

THE BRITISH UNITED PROVIDENT ASSOCIATION LIMITED
(“the Company”)

THE COMPANIES ACT 2006

COMPANY NUMBER 432511

At the Annual General Meeting of the Company held at the London Hilton on Park Lane, 22 Park Lane, London, W1K 1BE on 15 May 2013 the following Resolution was passed as a Special Resolution -

SPECIAL RESOLUTION

“THAT the regulations contained in the document attached to this Resolution and marked “A” for the purpose of identification be approved and adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association ”



E B Bourke
Director



"A"

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF THE BRITISH UNITED PROVIDENT ASSOCIATION LIMITED

(As adopted by Special Resolution passed on 15 May 2013)

PART 1

INTERPRETATION AND LIMITATION OF LIABILITY

Defined terms

1 In the articles, unless the context requires otherwise—

“appointed term” means the term of each Association Member’s appointment as an Association Member as the same may have been extended from time to time in accordance with these articles,

“articles” means the Company’s articles of association,

“Association Member” means a member of the Company within the meaning given in section 112 of the Companies Act 2006,

“bankruptcy” includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy,

“board” means the board of directors of the Company,

“chairman” has the meaning given in article 18,

“chairman of the meeting” has the meaning given in article 52,

“Companies Acts” means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the Company,

"Company" means The British United Provident Association Limited,

"deputy chairman" has the meaning given in article 18,

"director" means a director of the Company, and includes any person occupying the position of director, by whatever name called,

"document" includes, unless otherwise specified, any document sent or supplied in electronic form,

"electronic form" has the meaning given in section 1168 of the Companies Act 2006,

"Honorary Member" has the meaning given in article 42(E),

"ordinary resolution" has the meaning given in section 282 of the Companies Act 2006,

"participate", in relation to a directors' meeting, has the meaning given in article 16,

"proxy notice" has the meaning given in article 60,

"secretary" means the company secretary, or (if there are joint secretaries) any one of the joint secretaries, of the Company and includes an assistant or deputy secretary and any person appointed by the board to perform the duties of the secretary,

"special resolution" has the meaning given in section 283 of the Companies Act 2006,

"subsidiary" has the meaning given in section 1159 of the Companies Act 2006, and

"writing" means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise

Unless the context otherwise requires, other words or expressions contained in these articles bear the same meaning as in the Companies Acts as in force on the date when these articles become binding on the Company

Any reference in the articles to a particular section of the Companies Act shall be construed as a reference to the same as it may have been, or may from time to time be, amended, modified or re-enacted

All references in the articles to the date of an Association Member's admission to membership shall be to the date of that Association Member's admission to membership as shown in the Company's register of members

Liability of Association Members

- 2 The liability of each Association Member is limited to £0 13, being the amount that each Association Member undertakes to contribute to the assets of the Company in the event of its being wound up while he is an Association Member or within one year after he ceases to be an Association Member, for
- (A) payment of the Company's debts and liabilities contracted before he ceases to be an Association Member,
 - (B) payment of the costs, charges and expenses of winding up, and
 - (C) adjustment of the rights of the contributories among themselves

PART 2

OBJECTS; RESTRICTIONS

- 3 The objects for which the Company is established are
- (A) to prevent, relieve and cure sickness and ill-health of every kind (including physical injuries), to promote health in any way and to engage in activities within or related to the fields of health, care, health and health-related insurance and related financial protection, medicine, nursing or dentistry and in particular (but without derogating from the generality of the foregoing) to raise, establish maintain and administer a fund (the "Provident Fund") for wholly or partially defraying the cost of medical, surgical and other like remedial, exploratory or preventive treatment of and services to contributors to the Association and their dependants and others and the expenses ancillary or incidental to any such treatment or services, and
 - (B) to establish a scheme or schemes to pay cash benefits, benefits in kind and other gratuities or allowances, to any person or to the dependants of any person, who has contributed or subscribed to any such scheme and who is or has been disabled, sick, or suffering from ill-health of any kind (including physical injury)

4 (A) If

- (i) the Company, or any of its subsidiaries or subsidiary undertakings, is wound up or dissolved, or
- (ii) all or any part of the undertaking or assets of the Company, or of any of its subsidiaries or subsidiary undertakings (or any rights in or to all or any part of the undertaking or assets of the Company or of its subsidiaries or subsidiary undertakings) are transferred to or become vested in another person, or
- (iii) any Association Member or Honorary Member exercises (or refrains from exercising) any of his rights as an Association Member or Honorary Member, as the case may be, or
- (iv) any Association Member or Honorary Member ceases to be such or another person becomes an Association Member or Honorary Member, or
- (v) any change is made to the articles, or
- (vi) a scheme of arrangement between the Company and the Association Members or some of them (with or without other persons) becomes effective,

and by virtue of such event or the manner in which it occurs (or by virtue of his membership of the Company whether or not such an event has occurred) any Association Member or Honorary Member becomes entitled (whether during the currency of his membership of the Company or thereafter) to receive any payment or benefit of any kind (or to direct who receives any such payment or benefit) in his capacity as an Association Member or Honorary Member, that Association Member or Honorary Member shall hold such payment or benefit (or the right to receive the same or to direct its receipt) on trust for one or more charities whose work is connected with the objects of the Company, as may be specified by such Judge of the High Court of Justice as may have or acquire jurisdiction in this matter. This provision applies regardless of who makes such payment or provides such benefit but does not apply to any payment or benefit permitted under article 5

- (B) Article 5 and this article 4 shall not be modified, varied or deleted except by a special resolution passed by the Company in general meeting at which more than fifty per cent of the members for the time being of the Company are present in person or by proxy, the passing of such resolution having been unanimously recommended by all of the directors for the time being of the

Company in the circular or letter to the Association Members accompanying the notice convening the relevant general meeting and remaining so recommended at the time the special resolution is proposed

- 5 The income and property of the Company, whencesoever derived, shall be applied solely towards the promotion of the objects of the Company as set forth in article 3, 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 Association Members or Honorary Members, in their capacity as such

For the avoidance of doubt, nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer of the Company, or to any Association Member or Honorary Member in return for any services actually rendered to the Company, nor prevent the payment of interest at a reasonable and proper rate on money lent or reasonable and proper rent for premises demised or let by any Association Member or Honorary Member

- 6 If upon the winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Association Members or Honorary Members, but shall be given or transferred to some other institution or institutions, having objects similar to the objects of the Company, and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Company under or by virtue of article 5, such institution or institutions to be determined by the Association Members at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable objects

PART 3

DIRECTORS

- 7 The directors shall not be less than six or more than twelve in number. The board shall have the power to vary the maximum number of directors, from time to time
- 8 No person who is not an Association Member shall be eligible to hold office as a director. If any person who is not already an Association Member shall be appointed or elected to the board, he shall be deemed to have been duly invited to become an Association Member and he shall forthwith comply with article 40(B)

Directors' general authority

- 9 Subject to the articles, the directors are responsible for the management of the Company's business, for which purpose they may exercise all the powers of the Company

Members' reserve power

- 10 (A) The members may, by special resolution, direct the directors to take, or refrain from taking, specified action
- (B) No such special resolution invalidates anything which the directors have done before the passing of the resolution

Directors may delegate

- 11 (A) Subject to the articles, the directors may delegate any of the powers which are conferred on them under the articles
- (i) to such person or committee,
 - (ii) by such means (including by power of attorney),
 - (iii) to such an extent,
 - (iv) in relation to such matters or territories, and
 - (v) on such terms and conditions,
- as they think fit, provided that the majority of persons on any committee or sub-committee are directors
- (B) If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated
- (C) The directors may revoke any delegation in whole or part, or alter its terms and conditions
- (D) The power to delegate contained in this article shall be effective in relation to the powers, authorities and discretions of the board generally and shall not be limited by the fact that in certain articles, but not in others, express reference is made to particular powers, authorities or discretions being exercised by the board or by a committee authorised by the board

Committees

- 12 (A) Committees to which the directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the articles which govern the taking of decisions by directors
- (B) The directors may make rules of procedure for all or any committees, which prevail over rules derived from the articles if they are not consistent with them

DECISION-MAKING BY DIRECTORS

Directors to take decisions collectively

- 13 (A) The general rule about decision-making by directors is that any decision of the directors must be either a majority decision at a meeting or a decision taken in accordance with article 14
- (B) If only one director is eligible to vote on any authorisation required under article 20 the general rule does not apply and the eligible director may take decisions in relation to the relevant matter, and any related matters, without regard to any of the provisions of the articles relating to directors' decision making or quorums

Unanimous decisions

- 14 (A) A decision of the directors is taken in accordance with this article when all eligible directors indicate to each other by any means that they share a common view on a matter
- (B) Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible director or to which each eligible director has otherwise indicated agreement in writing
- (C) References in this article to eligible directors are to directors who would have been entitled to vote on the matter had it been proposed as a resolution at a directors' meeting
- (D) A decision may not be taken in accordance with this article if the eligible directors would not have formed a quorum at such a meeting

Calling a directors' meeting

- 15 (A) Any director may call a directors' meeting by giving notice of the meeting to the directors or by authorising the secretary to give

such notice It shall not be necessary to give notice of a meeting of the board to any director for the time being absent from the United Kingdom unless that director is ordinarily resident outside the United Kingdom

- (B) Notice of any directors' meeting must indicate
 - (i) its proposed date and time,
 - (ii) where it is to take place, and
 - (iii) if it is anticipated that directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting
- (C) Notice of a directors' meeting must, subject to paragraph (A) of this article, be given to each director, but need not be in writing
- (D) Notice of a directors' meeting need not be given to directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the Company not more than seven days after the date on which the meeting is held Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it

Participation in directors' meetings

- 16 (A) Subject to the articles, directors participate in a directors' meeting, or part of a directors' meeting, when
 - (i) the meeting has been called and takes place in accordance with the articles, and
 - (ii) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting
- (B) In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other
- (C) If all the directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is

Quorum for directors' meetings

- 17 Subject always to article 13(B)

- (A) At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting
- (B) the quorum for directors' meetings may be fixed from time to time by a decision of the directors, but it must never be less than two, and unless otherwise fixed it is three
- (C) if the total number of directors for the time being is less than six, the directors must not take any decision other than a decision
 - (i) to appoint further directors, or
 - (ii) to call a general meeting so as to enable the Association Members to appoint further directors

Chairing of directors' meetings

- 18 (A) The board may appoint one of their number to be the chairman and one of their number to be the deputy chairman of the board and may at any time remove either of them from such office
- (B) The persons so appointed for the time being are known as the chairman and the deputy chairman respectively
- (C) The directors may terminate the chairman and deputy chairman's appointment at any time
- (D) Any retiring chairman or deputy chairman shall be eligible for re-election or re-appointment (as the case may be)
- (E) The chairman shall preside at all meetings of the board at which he is present. If the chairman is not present within five minutes after the time appointed for the meeting of the board, the deputy chairman, if present, shall take the chair, but if the deputy chairman is not present, the directors then present shall choose one of themselves to take the chair at that meeting of the board

Casting vote

- 19 (A) If the numbers of votes for and against a proposal are equal, the chairman or other director chairing the meeting has a casting vote
- (B) But this does not apply if, in accordance with the articles, the chairman or other director is not to be counted as participating in the decision-making process for quorum or voting purposes

CONFLICTS OF INTEREST

Conflicts of interest requiring authorisation by directors

- 20 (A) The directors may, subject to the quorum and voting requirements set out in these articles, authorise any matter which would otherwise involve a director breaching his duty under the Companies Acts to avoid conflicts of interest ("Conflict")
- (B) A director seeking authorisation in respect of a Conflict must tell the directors of the nature and extent of his interest in a Conflict as soon as possible. The director must give the directors sufficient details of the relevant matter to enable them to decide how to address the Conflict together with any additional information which they may request
- (C) Any director (including the relevant director) may propose that the relevant director be authorised in relation to any matter which is the subject of a Conflict. Such proposal and any authority given by the directors shall be effected in the same way that any other matter may be proposed to and resolved upon by the directors under the provisions of these articles except that
- (i) the relevant director and any other director with a similar interest will not count in the quorum and will not vote on a resolution giving such authority,
 - (ii) the relevant director and any other director with a similar interest may, if the other directors so decide, be excluded from any meeting of the directors while the subject of the Conflict is under consideration, and
 - (iii) if there are insufficient directors eligible to count in the quorum such that the meeting would otherwise be inquorate article 13(B) shall apply
- (D) Where the directors give authority in relation to a Conflict
- (i) they may (whether at the time of giving the authority or subsequently) (a) require that the relevant director is excluded from the receipt of information, the participation in discussion and/or the making of decisions (whether at directors' meetings or otherwise) related to the Conflict, and (b) impose upon the relevant director such other terms for the purpose of dealing with the Conflict as they think fit,

- (ii) the relevant director will be obliged to conduct himself in accordance with any terms imposed by the directors in relation to the Conflict,
- (iii) the directors may also provide that where the relevant director obtains (otherwise than through his position as a director of the Company) information that is confidential to a third party, the director will not be obliged to disclose that information to the Company, or to use or apply the information in relation to the Company's affairs, where to do so would amount to a breach of that confidence,
- (iv) the terms of the authority shall be recorded in writing (but the authority shall be effective whether or not the terms are so recorded), and
- (v) the directors may revoke or vary such authority at any time but this will not affect anything done by the relevant director prior to such revocation in accordance with the terms of such authority

Other conflicts of interest

- (E) A director who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Company, shall declare the nature and extent of his interest at a meeting of the directors
- (F) A director shall not vote in respect of any contract or arrangement in which he has an interest which (taken together with any interest of any person connected with him) is to his knowledge a material interest, and if he shall do so his vote shall not be counted, nor shall he be counted in the quorum present at the meeting in relation to the relevant resolution, but neither of these prohibitions shall apply to
 - (i) any arrangement for giving any director any security or indemnity in respect of money lent by him to or obligations undertaken by him for the benefit of the Company, or
 - (ii) any arrangement for the giving by the Company of any security to a third party in respect of a debt or obligation of the Company for which the director himself has assumed responsibility in whole or in part under a guarantee or indemnity or by the deposit of a security; or
 - (iii) any contract or arrangement with any other company or the Company (not being a company in which the director owns

one per cent or more) in which he is interested whether as an officer, shareholder, creditor or otherwise howsoever, or

- (iv) any contract concerning the adoption, modification or operation of a pension fund or retirement, death or disability benefits scheme which relates both to directors and employees of the Company or of any of its subsidiary undertakings and does not provide in respect of any director as such any privilege or advantage not accorded to the employees to which the fund or scheme relates, or
- (v) any contract for the benefit of employees of the Company or of any of its subsidiary undertakings under which he benefits in a similar manner to the employees and which does not accord to any director as such any privilege or advantage not accorded to the employees to whom the contract relates, or
- (vi) any contract for the purchase or maintenance of insurance against any liability for, or for the benefit of, any director or directors, or for the benefit of, persons who include directors,

and these prohibitions may at any time be suspended or relaxed to any extent, and either generally or in respect of any particular contract, arrangement or transaction, by the Company in general meeting

- (G) A director may hold any other office or place of profit under the Company (other than the office of auditor) in conjunction with his office of director for such period and on such terms (as to remuneration and otherwise) as the directors may determine and no director or intending director shall be disqualified by his office from contracting with the Company either with regard to his tenure of any such other office or place of profit or as a vendor, purchaser or otherwise, nor shall any such contract or any contract or arrangement entered into by or on behalf of the Company in which any director is in any way interested, be liable to be avoided, nor shall any director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such director holding that office or of the fiduciary relation thereby established provided that such director shall have declared the nature and extent of his interest to the Company prior to its entering into such contract or arrangement For the purposes of this article, a general notice to the board by a director to the effect that (a) he is a member of a specified company or firm and is to be regarded as interested in any contract which may after the date of the notice be made with

that company or firm or (b) he is to be regarded as interested in any contract which may after the date of the notice be made with a specified person who is connected with him, and of the nature and extent of his interest in the specified company or firm or, as the case may be, the nature of his connection with the specified person, shall be deemed to be a sufficient declaration of interest under this article in relation to any such contract, provided that no such notice shall be effective unless either it is given at a meeting of the board or the director takes reasonable steps to secure that it is brought up and read at the next board meeting after it is given

- (H) A director notwithstanding his interest, may be counted in the quorum present at any meeting at which he or any other director is appointed to hold any such office or place of profit under the Company or at which the terms of any such appointment are arranged, and he may vote on any such appointment or arrangement other than his own appointment or the arrangement of the terms thereof
- (I) Any director may act by himself or his firm in a professional capacity for the Company and he or his firm shall be entitled to remuneration for professional services as if he were not a director, provided that such director shall have declared his interest as prescribed in paragraph (G) of this article and provided that nothing herein contained shall authorise a director or his firm to act as auditor to the Company
- (J) A company shall be deemed to be one in which a director owns one per cent or more if and so long as (but only if and so long as) he, taken together with any person connected with him, is to his knowledge (either directly or indirectly) the holder of or beneficially interested in one per cent or more of any class of the equity share capital of that company or of the voting rights available to members of that company For the purpose of this article 20(J) there shall be disregarded
 - (i) any shares held by the director or any such person as bare or custodian trustee and in which he has no beneficial interest,
 - (ii) any shares comprised in a trust in which his, or any such person's, interest is in reversion or remainder if and so long as some other person is entitled to receive the income of the trust, and
 - (iii) any shares comprised in an authorised unit trust scheme in which he, or any such person, is interested only as a unit holder

Records of decisions to be kept

- 21 The directors must ensure that the Company keeps a record, in writing, for at least ten years from the date of the decision recorded, of every unanimous or majority decision taken by the directors.

Directors' discretion to make further rules

- 22 Subject to the articles, the directors may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to directors

APPOINTMENT OF DIRECTORS

Methods of appointing directors

- 23 (A) Subject to article 8, any person who is willing to act as a director, and is permitted by law to do so, may be appointed to be a director
- (i) by ordinary resolution, or
 - (ii) by a decision of the directors
- (B) In any case where, as a result of death, the Company has no members and no directors, the personal representatives of the last Association Member to have died have the right, by notice in writing, to appoint a person to be a director
- (C) For the purposes of paragraph (B) above, where two or more Association Members die in circumstances rendering it uncertain who was the last to die, a younger Association Member is deemed to have survived an older Association Member

Termination of director's appointment

- 24 A person ceases to be a director as soon as
- (A) that person ceases to be a director by virtue of any provision of the Companies Acts or is prohibited from being a director by law,
 - (B) a bankruptcy order is made against that person,
 - (C) a composition is made with that person's creditors generally in satisfaction of that person's debts,
 - (D) a registered medical practitioner who is treating that person gives a written opinion to the Company stating that that person has

become physically or mentally incapable of acting as a director and may remain so for more than three months,

- (E) notification is received by the Company from that person that that person is resigning from office, and such resignation has taken effect in accordance with its terms,
 - (F) that person ceases for any cause to be an Association Member,
 - (G) that person being a qualified medical practitioner, is removed from the Medical Register in the United Kingdom or any equivalent register in any other jurisdiction,
 - (H) that person having been absent from four consecutive meetings of the board, the board passes a resolution declaring his office to be vacant,
 - (I) that person is requested to resign in writing by not less than three-quarters of the other directors. In calculating the number of directors who are required to make such a request to the director, there shall be excluded any person appointed as a director by the board to fill a casual vacancy
- 25 The Company may by ordinary resolution of which special notice has been given in accordance with Section 312 of the Companies Act 2006, remove any director before the expiration of his period of office notwithstanding anything in these articles or in any agreement between the Company and such director. Such removal shall be without prejudice to any claim such director may have for damages for breach of any contract of service between him and the Company
- 26 The Company may by Ordinary Resolution appoint another person in place of a director removed from office under the immediately preceding article
- 27 If a person ceases to be a director for any reason, he shall cease to be a member of any committee to which he was appointed pursuant to article 11

Other Officers of the Company

- 28 The board shall engage a secretary, as well as such other officers as they may consider necessary, and shall fix and regulate their terms and conditions of service
- 29 The board may from time to time elect an Honorary President or Presidents, and such other honorary officers as may be thought fit and may determine for what period such honorary officers shall hold office

Directors' remuneration

- 30 (A) Directors may undertake any services for the Company that the directors decide
- (B) Subject to paragraph (D) directors are entitled to such remuneration as the directors determine
- (i) for their services to the Company as directors, and
 - (ii) for any other service which they undertake for the Company
- (C) Subject to the articles, a director's remuneration may
- (i) take any form, and
 - (ii) include any arrangements in connection with the payment of a pension, allowance or gratuity, or any death, sickness or disability benefits, to or in respect of that director
- (D) Subject to the provisions of paragraph (E), the remuneration (including emoluments) of directors (except the Chief Executive appointed in accordance with article 37 and any other salaried employee of the Company who may be appointed or elected as a director) shall not exceed in aggregate the amount per annum determined from time to time by the Company in general meeting with power to the Company in general meeting from time to time to vary such remuneration. Such remuneration (or such part thereof as may be determined by the board) shall be divided amongst the directors (except as aforesaid) in such proportions and manner as the directors may determine. Subject to any such determination, any director holding office for part of a year shall be entitled to a proportionate part of any such remuneration in respect of such year
- (E) In determining from time to time the total remuneration of directors pursuant to paragraph (D) the Company shall in respect of any period have regard to the aggregate remuneration for that period payable to directors holding office in any subsidiary undertakings of the Company and such aggregate remuneration shall accordingly be deemed to form part of and be included in the total remuneration determined as aforesaid for the purpose of paragraph (D)
- (F) Unless the directors decide otherwise, directors' remuneration accrues from day to day

- (G) Unless the directors decide otherwise, directors are not accountable to the Company for any remuneration which they receive as directors or other officers or employees of the Company's subsidiaries or of any other body corporate in which the Company is interested

Directors' expenses

- 31 (A) The Company may pay any reasonable expenses which the directors properly incur in connection with their attendance at
- (i) meetings of directors or committees of directors,
 - (ii) general meetings, or
 - (iii) separate meetings of the holders of debentures of the Company,
- or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Company
- (B) The Company may fund a director's expenditure in defending proceedings as provided in the Companies Acts

ROTATION OF DIRECTORS

- 32 (A) At every annual general meeting the following directors shall retire from office
- (i) any director who has been appointed by the directors since the last annual general meeting,
 - (ii) any director who held office at the time of the two preceding annual general meetings and who did not retire at either of them, and
 - (iii) any director who has been in office, other than as a director holding an executive position, for a continuous period of nine years or more at the date of the meeting
- (B) Any director who retires at an annual general meeting may offer himself for re-appointment by the Association Members
- 33 At the meeting at which a director retires the Company can pass an ordinary resolution to re-appoint the director or to elect some other eligible person in his place

- 34 No person other than a director retiring at the meeting shall, unless recommended by the directors, be eligible for election to the office of director at any general meeting unless, not less than fourteen nor more than thirty five days before the date appointed for the meeting, there shall have been left at the registered office of the Company notice in writing, signed by ten per cent of Association Members duly qualified to attend and vote at the meeting for which such notice is given, of their intention to propose such person for election, and also notice in writing signed by that person of his willingness to be elected. Such notice shall set out the following details
- (A) all particulars of the person proposed which, if he were so appointed, would be required to be included in the Company's register of directors,
 - (B) the names of all companies and partnerships of which the person has been a director or partner at any time in the previous five years, indicating whether or not he is still a director or partner. It shall not be necessary to list all the subsidiaries of a company of which the person is also a director,
 - (C) any unspent convictions in relation to indictable offences,
 - (D) details of any bankruptcies or individual voluntary arrangements of such person,
 - (E) details of any receiverships, compulsory liquidations, creditors voluntary liquidations, administrations, company voluntary arrangements or any composition or arrangement with its creditors generally, or any class of its creditors, of any company where the person was a director with an executive function at the time of or within the twelve months preceding such events,
 - (F) details of any compulsory liquidations, administrations or partnership voluntary arrangements of any partnerships where the person was a partner at the time of or within the twelve months preceding such events,
 - (G) details of receiverships of any asset of the person or of a partnership of which the person was a partner at the time of, or within the twelve months preceding, such event, and
 - (H) details of any public criticisms of the person by statutory or regulatory authorities (including designated professional bodies) and whether the person has ever been disqualified by a court from acting as a director of a company or from acting in the management or conduct of the affairs of any company

- 35 The board shall have power at any time, and from time to time, to appoint any person to be a director, either to fill a casual vacancy or as an addition to the existing board. Any director so appointed shall hold office only until the next following annual general meeting, and shall then be eligible for re-election, but shall not be taken into account in determining the directors who are to retire by rotation at such meeting.
- 36 Without prejudice to the powers of the board under article 35, and subject to the requirements of article 34, the Company in general meeting may appoint any person to be a director either to fill a casual vacancy or as an additional director. The person appointed to fill such a vacancy shall be subject to retirement at the same time as if he had become a director on the day on which the director in whose place he is appointed was last elected a director.

CHIEF EXECUTIVE

- 37 (A) The directors may from time to time appoint a person to the office of Chief Executive and as a director (with such designation as the directors may from time to time decide) on such terms and for such period as they may determine and, notwithstanding the terms of any contract entered into in any particular case, may at any time revoke any such appointment.
- (B) The appointment of the Chief Executive shall automatically terminate if he ceases to be a director but without prejudice to any claim for damages for breach of any contract of service between him and the Company.

PART 4

ASSOCIATION MEMBERS

- 38 The board shall have the power to decide upon the number, or the maximum number, of Association Members, from time to time.

BECOMING AND CEASING TO BE AN ASSOCIATION MEMBER

- 39 (A) Such persons as shall be admitted to membership by the board in accordance with the succeeding paragraphs of this article shall, subject to article 39(B), be Association Members, and shall be entered in the register of members accordingly.
- (B) All persons
- (i) who were Association Members on 10 June 1982 and who have not since ceased to be Association Members shall continue to be Association Members, subject to the

provisions of articles 42(A), 42(B) and 42(C), other than 42(C)(v), and subject to article 42(D) where he has failed to comply with the requirements of article 41,

- (ii) not falling within paragraph (i) of this article 39(B) who were Association Members on 15 May 2013 and who have not since ceased to be Association Members shall continue to be Association Members, subject to the provisions of article 42
- (C) The board may at any time invite any person to become an Association Member who is a person recognized by the board as interested in or as having supported or being likely to support the objects and interests of the Company
- (D) Any person invited by the board to become an Association Member in accordance with paragraph (C) of this article shall, as a condition precedent to admission to membership, comply with article 40(B)
- (E) Subject to these articles, an Association Member who is admitted to membership shall be admitted to membership for an initial appointed term expiring on the tenth anniversary of his admission to membership
- (F) If an Association Member is also a director at the time his appointed term would, but for this sentence, have expired, his appointed term will expire instead when he ceases to be a director
- (G) The board may extend any Association Member's appointed term for a further period of five years from the date on which it would otherwise have expired. There is no limit to the number of times an Association Member's appointed term may be extended under this article 39(G)

Applications for Association Membership

40 No person shall become an Association Member of the Company unless

- (A) the directors have approved the appointment, and
- (B) that person has completed an application for membership in a form approved by the directors

Association Members' duty to the Company

- 41 Every Association Member shall be bound to further to the best of his ability the objects and interest of the Company and shall observe these articles (as altered from time to time by special resolution)

Association Membership

- 42 (A) An Association Member may withdraw from membership of the Company by giving seven days' notice to the Company in writing
- (B) Membership is not transferable by act of the Association Member or by operation of law
- (C) A person's Association Membership terminates
- (i) when that person dies or ceases to exist,
 - (ii) if, being a qualified medical practitioner, his name is removed from the Medical Register in the United Kingdom or any equivalent register in any other jurisdiction,
 - (iii) if he becomes bankrupt or makes any arrangement with his creditors,
 - (iv) if he sends the Company notice in writing of his retirement,
 - (v) if he shall be required by the board to resign his Association Membership in accordance with paragraph (D) of this article,
 - (vi) if a registered medical practitioner who is treating that person gives a written opinion to the company stating that that person has become physically or mentally incapable of acting and may remain so for more than three months,
 - (vii) if, being a corporation, it is or becomes declared insolvent or a petition is presented or a meeting is convened for the purpose of considering a resolution or other steps are taken for its winding up (save for the purpose of and followed by a voluntary reconstruction or amalgamation previously approved in writing by the Company) or if a receiver, liquidator or similar officer is appointed in respect of all or any part of its business or assets,
 - (viii) if he is also a director, when he ceases to be a director under article 24 This article 42(C)(viii) shall apply notwithstanding any other provision of these articles, or

- (ix) when his appointed term expires (subject to the board's power to extend such term under article 39(G))
- (D) The board may at any time, by a resolution passed by a majority of at least three-fourths of the directors present at the relevant meeting and voting, request in writing any Association Member to resign his Association Membership, if the board by such resolution resolve that in their reasonable opinion it is in the interests of the Company that such Association Member should cease to be an Association Member. If that person shall fail to comply with such request within thirty days, the board may by resolution passed at a further meeting by a like majority resolve that the Association Membership of such person be terminated forthwith. Not less than seven days' notice of the meeting shall be given to the Association Member concerned and the notice shall state the purpose for which the meeting is called. Such Association Member may attend the meeting and be heard but shall not be present when voting takes place. The decision of the meeting shall be forthwith notified in writing to such Association Member.
- (E) The following provisions apply to those persons who as at 15 May 2013 have been admitted to Honorary Membership by invitation of the board
- (i) a person admitted to Honorary Membership ("an Honorary Member") shall not be an Association Member for the purpose of these articles, and accordingly shall have no liability to the Company in terms of article 2,
 - (ii) an Honorary Member who is admitted to Honorary Membership shall be admitted to Honorary Membership for an initial term (the "Honorary Membership initial term") expiring on the fifth anniversary of his admission to Honorary Membership, unless he shall before the expiration of his Honorary Membership initial term resign his Honorary Membership by notice in writing to the Company. Unless the board otherwise determines beforehand, an Honorary Member shall cease to hold that position when his Honorary Membership initial term expires. Any Honorary Member who had been admitted prior to 18 May 2005 shall be entitled to remain an Honorary Member until his death or until he shall resign his Honorary Membership by notice in writing to the Company whichever shall come first,
 - (iii) an Honorary Member shall, notwithstanding the provisions of sub-paragraph (i) of this article 42(E), be entitled to receive notice of and to attend all general meetings of the Company, but shall not be entitled to vote thereat, and

- (iv) an Honorary Member shall resign his Honorary Membership if requested so to do by notice in writing by the Company, resolved to be given by a unanimous resolution of the board passed at a duly constituted meeting thereof

GENERAL MEETINGS

- 43 The Company shall in each year hold a general meeting as an annual general meeting, in addition to any other general meeting in that year, and shall specify the meeting as such in the notices calling it. The annual general meeting shall be held within a period of six months beginning with the day following the accounting reference date of the Company, at such time and place as the board shall appoint
- 44 (A) The board may, whenever they think fit, convene a general meeting, and general meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by Section 303 of the Companies Act 2006
- (B) A requisition to convene a general meeting may be withdrawn at any time prior to the general meeting being convened by the board, provided that notice in writing signed by each of the requisitionists is deposited at the registered office of the Company

NOTICE OF GENERAL MEETINGS

- 45 An annual general meeting shall be called by twenty one days' notice at the least, and a meeting of the Company other than an annual general meeting or a meeting for the passing of a special resolution shall be called by fourteen days' notice at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting, and, in case of special business, the general nature of that business and shall be given in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting to such persons as are, under the regulations of the Company entitled to receive such notices from the Company

Provided that a meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in this article, be deemed to have been duly called if it is so agreed

- (A) in case of a meeting called as the annual general meeting, by all Association Members entitled to attend and vote thereat, and
- (B) in the case of any other meeting, by a majority of Association Members together representing not less than ninety-five per cent

of the total voting rights at the meeting of all the Association Members

- 46 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any Association Member shall not invalidate any resolution passed or any proceeding at any meeting
- 47 Notice of every general meeting shall be given in any manner authorised by the Companies Acts to
- (A) every Association Member and Honorary Member except those Association Members and Honorary Members who (having no registered address within the United Kingdom) have not supplied to the Company an address within the United Kingdom for the giving of notices to them, and
 - (B) the auditor for the time being of the Company

No other person shall be entitled to receive notices of general meetings

- 48 If the postal service in the United Kingdom or some part of the United Kingdom is suspended or restricted, the directors only need to give notice of a meeting to Association Members and Honorary Members with whom the Company can communicate by electronic means and who have provided the Company with an address for this purpose. The Company must also publish the notice in at least one United Kingdom national newspaper and make it available on its website from the date of such publication until the conclusion of the meeting or any adjournment of the meeting. If it becomes generally possible to send or supply notices by post in hard copy form at least six clear days before the meeting, the directors will send or supply a copy of the notice by post to those who would otherwise receive it in hard copy form by way of confirmation
- 49 A notice may be given by the Company to any Association Member and Honorary Member either personally or by sending it by post to him or to his registered address, or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Company for the giving of notice to him, or, where appropriate, by sending or supplying it in electronic form to an address for the time being notified to the Company by the Association Member and Honorary Member for that purpose or by making it available on a website and notifying the Association Member and Honorary Member of its availability in accordance with this article. An Association Member and Honorary Member shall be deemed to consent to the use of electronic communications unless he requests otherwise. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected at the expiration of twenty four hours after the letter

containing the same is posted if first class post was used, or forty eight hours after it was posted if first class post was not used. Where a notice is given, sent or supplied by the Company using electronic means, it is treated as being sent on the day it was sent and if made available on a website, the notice is treated as being made available on the day on which the notice was first made available on the website. In proving that any notice was given, sent or supplied by electronic means, it is sufficient to show that it was properly addressed.

ORGANISATION OF GENERAL MEETINGS

Quorum for general meetings

- 50 No business shall be transacted at any general meeting unless a quorum of Association Members is present at the time when the meeting proceeds to business, save as herein otherwise provided, five Association Members present shall be a quorum.
- 51 If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Association Members, shall be dissolved, in any other case it shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the board may determine, and if at such adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, two Association Members shall be a quorum.

Chairing general meetings

- 52 If the directors have appointed a chairman, the chairman shall chair general meetings if present and willing to do so. If the chairman is not present within fifteen minutes of the time appointed for holding the meeting the deputy chairman, if present, shall take the chair. If the deputy chairman is not present, the Association Members present shall choose another director who is present and willing to act as chairman of the meeting, but if there is no such director present then the Association Members present shall choose one of their own number to be chairman of the meeting.

Attendance and speaking by directors and non-members

- 53 The chairman of the meeting may permit other persons who are not members of the Company to attend and speak at a general meeting.

Adjournment

- 54 (A) If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a

quorum, or if during a meeting a quorum ceases to be present, the chairman of the meeting must adjourn it

- (B) The chairman of the meeting may adjourn a general meeting at which a quorum is present if
 - (i) the meeting consents to an adjournment, or
 - (ii) it appears to the chairman of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner
- (C) The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting
- (D) When adjourning a general meeting, the chairman of the meeting must
 - (i) either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the directors, and
 - (ii) have regard to any directions as to the time and place of any adjournment which have been given by the meeting
- (E) If the continuation of an adjourned meeting is to take place more than thirty days after it was adjourned, the Company must give notice of it
 - (i) to the same persons to whom notice of the Company's general meetings is required to be given,
 - (ii) containing the same information which such notice is required to contain, and
 - (iii) by at least fourteen days notice
- (F) No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place

VOTING AT GENERAL MEETINGS

Voting: general

- 55 A resolution put to a vote of a general meeting must be decided on a show of hands unless a poll is demanded in accordance with the articles

- 56 (A) On a vote on a resolution on a show of hands at a meeting, every Association Member present and every proxy who has been duly appointed by one or more Association Member entitled to vote on the resolution has one vote This is subject to paragraph (B)
- (B) On a vote on a resolution on a show of hands at a meeting, a proxy has one vote for and one vote against the resolution if
- (i) the proxy has been duly appointed by more than one Association Members entitled to vote on the resolution, and
 - (ii) the proxy has been instructed by one or more of those Association Members to vote for the resolution and by one or more other of those Association Members to vote against it
- (C) On a poll taken at a meeting of the Company all or any of the voting rights of an Association Member may be exercised by one or more duly appointed proxies
- (D) Where an Association Member appoints more than one proxy, paragraph (C) does not authorise the exercise by the proxies taken together of more extensive voting rights than could be exercised by the Association Member in person
- 57 In case of an equality of votes, either on a show of hands or on a poll, the chairman of the meeting shall be entitled to a second or casting vote

Errors and disputes

- 58 (A) No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid
- (B) Any such objection must be referred to the chairman of the meeting whose decision is final

Poll votes

- 59 (A) A poll on a resolution may be demanded
- (i) in advance of the general meeting where it is to be put to the vote, or
 - (ii) at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared

- (B) A poll may be demanded by
 - (i) the chairman of the meeting,
 - (ii) the directors,
 - (iii) three or more persons attending the meeting and having the right to vote on the resolution, or such lower number of people holding voting rights for three or more persons having a right to vote on the resolution
- (C) A demand for a poll may be withdrawn if
 - (i) the poll has not yet been taken, and
 - (ii) the chairman of the meeting consents to the withdrawal
- (D) If a poll is demanded on a vote to elect the chairman of the meeting, or to adjourn a meeting, it must be taken immediately at the meeting. Any other poll demanded can either be taken immediately or within thirty days from the date it was demanded and at a time and place decided on by the chairman of the meeting. It is not necessary to give notice for a poll. The demand for a poll on a particular matter (other than on the election of the chairman of the meeting or on the adjournment of the meeting) shall not prevent the continuance of the meeting for the transaction of any business other than the question on which a poll has been demanded.
- (E) A resolution passed on a poll shall be deemed to be a resolution of the meeting at which the poll was demanded.

Content of proxy notices

- 60 (A) Proxies may only validly be appointed by a notice in writing (a "proxy notice") which
- (i) states the name and address of the Association Member appointing the proxy,
 - (ii) identifies the person appointed to be that Association Member's proxy and the general meeting in relation to which that person is appointed,
 - (iii) is signed by or on behalf of the Association Member appointing the proxy, or is authenticated in such manner as the directors may determine, and

- (iv) is delivered to the Company in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate
- (B) The Company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes
- (C) Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions
- (D) Unless a proxy notice indicates otherwise, it must be treated as
 - (i) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
 - (ii) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself

Delivery of proxy notices

- 61 (A) A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Company by or on behalf of that person
- (B) The proxy notice shall be deposited
- (i) if in hard copy form, at the registered office of the Company or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting, and
 - (ii) if in electronic form, at the address specified by the Company for the receipt of appointments of proxy by electronic means,

not less than forty eight hours before the time for holding the meeting or adjourned meeting at which the persons named in the proxy notice propose to vote, or, in the case of a poll, not less than twenty four hours before the time appointed for the taking of the poll, and in default the proxy notice shall not be treated as valid. In counting the periods mentioned in this paragraph (B) no account shall be taken of any part of a day which is not a working day

- (C) An appointment under a proxy notice may be revoked by delivering to the Company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given
- (D) A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates
- (E) If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointer's behalf

Amendments to resolutions

- 62 (A) An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if
- (i) notice of the proposed amendment is given to the Company in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than forty eight hours before the meeting is to take place (or such later time as the chairman of the meeting may determine), and
 - (ii) the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution
- (B) A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if
- (i) notice of the proposed amendment is given to the Company in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than forty eight hours before the meeting is to take place (or such later time as the chairman of the meeting may determine), and
 - (ii) the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution
- (C) If the chairman of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairman's error does not invalidate the vote on that resolution

Written Resolutions

- 63 A resolution in writing signed by the requisite majority of Association Members specified under the Act shall be as valid as if it had been passed at a general meeting except in any case in which under the provisions of the Companies Acts it is necessary to hold a general meeting

PART 5

ADMINISTRATIVE ARRANGEMENTS

Means of communication to be used

- 64 (A) Subject to the articles, anything sent or supplied by or to the Company under the articles may be sent or supplied in any way in which the Companies Acts provide for documents or information which are authorised or required by any provision of that Companies Acts to be sent or supplied by or to the Company
- (B) Subject to the articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being
- (C) A director may agree with the Company that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than forty eight hours

Company seals

- 65 (A) Any common seal may only be used by the authority of the directors
- (B) The directors may decide by what means and in what form any common seal is to be used
- (C) Unless otherwise decided by the directors, if the Company has a common seal and it is affixed to a document, the document must also be signed by at least one authorised person in the presence of a witness who attests the signature
- (D) For the purposes of this article, an authorised person is
- (i) any director of the Company,

- (ii) the secretary, or
- (iii) any person authorised by the directors for the purpose of signing documents to which the common seal is applied

Auditors

- 66 Auditors shall be appointed in accordance with the Companies Acts, except that no deemed re-appointment of auditors shall occur

No right to inspect accounts and other records

- 67 Except as provided by law or authorised by the directors or an ordinary resolution of the Company, no person is entitled to inspect any of the Company's accounting or other records or documents merely by virtue of being an Association Member

Payment of gratuities or pensions

- 68 The board on behalf of the Company may pay a gratuity or pension or allowance on retirement to any director or former director (whether or not he has held any other salaried office or place of profit with the Company) or to his widow or dependants and may make contributions to any fund and pay any premiums for the purchase or provision of any such gratuity, pension or allowance

DIRECTORS' AND OTHER OFFICER'S INDEMNITY AND INSURANCE

Indemnity

- 69 (A) Subject to paragraph (B), a relevant director or other officer of the Company or an associated company may be indemnified out of the Company's assets against
- (i) any liability incurred by that director or other officer in connection with any negligence, default, breach of duty or breach of trust in relation to the Company or an associated company,
 - (ii) any liability incurred by that director or other officer in connection with the activities of the Company or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006), and
 - (iii) any other liability incurred by that director or other officer as an officer of the Company or an associated company

- (B) This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law
- (C) In this article
 - (i) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate,
 - (ii) a "relevant director" means any director or former director of the Company or an associated company, and
 - (iii) an "officer" means any officer or former officer of the Company or an associated company

Insurance

- 70 (A) The directors may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant director or other officer in respect of any relevant loss
- (B) In this article
 - (i) a "relevant director" means any director or former director of the Company or an associated company,
 - (ii) an "officer" means any officer or former officer of the Company or an associated company,
 - (iii) a "relevant loss" means any loss or liability which has been or may be incurred by a relevant director or other officer in connection with that director's or that other officer's duties or powers in relation to the Company, any associated company or any pension fund or, if applicable, employees' share scheme of the Company or an associated company, and
 - (iv) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate

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