

**The Medical Protection Society Limited  
(36142)**

## Articles of Association

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COMPANIES HOUSE

## Articles of Association

### **The Medical Protection Society Limited**

*The Companies Acts 1862 to 1890 A Company Limited by Guarantee Not Having a Share Capital*

This document constitutes the Articles of Association of the Society and no regulations set out in any statute or statutory instrument concerning companies shall apply as Articles of Association of the Society

### **General**

1 In these Articles, unless the context otherwise requires

'the Act' means the Companies Act 1985 as modified, supplemented and/or re-enacted from time to time and including any orders, regulations and/or other subordinate legislation made thereunder,

'address' in relation to electronic communications, includes any number or address used for the purpose of such communications and, for the avoidance of doubt, includes, where permitted under the Companies Acts, publication on a web site or sites,

'Associate Member' means a Member who is not entitled to receive notice of or attend or vote at any meetings of the Society,

'Auditors' means the auditors for the time being of the Society,

'the Chief Executive' means the person holding the office of chief executive in accordance with the provisions of Article 25,

'clear days' means, in relation to the period of a notice, that period excluding the day when the notice is given or deemed to be given and the day in respect of which it is given or on which it is to take effect,

'Companies Acts' means every statute (including any orders, regulations and/or other subordinate legislation made under it) from time to time in force concerning companies and affecting the Society and includes, for the avoidance of doubt, the Act and the ECA,

'Corporate Member' means a body admitted to membership in accordance with Article 2(2),

'the Council' means the council of the Society constituted in accordance with these Articles,

'Council Member(s)' has the meaning ascribed to it in Article 20,

'the DPL Chairman' means the chairman of the board of Dental Protection Limited (registered number 2374160) from time to time,

'ECA' means The Electronic Communications Act 2000 as modified, supplemented

and/or re-enacted from time to time and including any order, regulation and/or other subordinate legislation made under it,

'electronic communication(s)' has the meaning ascribed to that expression in the ECA and includes, where permitted under the Companies Acts, publication on a web site or sites,

'Former Member' means a person who used to be, but is no longer, a Member,

'Medical or Dental Member' means a Voting Member who is appropriately registered as a medical practitioner and is or has been practising or teaching any branch of medicine or a Voting Member who is appropriately registered as a dental practitioner and is or has been practising or teaching any branch of dentistry,

'meeting' means any meeting which is held in connection with the business of the Society and includes, where appropriate, any adjourned meeting,

'Member' except where the context otherwise requires, means a Voting Member and/or an Associate Member and 'membership' shall be construed accordingly,

'Pension Trustee' means a trustee of the pension scheme of the Society from time to time,

'registered address' has the meaning ascribed to it in Article 7,

'Registered Office' means the registered office for the time being of the Society,

'Register of Directors' means the register of Council Members,

'Register of Members' means the register of Members,

'Related Activity' means any science, art or other activity allied or ancillary to medicine or dentistry or calculated or intended to be of use in connection therewith,

'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 Society' means the above named Company,

'Suspended Member' means a Member who has been suspended by the Council in accordance with Article 6,

'Suspension Period' means the period beginning with the date on which a Member receives notice that he has become a Suspended Member and ending on the date on which the Suspended Member receives notice that his membership has been reinstated or terminated, as the case may be,

'the United Kingdom' means Great Britain and Northern Ireland, and

'Voting Member' means a Member who is entitled to receive notice of and attend or vote at any meetings of the Society

Unless the context otherwise requires, words and expressions in these Articles bear the same meaning as in the Act. Without prejudice to the generality of the foregoing, in these Articles (i) the word 'body' shall be given the widest interpretation and shall be deemed to include, without limitation, any firm, company (whether or not incorporated and, if incorporated, whether or not a company within the meaning of the Act), corporation, charity, institution, society, government or state (or any department, agency or emanation thereof), incorporated or based or established in any territory, any association or partnership (whether or not having separate legal personality) of any two or more persons and/or bodies and any other incorporated or unincorporated association (including a partnership without separate legal personality), (ii) the word 'person' shall include a natural person and a body, and (iii) words importing one gender shall (where appropriate) include any other gender and words importing singular shall (where appropriate) include the plural and vice versa.

## Members

- 2 (1) Any natural person holding a qualification or entitlement approved by the Council who is for the time being practising, teaching or studying any branch of medicine or dentistry, or any person approved by the Council who is engaged in any Related Activity, is eligible to be either a Voting Member or an Associate Member
- (2) Any body which
  - (a) is constituted in accordance with the requirements of any applicable legislation for the time being approved by the Council, and
  - (b) where applicable, is entitled to be, and currently is, registered on a register, for the time being approved by the Council, of qualified practitioners of medicine or dentistry or of any Related Activity,

is eligible to be either a Voting Member or an Associate Member, but nothing contained in this Article 2(2) shall deprive the Council of its right to impose further conditions for the admission of bodies as 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 (and/or defining any class or classes of Members for such purpose or for any other purpose in connection with these Articles), the date at and period for which subscriptions are to be paid, and/or the period of membership of any Member or class of Members by reference to the effluxion of time or such other event or events as the Council may, in its absolute discretion, decide,
  - (c) prescribing requirements and conditions for membership, including continued membership and the entitlement to the benefits of membership for all applicants for membership, classes of Members and/or individual Members
  - (d) prescribing any fee to be paid on admission to the Society,
  - (e) for the purposes of Article 4,
  - (f) for the purposes of Article 6,
  - (g) for the purposes of Article 23,
  - (h) relating to the principles of good corporate governance and best practice, and
  - (i) for such other purposes as the Council may, in its absolute discretion, decide
- (3) The Council's power to make regulations under this Article may be exercised either generally or in particular cases and so as to prescribe different rates or periods of subscriptions and/or terms and conditions for different classes of Members as thereby defined to enable the Council to compound for, remit or defer subscription payments for any Member or any such class of Members, to remove altogether the obligation on any such class of Members to pay subscriptions, or to fix periods of membership or entitlements to benefits or otherwise howsoever as the Council may, in its absolute discretion, decide
- 4 The name of an applicant shall, upon his admission to membership, be entered on the Register of Members as either a Voting Member or an Associate Member (as the case may be), and such 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 at any time and from time to time, either generally or specifically, and in its absolute discretion, decide
- 5 (1) To the extent permitted by law, and if circumstances arise considered by the Council to be urgent or exceptional, the Council may from time to time, by notice, call upon the Members or any class of Members (which may be a class defined by regulations made under Article 3 or a class specially designated for the purpose of this Article) 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

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- (2) A call under this Article shall not require any Member, in addition to any such subscriptions, to pay a greater sum in any financial year of the Society than the amount of such subscriptions (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 Article shall require payment earlier than twenty-one 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 to the Society at its Registered Office and on payment of all sums due from him to the Society. Membership shall not be transferable, whether by act of the Member or operation of law, and shall cease on the death of a Member who is a natural person and, unless the Society in its absolute discretion decides otherwise, the occurrence in relation to a Member which is a body of an Insolvency Event. For the purposes of this Article, 'Insolvency Event' means the passing of a resolution for its winding up or the presentation of a petition for a winding up order to be made against or in respect of it, the presentation of a petition for its bankruptcy, the appointment of a receiver, administrator, trustee or similar officer or insolvency practitioner to the Member or over the undertaking or assets of the Member (or any part thereof) or the taking of possession of such undertaking or assets (or any part thereof) by an encumbrancer, the making of an interim order, that Member being unable to pay its debts or ceasing or threatening to cease to carry on its business or a substantial part of its business, the proposal of a voluntary arrangement and/or the occurrence under the laws of any applicable jurisdiction of anything analogous to or having a substantially similar effect to any of the foregoing and for these purposes 'Member' includes any member of such Member and 'its' shall be construed accordingly
- (2) The Council may, in its absolute discretion and in such manner as it thinks fit, suspend or terminate the membership of any Member whose conduct or continued membership is, in the opinion of the Council, detrimental to the interests of the Society, but such suspension or termination shall not affect any liability of such Member to the Society save that a Suspended Member shall not, during the Suspension Period, be obliged to pay any subscription to the Society in accordance with these Articles in respect of such Suspension Period
- (3) The Council may, in its absolute discretion, by notice suspend the membership of any Member whose subscription or other liability to the Society (including any call made in accordance with Article 5) is in arrears for more than one month, and may by notice terminate the membership of a Member whose subscription or other liability to the Society (including any call made in accordance with Article 5) is in arrears for more than two months, but such suspension or termination shall not affect any liability of such Member to the Society
- (4) Any Suspended Member or any Member whose subscription or other liability to the Society (including any call made in accordance with Article 5) is in arrears for more than one month shall, unless the Council may at any time and from time to

time, either generally or specifically, in its absolute discretion decide otherwise, cease to be entitled to any benefits of membership of the Society, (in the case of a Suspended Member) during the Suspension Period and (in the case of a Member whose subscription or other liability to the Society is in arrears for more than one month) from the date when the subscription or other liability fell due until the date when such subscription or other liability is paid in full

- (5) Any Former Member whose membership was terminated by the Society for any reason shall not be entitled to any benefits of membership of the Society for any period for which they failed to pay their subscription prior to the termination of their membership
- (6) The Council may, in its absolute discretion, suspend or terminate the membership of any Member with effect from the date on which the Member's current period of membership or subscription expires (or from the date on which the Member's current subscription would expire if a subscription were payable) upon giving him not less than forty-two days' prior notice of its intention to do so, and/or may in its absolute discretion, from time to time and at any time, either generally or specifically, decide that the membership of any Member or class of Members shall in specified circumstances terminate automatically unless otherwise decided by the Council in its absolute discretion, but such suspension or termination shall not affect any liability of such Member to the Society
- (7) Where a Member or a Former Member fails to pay all or any part of their subscription for any period or periods of membership upon the date when such subscription is due then, subject to the Council's absolute discretion to apply such money otherwise
  - (a) any actual payment or payments received by the Society will be allocated and applied so as to satisfy the subscription payment or payments due (or so much thereof as possible), from the Member or Former Member, on the basis that all payments are allocated from the earliest date in the period or periods of membership for which payment has not been made, or treated as being made by virtue of this Article 6(7), and then forward from that date for the remainder of the period and any subsequent period or periods (or part thereof) until exhausted, and
  - (b) the Member or Former Member, shall cease to be entitled to any benefits of membership of the Society for any period or periods of membership for which, by virtue of this Article 6(7), the allocation of payments results in there being no subscription allocated and applied
- (8) Where a Member or a Former Member fails to pay all or any part of their subscription for any period of membership, whether by reason of the application of Article 6(7) or for any other reason, the Council may, at its absolute discretion, allow or refuse additional time to make payment. If the Council decides to allow time for payment then it may do so subject to such conditions as it shall, at its absolute discretion, decide including but not limited to a requirement to pay interest

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- (9) When applying for membership or when renewing or varying the terms of membership at any time after having become a Member, the prospective member or Member (as the case may be) shall ensure that there is disclosed to the Society all such information about them or their professional practice as might reasonably be required by the Society in order to provide professional indemnity to such person and/or which is in any way relevant to understanding and evaluating the risk of indemnifying such person and/or for setting a membership subscription for such person including but not limited to
- (a) the nature and extent of any past, present or potential future civil or criminal proceedings against them or their professional practice,
  - (b) their professional standing and dealings with any and all relevant professional regulatory bodies or similar such persons or bodies, and
  - (c) the size, nature and scope of their professional practice
- (10) If the Council discovers or decides that a Member or a Former Member or person acting on their behalf has at any time
- (a) provided inaccurate or incomplete information to the Society, or
  - (b) failed to provide accurate or complete information when requested by the Society, or
  - (c) failed to comply with their obligations to the Society in accordance with Article 7, and

the Council considers such inaccuracy, or failure to provide information or to comply with the obligations to be in any way material to the acceptance of such person as a Member, the continuation of such person's membership or the terms upon which such person has been accepted or has continued in membership (including but without limitation the subscription demanded from such person) the Council may, in its absolute discretion, either

- (i) declare that person's membership to be void and of no effect either from the outset or for such period or periods or date or dates as Council may decide and that person shall not be regarded as being a member of the Society nor be entitled to any benefits of membership for the void period or periods or date or dates. In such case, where the Council in its absolute discretion so decides, the Society shall refund, the subscriptions received from such person in respect of the void period or periods or date or dates (less any amount paid or which may be payable to third parties including, but not limited to, legal costs and damages incurred in assisting that person), or



- (ii) calculate the amount that it determines should have been paid by the Member or Former Member had accurate and complete information been provided to the Society at the relevant time and the Member or Former Member had complied with their obligations, in which case the provisions of Article 6(7) shall apply and the period or periods for which such person will be entitled to the benefits of membership calculated accordingly

7 Every Member shall

- (a) supply his current residential, professional or business address to the Society, and the address so notified shall be entered in the Register of Members as the registered address of such Member
- (b) provide the Society with full details of the size, nature and scope of their professional practice and as soon as reasonably practicable notify the Society of any changes
- (c) on request, supply such other information 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
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  - (1) The Council shall convene annual general meetings in accordance with the Companies Acts and may call special general meetings whenever it thinks fit
  - (2) Special general meetings shall be convened by the Council on the requisition in writing of, and signed by, not less than two hundred and fifty Voting Members or on the requisition of Members in accordance with the Act, and shall be held on 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 the President shall be called by at least twenty-one clear days' notice. All other special general meetings shall be called by at least fourteen clear days' notice
- 11 The notice shall specify
  - (a) whether the meeting is an annual general meeting or a special general meeting,
  - (b) the day, time and place of the meeting,
  - (c) the general nature of the business to be transacted, and

- (d) with reasonable prominence, that a Member entitled to attend and vote is entitled to appoint a proxy to attend and, on a poll, vote instead of him, and that the proxy must also be a Voting Member

Subject to the provisions of these Articles, the notice shall be given to all Voting Members, all Council Members and the Auditors

- 12 The accidental omission to give notice of a meeting (or, where forms of proxy are sent out with notices, to send a form of proxy) to, or the non-receipt of notice of a meeting or a form of proxy by, any person entitled to receive notice shall not invalidate the proceedings at that meeting

### **Proceedings at General meetings**

- 13 (1) Council Members, whether Members or not, shall be entitled to notice of and to attend and speak at any general meeting but not, unless a Voting Member, to vote thereat
- (2) No business shall be transacted at any meeting unless a quorum is present  
Ten Voting Members present in person or by representative (in the case of a Corporate Member) or by proxy shall be a quorum
- (3) 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 decide
- (4) The chairman of the Council shall preside as chairman of every meeting, but if the chairman of the Council is not present within fifteen minutes after the time appointed for the holding of the meeting, or if he is not willing to act, those Council Members present who are also Members shall elect one of their number to be chairman of the meeting, and if there is only one such Council Member present and willing to act he shall be chairman
- (5) If no such Council Member is willing to act as chairman of the meeting, or if no such Council Member is present within fifteen minutes after the time appointed for holding the meeting, the Members present and entitled to vote shall choose one of their number to be chairman of the meeting
- (6) The chairman of the meeting may (and shall if so directed by the meeting) adjourn a meeting from time to time and from place to place but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given (in any manner in which notice of a meeting may lawfully be given from time to time). Otherwise, it shall not be necessary to give any such notice

- 14 (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 of the meeting, or
  - (b) by at least five Voting Members present in person or by representative (in the case of a Corporate Member) or by proxy
- (2) Unless a poll is duly demanded, a declaration by the chairman of the meeting that a resolution has on a show of hands been carried, or carried unanimously, or by a particular majority 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 and with the consent of the chairman, be withdrawn, 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 in such manner as the chairman of the meeting 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 of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a casting vote in addition to any other vote he may have
- (6) A poll demanded on the election of the chairman of the meeting or the adjournment of the meeting 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, but in any case not more than thirty days after the meeting at which the poll is demanded. The demand for a poll shall not prevent the continuance of the 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 clear days' notice shall be given (in any manner in which notice of a meeting may lawfully be given) specifying the time and place at which the poll is to be taken

## Votes of Members

- 15 On a show of hands, every Voting Member who (being a natural person) is present in person or (being a Corporate Member) is present by a duly authorised representative shall have one vote, and on a poll every Voting Member so present or present by proxy shall have one vote
- 16 A Member in respect of whom an order has been made by any court or official 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 guardian, curator bonis or other person authorised in that behalf and appointed by that court (whether a Member or not), and any such guardian, 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 or delivered at the Registered Office of the Society (or at such other place as is specified in accordance with these Articles for the deposit or delivery of appointments of proxy) not less than forty-eight 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
- 17 No objection shall be raised as 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 of the meeting whose decision shall be final and conclusive
- 18 (1) The appointment of a proxy shall be 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 \_\_\_\_\_ (both such persons being Voting Members of the above named Society), 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 \_\_\_\_\_ 20 \_\_, and at any adjournment thereof

Signed on \_\_\_\_\_ day of \_\_\_\_\_ 20 \_\_

- (2) Where it is desired to afford Members an opportunity of instructing the proxy how he shall act, the appointment of 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 \_\_\_\_\_ (both such persons being Voting Members of the above named Society), 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 \_\_\_\_\_ 20 \_\_, 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 \_\_\_\_\_ 20 \_\_ ' \_\_\_\_\_

If the Council in its absolute discretion so decides, an appointment of proxy may be sent by electronic communication and shall be treated as delivered at the time of receipt at such address as may be specified (i) in the notice convening the meeting, (ii) in any appointment of proxy sent out by the Society in relation to the meeting or adjourned meeting, (iii) in any invitation contained in an electronic communication to appoint a proxy issued by the Society in relation to the meeting, (iv) in any notice of any adjourned meeting or of any poll, or (v) in any of the above cases, in any accompanying documents

- (3) The appointment of a proxy and any authority under which it is executed, or a copy of such authority certified notanally or in some other way approved by the Council, must
- (a) in the case of an appointment in writing, be deposited or delivered 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 adjourned meeting or in any appointment of proxy sent out by the Society in relation to the meeting or adjourned meeting) not less than forty-eight 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 an appointment contained in an electronic communication, where an address has been specified for the purpose of receiving electronic communications (i) in the notice convening the meeting, (ii) in any appointment of proxy sent out by the Society in relation to the meeting or adjourned meeting, (iii) in any invitation contained in an electronic communication to appoint a proxy issued by the Society in relation to the meeting, (iv) in any notice of any adjourned meeting or of any poll, or (v) in any of the above

cases, in any accompanying documents, be received at such address not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote, or

- (c) in the case of a poll taken more than forty-eight hours after it is demanded, (in the case of an appointment in writing) be deposited or delivered or (in the case of an appointment contained in an electronic communication) be received as aforesaid after the poll has been demanded and not less than twenty-four hours before the time appointed for the taking of the poll, or
- (d) where the poll is not taken forthwith but is taken not more than forty-eight hours after it was demanded, (in the case of an appointment in writing) be deposited or delivered or (in the case of an appointment contained in an electronic communication) be received as aforesaid not less than twelve hours before the meeting at which the poll was demanded,

and an instrument of proxy which is not (in the case of an appointment in writing) deposited or delivered or (in the case of an electronic communication) received in a manner so permitted shall, if the Council in its absolute discretion so decides, be invalid

- (4) A proxy appointed under these Articles must be a Voting Member
- (5) When two or more valid but differing appointments of proxy are executed by the same Member for use at the same meeting, the one which is last executed shall be treated as replacing and revoking the others as regards that Member, but if the Society is unable to determine which was last executed, none of them shall be treated as valid in respect of that Member. The appointment of a proxy shall not preclude a Member from attending and voting in person at the meeting or any adjourned meeting or on the poll concerned

## **The Council**

- 19 Subject to the provisions of the Companies Acts, memorandum of association of the Society, these Articles and any directions effected by special resolution, the business of the Society shall be managed by the Council which may exercise all the powers of the Society. No alteration of the memorandum of association or of these Articles, and no such directions given by special resolution, shall invalidate any prior act of the Council which would have been valid had that alteration not been made or that direction not been given. The general powers given by this Article 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
- 20 Subject as hereinafter provided, the Council shall consist of not less than five and not more than fourteen members plus the Chief Executive and the DPL Chairman (each of whom shall by virtue of their office be a member of the Council), in these Articles called 'the Council Members' who shall be deemed, for all purposes of the

Companies Acts, to be directors of the Society. A majority of the Council Members shall be Medical or Dental Members.

- 21 (1) The Council may delegate (with power to sub-delegate) any of its powers regarding any question arising in relation to Members or prospective Members who are practising, studying, resident or incorporated outside the United Kingdom and the Republic of Ireland (including, but without prejudice to the foregoing, its powers under Article 40), to any body having or professing to have objects similar to those of the Society whom the Council may approve for such purpose, whether situated in the United Kingdom or overseas. Any such delegation may be made subject to such conditions as the Council shall think fit and either together with, or to the exclusion of, its own powers, and may be revoked or altered as the Council shall think fit.
- (2) Nothing contained in this Article shall permit the delegation to any body mentioned in Article 21(1) of the power of the Council to approve applicable legislation under Article 2(2)(a) or to impose further conditions for the admission of bodies to membership as provided in Article 2(2).
- (3) The Council may delegate (with power to sub-delegate) such of its powers as it considers fit to the Chief Executive, any other Council Member employed by the Society, the Secretary or such other person or persons as it thinks fit. Any such delegation may be made subject to such conditions as the Council shall think fit and either together with, or to the exclusion of, its own powers, and may be revoked or altered as the Council shall think fit.
- 22 The Council may appoint committees, sub-committees or ad hoc committees consisting of two or more such persons (whether Members or not) as the Council shall think fit, and may seek recommendations and advice therefrom. Without prejudice to Article 21, 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 Articles 2(2) or 40).
- 23 Any committee, sub-committee or ad hoc committee appointed by the Council under Article 22 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.
- 24 All acts done bona fide 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.

## **Chief Executive**

- 25 The Council may from time to time appoint as Chief Executive such person (whether a Member 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 decide. The Council may at any time terminate the appointment of any person as Chief Executive (provided that the exercise of the Council's powers under this Article shall be without prejudice to any rights or claims he may have against the Society by reason of such termination), and may fill any vacancy arising in the office of Chief Executive, and may in either case appoint some other person in his place.

## **Appointment and Retirement of Council Members**

- 26 (1) At each annual general meeting of the Society, one-third (or, if the total number of Council Members is not a multiple of three, the nearest number to one-third) of the Council Members (being those 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. Neither the Chief Executive nor the DPL Chairman shall 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 at the meeting at which a Council Member retires by rotation the Society 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. If the Council Member 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.
- (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 thirty-five clear days before the date appointed for the meeting, a notice signed by not less than one per cent of Voting 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 a 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, re-appointed or deemed re-appointed a Council Member at such meeting unless, following such appointment, re-appointment or deemed re-appointment, a majority of the Council Members are Medical or Dental Members.



- (5) Not less than twenty-one clear 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 Article 26(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) 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 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 Members**

- 27 No person who has been a Council Member continuously during the preceding period of nine years and who is not employed by the Society shall be eligible for re-election to the Council
- 28 A Council Member shall vacate office
  - (a) if he ceases to be eligible to be a Council Member by virtue of any provision of the Companies Acts or he becomes prohibited by law from being a director of a company, or
  - (b) if he becomes bankrupt or the subject of an interim receiving order, makes any arrangement or composition with his creditors generally, or applies to the court for an interim order under Section 253 of the Insolvency Act 1986 (as modified, supplemented and/or re-enacted from time to time) in connection with a voluntary arrangement under that act, or
  - (c) if he is, or may be, suffering from mental disorder and either
    - (i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or the Mental Health (Scotland) Act 1984 (both such acts as modified, supplemented and/or re-enacted from time to time), 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 guardian, curator bonis or other person to exercise powers with respect to his property or affairs, or
- (d) if he resigns his office by notice to the Secretary, or
- (e) if, for six or more consecutive months, he has 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) if, in the case of an executive Council Member, he ceases to be employed by the Society

### **Remuneration, Expenses and Interests of the Council**

- 29 (1) The President and the Council Members shall be entitled to such remuneration as the Council may think fit and, unless the Council otherwise decides, such remuneration shall be deemed to accrue from day to day
- (2) The President and the Council Members shall be paid such sums in respect of lost professional earnings as the Council may think fit, together with all expenses properly incurred by them in connection with their attendance at meetings of the Council, committees of the Council, general meetings or otherwise in connection with the discharge of their duties
- (3) No officer or employee of the Society or Council Member shall be disqualified by reason of his office from (i) being appointed or requested by the Council or otherwise to act as an arbitrator or umpire, or to give his professional services or perform any special services or to make special exertions of any nature whatsoever for any of the purposes of the Society, or (ii) accepting any remuneration or reward by way of fees or otherwise in respect of any arbitration or award or the provision of such services, providing (in each case) that he has the prior written consent of the Council to do so

### **Proceedings of the Council**

- 30 (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. Notice of a meeting of the Council shall be deemed to be properly given to a Council Member if it is given to him personally or by word of mouth or sent in writing to his last known address or given by electronic communication to him at any address given by him to the Council for the purpose. 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 five.
- (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) Any Council Member may validly participate in a meeting of the Council or a committee of the Council through the medium of video or telephone conference or similar form of communication equipment, provided that all persons participating in the meeting are able to hear and speak to each other throughout such meeting. A person so participating shall be deemed to be present in person at the meeting and, accordingly, shall be counted in the quorum and be entitled to vote. Subject to the Companies Acts, all business transacted in such a manner by the Council or a committee of the Council shall, for the purposes of these Articles, be deemed to be validly and effectively transacted at a meeting of the Council or a committee of the Council notwithstanding that no two Council Members are physically present at the same place. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the chairman of the meeting then is.
- (6) The Council shall appoint one of its number who is a Medical or Dental Member to be the chairman of the Council and may at any time remove him from that office. The chairman shall preside at every meeting of the Council at which he is present. If there is no chairman, or the 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 to preside at the meeting.
- (7) A resolution in writing signed or, if the Council in its absolute discretion decides, executed by means of electronic communication, in each case, in such manner as the Council may from time to time prescribe, 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 effective 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. Such resolution may consist of several documents in the like form which may be in writing each signed or, if the Council in its absolute discretion so decides, executed by means of electronic communication, by one or more persons, in each case, in such manner as the Council may from time to time prescribe.

## **President**

- 31 A Medical or Dental Member 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 receive notice of and to attend and speak at meetings of the Council but shall not, by virtue of his appointment, become a Council Member. The President shall fulfil any such other duties as the Council may request.

## **Appointment of President**

- 32 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 thirty-five clear days before the date appointed for the meeting, a notice signed by not less than one per cent of Voting Members 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 a notice executed by that person of his willingness to be appointed or re-appointed.
- 33 Not less than twenty-one clear days before the date appointed for holding a general meeting, notice shall be given to all who are entitled to receive notice of the meeting of any person 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 Article 32 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**

- 34 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.
- 35 The President shall vacate office
- (a) if he ceases to be eligible to be a Council Member by virtue of any provision of the Companies Acts or he becomes prohibited by law from being a director of a company, or
  - (b) if he becomes bankrupt or the subject of an interim receiving order, makes any arrangement or composition with his creditors generally, or applies to the court for an interim order under Section 253 of the Insolvency Act 1986 (as modified, supplemented and/or re-enacted from time to time) in connection with a voluntary arrangement under that act, or

- (c) if he is, or may be, suffering from mental disorder and either
  - (i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or the Mental Health (Scotland) Act 1984 (both such acts as modified, supplemented and/or re-enacted from time to time), 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 guardian, curator bonis or other person to exercise powers with respect to his property or affairs, or
- (d) if he resigns his office by notice to the Secretary, or
- (e) if, for six or more consecutive months, he has 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 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**

- 36 The President may be paid all expenses properly incurred in connection with his attendance at meetings of the Council and committees thereof, or otherwise in connection with the discharge of his duties
- 37 The President shall not be disqualified by reason of his office from (i) being appointed or requested by the Council or otherwise to act as an 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 (ii) 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, providing (in each case) that he has the prior written consent of the Council to do so

### **Vice-Presidents**

- 38 The Council may from time to time elect such person or persons (whether Members or not) as the Council thinks fit to be a Vice-President of the Society for such period as the Council thinks fit. A Vice-President who is not a Voting Member shall not be entitled to receive notice of, or to attend or vote at, general meetings of the Society

## Secretary

- 39 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

## Discretionary Indemnity

- 40 (1) An indemnity pursuant to clause 3(E) 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 losses (whether incidental, consequential or otherwise), damages, costs, charges and expenses connected with a qualifying claim. The grant of an indemnity shall be entirely in the discretion of the Council, who shall have the 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 a
- (a) Member (or their personal representative acting in that capacity) in respect of any qualifying claim relating to a period of membership
  - (b) Suspended Member (or their personal representative acting in that capacity) in respect of any qualifying claim relating to a period of membership prior to the suspension of their membership
  - (c) Former Member (or their personal representative acting in that capacity) in respect of any qualifying claim relating to a period of membership prior to the termination of their membership provided that a Former Member (or their personal representatives acting in that capacity) whose membership was terminated by the Society for any reason shall not be a qualifying applicant in respect of any qualifying claim relating to a period of membership for which they failed to pay their subscription prior to the termination of the membership
- (3) A qualifying claim is, subject to any restrictions which may be stipulated or imposed as a condition of membership in any particular case or by reference to any particular class of membership, any action, proceeding, claim or demand by or against the qualifying applicant arising from their professional practice affecting directly or indirectly the professional character, professional interests or professional affairs of any person who either
- (a) is or was a Member, or
  - (b) is or was a member, officer, servant or agent of a body which is or was a Member or made in respect of the conduct in a professional capacity of a deceased such person

- (4) The Council shall have power to decide 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

- (a) the Secretary or an employee of the Society, or
- (b) the Secretary or an employee of a body to whom the powers of the Council, in respect of such claims, shall have been delegated under Article 21(1),

may on behalf of the Council grant indemnities within the limits of fixed amounts prescribed by the Council, but nothing contained in this Article 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 or vary 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 qualifying claim in respect of which an indemnity has been requested and/or granted comply absolutely with the directions of the Society, and shall not (without the consent of the Society) take any steps in relation to such claim and shall (at the Society's request) co-operate fully with the Society, its representatives and any appointed advisers in the handling of such claim, in particular, but without limitation, by pursuing and fully assisting the Society in the pursuit of any rights of recovery available from third parties

## **Minutes**

- 41 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 committees of the Council, including the names of those present at each such meeting

## **Seal**

- 42 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 decide who shall sign any instrument to which the seal is affixed and, unless otherwise so decided, it shall be signed by the chairman of the Council or a Council Member and by the Secretary or a second Council Member

## **Accounts**

- 43 (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 decide 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 the provisions of the Companies Acts or authorised by the Council or by the Society in general meeting
- (3) The Council may, subject to and in accordance with the provisions of the Companies Acts and if the Council in its absolute discretion so decides, send accounts and reports to Members by means of electronic communication

## Notices

- 44 (1) Any notice or other document to be given to or by any person pursuant to these Articles shall be in writing or (subject always to the provisions of the Companies Acts and if the Council in its absolute discretion so decides) given by means of electronic communication to an address for the time being notified for that purpose to the person giving the notice, save that a notice convening a meeting of the Council need not be in writing or sent by electronic communication. Any notice or other document provided to the Society shall be in such form as the Council may from time to time and in its absolute discretion decide, and any notification given to the Society in any other form may, in the Council's absolute discretion, be held to be invalid
- (2) The Society may give any notice or other document to a Member
  - (a) personally,
  - (b) by sending it by post in a pre-paid envelope addressed to such Member at his registered address,
  - (c) by leaving it at such registered address,
  - (d) by means of electronic communication to an address for the time being notified to the Society by such Member (including, for the avoidance of doubt, publication on a web site or sites in accordance with the Companies Acts), or
  - (e) by any other means authorised in writing or by electronic communication by such Member and approved by the Society
- (3) Any Member whose registered address is not within the United Kingdom and who gives to the Society either a postal address within the United Kingdom at which notices or other documents may be given to him, or an address for the purposes of receipt of electronic communications, shall be entitled to



have notices or other documents given to him at such address. Otherwise, no Member, other than a Member whose registered address is within the United Kingdom, shall be entitled to receive any notice or other document from the Society. In the case of notices or other documents sent by means of electronic communication, the Society may make such arrangements for the security of any such communication as it thinks fit.

- (4) Proof that an envelope containing a notice or other document was properly addressed, pre-paid and posted shall be conclusive evidence that such notice or other document was given, and such notice or other documents shall be deemed to be given at the expiration of forty-eight hours after the envelope containing it was posted. Proof that a notice or other document contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that such notice or other document was given, and such notice or other documents shall be deemed to have been given at the expiration of forty-eight hours from the time at which the notice or other document was sent or, where such electronic communication is by way of publication on a website or sites, at the expiration of forty-eight hours from the time of such publication. Any notice or other document given by the Society by any other means (authorised in writing or by electronic communication by the Member concerned and approved by the Society) shall be deemed to have been given when the Council has carried out the action it has been authorised to take for that purpose. Notwithstanding any agreement to the contrary, the Council may determine not to use electronic communication for the giving of any notice or other document where, in the opinion of the Council in its absolute discretion, to do so would infringe the laws of another country.
- (5) Subject to the provisions of the Companies Acts
  - (a) if, on three consecutive occasions, a notice or other document has been sent by post or by electronic communication to a Member but has been returned undelivered, that Member shall not be entitled to receive any subsequent notice or other communication until he has supplied the Society in writing with a new postal address or (if the Council so agrees) an address for the purpose of receiving electronic communications.
  - (b) for the purposes of this Article, a notice sent by post shall be treated as returned undelivered if the notice is sent back to the Society and a notice sent by electronic communication shall be treated as returned undelivered if the Society receives notification that the notice was not delivered to the address to which it was sent.
- (6) Unless the Council shall in its absolute discretion decide otherwise, an appointment of proxy, notice or any other document which is sent by the Member to the Society by means of electronic communication (in each case as authorised by the Council and permitted by law) shall only be valid if it has been verified in such form as the Council shall from time to time prescribe.

## **Indemnity and Insurance**

- 45 (1) Subject to the provisions of, and so far as may be permitted by, the Act, every Council Member and the Chief Executive and, so far as may be permitted by law, every President, Secretary, Pension Trustee, employee or officer of the Society and every member of any committee (howsoever described) appointed by the Council and every director (howsoever described) of any subsidiary of the Society
- (a) entitled to be indemnified out of the assets of the Society against all losses or liabilities which he may sustain or incur in the execution and discharge of his duties or otherwise in relation thereto, and
  - (b) provided with funds to meet expenditure incurred or to be incurred by him in defending any civil or criminal proceedings brought or threatened against him in connection with any alleged negligence, default, breach of duty or breach of trust by him in relation to the Society or any application made by him under Section 727 of the Act in relation to the affairs of the Society
- (2) The Society may purchase and maintain insurance for any and every President, Chief Executive, Council Member, Secretary, Pension Trustee, employee and officer of the Society and every member of any committee (howsoever described) appointed by the Council and every director (howsoever described) of any subsidiary of the Society against any liability which 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 or any subsidiary of the Society