the Council so far as applicable and so far as the same shall not be superseded by any regulations made by the Council.
- 21B. All acts bona fide done by any meeting of the Council or by any committee of the Council, or by any person acting as a Council Member, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such Council Members or committee members or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a Council Member or a member of any such committee.
- 21C. The Council may appoint as Chief Executive such person (whether a Member of the Society or not) as the Council shall think fit to perform such duties for such period and upon such terms as the Council shall from time to time determine. The Chief Executive shall by virtue of his office be a Council Member. The Council may at any time determine the appointment of any person as Chief Executive provided that the exercise of the Council's powers under this clause shall not deprive him of compensation or damages payable to him in respect of the termination of his appointment as Chief Executive and may fill any vacancy arising in the office of Chief Executive and may in either case appoint some other person in his place.

- 21D The Council may delegate to the Chief Executive or to any other Council Member employed by the Society such of its powers (except its powers under clauses 2(2)(a) or 28 of these Articles) as it considers fit. Any such delegation may be made subject to such conditions as the Council shall think fit and either side by side with or to the exclusion of its own powers and may be revoked or altered.

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 thinks fit. A Vice-President shall be entitled by virtue of his office to receive notice of and to attend and to speak at meetings of the President's Advisory Board but shall not be entitled to vote at any such meeting. 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 one-third of the Council Members who have been continuously longest in office since their last appointment or re-appointment shall retire notwithstanding that such retirement may result in a majority of Council Members no longer being Medical or Dental Members. 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. The Chief Executive shall not be subject to retirement by rotation and shall be left out of account when calculating the one-third of Council Members who are to retire by rotation.

(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 such General Meeting unless:

(a) he is recommended by the Council; or

(b) not less than 35 clear days before the date appointed for the Meeting notice signed by not less than ten Members 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 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 signed by that person of his willingness to be appointed or re-appointed.

(4) No person who is not a Medical or Dental Member shall be appointed or re-appointed or deemed re-appointed a Council Member at such Meeting unless following such appointment or re-appointment or deemed re-appointment a majority of the Council Members are Medical or Dental Members.

(5) Not less than 21 days before the date appointed for holding such 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 in accordance with the provisions of clause 23(3) of the intention to propose him at the Meeting for appointment or re-appointment as a Council Member. The notice shall give 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.

(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.

(7) The Council may appoint a person who is willing to act to be a Council Member either to fill a vacancy or as an additional Council Member provided that no person who is not a Medical or Dental Member shall be so appointed unless following such appointment a majority of the Council Members are Medical or Dental Members and 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.

Disqualification and Removal of Council

24. (1) No person who has attained the age of 70 years shall be eligible for election or re-election as Council Member.
- (2) Unless the Council in its absolute discretion otherwise determines a Council Member shall vacate office at the end of the first Annual General Meeting held after he has attained the age of 70 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. The Council is deemed to have determined that Council Members who hold such office at the date of adoption of these Articles are not required to vacate such office under this clause 24 prior to their otherwise next retiring.
- (3) No person who has been a Council Member continuously during the preceding period of eight years and who is not employed by the Society shall be eligible for re-election to the Council. When calculating whether a person has been a Council Member continuously during the preceding period of eight years, there shall be left out of account any period prior to the Meeting adopting these Articles.
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; or
 - (f) upon the written resolution of every other Council Member; or
 - (g) he ceases to be employed by the Society.

Remuneration Expenses and Interests of the Council

26. (1) The President and the Council Members shall be entitled to such remuneration as the Council may determine and unless the Council otherwise decides such remuneration shall be deemed to accrue from day to day.
- (2) The President 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 its proceedings as it thinks fit.

(2) Any four Council Members may and the Secretary at the request of the President 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 or the Republic of Ireland. 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 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 its number to be Chairman of the Council and one to be Vice-Chairman both of whom shall be Medical or Dental Members of the Society 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 who is a Medical or Dental Member of the Society to preside at the meeting.

(6) A resolution in writing signed by all the Council Members 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.

President

27A. A Medical or Dental Member of the Society shall be elected by the Society at a General Meeting to be President for a term of four years. The President shall be entitled to notice of and to attend and speak at meetings of the Council. The President shall be entitled to appoint as members of the President's Advisory Board such persons as he shall think fit up to a maximum of 15 for such period (not exceeding four years) as he shall think fit. The President shall ensure that a meeting of the President's Advisory Board is held at least once in any calendar year. The President may for each calendar year prepare a report containing his review of the business of the President's Advisory Board during the calendar year which shall be published with the Report of the Council Members required by the Act. The President may fulfil such other duties as the Council may request.

Appointment of President

27B. No person shall be appointed or re-appointed President at any General Meeting unless:

(a) he is recommended by the Council; or

(b) he is a Council Member and not less than 35 clear days before the date appointed for the Meeting notice signed by not less than ten Members 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 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.

27C. Not less than 21 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 who is recommended by the Council for appointment or re-appointment as President at the Meeting or in respect of whom notice has been duly given to the Society in accordance with the provisions of clause 27B of the intention to propose him at the Meeting for appointment or re-appointment as President. The notice shall give 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.

Disqualification and Removal of President

27D. A person who has held the office of President for two terms each of four years shall not be eligible for re-election to that office.

27E. The President shall vacate office if:

- (a) he ceases to be eligible 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 Secretary; or
- (e) he shall have been absent without approval of the Council for more than six consecutive months from meetings of the Council held during that period or for more than 18 consecutive months from meetings of the President's Advisory Board held during that period and the Council resolves that his office be vacated; or
- (f) upon the written resolution of every Council Member; or
- (g) by Ordinary Resolution of the Society in General Meeting subject to the same provisions of the Act as if he were a Council Member.

Expenses and Interests of President

27F. The President may be paid all expenses properly incurred in connection with his attendance at meetings of the Council and the President's Advisory Board and committees thereof or otherwise in connection with the discharge of his duties.

27G. The President shall not 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.

The President's Advisory Board

27H. The President's Advisory Board shall consist of the President and the Chairman of the Council, who shall both be members by virtue of such office, and such other persons as the President shall appoint for such period as the President shall think fit (not exceeding four years) up to a maximum of 15.

27I. The President's Advisory Board shall provide a forum for the discussion and analysis of any issues in relation to medical and dental practice and shall report to the Council thereon.

27J. The President's Advisory Board may with the approval of Council appoint committees, sub-committees or ad hoc committees consisting of two or more such persons (whether members of the President's Advisory Board or not) as it shall think fit and may seek recommendations and advice therefrom. Any such committee, sub-committee or ad hoc committee shall conform to any regulations imposed upon it by the President's Advisory Board. The meetings and proceedings of any such committee, sub-committee or ad hoc committee shall be governed by the provisions of these Articles for regulating the meetings and proceedings of the President's Advisory Board so far as applicable and so far as the same shall not be superseded by any regulations made by the President's Advisory Board.

Disqualification and Removal of President's Advisory Board

27K. A member of the President's Advisory Board shall vacate office if:

- (a) he ceases to be eligible 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 Secretary; or
- (e) the President in writing so requests.

Remuneration Expenses and Interests of President's Advisory Board

27L. Members of the President's Advisory Board may be paid all expenses properly incurred by them in connection with their attendance at meetings of the President's Advisory Board and committees thereof or otherwise in connection with the discharge of their duties.

Proceedings of the President's Advisory Board

27M.(1) Subject to these Articles the President's Advisory Board may regulate its proceedings as it thinks fit.

(2) The President's Advisory Board shall meet at least once in any calendar year. Any six members of the President's Advisory Board may and the Secretary at the request of the President shall call a meeting of the President's Advisory Board provided always that not more than four meetings shall be held in any calendar year. It shall not be necessary to give notice of a meeting to a member of the President's Advisory Board who is absent from the United Kingdom or the Republic of Ireland. Questions arising at a meeting of the President's Advisory Board shall be decided by a majority of votes. In the case of an equality of votes the President shall have a second or casting vote.

(3) The quorum for the transaction of the business of the President's Advisory Board may be fixed by the President's Advisory Board and unless so fixed at any other number shall be six.

(4) The President shall preside at every meeting of the President's Advisory Board at which he is present. If he is unwilling to preside or is not present within five minutes after the time appointed for the holding of a meeting the members present may appoint one of their number to preside at the meeting.

(5) A resolution in writing signed by all members of the President's Advisory Board who are entitled to receive notice of a meeting thereof shall be as valid and effectual as if it had been passed at a meeting 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 qualifying 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 it thinks fit and may in its absolute discretion limit or restrict such indemnity or decline altogether to grant the same.

(2) A qualifying 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 any natural person who either:

(i) is or was a Member of the Society; or

(ii) is or was a member officer servant or agent of a body corporate which is or was a Member of the Society and at such time was himself eligible to be a Member of the Society or made in respect of the conduct in a professional capacity of a deceased such person.

(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 to fulfil such duties and upon such conditions as it may think fit; and any Secretary so appointed may be removed by it.

Minutes

30. The Council shall cause minutes to be made in books kept for the purpose of all appointments made by the Council and the President and of all proceedings at meetings of the Society and of the Council and of the President's Advisory Board and of committees of the Council and of the President's Advisory Board 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 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 accounts to be kept in accordance with the Act. The books of accounts 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 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, 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 of 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 or omission. The Society may purchase and maintain insurance for any and every President, President's Advisory Board member, Chief Executive, Council Member, Secretary, employee and officer of the Society and any person (whether an officer or not) employed by the Society as Auditor against any liability which by virtue of any rule of law would otherwise attach to him in respect of any negligence, default, breach of duty, or breach of trust of which he may be guilty in relation to the Society.