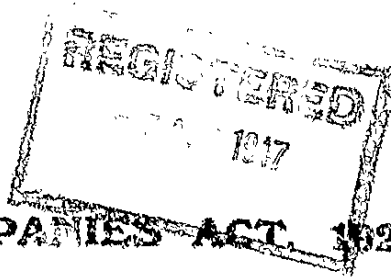


ber of
day

432511/



Form No. 41.

"THE COMPANIES ACT, 1929."

Declaration of Compliance



A
Companies
Registration
Fee Stamp
of 5s.
must be
impressed
here.

WITH THE

REQUIREMENTS OF THE COMPANIES ACT, 1929,

in pursuance to Section 15, Sub-Section (2), of The Companies Act, 1929,
on behalf of a Company proposed to be Registered as

THE BRITISH UNITED PROVIDENT ASSOCIATION

LIMITED.

Grams: "Certificate, Estrand, London."

no-78841

Telephone No.: Holborn 0434

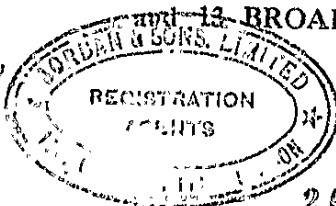
JORDAN & SONS, LIMITED,

Company Registration Agents, Printers, and Publishers,

116 CHANCERY LANE, LONDON, W.C. 2,

and 13 BROAD STREET PLACE, E.C.2.

Attd by



26 MAR 1947

J. [illegible]

of 6, King Edward Street, Oxford,

"Here insert
"A Solicitor
of the Su-
preme Court
(or in Scotland
"an Enrolled
Law Agent";
engaged in
the formation
of" or "A
person named
in the Articles
of Association
as a
Director (or
Secretary)
of."

Do solemnly and sincerely Declare that I am* a Solicitor of the

Supreme Court engaged in the formation of THE BRITISH

UNITED PROVIDENT ASSOCIATION

LI. [illegible]

and That all the requirements of The Companies Act, 1929, in respect of
matters precedent to the registration of the said Company and incidents
thereto have been complied with, And I make this solemn Declaration
conscientiously believing the same to be true, and by virtue of the provisions
of The Statutory Declarations Act, 1835.

Declared at 16 King Edward Street in the
City of Oxford

the 24th day of March

One thousand nine hundred and forty seven

before me,

Howard B. [illegible]
A Commissioner for Oaths.†

† or Notary Public or Justice of the Peace.



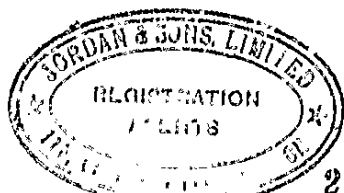
3 1217
"The Companies Act, 1929"



Company Limited by Guarantee and not having a
Share Capital.

Memorandum of Association OF THE BRITISH UNITED PROVIDENT ASSOCIATION LIMITED.

1. The name of the Company (hereinafter called "the Association") is "THE BRITISH UNITED PROVIDENT ASSOCIATION LIMITED".
2. The registered office of the Association will be situated in England.
3. The objects for which the Association is established are :—
 - (A) To prevent or relieve sickness and for that purpose to raise, establish, maintain and administer a fund (hereinafter called "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 dependents and others and the expenses ancillary or incidental to any such treatment or services.
 - (B) To take over and amalgamate provident associations and bodies having objects similar to the objects of the Association and acquire and administer all or any of the assets and undertake all or any of the liabilities of such provident associations and bodies.
 - (C) To make and carry into effect such agreements or arrangements with Governments or authorities (supreme, municipal, local or otherwise), hospitals, nursing homes, infirmaries, medical, surgical, remedial and other like institutions and with Physicians, Surgeons, Consultants, Specialists, members of the medical or nursing or other like professions and other persons as may appear conducive to the furtherance of any of the objects of the Association.



26 MAR 1917

113
P

- (D) To make suitable arrangements for the administration of the Provident Fund and of the Association and the carrying out of its objects and for that purpose to engage and to provide in whole or in part for the salaries or maintenance of officers, servants and employees and to support and subscribe to any charitable or public object, and any institution, society, or club which may be for the benefit of the Association or its employees, or may be connected with any town or place where the Association carries on business; to give pensions, gratuities, or charitable aid to any persons who may have been employed by or may have served the Association, or the wives, children, or other relatives or dependents of such persons; to make payments towards insurance; to form or contribute or subscribe to provident, benefit or any other funds and superannuation and pension funds or other schemes for the benefit of any such persons, or of their wives, children, or other relatives or dependents.
- (E) To raise or borrow money for the purposes of the Association on such terms and on such security, if any, as may be thought fit, and to make arrangements for the discharge or guarantee of all or any of the liabilities of the Association.
- (F) To invite and receive any property, endowment, legacy, bequest or gift for any purpose within the objects of the Association and to act as Trustees or Managers thereof.
- (G) To enter into such agreements or arrangements of whatever nature with organisations having objects similar to those of the Association as may be calculated to further the objects of the Association.
- (H) To make grants or donations or loans to or to amalgamate or affiliate with any association or body which has objects similar to the objects of the Association and which is prohibited by its constitution from distributing its profits or assets among its members to at least as great an extent as the Association is so prohibited.
- (I) To promote or oppose or join in promoting or opposing any legislative or other measures affecting or likely to affect the work of the Association.

- (J) Subject to the provisions of Section 14 of The Companies Act 1929, to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property or any rights or privileges which the Association may think necessary or convenient for the promotion of its objects, and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Association.
- (K) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Association as may be thought expedient with a view to the furtherance of its objects.
- (L) To undertake and execute any trusts or agency which may be lawfully undertaken by the Association and may be calculated to further its objects.
- (M) To invest the moneys of the Association not immediately required for its purposes in or upon such investments, securities or property as may be thought fit but so that moneys subject to the jurisdiction of the Charity Commissioners shall only be invested as prescribed by Law.
- (N) To establish and support or aid in the establishment or support of any charitable or benevolent association or institution and to subscribe or guarantee money for charitable or benevolent purposes in any way connected with the purposes of the Association or calculated to further its objects.
- (O) To do all or any of the above things either as principals, agents, trustees, or otherwise and either alone or in conjunction with others and either by or through agents, trustees, or otherwise.
- (P) To do all such lawful things as are incidental or may be thought conducive to the attainment of the above objects or any of them.

And it is hereby declared that the objects specified in the foregoing paragraphs of this clause shall, except where otherwise expressed in such paragraphs, be in no wise limited in reference to any other paragraph or in reference to the name of the Association, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate, distinct and independent company.

4. Provided always as follows:—

- (1) That nothing herein contained shall empower the Association to carry on the business of insurance or re-insurance within the meaning of the Assurance Companies Acts, 1909 to 1946 or of any Act amending, extending or re-enacting, the same.
- (2) That the Association shall not support with its funds any object or endeavour to impose on or procure to be observed by its members or others any regulation, restriction or condition which if an object of the Association would make it a Trade Union.
- (3) In case the Association shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or Ministry of Education, the Association shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property, the Governors, Directors, Managers or Trustees of the Association shall be chargeable for any such property as may come into their hands, and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Governors, Directors, Managers or Trustees have been if no incorporation had been effected; and the incorporation of the Association shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners or the Ministry of Education over such Governors, Directors, Managers or Trustees, but they shall as regards any such property be subject jointly and separately to such control or authority as if the Association were not incorporated.
- (4) In case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with the same in such manner as may be allowed by law having regard to such trusts.

5. The income and property of the Association, whencesoever derived, shall be applied solely towards the promotion of the objects of the Association as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the Association.

Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Association, or to any member of the Association in return for any services actually rendered to the Association, nor prevent the payment of interest at a rate not exceeding 5 per cent per annum on money lent or reasonable and proper rent for premises demised or let by any member to the Association; but so that no Governor or member of the Board of Directors or Governing Body of the Association shall be appointed to any salaried office of the Association or any office of the Association paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Association to any Governor or member of such Board or Governing Body, except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Association; provided that the provision last aforesaid shall not apply to any payment to any railway, gas, electric lighting, water, cable, or telephone company of which a Governor or member of the Board of Directors or Governing Body may be a member or any other company in which such member shall not hold more than one hundredth part of the capital, and such member shall not be bound to account for any share of profits which he may receive in respect of any such payment.

6. The liability of the members is limited.

7. Every member of the Association undertakes to contribute to the assets of the Association in the event of its being wound up while he is a member or within one year after he ceases to be a member for payment of the debts and liabilities of the Association contracted before he ceases to be a member and of the costs, charges and expenses of winding up and for the adjustment of the rights of contributories among themselves such amount as may be required, not exceeding two shillings and sixpence.

8. If upon the winding up or dissolution of the Association 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 members of the Association, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association, 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 Association under or by virtue of clause 5 hereof, such institution or institutions to be determined by the members of the Association at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object.

9. True accounts shall be kept of the sums of money received and expended by the Association, and the matters in respect of which such receipts and expenditure take place, and of the property, credits and liabilities of the Association; and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Association for the time being in force, such accounts shall be open to the inspection of the members. Once at least in every year the accounts of the Association shall be examined and the correctness of the balance sheet ascertained by one or more properly qualified auditor or auditors.

And the several persons whose names, addresses and descriptions are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

[Signature] 98 Sudbury Court Drive
Harrow, Middlesex
Insurance Manager
Witness to the above signature
J. H. Work 12, Mark Lane Sq London E.C.4.
Chartered Accountant.
Philip Beaumont 9, Queen Street.
Witness to the above signature
H. B. Humphries 28 Lincoln Ln S.W. London W.C.2.
Solicitor
Secretary CALUMET
Andrew Kenneth Howell Cabinet Beaconsfield
Ducks. Bedford.
Witness to the above signature:-
J. H. Work 12, Mark Lane Sq London E.C.4.
Chartered Accountant.
J. H. Work 12, Mark Lane Sq London E.C.4.
Chartered Accountant.
Witness to the above signature
O. A. Jeffries 1, Threadneedle Street, London, E.C.2. Insurance Manager
L.V. B. 12, Mark Lane Sq London E.C.4.
Chartered Accountant
Witness to the above signature
G. E. Davis 9, Mark Lane Sq London W.C.1
Secretary.

Thomas Holder 45 St Bernard Rd
Witness to the above signature
J. B. 1002, Strand St
Birmingham
Chartered Accountant
Robert 1002, Strand St
Birmingham
Chartered Accountant

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

George Charles King

Witness to the above signature 46 Asquith Road
Edgbaston Birmingham
L.B. Payson 142 Edmonsthorpe
Minneapolis
Eng. & Co. Chartered Accountant Incorporated Accountant.

ROBERT SUMMERS
Robert Summers , Beckwith Park, Farnham
Berkshire.

Witness to the above signature;
Charles Stewart Dunsley, 10 Duke Street, Edinburgh,
Wife to the Signet.

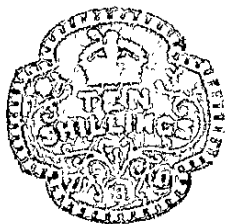
Henry Alexander Goodhand . Brighton,
Stamilton Road.
Headquarters, Oxford.
Personnel and Welfare Manager.
16. King Edward Street.
Oxford.
Secretary

Witness to the above signature:
O. Callaway.

ARTHUR JAMES SACRED SANCTUARY
Arthur James Sacred Sanctuary Manor House Corner
Headington
Oxford

Witness to the above signature
O. Callaway.
Hospital Administrator.
16. King Edward Street
Oxford. Secretary.

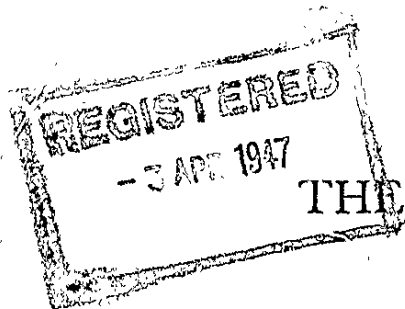
Dated the 24th day of March, 1947.



"The Companies Act, 1929".

**Company Limited by Guarantee and not having a
Share Capital.**

Articles of Association
OF
THE BRITISH UNITED PROVIDENT
ASSOCIATION LIMITED.



PRELIMINARY.

1. In these Articles, unless there be something in the subject or context inconsistent therewith—

"Association" means the above-named Company.

"The Act" means The Companies Act, 1929.

"Member" means a registered member for the time being of the Association.

"The Board" means the Board of Governors for the time being of the Association, and reference in the Act, to "Board of Directors" and "Board" shall be deemed to be references to the Board of Governors.

"Governor" means a member for the time being of the Board, and references in the Act, to "Directors" shall be deemed to be references to "Governors".

"The said territory" means Great Britain and Northern Ireland.

"Provident Association" means an association formed for the purpose of assisting such persons who contribute to the Association for that purpose to meet expenditure necessitated by illness involving medical or surgical treatment or maintenance in hospital paybeds or nursing homes.

Words importing the masculine gender only shall include the feminine; and words importing the singular number only shall include the plural and vice versa.

2. The Association is established for the purposes expressed in the Memorandum of Association but, save as otherwise expressly or impliedly hereby provided, shall operate only within the said

territory. Provided that nothing hereinbefore contained shall be construed so as to prevent the payment of claims to contributors who are temporarily resident outside the said territory subject to such regulations as the Board may at any time lay down .

MEMBERS GENERALLY.

3. For the purpose of registration, the number of Members is declared to be 100 Members. The Board may, whenever the circumstances of the Association require it, register an increase of Members.

4. The subscribers to the Memorandum of Association the Governors and such other persons as shall be admitted to membership by the Board shall be Members, and shall be entered in the Register of Members accordingly.

5. No person shall be admitted as a Member unless he shall sign an application in writing in such form (but in any case embodying the undertaking mentioned in Clause 7 of the Memorandum of Association) as shall from time to time be approved by the Board.

6. Every Member shall be bound to further to the best of his ability the objects and interests of the Association, and shall observe all regulations and bye-laws of the Association.

7. Any Member who fails to observe any of the regulations or bye-laws of the Association may be expelled from membership of the Association by a resolution passed by a majority of at least three-fourths of the Governors present and voting at a meeting of the Board specially summoned for that purpose. Seven days' notice of the meeting shall be given to the Member concerned and the notice shall state the purpose for which the meeting is called. Such Member may attend the meeting, but shall not be present when voting takes place. The decision of the meeting shall be forthwith notified in writing to such Member.

8. Membership shall be personal to the Member and shall not be transferable by act of the Member or by operation of law.

9. A Member shall cease to hold that position :

- (1) If, being a qualified medical practitioner, he is struck off the Medical Register.
- (2) If he becomes of unsound mind or permanently incapable of acting.
- (3) If he becomes bankrupt or makes any arrangement with his creditors.
- (4) If he sends to the Association notice in writing of his retirement.
- (5) If he is removed under the provisions of Article 7.

GENERAL MEETINGS.

10. The first general meeting shall be held at such time, not being less than one month nor more than three months after the incorporation of the Association, and at such place, as the Board shall determine.

11. A general meeting shall be held once in every calendar year at such time (not being more than fifteen months after the holding of the last preceding general meeting) and place, as the Board shall determine.

12. The above-mentioned general meetings shall be called ordinary general meetings; all other general meetings shall be called extraordinary general meetings. The Board may, whenever they think fit, convene an extraordinary general meeting and extraordinary general meetings shall also be convened or in default may be convened by such requisitionists as provided by Section 114 of the Act.

13. Subject to the provisions of Section 117 (2) of the Act relating to special resolutions, seven days' notice at the least (exclusive of the day on which notice is served or deemed to be served, but inclusive of the day for which notice is given) specifying the place, the day, and the hour of the meeting, and, in case of special business, the general nature of that business, shall be given in manner hereinafter mentioned to all the members for the time being entitled to receive notices from the Association.

14. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any member shall not invalidate any resolution passed or any proceeding at any meeting.

PROCEEDINGS AT GENERAL MEETINGS.

15. All business shall be deemed special that is transacted at an extraordinary general meeting, and all that is transacted at an ordinary general meeting shall also be deemed special with the exception of the consideration of the accounts and balance sheet, and the reports of the Board and auditors, the election of Governors and other officers, and the fixing of the remuneration of the auditors.

16. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided, ten Members present shall be a quorum.

17. 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 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, and if at such adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, two Members shall be a quorum.

18. The Chairman of the Board shall preside as Chairman at every general meeting of the Association. If at any time there is no Chairman, or he is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling to act as Chairman, the Members present shall choose another Governor who is present and willing to act as Chairman, but if there be no such Governor present, then the Members present shall choose one of their own number to be Chairman.

19. The Chairman of any meeting at which a quorum is present may, with the consent of that meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. Whenever a meeting is adjourned for ten days or more, notice of the adjourned meeting shall be given in the same manner as an original meeting, but save as aforesaid the Members shall not be entitled to notices of any adjournments or of the business to be transacted at an adjourned meeting.

20. The decision of a meeting shall be ascertained by a show of hands, unless after the show of hands, a poll is forthwith demanded by at least three Members of the Association personally present; and by a poll when a poll is thus demanded. The manner of taking a show of hands or a poll shall be in the discretion of the Chairman, and an entry in the minutes, signed by the Chairman, shall be conclusive evidence of the decision of the meeting and of the number or proportion of votes cast in favour of or against any resolution.

21. No poll shall be demanded on the election of a Chairman or on any question of adjournment. The demand of a poll 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.

22. 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.

VOTES.

23. Every Member personally present shall have one vote whether on a show of hands or on a poll. No Member shall be entitled to vote by proxy.

BOARD.

24. The first Governors shall be the subscribers to the Memorandum of Association and they shall hold office until the first general meeting of the Association when they shall retire.

25. As from the first general meeting of the Association, the Board shall comprise :—

- (1) Ten Governors to be elected annually by the Members :
- (2) Not more than two Governors to be nominated annually by each branch of the Association ;
- (3) One or more Vice-Presidents of the Association ; and
- (4) If and so long as any of the obligations of the Association are guaranteed by any person or persons, body or institution, two Governors nominated by such person or persons, body or institution.

Provided that the number of Members of the Board shall not be less than 15 nor more than 45.

26. The powers of the Board shall be as follows :—

- (A) To manage the affairs of the Association, pay all such expenses of and preliminary and incidental to the promotion, formation and registration of the Association as they think fit and exercise all such powers of the Association and do on behalf of the Association all such acts as may be exercised or done by the Association and as are not by the Act or by these Articles required to be exercised or done by the Association in general meeting, subject nevertheless to any regulation of these Articles and the provisions of the Act.
- (B) To make and vary from time to time such rules, regulations and bye-laws for the conduct of the affairs of the Association as they shall think proper.
- (C) To formulate and from time to time to vary a scheme to implement the purposes of the Association, including particulars of subscriptions and benefits respectively and a classification of operations and other special services in respect of which benefit shall be paid.

27. The Board shall engage such officers and servants as they may consider necessary, and shall fix and regulate their terms and conditions of service.

HONORARY OFFICERS.

28. The Board shall 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.

VICE-PRESIDENTS.

29. The Board may elect the Chairman or some other Honorary Officer of any Provident Association taken over by or amalgamated with the Association if willing to act to become a Vice-President of the Association, and any person so elected shall ex officio be a member of the Board. The Board shall also have power to elect such other person or persons to be a Vice-President or Vice-Presidents of the Association as they may think fit, but any person so elected shall not become a member of the Board by virtue of such election.

BRANCHES.

30. Branches of the Association shall be formed in such parts of the said territory as the Board shall determine. The formation of and the management of the affairs and business of any such branch, and such other matters connected therewith as the Board shall think fit, shall be dealt with in such manner as the Board may prescribe.

PROCEEDINGS OF THE BOARD.

31. The Board shall meet together not less than twice a year for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes, the Chairman shall have a second or casting vote.

32. The quorum necessary for the transaction of business at a meeting of the Board shall be such number, not being less than two, as shall from time to time be determined by the Board and in default of such determination shall be four.

33. The Board may delegate any of their powers to committees consisting of such Governors as they may think fit, and in addition, the Board may invite any person or persons to assist any committee so appointed in the consideration or conduct of any matters referred to that committee. Any committee so formed shall, in the exercise of the powers so delegated to it, conform to any regulations that may from time to time be imposed upon it by the Board.

34. The Board shall elect annually one of their number to be the Chairman of the Board, and a retiring Chairman shall be eligible for re-election. The Chairman shall preside at all meetings of the

Board at which he is present. If at any meeting the Chairman be not present within five minutes after the time appointed for holding the same or is unwilling to preside over the meeting, the Governors present shall choose one of their number to be Chairman of such meeting.

35. The Secretary of the Association shall on the request in writing of any six Governors summon a meeting of the Board by notice served on the several Governors. A Governor who is absent abroad shall not be entitled to notice of any meeting.

36. A meeting of the Board at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under these Articles vested for the time being in the Board.

37. All acts bona fide done by any meeting of the Board or by any person acting as a Governor shall, notwithstanding it be afterwards discovered that there was some defect in the appointment of any Governor or Governors 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 and was qualified to be a Governor.

38. The Board shall cause minutes to be made in books provided for that purpose of all resolution and proceedings at all meetings of the Association and of the Board and of Committees of the Board.

39. The Board may continue to act notwithstanding any vacancy in their body which occurs pending the nomination, election or appointment as the case may be, of any Member of the Board in pursuance of Article 25.

40. A resolution in writing signed by all the Governors for the time being in the United Kingdom shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and constituted.

DISQUALIFICATION OF GOVERNORS.

41. The office of Governor shall be vacated if he—

- (A) holds any office of profit under the Association ;
- (B) becomes a bankrupt or enters into a composition with his creditors ;
- (C) is removed by the Members or body by which he was elected or nominated as a Governor ;
- (D) becomes prohibited from being a Governor by reason of any order under Sections 217 or 275 of the Act ;
- (E) becomes of unsound mind or permanently incapable of acting ;

- (F) being a qualified medical practitioner, is struck off the Medical Register ;
- (G) resigns his office by notice in writing to the Association ;
- (H) having been absent from four consecutive meetings of the Board vacates his office by reason of a resolution of the Board declaring such office to be vacant ; or
- (I) is directly or indirectly interested in any contract with the Association and fails to declare the nature of his interest in manner required by Section 149 of the Act Provided that no Governor who is a qualified medical practitioner shall be deemed to be interested in any contract with the Association merely because he or any partner of his or any hospital or institution with which he is associated is providing or has provided or arranged or agreed or contracted to provide any services in respect of which benefit is or may be payable by the Association.

SEAL.

42. The seal of the Association shall not be affixed to any instrument except by the authority of a resolution of the Board and in the presence of at least two Governors and of the Secretary or of such other person as the Board may appoint for the purpose in place of the Secretary and those persons shall sign every instrument to which the seal shall be affixed in their presence.

ACCOUNTS.

43. The Board shall cause proper books of account to be kept with respect to all sums of money received and expended by the Association, and the matter in respect of which the receipt and expenditure takes place, and of the assets and liabilities of the Association.

44. The books of account shall be kept at the registered office of the Association and shall be open to the inspection of any Governor, but except with the sanction of the Board no other person shall be entitled to inspect any book or document or account of the Association unless he is authorised to do so by statute or by these Articles or by a resolution of the Association in general meeting.

45. The Board shall for each year in accordance with Section 123 of the Act prepare and submit to the Association in general meeting such income and expenditure accounts, balance sheets and reports as are referred to in that Section.

46. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Association in general meeting, together with a copy of the auditors' report, shall not less than seven days before the date of the meeting, be sent to all persons entitled to receive notice of general meetings of the Association.

AUDITORS.

47. Auditors shall be appointed and their duties regulated in accordance with Sections 132, 133 and 134 of the Act.

NOTICES.

48. A notice may be served by the Association upon any Member either personally or by sending it through the post in a pre-paid letter addressed to such Member at his registered address. Any notice, if served by the post, shall be deemed to have been served within twenty-four hours from the time when the letter containing the same was posted, and in proving such service it shall be sufficient to prove that such letter was properly addressed and posted.

49. A Member whose registered address is not within the United Kingdom shall not be entitled to receive any notices from the Association unless he shall give to the Association an address within the United Kingdom at which notices may be served on him.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

John Craig Day 98 Sudbury Court Drive
Harrow, Middlesex
Insurance Manager
Witness to the above signature
John Work 12 Mordenbury Sq. London W.C.1.
Chartered Accountant
Philip Beaumont Tom 9 Lullin St. Mayfair
London W.1.
Witness to the above signature
P. B. Humphreys
28 Lincoln's Inn Fields
W.C.2
Secretary
Andrew Kenneth Howell. Calumet, Beaconsfield
Bucks. Acheany.
Witness to the above signature
John Work 12 Mordenbury Sq London W.C.1.
Chartered Accountant
P. Beaumont Antoin Thomas. Green Stables.
Witness to the above signature
P. Beaumont Antoin Thomas. Green Stables.
P. A. Jeffries 12 Mordenbury Sq. London W.C.1.
Private Secretary Insurance Manager.
Dore Mary Work 12 Mordenbury Sq. London W.C.1.
Witness to the above signature
W. S. Davis 9, Mordenbury Sq. London, W.C.1.
Secretary

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

Thomas Stadden Robt 45 St Bernard Rd
 Witness to the above signature Octon Leamington
 L.E. Tappin 142 Edmond St Reland Bank Manager
 Birmingham. Chartered accountant.

George Charles King
 Witness to the above signature 46 Augustus Road
 Edgbaston
 Birmingham
 Chartered accountant. Incorporated Accountants.

X Robert Keirns

Reelwood Park, North, Kent
 Brewster

Witness to the above signature.

Charles Stewart Jemley
 10 Dulce Tree, Sandringham
 writes to the signee

Henry Alexander Corns

Witness to the above signature:
 O. Allaway.

Arthur George Ernest Summery

Witness to the above signature

O. Allaway.

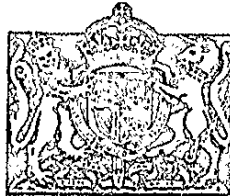
Bryatton Road,
 Headington, Oxford.
 Personnel and Welfare Manager
 16, King Edward Street,
 Oxford.
 Secretary.
 Manor House Corner
 Headington
 Oxford

16, King Edward St. Hospital administrator.
 Wpfd. Secretary

Dated this twenty fourth day of March, 1947.

DUPLICATE FOR THE FILE

No. 432511



Certificate of Incorporation

I Hereby Certify, That

THE BRITISH UNITED PROVIDENT ASSOCIATION LIMITED

is this day Incorporated under the Companies Act, 1929, and that the Company is Limited.

Given under my hand at London this Third day of April One Thousand Nine Hundred and Forty-seven.

F. S. [Signature]
Assistant Registrar of Companies.

Certificate
received by

[Signature]

Date 3/6/47

Number of
Company } 432511

[Form No. 103.]

THE COMPANIES ACT, 1948

Notice of

Place where the Register of Members is
kept, and of any change thereof

Pursuant to Section 110 of The Companies Act, 1948

NAME OF COMPANY

The British United Provident Association
LIMITED.

116-94806

Programs: "CERTIFICATE, ESTRAND, LONDON."

Telephone Number: Holborn 0434 (6 Lines).

JORDAN & SONS, LIMITED,

Company Registration Agents, Printers, and Publishers,
116 Chancery Lane, London, W.C.2, and 13 Broad Street Place, E.C.2.

REGISTERED

21 JUL 1948

resented by

*The Secretary of the British United
Provident Association Ltd*



Notice
of
Place where the Register of Members is kept,
and of any change thereof,
of

The British United Provident Association
LIMITED.

To the Registrar of Companies

The British United Provident Association **LIMITED**

hereby gives you Notice, in accordance with Section 110 of The Companies Act, 1948, that the place where the Register of Members is kept is

NOTE.
The Number or Name (if any) of the Premises together with the street or road, town and county should be given, together with the name or style of the Firm or Company having custody (if appropriate).

*in the Company's Registered Office
now at 61, Bartholomew Close,
London, E.C.1.*

Signature *[Signature]*

Officer *SECRETARY*
(State whether Director or Secretary.)

Dated the *25th* day
of *July* 19*48*

NOTE.—This margin is reserved for binding, and must not be written across.

23 MAY 1949

No. OF COMPANY 432,511

12



"The Companies Act, 1948"

COMPANY LIMITED BY GUARANTEE AND NOT HAVING
A SHARE CAPITAL

(COPY)

Special Resolutions

(Pursuant to the Companies Act, 1948, Sections 5, 10, 18, 19 and 141)

OF

THE BRITISH UNITED PROVIDENT ASSOCIATION LIMITED

Passed the 28th day of March, 1949.

REGISTERED

23 MAY 1949

At an EXTRAORDINARY GENERAL MEETING of the Members of the above-named Company, duly convened, and held at the Registered Office of the Company at 61, Bartholomew Close, London, E.C.1, on the 28th day of March, 1949, the following SPECIAL RESOLUTIONS were duly passed:—

"1. That in order to comply with the requirements of the Board of Trade in connexion with an application made by the Association for the licence of the said Board in pursuance of Section 19 of the Companies Act, 1948, to enable the Association to dispense with the addition of the word "Limited" to its name:

(1) the Memorandum of Association of the Association be altered in manner following that is to say:

(a) By the insertion of the following words after the word "and" and before the word "acquire" in the third line of sub-clause (B) of clause 3:

A 4991

"subject to any necessary sanction under Section 14 of the Companies Act 1948 to".

- (b) By the deletion of the existing sub-clause (D) and by the substitution therefor of the following new sub-clause (D) :—

" (D) To make suitable arrangements for the administration of the Provident Fund and of the Association and the carrying out of its objects and for that purpose to engage and to provide in whole or in part for the salaries or maintenance of officers, servants and employees and to support and subscribe to any object and any institution, society or club whose work is calculated to promote the objects of the Association or to benefit its employees and which may be connected with any town or place where the Association carries on its work, to give pensions, gratuities, or charitable aid to any persons (not being members of the Association) who may have been employed by or may have served the Association, or the wives, children, or other relatives or dependents of such persons ; to make payments towards insurance for their benefit ; to form or contribute or subscribe to provident, benefit or any similar funds and superannuation and pensions funds or other schemes for the benefit of any such persons, or of their wives, children, or other relatives or dependents."

- (c) By the insertion of the following words at the beginning of sub-clause (F), the capital letter " T " of the word " To " being altered to a small " t "

"subject to the provisions of Section 14 of the Companies Act, 1948."

- (d) By the insertion of the following words between the words " organizations " and " having " on the second line of sub-clause (G) :—

" not formed for purposes of profit and "

- (e) By amending the reference to the Companies Act, 1929 on the second line of sub-clause (J) to a reference to the Companies Act, 1948.

- (f) By deleting sub-clause (O).
 - (g) By relettering sub-clause (P) as sub-clause (O) and by deleting the words "may be thought" on the first and second lines thereof.
 - (h) By deleting the last seven lines of clause 3 from the words "And it is hereby declared" down to and including the word "company."
 - (i) By deleting the words "railway, gas, electric lighting, water, cable or telephone" on the sixteenth line and the words "or any other company" on the eighteenth line of the proviso to clause 5, by inserting the words "Governor or" between the words "such" and "member" on the nineteenth line, and between the same words where they appear on the twentieth line of the said proviso.
 - (2) The regulations contained in the printed document submitted to the meeting and for the purpose of identification subscribed by the Chairman thereof be approved and adopted as the Articles of Association of the Association instead of and to the exclusion of all the existing Articles thereof.
2. That the name of the Association be changed to The British United Provident Association by the omission of the word "Limited."

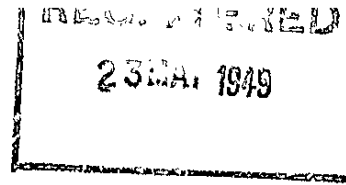
A. Howell

Chairman

28th March 1949

Presented to the Registrar of Companies
the 9th day of *June* 1949

432511/13
3



The Companies Act, 1948.

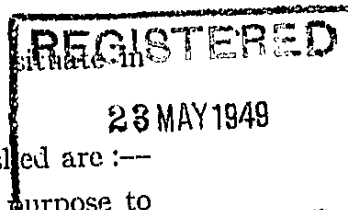
**Company Limited by Guarantee and not having a
Share Capital.**



**Memorandum of Association
OF
THE BRITISH UNITED
PROVIDENT ASSOCIATION**

1. The name of the Company (hereinafter called "the Association") is "THE BRITISH UNITED PROVIDENT ASSOCIATION."

2. The registered office of the Association will be situated in England.



3. The objects for which the Association is established are:—

- (A) To prevent or relieve sickness and for that purpose to raise, establish, maintain and administer a fund (hereinafter called "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 dependents and others and the expenses ancillary or incidental to any such treatment or services.
- (B) To take over and amalgamate provident associations and bodies having objects similar to the objects of the Association and subject to any necessary sanction under Section 14 of the Companies Act 1948 to acquire and administer all or any of the assets and undertake all or any of the liabilities of such provident associations and bodies.
- (C) To make and carry into effect such agreements or arrangements with Governments or authorities (supreme, municipal, local or otherwise), hospitals, nursing homes, infirmaries, medical, surgical, remedial and other like institutions and with Physicians, Surgeons, Consultants, Specialists, members of the



medical or nursing or other like professions and other persons as may appear conducive to the furtherance of any of the objects of the Association.

- (D) To make suitable arrangements for the administration of the Provident Fund and of the Association and the carrying out of its objects and for that purpose to engage and to provide in whole or in part for the salaries or maintenance of officers, servants and employees and to support and subscribe to any object, and any institution, society, or club whose work is calculated to promote the objects of the Association or to benefit its employees, and which may be connected with any town or place where the Association carries on its work ; to give pensions, gratuities, or charitable aid to any persons (not being members of the Association) who may have been employed by or may have served the Association, or the wives, children, or other relatives or dependents of such persons ; to make payments towards insurance for their benefit ; to form or contribute or subscribe to provident, benefit or any similar funds and superannuation and pension funds or other schemes for the benefit of any such persons, or of their wives, children, or other relatives or dependents.
- (E) To raise or borrow money for the purposes of the Association on such terms and on such security, if any, as may be thought fit, and to make arrangements for the discharge or guarantee of all or any of the liabilities of the Association.
- (F) Subject to the provisions of Section 14 of the Companies Act 1948 to invite and receive any property, endowment, legacy, bequest or gift for any purpose within the objects of the Association and to act as Trustees or Managers thereof.
- (G) To enter into such agreements or arrangements of whatever nature with organizations not formed for purposes of profit and having objects similar to those of the Association as may be calculated to further the objects of the Association.
- (H) To make grants or donations or loans to or to amalgamate or affiliate with any association or body which has objects similar to the objects of the Association.

tion and which is prohibited by its constitution from distributing its profits or assets among its members to at least as great an extent as the Association is so prohibited.

- (I) To promote or oppose or join in promoting or opposing any legislative or other measures affecting or likely to affect the work of the Association.
- (J) Subject to the provisions of Section 14 of The Companies Act 1948, to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property or any rights or privileges which the Association may think necessary or convenient for the promotion of its objects, and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Association.
- (K) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Association as may be thought expedient with a view to the furtherance of its objects.
- (L) To undertake and execute any trusts or agency which may be lawfully undertaken by the Association and may be calculated to further its objects.
- (M) To invest the moneys of the Association not immediately required for its purposes in or upon such investments, securities or property as may be thought fit but so that moneys subject to the jurisdiction of the Charity Commissioners shall only be invested as prescribed by Law.
- (N) To establish and support or aid in the establishment or support of any charitable or benevolent association or institution and to subscribe or guarantee money for charitable or benevolent purposes in any way connected with the purposes of the Association or calculated to further its objects.
- (O) To do all such lawful things as are incidental or conducive to the attainment of the above objects or any of them.

4. Provided always as follows :—

- (1) That nothing herein contained shall empower the Association to carry on the business of insurance or re-insurance within

the meaning of the Assurance Companies Acts, 1909 to 1946 or of any Act amending, extending or re-enacting the same.

(2) That the Association shall not support with its funds any object or endeavour to impose on or procure to be observed by its members or others any regulation, restriction or condition which if an object of the Association would make it a Trade Union.

(3) In case the Association shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or Ministry of Education, the Association shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property, the Governors, Directors, Managers or Trustees of the Association shall be chargeable for any such property as may come into their hands, and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Governors, Directors, Managers or Trustees have been if no incorporation had been effected; and the incorporation of the Association shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners or the Ministry of Education over such Governors, Directors, Managers or Trustees, but they shall as regards any such property be subject jointly and separately to such control or authority as if the Association were not incorporated.

(4) In case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with the same in such manner as may be allowed by law having regard to such trusts.

5. The income and property of the Association, whencesoever derived, shall be applied solely towards the promotion of the objects of the Association as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the Association.

Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Association, or to any member of the Association in return for any services actually rendered to the Association, nor prevent the payment of interest at a rate not exceeding 5 per cent. per annum on money lent or reasonable and proper rent for premises demised or let by any member to the Association; but so that no Governor or member of the Board of Directors or Governing Body of

the Association shall be appointed to any salaried office of the Association or any office of the Association paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Association to any Governor or member of such Board or Governing Body, except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Association; provided that the provision last aforesaid shall not apply to any payment to any company of which a Governor or member of the Board of Directors or Governing Body may be a member and in which such Governor or member shall not hold more than one hundredth part of the capital, and such Governor or member shall not be bound to account for any share of profits which he may receive in respect of any such payment.

6. The liability of the members is limited.

7. Every member of the Association undertakes to contribute to the assets of the Association in the event of its being wound up while he is a member or within one year after he ceases to be a member for payment of the debts and liabilities of the Association contracted before he ceases to be a member and of the costs, charges and expenses of winding up and for the adjustment of the rights of contributories among themselves such amount as may be required, not exceeding two shillings and sixpence.

8. If upon the winding up or dissolution of the Association 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 members of the Association, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association, 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 Association under or by virtue of clause 5 hereof, such institution or institutions to be determined by the members of the Association at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object.

9. True accounts shall be kept of the sums of money received and expended by the Association, and the matters in respect of which such receipts and expenditure take place, and of the property, credits and liabilities of the Association; and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Association for the time being in force, such accounts shall be open to the inspection of the members. Once at least in every year the

4-9
✓
accounts of the Association shall be examined and the correctness of the balance sheet ascertained by one or more properly qualified auditor or auditors.

This is the copy
Memorandum
as altered by
Special Resolution
passed 28.3.49.

A. H. Howell

Chairman

28th March 1949

The Companies Act, 1948.

**Company Limited by Guarantee and not having a
Share Capital.**

Articles of Association
OF
THE BRITISH UNITED
PROVIDENT ASSOCIATION

PRELIMINARY.

1. In these Articles, unless there be something in the subject or context inconsistent therewith—

“ Association ” means the above-named Company.

“ The Act ” means The Companies Act, 1948.

“ The Board ” means the Board of Governors for the time being of the Association, and references in the Act to “ Board of Directors ” and “ Board ” shall be deemed to be references to the Board of Governors.

“ Governor ” means a member for the time being of the Board, and references in the Act to “ Directors ” shall be deemed to be references to “ Governors ”.

“ The said territory ” means Great Britain and Northern Ireland.

“ Provident Association ” means an association formed for the purpose of assisting such persons as contribute to the association for that purpose to meet expenditure necessitated by illness involving medical or surgical treatment or maintenance in hospital paybeds or nursing homes.

Words importing the masculine gender only shall include the feminine ; and words importing the singular number only shall include the plural and vice versa.

Words or expressions used in these Articles shall bear the same meanings as in the Act or any statutory modification thereof in force at the date on which these Articles become binding on the Company.

2. The Association is established for the purposes expressed in the Memorandum of Association but, save as otherwise expressly or

impliedly hereby provided, shall operate only within the said territory. Provided that nothing hereinbefore contained shall be construed so as to prevent the payment of claims to contributors who are temporarily resident outside the said territory subject to such regulations as the Board may at any time lay down.

MEMBERS GENERALLY.

3. For the purpose of registration, the number of Members is declared to be 100. The Board may, whenever the circumstances of the Association require it, register an increase of Members.

4. The subscribers to the Memorandum of Association and such other persons as shall be admitted to membership by the Board shall be Members, and shall be entered in the Register of Members accordingly. The Board shall have an absolute discretion as to the admission or rejection by them of an application for membership of the Association.

5. No person shall be admitted as a Member unless he shall sign an application in writing in such form as shall from time to time be approved by the Board.

6. Every Member shall be bound to further to the best of his ability the objects and interests of the Association, and shall observe all regulations and bye-laws of the Association.

7. Any Member who fails to observe any of the regulations or bye-laws of the Association may be expelled from membership of the Association by a resolution passed by a majority of at least three-fourths of the Governors present and voting at a meeting of the Board specially summoned for that purpose. Not less than seven days' notice of the meeting shall be given to the Member concerned and the notice shall state the purpose for which the meeting is called. Such 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 Member.

8. Membership shall be personal to the Member and shall not be transferable by act of the Member or by operation of law.

9. A Member shall cease to hold that position :

- (1) If, being a qualified medical practitioner, he is struck off the Medical Register.
- (2) If he becomes of unsound mind or permanently incapable of acting.
- (3) If he becomes bankrupt or makes any arrangement with his creditors.

- (4) If he sends to the Association notice in writing of his retirement.
- (5) If he is removed under the provisions of Article 7.

GENERAL MEETINGS.

10. The Company shall in each year, commencing with the year 1949, hold a general meeting as its annual general meeting, in addition to any other meeting in that year, and shall specify the meeting as such in the notices calling it. Not more than fifteen months shall elapse between the date of one annual general meeting of the Company and that of the next. The annual general meeting shall be held at such time and place as the Board shall appoint.

11. All general meetings other than annual general meetings shall be called extraordinary general meetings.

12. The Board may, whenever they think fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisition, or, in default may be convened by such requisitionists as provided by Section 132 of the Act. If at any time there are not within the United Kingdom sufficient Governors capable of acting to form a quorum, any Governor or any two Members of the Association may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Directors.

NOTICE OF GENERAL MEETINGS.

13. An annual general meeting and a meeting called for the passing of a special resolution shall be called by twenty-one days' notice at the least, and a meeting of the Association 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 Association in general meeting to such persons as are, under the regulations of the Association entitled to receive such notices from the Association:

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

- (a) in the case of a meeting called as the annual general meeting, by all members entitled to attend and vote thereat; and

- (b) in the case of any other meeting, by a majority in number of the Members having a right to attend and vote at the meeting, being a majority together representing not less than ninety-five per cent. of the total voting rights at that meeting of all the members.

14. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any member shall not invalidate any resolution passed or any proceeding at any meeting.

PROCEEDINGS AT GENERAL MEETINGS.

15. All business shall be deemed special that is transacted at an extraordinary general meeting, and all that is transacted at an annual general meeting shall also be deemed special with the exception of the consideration of the accounts and balance sheet, and the reports of the Board and auditors, the election of Governors and other officers, and the fixing of the remuneration of the auditors.

16. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided, five Members present shall be a quorum.

17. 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 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, and if at such adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, two Members shall be a quorum.

18. The Chairman of the Board shall preside as Chairman at every general meeting of the Association. If at any time there is no Chairman, or he is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling to act as Chairman, the Members present shall choose another Governor who is present and willing to act as Chairman of the Meeting, but if there be no such Governor present, then the Members present shall choose one of their own number to be Chairman of the Meeting.

19. The Chairman of any meeting at which a quorum is present may, with the consent of that meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. Whenever a meeting is adjourned for ten days or more, notice of the adjourned meeting shall be given in the same manner as an original meeting,

but save as aforesaid the Members shall not be entitled to notices of any adjournments or of the business to be transacted at an adjourned meeting.

20. The decision of a meeting shall be ascertained by a show of hands, unless before or upon the declaration of the result of the show of hands, a poll is demanded by the Chairman or by at least three Members of the Association personally present and entitled to vote or by a member or members present and representing one-tenth of the total voting rights of all the members having the right to vote at the meeting, and unless a poll is so demanded a declaration by the Chairman that a resolution has been carried or lost or carried or not carried by a particular majority, shall be conclusive, and an entry in the minutes, signed by the Chairman, shall be conclusive evidence of the decision of the meeting without proof of the number or proportion of votes cast in favour of or against any resolution. Subject to the provisions of Article 21, if a poll be demanded in manner aforesaid it shall be taken at such time and place and in such manner as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A demand for a poll may be withdrawn.

21. No poll shall be demanded on the election of a Chairman or on any question of adjournment. The demand of a poll 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.

22. 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.

23. A resolution in writing signed by all the members of the Association 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 Act it is necessary to hold a general meeting.

VOTES.

24. Every Member personally present shall have one vote whether on a show of hands or on a poll. No Member shall be entitled to vote by proxy.

BOARD.

25. The first Governors shall be the subscribers to the Memorandum of Association and they shall hold office until the first annual general meeting of the Association, at the close of which they shall retire, and at which a new Board shall be elected as hereinafter provided.

26. As from the first annual general meeting of the Association, the Board shall comprise :—

- (1) Not more than ten Governors to be elected by the Members at each annual general meeting who shall retire at the close of the next following annual general meeting ;
- (2) Not more than two Governors to be nominated annually by each branch of the Association upon which such right of nomination has been conferred by the Board in pursuance of Article 31 hereof ; and to hold office from the close of the annual general meeting next following their nomination to the close of the next succeeding annual general meeting ;
- (3) One or more Vice-Presidents of the Association ; and
- (4) If and so long as any of the obligations of the Association are guaranteed by any person or persons, body or institution, two Governors nominated by such person or persons, body or institution.

Provided that the number of Members of the Board shall not be less than 10 nor more than 45.

No person shall be eligible to hold office as a Governor who is not a member of the Association. A retiring Governor shall be eligible for re-election.

27. The powers of the Board shall be as follows :—

- (A) To manage the affairs of the Association, pay all such expenses of and preliminary and incidental to the promotion, formation and registration of the Association as they think fit and exercise all such powers of the Association and do on behalf of the Association all such acts as may be exercised or done by the Association and as are not by the Act or by these Articles required to be exercised or done by the Association in general meeting, subject nevertheless to any regulation of these Articles and the provisions of the Act.
- (B) To make and vary from time to time such rules, regulations and bye-laws for the conduct of the affairs of the Association as they shall think proper, but so that no rule, regulation or bye-law shall have any validity, effect or operation if it amounts to or involves such an addition to or alteration of these Articles as could only properly be made by special resolution.
- (C) To formulate and from time to time to vary a scheme to implement the purposes of the Association, including

particulars of subscriptions and benefits respectively and a classification of operations and other special services in respect of which benefit shall be paid.

- 19) To appoint any Member of the Association as a Governor to fill any casual vacancy in the Board, but so that any Member so appointed shall hold office only until the close of the annual general meeting next following his appointment, but shall then be eligible for re-election.

28. The Board shall engage such officers and servants as they may consider necessary, and shall fix and regulate their terms and conditions of service. The provisions of Sections 177 to 179 of the Act with respect to the Secretary shall be duly observed.

HONORARY OFFICERS.

29. The Board shall 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.

VICE-PRESIDENTS.

30. The Board may elect the Chairman or some other Honorary Officer of any Provident Association taken over by or amalgamated with the Association if willing to act to become a Vice-President of the Association, and any person so elected shall if and so long as he is a member of the Association be ex officio a member of the Board. The Board shall also have power to elect such other person or persons to be a Vice-President or Vice-Presidents of the Association as they may think fit, but any person so elected shall not become a member of the Board by virtue of such election.

BRANCHES.

31. Branches of the Association shall be formed in such parts of the said territory as the Board shall determine. The formation of and the management of the affairs and business of any such branch, and such other matters connected therewith as the Board shall think fit (including the nomination of Governors in accordance with Article 26) shall be dealt with in such manner as the Board may prescribe. The Board shall also have power to determine from time to time (subject to the provisions of any contract with any association or body which shall have been taken over by the Association) the number of Governors (if any) not exceeding two which any branch so formed shall be entitled to nominate under Article 20 (2) hereof.

PROCEEDINGS OF THE BOARD.

32. The Board shall meet together not less than twice a year for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes, the Chairman shall have a second or casting vote.

33. The quorum necessary for the transaction of business at a meeting of the Board shall be such number, not being less than two, as shall from time to time be determined by the Board and in default of such determination shall be four.

34. The Board may delegate any of their powers to committees consisting of such Governors as they may think fit, and in addition, the Board may invite any person or persons to assist any committee so appointed in the consideration or conduct of any matters referred to that committee but without power to vote at its meetings. Any committee so formed shall, in the exercise of the powers so delegated to it, conform to any regulations that may from time to time be imposed upon it by the Board.

35. The Board shall elect annually one of their number to be the Chairman of the Board, and a retiring Chairman shall be eligible for re-election. The Chairman shall preside at all meetings of the Board at which he is present. If at any meeting the Chairman be not present within five minutes after the time appointed for holding the same or is unwilling to preside over the meeting, the Governors present shall choose one of their number to be Chairman of such meeting.

36. The Secretary of the Association shall on the request in writing of any six Governors summon a meeting of the Board by notice served on the several Governors. A Governor who is absent abroad shall not be entitled to notice of any meeting.

37. A meeting of the Board at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under these Articles vested for the time being in the Board.

38. All acts bona fide done by any meeting of the Board or by any person acting as a Governor shall, notwithstanding it be afterwards discovered that there was some defect in the appointment of any Governor or Governors 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 and was qualified to be a Governor.

39. The Board shall cause minutes to be made in books provided for that purpose of all resolution and proceedings at all meetings of the Association and of the Board and of Committees of the Board.

40. The Governors for the time being may act notwithstanding any vacancy in their body provided that if their number is or is reduced below ten, they may act for the purpose of filling vacancies in their body or of convening a general meeting but for no other purpose.

41. A resolution in writing signed by all the Governors for the time being in the United Kingdom shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and constituted.

DISQUALIFICATION OF GOVERNORS.

42. The office of Governor shall be vacated if he :—

- (A) becomes a bankrupt or enters into a composition with his creditors ;
- (B) is removed by the Members or body by which he was elected or nominated as a Governor ;
- (C) ceases to be a Governor by virtue of Section 184 or Section 185 of the Act.
- (D) becomes prohibited from being a Governor by reason of any order under Section 188 of the Act ;
- (E) becomes of unsound mind or permanently incapable of acting ;
- (F) ceases for any cause to be a member of the Association ;
- (G) being a qualified medical practitioner, is struck off the Medical Register ;
- (H) resigns his office by notice in writing to the Association ;
- (I) having been absent from four consecutive meetings of the Board vacates his office by reason of a resolution of the Board declaring such office to be vacant ; or
- (J) if he is removed from office by Extraordinary Resolution.

SEAL.

43. The seal of the Association shall not be affixed to any instrument except by the authority of a resolution of the Board and in the presence of at least two Governors and of the Secretary or of such other person as the Board may appoint for the purpose in place of the Secretary and those persons shall sign every instrument to which the seal shall be affixed in their presence.

ACCOUNTS.

44. The Board shall cause proper and sufficient books of account to be kept with respect to all sums of money received and expended by the Association, and the matters in respect of which the receipts and expenditure take place, of the assets and liabilities of the Association, and of all sales and purchases of goods by the Association.

45. The books of account shall be kept at the registered office of the Association and shall always be open to the inspection of any Governor, and subject to any reasonable restrictions or conditions as to the time and manner of inspecting the same that may be imposed by the Association in general meeting, they shall be open to the inspection of the members at all reasonable times during business hours.

46. The Board shall in each year in accordance with Sections 148, 150 and 157 of the Act cause to be prepared and submitted to the Association in general meeting such income and expenditure accounts, balance sheets and reports as are referred to in those Sections.

47. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Association in general meeting, together with a copy of the auditors' report, shall not less than twenty-one clear days before the date of the meeting, be sent to every member of and every holder of debentures of the Association. Provided that a copy of those documents shall not be required to be sent to any person of whose address the Association is not aware or to more than one of the joint holders of any debentures.

AUDITORS.

48. Auditors shall be appointed and their duties regulated in accordance with Sections 159 to 162 of the Act.

NOTICES.

49. A notice may be served by the Association upon any Member either personally or by sending it through the post in a pre-paid letter addressed to such Member at his registered address. Any notice, if served by the post, shall be deemed to have been served on the day following that on which the letter containing the same was posted, and in proving such service it shall be sufficient to prove that such letter was properly addressed and posted as a pre-paid letter.

50. Notice of every general meeting shall be ~~given~~ in any manner hereinbefore authorised to:—

- (a) every member except those who (having no registered address in the United Kingdom) have not supplied to the Association 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.

51. The provisions of Clause 8 of the Memorandum of Association relating to the winding up and dissolution of the Association shall apply and have effect as if that clause were repeated in these articles.

A. H. Howell

Chairman.

28th March 1949.

14

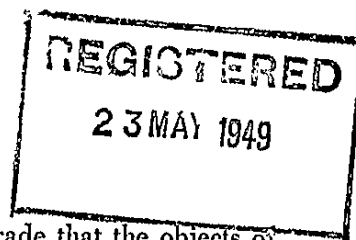
✓

LICENCE BY THE BOARD OF TRADE,

pursuant to Section 19(2) of the Companies Act, 1948.



*Call as Secd
23/5/49 WSK*



WHEREAS it has been proved to the Board of Trade that the objects of
THE BRITISH UNITED PROVIDENT ASSOCIATION LIMITED
which was registered under the

Companies Act, 1948 [hereinafter called the "Act"] are restricted to those specified in subsection (2) of Section nineteen of the Act, and to objects incidental or conducive thereto and that by its constitution the Company is required to apply its income and property whencesoever derived solely towards the promotion of the objects of the Company as set forth in its Memorandum of Association and that no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend or bonus or otherwise howsoever, by way of profit to the members of the said Association.

NOW, THEREFORE, in consideration of the provisions and subject to the conditions contained in the Memorandum and Articles of Association of the said Company and provided that no addition, alteration or amendment shall be made to or in the Memorandum of Association or the regulations contained in the Articles of Association for the time being in force, unless the same have been previously submitted to and approved by the Board of Trade, in pursuance of the powers conferred upon them by subsection (2) of Section 19 of the Act, do by this their licence authorise the company to make a change in its name including or consisting of the omission of the word "Limited".

SIGNED by order of the Board of Trade, this *sixth* day
of May 19 49.

Rosen

An Assistant Secretary of the Board of Trade.

DUPLICATE FOR THE FILE

No. 432511



Certificate of Change of Name

I Hereby Certify that.....

THE BRITISH UNITED PROVIDENT ASSOCIATION LIMITED

having, with the sanction of a Special Resolution of the said Company and with the approval of the BOARD OF TRADE, changed its name, is now called THE BRITISH UNITED PROVIDENT ASSOCIATION (The word "LIMITED" being omitted by Licence of the Board of Trade) and I have entered such new name on the Register accordingly.

Given under my hand at London, this twenty-third day of May One thousand nine hundred and forty nine.


Registrar of Companies.

Certificate received by.....

Date.....

23. 5. 49

7 W

"The Companies Act, 1948"



COMPANY LIMITED BY GUARANTEE AND NOT HAVING
A SHARE CAPITAL

(COPY)

Special Resolution

(Pursuant to the Companies Act, 1948, Sections 10 and 141)

OF

**THE BRITISH UNITED PROVIDENT
ASSOCIATION**

Passed the 28th day of January, 1952.



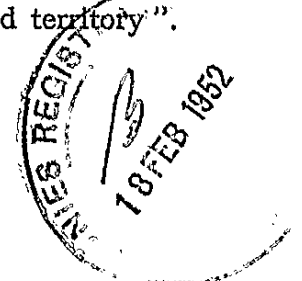
AT an EXTRAORDINARY GENERAL MEETING of the Members of the above-named Company, duly convened and held at the Registered Office of the Company at 61, Bartholomew Close, London, E.C.1, on the 28th day of January, 1952, the following SPECIAL RESOLUTION was duly passed:—

Copy Resolution

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

1. That the definition of "the said territory" in Article 1 be extended by the substitution of a comma for the full stop after the words "Northern Ireland" and the addition thereafter of the following words:—
"the Republic of Ireland and all dominions, colonies, countries, mandated territories, protectorates, condominiums, dependencies and countries administered under United Nations trusteeship now comprised in and hereafter to be comprised in the British Commonwealth of Nations Provided nevertheless that if at any time any such dominion, colony, country, mandated territory, protectorate, condominium or dependency shall cease to be comprised in the British Commonwealth of Nations the same shall nevertheless continue to be included in the definition of the said territory".

12.1.52
J. J. G. Gowers & Co.
6-7, King Edward Street
Exeter.



A 449

Great Britain
or Northern
Ireland

2. That Article 2 be altered by the deletion therefrom of the proviso thereto and the substitution therefor of the following proviso :—

" Provided that nothing herein contained shall be construed so as to prevent (i) the Association from including in any group contract or contracts entered into with a Company, institution or organization having its registered or head office in England, any person or persons employed by any such company, institution or organization in any part of the world (whether within the said territory or not), and (ii) the payment of claims to contributors who are temporarily resident outside the said territory subject to such regulations as the Board may at any time lay down ".

3. That the word " Directors " at the end of Article 12 be deleted and that the word " Governors " be substituted therefor.

4. That the preamble (comprising the first two lines) and paragraph (1) of Article 26 be deleted, and that the following be substituted therefor :—

"As from the date of the adoption of these Articles the Board shall comprise:—

(1) Not more than fifteen Governors elected by members in General Meeting."

5. That the following new Article, to be numbered 26A, be inserted between the existing articles numbered 26 and 27 :—

" 26A. (1) At the Fifth Annual General Meeting of the Association, and at the Annual General Meeting in every subsequent year, one third of the Governors for the time being elected or deemed to have been elected pursuant to paragraph (1) of Article 26 (hereinafter referred to as " elected Governors "), or, if their number is not three or a multiple of three, then the number nearest one third, shall retire from office.

(2) The elected Governors to retire in every year shall be those who have been longest in office since their last election, but as between persons who were elected on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

(3) No person shall be eligible for election to the office of an elected Governor at any General Meeting unless not less than seven days before the date appointed for the Meeting there shall have been left at the registered office of the Association notice in writing signed by a Member duly qualified to attend and vote at the Meeting for which such notice is given of his intention to propose such person for election."

A. H. Rowell

Chairman

"The Companies Act, 1948"

COMPANY LIMITED BY GUARANTEE AND NOT
A SHARE CAPITAL



(COPY)

Special Resolution

(Pursuant to the Companies Act, 1948, Sections 5, 10 and 141)

OF

**THE BRITISH UNITED PROVIDENT
ASSOCIATION**

REGISTERED
25 JAN 1954

Passed the 12th day of January, 1954.



an EXTRAORDINARY GENERAL MEETING of the Members of the above-named company, duly convened and held at The Great Western Royal Hotel, Paddington, W.2, on the 12th day of January, 1954, the following SPECIAL RESOLUTION was duly passed :—

Resolution

that the Articles of Association be amended in the manner following, that is to say :—

1. That the definition of " the said Territory " in Article 1 be amended by the deletion of the words " The Republic of Ireland."
2. That Article 18 be deleted and that the following Article 18 be substituted for it :—

"The Chairman of the Board shall preside as Chairman at any general meeting of the Association at which he is present. If the Chairman be not present within fifteen minutes after the time appointed for holding the meeting the Deputy Chairman, if present, shall take the Chair ; if the Deputy Chairman be not then present, the Members present shall choose

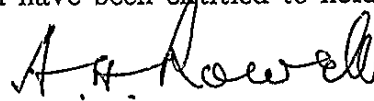
192728

26/

another Governor who is present and willing to act as Chairman of the meeting ; but if there is no such Governor present then the Members present shall choose one of their own number to be Chairman of the meeting."

3. That Article 35 be deleted and that the following Article 35 be substituted for it :—

- " (1) The Board shall elect annually one of their number to be the Chairman of the Board.
- (2) The Chairman shall, immediately upon his election, appoint a Governor to be Deputy Chairman, and shall fill any casual vacancy that may arise in that office. The Chairman may, at his pleasure, remove the Deputy Chairman from office.
- (3) The Deputy Chairman shall retire from office at the time when the Chairman appointing him retires from office ; provided that if the Chairman vacates his office before the expiration of the period for which he was elected then the Deputy Chairman appointed by him shall continue in office till a new Chairman shall be elected, and shall then retire from office.
- (4) Any retiring Chairman or Deputy Chairman shall be eligible for re-election or re-appointment (as the case may be).
- (5) The Chairman shall preside at all meetings of the Board at which he is present. If the Chairman be 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 be not present, the Governors then present shall choose one of themselves to take the Chair at that meeting of the Board.
- (6) A casual vacancy in the office of Chairman shall be filled as soon as conveniently may be by the Governors, not less than seven days' notice being served on the Governors of the meeting at which it is proposed to fill the same, and of the object of the meeting. The Governor elected to fill such vacancy shall hold office so long only as the vacating Chairman would have been entitled to hold office."



Chairman

Presented to the Registrar of Companies
the 25th day of January, 1951.

Presented for filing by
Messrs Herbert & Gowers & Co. (Ref. B.C.P.4).
6 & 7 King Edward Street,
Oxford.

"The Companies Act, 1948"



COMPANY LIMITED BY GUARANTEE AND NOT HAVING
A SHARE CAPITAL

(COPY)

Special Resolution

(Pursuant to the Companies Act, 1948, Sections 5, 10 and 141)

OF

**THE
BRITISH UNITED PROVIDENT ASSOCIATION**

Passed the 26th day of April, 1955.



AT AN EXTRAORDINARY GENERAL MEETING of the Members of the above-named Company, duly convened and held at Provident House, 25/27 Essex Street, Strand, London, W.C.2, on the 26th day of April, 1955, the following SPECIAL RESOLUTION was duly passed:—

Resolution

"That the Articles of Association be amended by deleting the words 'two Governors' from the third line of Article 43 and substituting the words 'one Governor' therefor."

A. H. Rowell

Chairman.

331

Presented to the Registrar of Companies
the 7th day of May, 1955.



Number of
Company

432911

[Form No. 10]



THE COMPANIES ACT, 1948

UNLIMITED COMPANY OR A COMPANY
LIMITED BY GUARANTEE



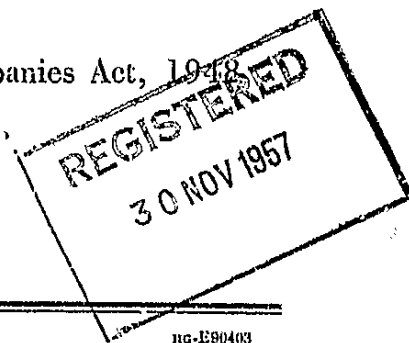
A
Companies
Fee Stamp
to be
impressed
here.

Notice of Increase in the Number of Members

OF

THE BRITISH UNITED PROVIDENT ASSOCIATION

Pursuant to Section 7, Sub-Section (3), of The Companies Act, 1948



HC-B90403

Telegrams: "CERTIFICATE, FLEET, LONDON."

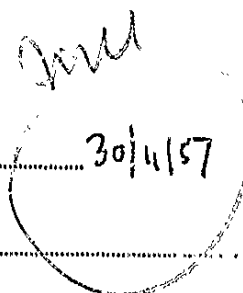
Telephone: HCLboru 3434 (6 lines).

JORDAN & SONS, LIMITED,

Company Registration Agents, Printers, and Publishers,
6 to 118 Chancery Lane, London, W.C.2, and 13 Broad Street Place, E.C.2

Presented by

the Association



Notice of Increase in the Number of Members

OF

BRITISH UNITED PROVIDENT ASSOCIATION

24/27 Essex Street, Strand, London, W.C.2.

To THE REGISTRAR OF COMPANIES.

The above-named Company hereby gives you notice, pursuant to Section 7,
Sub-Section (3), of The Companies Act, 1948, that by* Ordinary
Association
Resolution of the ~~Company~~ dated the 29th day of October, 1957,
the number of members in the ~~Company~~ Association has been increased by the addition
thereto of one hundred members
beyond the present registered number of One hundred

Signature

Officer†

Secretary

Dated the 18th day

of November, 1957

NOTE.—This margin is reserved for binding, and must not be written across.

* Here insert, "a Special," "an Extraordinary," or "an Ordinary" as the case may be.

† State whether a Director or the Secretary of the Company.

Company Limited by Guarantee and not having
a Share Capital

(Copy)

SPECIAL RESOLUTION

(Pursuant to the Companies Act, 1948, Sections 10, 23 and 141)

of

THE BRITISH UNITED PROVIDENT ASSOCIATION

Passed the 23rd day of November, 1967

an EXTRAORDINARY GENERAL MEETING of the Members of the above-named
pany, duly convened and held at the Howard Hotel, Norfolk Street,
don, W.C.2., on the 23rd day of November 1967, the following
CIAL RESOLUTIONS were duly passed:-

Resolutions

That the following new Article, to be numbered 52, be added to
the Articles of Association:

SUBSIDIARY COMPANIES

The Association, its nominees, its officers and members of
the Board and persons otherwise concerned in the management
of the Association shall not hold in aggregate more than
40% of the voting rights in either BUPA Investments Limited
or BUPA Services Limited or any company which is a subsidiary
company of the Association unless such company shall provide
by its Articles of Association:-

- (a) that all its income or profits available for distri-
bution as dividend are to be paid to the Association
to be applied towards the promotion and carrying out
of the objects of the Association;
- (b) that no member of the Board or person otherwise
concerned in the management of the Association shall
hold any salaried office or employment in the company;
- (c) that no member of the Board or person otherwise
concerned in the management of the Association shall
enter into any contract with the company, other than
a contract which, if entered into with the Association,
would not have involved any infringement of Clause 5
of the Association's Memorandum of Association;
- (d) that the Auditors of the Company shall include in
their annual report a statement showing whether to the
best of their knowledge and belief the above provisions
have been complied with.
- 100
184
1968
OFFICE


2. ①

That Clause 5 of the Memorandum of Association be amended in the following manner:

- (a) that the words "(save as hereinafter expressly provided)" be inserted after the words "but so" and before the words "that no" on the thirteenth line;
- (b) that the words "(save as aforesaid)" be inserted after the words "and that" and before the word "no" at the end of the sixteenth line; and
- (c) that the following words be inserted after the words "shall not apply to" and before the words "any payment" on the twenty second line:
 - "(i) the payment of remuneration at a rate not exceeding £1,500 per annum to the Chairman of the Governors of the Association for the time being holding office, and (ii)"


- (2) That the Articles of Association be amended by the addition to Article 35 of the following new paragraph to be numbered (7):

"The Board may authorise the payment to the Chairman of the Board for the time being holding office of remuneration at a rate not exceeding £1,500 per annum. Provided that the Chairman shall not be entitled to vote upon any resolution providing for or relating to any salary or remuneration payable to him."


.....
E.F. WEBB
Chairman

Presented to the Registrar of Companies
the day of 1967.

This document has been processed by the Rank Xerox


Herbert & Gowers & Co.

JAN 30 1968

432511

70

A 1032

REVOCATION OF LICENCE BY THE BOARD OF TRADE

The Board of Trade in pursuance of the powers conferred upon them by subsection (5) of Section 19 of the Companies Act, 1948, hereby revoke the licence granted by them under subsection (2) of Section 19 of that Act to THE BRITISH UNITED PROVIDENT ASSOCIATION LIMITED authorising the said Company to omit the word "Limited" from its name.

Dated this nineteenth day of January 1970

J.B. Smith

An Assistant Secretary
of the Board of Trade

19/1/70

THE COMPANIES ACTS, 1948 to 1967

Company Limited by Guarantee and
not having a Share Capital

SPECIAL RESOLUTIONS

(Pursuant to the Companies Act, 1948,
Sections 5, 10, 23 and 141)

of

THE BRITISH UNITED PROVIDENT ASSOCIATION LIMITED

Passed on the twenty-fifth day of June 1970

At an EXTRAORDINARY GENERAL MEETING of the above named Company,
duly convened and held at the Charing Cross Hotel, Strand, London, W.C.2.,
on the twenty-fifth day of June 1970, the following SPECIAL RESOLUTIONS
were duly passed :

RESOLUTION 1.

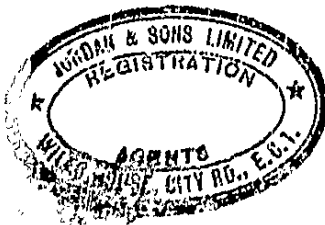
That the Memorandum of Association be amended in the following
manner :

(a) By the deletion of the words "or relieve sickness and for that
purpose" and the substitution therefor of the words "relieve
and cure sickness and ill health of every kind (including
physical injuries) and to promote health in any way and in
particular (but without derogating from the generality of the
foregoing)" in line 1 of Clause 3 (A).

(b) By the deletion of Clause 3 (B) and the insertion therefor of
the following new clause :

"(B) To acquire and undertake the whole or any part of the
business, goodwill and assets of any person, firm, company,
association or body carrying on or proposing to carry on any
of the businesses which the Association is authorised to carry
on, and, as part of the consideration for such acquisition, to
undertake all or any of the liabilities of such person, firm,
company, association or body, or to acquire an interest in,
amalgamate with, or enter into any arrangement for co-operation
or for mutual assistance with, or to make grants, donations or
loans to, any such person, firm, company, association or body."

(c) By the deletion of the words "(not being members of the Association)"
in lines 12 and 13 of Clause 3 (D).



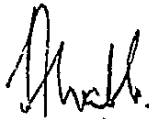
Handwritten signature or initials.

- (d) By the deletion of the words "Subject to the provisions of Section 14 of the Companies Act 1948 to" and the substitution therefor of the word "To" in lines 1 and 2 of Clause 3 (F).
- (e) By the deletion of the words "not formed for purposes of profit and" in lines 2 and 3 of Clause 3 (G).
- (f) By the deletion of the words "Subject to the provisions of Section 14 of the Companies Act 1948, to" and the substitution therefor of the word "To" in lines 1 and 2 of Clause 3 (J).
- (g) By the deletion of Clause 3 (L) and the substitution therefor of following new Clause (L) :
- "(L) To act as agents, brokers and trustees for any person, firm or company and to act in any of the businesses of the Association through or by means of agents, brokers or others and generally to undertake and transact all kinds of agency or other business which an ordinary individual may legally undertake."
- (h) By the deletion of the words "but so that monies subject to the jurisdiction of the Charity Commissioners shall only be invested as prescribed by Law" from lines 3 to 6 of Clause 3(M).
- (i) By the addition of the following new Clause 3 (N) to be inserted after Clause 3 (M):
- "(N) To lend or advance money to any person or persons upon such security, and on such terms as to repayment and interest, or otherwise, as may be thought fit, and to give guarantees in respect of the fulfilment of any contracts or obligations, and to become surety for, or otherwise financially aid, any person or persons as the Board may decide".
- (j) By the re-designation of Clauses 3 (N) and 3 (O) as Clauses 3 (O) and 3 (P).
- (k) By the deletion of Clause 4.
- (l) By the deletion of Clause 5 and the insertion of the following new Clause to be numbered 4:
- "The income and property of the Association, whencesoever derived, shall be applied solely towards the promotion of the objects of the Association, as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the Members of the Association. Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Association, or to any Member of the Association in return for any services actually rendered to the Association, nor prevent the payment of interest at a rate not exceeding 5 per cent. per annum on money lent or reasonable and proper rent for premises demised or let by any Member to the Association."

- (m) By the re-numbering of Clauses 6 and 7 as Clauses 5 and 6.
- (n) By the deletion of the words "two shillings and sixpence", and the substitution therefor of the words "two shillings and sixpence (thirteen New Pence)." in line 8 of new Clause 6.
- (o) By the re-numbering of Clause 8 as Clause 7.
- (p) By the deletion of the figure "5" and the substitution of the figure "4" in line 9 of new Clause 7.
- (q) By the deletion of Clause 9.

RESOLUTION 2.

That the regulations contained in the document submitted to the meeting and for the purpose of identification subscribed by the Chairman hereof be and the same are hereby adopted as the new Articles of Association of the Company in substitution for and to the exclusion of all existing Articles of Association thereof and all regulations incorporated therein.



E.F. WEBB
Chairman.

Presented to the Registrar of Companies
the 30th day of June 1970.

This document has been processed by the
Rank Xerox.

Herbert & Gowers & Co.
.....
Herbert & Gowers & Co.

Company Limited by Guarantee and not having a
Share Capital

ARTICLES OF ASSOCIATION
OF
THE BRITISH UNITED
PROVIDENT ASSOCIATION LIMITED
(Adopted by Special Resolution passed on 25th June, 1970)

PRELIMINARY

1. In these Articles, unless there be something in the subject or context inconsistent therewith -

"Association" means the above-named Company.

"The Act" means the Companies Acts 1948 to 1967.

"The 1948 Act" means the Companies Act 1948.

"The 1967 Act" means the Companies Act 1967.

"The Board" means the Board of Governors for the time being of the Association, and references in the Act to "Board of Directors" and "Board" shall be deemed to be references to the Board of Governors.

"Governor" means a member for the time being of the Board, and references in the Act to "Directors" shall be deemed to be references to "Governors".

Words importing the masculine gender only shall include the feminine; and words importing the singular number only shall include the plural and vice versa.

Words or expressions used in these Articles shall bear the same meanings as in the Act or any statutory modification thereof in force at the date on which these Articles become binding on the Company.

MEMBERS GENERALLY

2. For the purpose of registration, the number of Members is declared to be 200. The Board may, whenever the circumstances of the Association require it, register an increase of Members.

3. The subscribers to the Memorandum of Association and such other persons as shall be admitted to membership by the Board shall be Members, and shall be entered in the Register of Members accordingly. The Board shall have an absolute discretion as to the admission or rejection by them of an application for membership of the Association.



4. No person shall be admitted as a Member unless he shall sign an application in writing in such form as shall from time to time be approved by the Board.

5. Every Member shall be bound to further to the best of his ability the objects and interests of the Association, and shall observe all regulations and bye-laws of the Association.

6. Any Member who fails to observe any of the regulations or bye-laws of the Association may be expelled from membership of the Association by a resolution passed by a majority of at least three-fourths of the Governors present and voting at a meeting of the Board specially summoned for that purpose. Not less than seven days' notice of the meeting shall be given to the Member concerned and the notice shall state the purpose for which the Meeting is called. Such 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 Member.

7. Membership shall be personal to the Member and shall not be transferable by act of the Member or by operation of law.

8. A Member shall cease to hold that position :-

- (1) If, being a qualified medical practitioner, he is struck off the Medical Register.
- (2) If he becomes of unsound mind or permanently incapable of acting.
- (3) If he becomes bankrupt or makes any arrangement with his creditors.
- (4) If he sends to the Association notice in writing of his retirement.
- (5) If he is removed under the provisions of Article 6.

GENERAL MEETINGS

9. The Association 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. Not more than fifteen months shall elapse between the date of one annual general meeting of the Association and that of the next. The annual general meeting shall be held at such time and place as the Board shall appoint.

10. All general meetings other than annual general meetings shall be called extraordinary general meetings.

11. The Board may, whenever they think fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisition, or in default may be convened by such requisitionists as provided by Section 132 of the 1948 Act. If at any time there are not within the United Kingdom sufficient Governors capable of acting to form a quorum, any Governor or any two Members of the Association may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Governors.

NOTICE OF GENERAL MEETINGS

12. An annual general meeting and a meeting called for the passing of a special resolution shall be called by twenty one days' notice at the least, and a meeting of the Association 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 Association in general meeting to such persons as are, under the regulations of the Association entitled to receive such notices from the Association:

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

- (a) in the case of a meeting called as the annual general meeting, by all Members entitled to attend and vote thereat; and
- (b) in the case of any other meeting, by a majority in number of the Member having a right to attend and vote at the meeting, being a majority together representing not less than ninety-five per cent. of the total voting rights at that meeting of all the Members.

13. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any Member shall not invalidate any resolution passed or any proceeding at any meeting.

PROCEEDINGS AT GENERAL MEETINGS

14. All business shall be deemed special that is transacted at an extraordinary general meeting, and all that is transacted at an annual general meeting shall also be deemed special with the exception of the consideration of the accounts and balance sheet, and the reports of the Board and Auditors, the election of Governors and other officers, and the fixing of the remuneration of the Auditors.

15. No business shall be transacted at any general meeting unless a quorum of Members is present at the time when the meeting proceeds to business; save as herein otherwise provided, five Members present shall be a quorum.

16. 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 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 Members shall be a quorum.

17. The Chairman of the Board shall preside as Chairman at any general meeting of the Association at which he is present. If the Chairman be not present within fifteen minutes after the time appointed for holding the meeting the Deputy Chairman, if present, shall take the Chair; if the Deputy Chairman be not then

present, the Members present shall choose another Governor who is present and willing to act as Chairman of the meeting; but if there is no such Governor present then the Members present shall choose one of their own number to be Chairman of the meeting.

18. The Chairman of any meeting at which a quorum is present may, with the consent of that meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. Whenever a meeting is adjourned for ten days or more, notice of the adjourned meeting shall be given in the same manner as an original meeting, but save as aforesaid the Members shall not be entitled to notices of any adjournment or of the business to be transacted at an adjourned meeting.

19. The decision of a meeting shall be ascertained by a show of hands, unless before or upon the declaration of the result of the show of hands, a poll is demanded by the Chairman or by at least three Members of the Association personally present and entitled to vote or by a Member or Members present and representing one-tenth of the total voting rights of all the Members having the right to vote at the meeting, and unless a poll is so demanded a declaration by the Chairman that a resolution has been carried or lost or carried or not carried by a particular majority, shall be conclusive, and an entry in the minutes, signed by the Chairman, shall be conclusive evidence of the decision of the meeting without proof of the number or proportion of votes cast in favour of or against any resolution. Subject to the provisions of Article 20, if a poll be demanded in manner aforesaid it shall be taken at such time and place and in such manner as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A demand for a poll may be withdrawn.

20. No poll shall be demanded on the election of a Chairman or on any question of adjournment. The demand of a poll 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.

21. 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.

22. A resolution in writing signed by all the Members of the Association 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 Act it is necessary to hold a general meeting.

VOTES OF MEMBERS

23. Every Member shall have one vote.

24. No Member shall be entitled to vote at any general meeting unless all moneys presently payable by him to the Association have been paid.

25. On a poll votes may be given either personally or by proxy.

26. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy need not be a Member of the Association.

27. The instrument appointing a proxy and the power of attorney

or other authority, if any, under which it is signed or a notari- ally certified copy of that power or authority shall be deposited at the registered office of the Association or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

28. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit -

"THE BRITISH UNITED PROVIDENT ASSOCIATION LIMITED

I/We
of
in the County of being a
Member/Members of the above named Association, hereby
appoint
of
or failing him
of
as my/our proxy to vote for me/us on my/our behalf at
the (annual or extraordinary, as the case may be) general
meeting of the Association to be held on the
day of 19 , and at any adjournment thereof.

Signed this day of 19 .

A proxy need not be a Member of the Association."

29. Where it is desired to afford Members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit -

"THE BRITISH UNITED PROVIDENT ASSOCIATION LIMITED

I/We
of
in the County of , being a Member/Members
of the above named Association, hereby appoint
of
or failing him
of
as my/our proxy to vote for me/us on my/our behalf at the
(annual or extraordinary, as the case may be) general meeting
of the Association to be held on the day of
19 , and at any adjournment thereof.

Signed this day of 19 .

This form is to be used *in favour of the resolution
against

Unless otherwise instructed, the proxy will vote as he thinks fit.

*Strike out whichever is not desired.

A proxy need not be a Member of the Association."

30. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

31. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of such death, insanity or revocation as aforesaid shall have been received by the Association at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS

32. Any corporation which is a Member of the Association may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Association, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual Member of the Association.

BOARD

33. The Governors shall not be less than ten in number. The Association may by Ordinary Resolution from time to time vary the minimum number of Governors.

34. No person shall be eligible to hold office as a Governor who is not a Member of the Association. If any person who is not already a Member of the Association shall be appointed or elected to the Board he shall be deemed to have been duly invited to become a Member of the Association and he shall forthwith comply with Article 4.

35. Subject to the provisions of Article 55, the remuneration of Governors (except the Chief Executive appointed in accordance with Article 37 and any other salaried employee of the Association who may be appointed or elected as a Governor) shall be determined from time to time by the Association in general meeting, whether for a fixed period or not, as may be thought fit, with power to the Association in general meeting from time to time to vary such remuneration. Such remuneration shall be divided among the Governors (except as aforesaid) in such proportions and manner as the Governors may determine and in default of determination equally. Subject to any such determination any Governor holding office for part of a year shall be entitled to a proportionate part of any such remuneration in respect of such year.

36. Governors shall be entitled to repayment of all such reasonable expenses as they may incur in attending and returning from meetings of the Governors or of any committee of the Governors or general meetings or otherwise in or about the business of the Association.

CHIEF EXECUTIVE.

37. (A) The Governors may from time to time appoint one or more of their body to the office of Chief Executive (with such designation as the Governors 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. A Governor so appointed shall not whilst holding that office be subject to retirement by rotation or be taken into account in determining the rotation of retirement of Governors.

(B) The appointment of any Governor to the office of Chief Executive shall automatically determine if he ceases to be a Governor but without prejudice to any claim for damages for breach of any contract of service between him and the Association.

(C) The Governors may entrust to and confer upon the Chief Executive any of the powers (other than the power to borrow money) exercisable by them as Governors upon such terms and conditions and with such restrictions as they think fit, and either collaterally with or to the exclusion of their own powers, and may from time to time revoke, withdraw, alter or vary all or any of such powers.

ROTATION OF GOVERNORS

38. At each Annual General Meeting one-third of the Governors for the time being (or, if their number is not a multiple of three, the number nearest to but not greater than one-third) shall retire from office.

39. The Governors to retire by rotation shall include (so far as necessary to obtain the number required) any Governor who wishes to retire and not to offer himself for re-election. Any further Governors so to retire shall be those of the other Governors who have been longest in office since their last re-election or appointment and so that as between persons who became or were last re-elected Governors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. A retiring Governor shall be eligible for re-election.

40. The Association at the meeting at which a Governor retires in manner aforesaid may fill the vacated office by electing a person thereto, and in default the retiring Governor shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such Governors shall have been put to the meeting and lost.

41. No person other than a Governor retiring at the meeting shall unless recommended by the Governors be eligible for election to the office of Governor at any general meeting unless, not less than three nor more than twenty one days before the date appointed for the meeting, there shall have been left at the registered office of the Association notice in writing, signed by a Member duly qualified to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing signed by that person of his willingness to be elected.

42. The Board shall have power at any time, and from time to time, to appoint any person to be a Governor, either to fill a casual vacancy or as an addition to the existing Board. Any Governor 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 Governors who are to retire by rotation at such meeting. Provided that any Governor holding office at the date of the adoption of these Articles of Association by virtue of a nomination made by a Branch pursuant to Article 26 (2) of the Articles of Association in force immediately prior to the adoption of these Articles shall be deemed to have been appointed by the Board under this Article and shall hold office accordingly.

43. The Association may by ordinary resolution of which special notice has been given in accordance with section 142 of the 1948 Act, remove any Governor before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Association and such Governor. Such removal shall be without prejudice to any claim such Governor may have for damages for breach of any contract of service between him and the Association.

44. The Association may by ordinary resolution appoint another person in place of a Governor removed from office under the immediately preceding Article. Without prejudice to the powers of the Board under Article 42 the Company in general meeting may appoint any person to be a Governor either to fill a casual vacancy or as an additional Governor. The person appointed to fill such a vacancy shall be subject to retirement at the same time as if he had become a Governor on the day on which the Governor in whose place he is appointed was last elected a Governor.

POWERS AND DUTIES OF THE BOARD

45. The business of the Association shall be managed by the Governors, who may pay all expenses incurred in promoting and registering the Association and may exercise all such powers of the Association as are not, by the Act or by these Articles, required to be exercised by the Association in general meeting, subject nevertheless to the provisions of the Act or these Articles, and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Association in general meeting; but no regulation made by the Association in general meeting shall invalidate any prior act of the Governors which would have been valid if that regulation had not been made.

46. The Board may make and vary from time to time such rules, regulations and bye-laws for the conduct of the affairs of the Association as they shall think proper, but so that no rule, regulation or bye-law shall have any validity, effect or operation if it amounts to or involves such an addition to or alteration of these Articles as could only properly be made by special resolution.

47. The Board may formulate and from time to time vary schemes to implement the purposes of the Association, including particulars of subscriptions and benefits, services in respect of which benefit shall be paid and a classification of surgical operations.

48. The Governors may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the Governors, to be the attorney or attorneys of the Association for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Governors under these Articles) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Governors may think fit and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.

49. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Association, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Governors shall from time to time by resolution determine.

50. The Governors shall cause minutes to be made in books provided for the purpose -

- (a) of all appointments of officers made by the Governors;
- (b) of the names of the Governors present at each meeting of the Governors and of any committee of the Governors;

- (c) of all resolutions and proceedings at all meetings of the Association, and of the Governors, and of committees of Governors.

51. (1) A Governor who is in any way, whether directly or indirectly interested in a contract or proposed contract with the Association shall declare the nature of his interest at a meeting of the Governors in accordance with Section 199 of the 1948 Act.

(2) A Governor shall not vote in respect of any contract or arrangement in which he is interested, and if he shall do so his vote shall not be counted, nor shall he be counted in the quorum present at the meeting, but neither of these prohibitions shall apply to -

- (a) any arrangement for giving any Governor any security or indemnity in respect of money lent by him to or obligations undertaken by him for the benefit of the Association; or
- (b) to any arrangement for the giving by the Association of any security to a third party in respect of a debt or obligation of the Association for which the Governor himself has assumed responsibility in whole or in part under a guarantee or indemnity or by the deposit of a security; or
- (c) any contract or arrangement with any other company or association in which he is interested only as an officer of the company or as holder of shares or other securities;

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 Association in general meeting.

(3) A Governor may hold any other office or place of profit under the Association (other than the office of Auditor) in conjunction with his office of Governor for such period and on such terms (as to remuneration and otherwise) as the Governors may determine and no Governor or intending Governor shall be disqualified by his office from contracting with the Association either with regard to his tenure of any such other office or place of profit or as vendor, purchaser or otherwise, nor shall any such contract or any contract or arrangement entered into by or on behalf of the Association in which any Governor is in any way interested, be liable to be avoided, nor shall any Governor so contracting or being so interested be liable to account to the Association for any profit realised by any such contract or arrangement by reason of such Governor holding that office or of the fiduciary relation thereby established provided that such Governor shall have declared his interest to the Association prior to its entering into such contract or arrangement.

(4) A Governor, notwithstanding his interest, may be counted in the quorum present at any meeting whereat he or any other Governor is appointed to hold any such office or place of profit under the Association or whereat 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.

(5) Any Governor may act by himself or his firm in a professional capacity for the Association and he or his firm shall be entitled to remuneration for professional services as if he were not a Governor; provided that such Governor shall have declared his interest as prescribed in Clause (3) of this Article and provided that nothing herein contained shall authorise a Governor or his firm to act as Auditor to the Association.

52. The Governors on behalf of the Association may pay a gratuity or pension or allowance on retirement to any Governor who has held any other salaried office or place of profit with the Association 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.

53. The Board shall engage such officers and servants as they may consider necessary, and shall fix and regulate their terms and conditions of service. The provisions of Sections 177 to 179 of the 1948 Act with respect to the Secretary shall be duly observed.

HONORARY OFFICERS

54. 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.

SUBSIDIARY COMPANIES

55. The Governors may arrange that any branch of the business carried on by the Association or any other business in which the Association may be interested shall be carried on by or through one or more subsidiary companies, and they may on behalf of the Association make such arrangements as they think advisable for taking the profits or bearing the losses of any branch or business so carried on or for financing, assisting or subsidising any such subsidiary company or guaranteeing its contracts, obligations or liabilities, and they may appoint, remove and re-appoint any persons (whether members of their own body or not) to act as Directors, Managing Directors or Managers of any such company, and may determine the remuneration (whether by way of salary, commission on profits or otherwise) of any person so appointed, but in determining from time to time the total remuneration of Governors pursuant to Article 35 the Association shall in respect of any period have regard to the aggregate remuneration for that period payable to Governors holding office in such subsidiary companies by virtue of appointments made under this Article 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 Article 35.

PROCEEDINGS OF THE BOARD

56. The Board shall meet together not less than twice a year for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes, the Chairman shall have a second or casting vote.

57. The quorum necessary for the transaction of business at a meeting of the Board shall be such number, not being less than two, as shall from time to time be determined by the Board and in default of such determination shall be four.

58. (1) The Board shall elect annually one of their number to be the Chairman of the Board.

(2) The Chairman shall, immediately upon his election, appoint a Governor to be Deputy Chairman, and shall fill any casual vacancy that may arise in that office. The Chairman may, at his pleasure, remove the Deputy Chairman from office.

(3) The Deputy Chairman shall retire from office at the time when the Chairman appointing him retires from office; provided that if the Chairman vacates his office before the expiration of the period for which he was elected then the Deputy Chairman appointed by him shall continue in office till a new Chairman shall be elected, and shall then retire from office.

(4) Any retiring Chairman or Deputy Chairman shall be eligible for re-election or re-appointment (as the case may be).

(5) The Chairman shall preside at all meetings of the Board at which he is present. If the Chairman be 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 be not present, the Governors then present shall choose one of themselves to take the Chair at that meeting of the Board.

(6) A casual vacancy in the office of Chairman shall be filled as soon as conveniently may be by the Governors, not less than seven days' notice being served on the Governors of the meeting at which it is proposed to fill the same, and of the object of the meeting. The Governor elected to fill such vacancy shall hold office so long only as the vacating Chairman would have been entitled to hold office.

59. A Governor may, and the Secretary on the requisition of a Governor shall, at any time summon a meeting of the Board. It shall not be necessary to give notice of a meeting of the Board to any Governor for the time being absent from the United Kingdom.

60. A meeting of the Board at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under these Articles vested for the time being in the Board.

61. All acts bona fide done by any meeting of the Board or by any person acting as a Governor shall, notwithstanding it be afterwards discovered that there was some defect in the appointment of any Governor or Governors 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 and was qualified to be a Governor.

62. The Governors for the time being may act notwithstanding any vacancy in their body provided that if their number is reduced below ten, they may act for the purpose of filling vacancies in their body or of convening a general meeting but for no other purpose.

63. A resolution in writing signed by all the Governors for the time being in the United Kingdom shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and constituted.

COMMITTEES

64. (a) The Governors may delegate any of their powers to committees consisting of such member or members of their body as they think fit; any committee so formed shall, in exercise of the powers so delegated, conform to any regulation that may be imposed on it by the Governors.

(b) If the Chairman of the Board shall be a member of a Committee he shall also be Chairman of that Committee. Subject thereto a Committee may elect a Chairman of its meetings; if no such Chairman is elected, or if at any meeting the Chairman is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to be Chairman of the meeting.

(c) A Committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of equality of votes the Chairman shall have a second or casting vote.

DISQUALIFICATION OF GOVERNORS

65. The office of Governor shall be vacated if he :-

(A) becomes a bankrupt or enters into a composition with his creditors;

(B) is directly or indirectly interested in any contract with the Association and fails to declare the nature of his interest in manner required by Section 199 of the 1948 Act;

(C) ceases to be a Governor by virtue of Section 184 or Section 185 of the 1948 Act;

(D) becomes prohibited from being a Governor by reason of any order under Section 188 of the 1948 Act;

(E) becomes of unsound mind or permanently incapable of acting;

(F) ceases for any cause to be a Member of the Association;

(G) being a qualified medical practitioner, is struck off the Medical Register;

(H) resigns his office by notice in writing to the Association;

(I) having been absent from four consecutive meetings of the Board vacates his office by reason of a resolution of the Board declaring such office to be vacant.

SEAL

66. The seal of the Association shall not be affixed to any instrument except by the authority of a resolution of the Board or of a Committee of Governors authorised by the Governors in that behalf, and in the presence of any two Governors or any one Governor and the Secretary or such other person as the Board may appoint for the purpose in place of the Secretary and those persons shall sign every instrument to which the seal shall be affixed in their presence.

ACCOUNTS

67. The Board shall cause proper books of account to be kept with respect to :-

(a) all sums of money received and expended by the Association and the matters in respect of which the receipt and expenditure takes place;

(b) all sales and purchases of goods by the Association; and

(c) the assets and liabilities of the Association.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Association's affairs and to explain its transactions.

68. The books of account shall be kept at the registered office of the Association, or, subject to Section 147(3) of the 1948 Act, at such other place or places as the Board think fit, and shall always be open to the inspection of the Governors.

69. The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Association or any of them shall be open to the inspection of Members not being Governors, and no Member (not being a Governor) shall have any right of inspecting any account or book or document of the Association except as conferred by statute or authorised by the Board or by the Association in general meeting.

70. The Board shall from time to time in accordance with Sections 148, 150 and 157 of the 1948 Act, as amended by the 1967 Act, cause to be prepared and to be laid before the Association in general meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections.

71. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Association in general meeting, together with a copy of the Auditor's Report, shall not less than twenty one days before the date of the meeting be sent to every Member of, and every holder of debentures of the Association. Provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Association is not aware or to more than one of the joint holders of any debentures.

AUDITORS

72. Auditors shall be appointed and their duties regulated in accordance with sections 159 to 161 of the 1948 Act as amended by the 1967 Act and section 14 of the 1967 Act.

NOTICES

73. A notice may be given by the Association to any 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 Association for the giving of notice to him. 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 in the case of a notice of a meeting at the expiration of twenty four hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered by first class post.

74. Notice of every general meeting shall be given in any manner hereinbefore authorised to:-

- (a) every Member except those Members who (having no registered address within the United Kingdom) have not supplied to the Association an address within the United Kingdom for the giving of notices to them, and

(b) the Auditor for the time being of the Association.

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

WINDING UP

75. The provisions of Clause 7 of the Memorandum of Association relating to the winding up and dissolution of the Association shall apply and have effect as if that clause were repeated in these Articles.

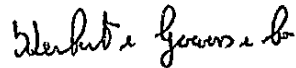
INDEMNITY

76. Every Governor, Agent, Auditor, Secretary and other officer for the time being of the Association shall be indemnified out of the assets of the Association against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 448 of the 1948 Act in which relief is granted to him by the court.


E.F. WEBB
Chairman

Presented to the Registrar of Companies
the 30th day of June 1970.

This document has been processed
by the Rank Xerox



.....
Herbert & Gowers & Co.

432511

Company Limited by Guarantee and not having a
Share Capital

MEMORANDUM OF ASSOCIATION

OF

THE BRITISH UNITED
PROVIDENT ASSOCIATION LIMITED

(as amended by Special Resolutions passed on the 28th *a: Title*
March, 1949 and 25th June, 1970)

1. *The name of the Company (hereinafter called "the Association") is "THE BRITISH UNITED PROVIDENT ASSOCIATION LIMITED"

2. The registered office of the Association will be situated in England.

3. The objects for which the Association is established are :-

- (A) To prevent, relieve and cure sickness and ill-health of every kind (including physical injuries) and to promote health in any way and in particular (but without derogating from the generality of the foregoing) to raise, establish, maintain and administer a fund (hereinafter called "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.
- (B) To acquire and undertake the whole or any part of the business, goodwill and assets of any person, firm, company, association or body carrying on or proposing to carry on any of the businesses which the Association is authorised to carry on, and, as part of the consideration for such acquisition, to undertake all or any of the liabilities of such person, firm, company, association or body, or to acquire an interest in, amalgamate with, or enter into any arrangement for co-operation or for mutual assistance with, or to make grants, donations or loans to, any such person, firm, company, association or body.

The name of the Company was on 23rd May 1949, pursuant to a Licence of the Board of Trade under Section 19(2) of the Companies Act 1948, changed from "The British United Provident Association Limited" to "The British United Provident Association". On application by the Company, the Licence of the Board of Trade was revoked on 19th January, 1970 and the name of the Company reverted to "The British United Provident Association Limited".



- (C) To make and carry into effect such agreements or arrangements with Governments or authorities (supreme, municipal, local or otherwise), hospitals, nursing homes, infirmaries, medical, surgical, remedial and other like institutions and with Physicians, Surgeons, Consultants, Specialists, members of the medical or nursing or other like professions and other persons as may appear conducive to the furtherance of any of the objects of the Association.
- (D) To make suitable arrangements for the administration of the Provident Fund and of the Association and the carrying out of its objects and for that purpose to engage and to provide in whole or in part for the salaries or maintenance of officers, servants and employees and to support and subscribe to any object, and any institution, society or club whose work is calculated to promote the objects of the Association or to benefit its employees, and which may be connected with any town or place where the Association carries on its work; to give pensions, gratuities or charitable aid to any persons who may have been employed by or may have served the Association, or the wives, children, or other relatives or dependants of such persons; to make payments towards insurance for their benefit; to form or contribute or subscribe to provident, benefit or any similar funds and superannuation and pension funds or other schemes for the benefit of any such persons, or of their wives, children, or other relatives or dependants.
- (E) To raise or borrow money for the purposes of the Association on such terms and on such security, if any, as may be thought fit, and to make arrangements for the discharge or guarantee of all or any of the liabilities of the Association.
- (F) To invite and receive any property, endowment, legacy, bequest or gift for any purpose within the objects of the Association and to act as Trustees or Managers thereof.
- (G) To enter into such agreements or arrangements of whatever nature with organizations having objects similar to those of the Association as may be calculated to further the objects of the Association.
- (H) To make grants or donations or loans to or to amalgamate or affiliate with any association or body which has objects similar to the objects of the Association and which is prohibited by its constitution from distributing its profits or assets among its members to at least as great an extent as the Association is so prohibited.
- (I) To promote or oppose or join in promoting or opposing any legislative or other measures affecting or likely to affect the work of the Association.
- (J) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property or any rights or privileges which the Association may think necessary or convenient for the promotion of its objects, and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Association.
- (K) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Association as may be thought expedient with a view to the furtherance of its objects.

- (L) To act as agents, brokers and trustees for any person, firm or company and to act in any of the businesses of the Association through or by means of agents, brokers or others and generally to undertake and transact all kinds of agency or other business which an ordinary individual may legally undertake.
- (M) To invest the moneys of the Association not immediately required for its purposes in or upon such investments, securities or property as may be thought fit.
- (N) To lend or advance money to any person or persons upon such security, and on such terms as to repayment and interest, or otherwise, as may be thought fit, and to give guarantees in respect of the fulfilment of any contracts or obligations, and to become surety for, or otherwise financially aid, any person or persons as the Board may decide.
- (O) To establish and support or aid in the establishment or support of any charitable or benevolent association or institution and to subscribe or guarantee money for charitable or benevolent purposes in any way connected with the purposes of the Association or calculated to further its objects.
- (P) To do all such lawful things as are incidental or conducive to the attainment of the above objects or any of them.

4. The income and property of the Association, whencesoever derived, shall be applied solely towards the promotion of the objects of the Association as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the Members of the Association.

Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Association, or to any Member of the Association in return for any services actually rendered to the Association, nor prevent the payment of interest at a rate not exceeding 5 per cent. per annum on money lent or reasonable and proper rent for premises demised or let by any member to the Association.

5. The liability of the Members is limited.

6. Every Member of the Association undertakes to contribute to the assets of the Association in the event of its being wound up while he is a Member or within one year after he ceases to be a Member for payment of the debts and liabilities of the Association contracted before he ceases to be a Member and of the costs, charges and expenses of winding up and for the adjustment of the rights of contributories among themselves such amount as may be required, not exceeding two shillings and sixpence (thirteen New Pence).

7. If upon the winding up or dissolution of the Association 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 Members of the Association, but shall be given or transferred to some other institution or institutions, having objects similar to the objects of the

Association, 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 Association under or by virtue of clause 4 hereof, such institution or institutions to be determined by the Members of the Association at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object.

E.F. Webb

E.F. Webb
Chairman.

Presented to the Registrar of Companies
the 16th day of *July* 1970.

This document has been processed
by the Rank Xerox.

Herbert & Gowers & Co.
.....
Herbert & Gowers & Co.

Number of Company: 432511/76.

THE COMPANIES ACTS, 1948 to 1967.

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

Memorandum

and

Articles of Association

of

THE BRITISH UNITED PROVIDENT

ASSOCIATION LIMITED.

Incorporated the 3rd day of April, 1947

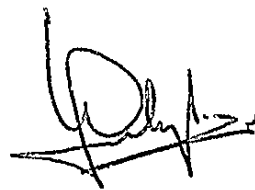
Solicitors:
Herbert & Gowers & Co.,
1 Temple Gardens,
Middle Temple Lane,
London, E.C.4.
and
6 to 8 King Edward Street,
Oxford.

JORDAN & SONS, LIMITED
Company Registration Agents, Seal Engravers, Printers & Publishers
190 Fleet Street, London, E.C.4
and
Wilec House, City Road, London, E.C.1

432511/76

THE BRITISH UNITED PROVIDENT ASSOCIATION LIMITED

This is a true and exact copy of the Memorandum and Articles of Association as at present existing and incorporates all the alterations made from time to time by extraordinary or special resolutions.



.....
Secretary

17th November 1970.

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL.

MEMORANDUM OF ASSOCIATION

OF

THE BRITISH UNITED PROVIDENT ASSOCIATION
LIMITED.

(as amended by Special Resolutions passed on the
28th March, 1949 and 25th June, 1970)

1. * The name of the Company (hereinafter called "the Association") is "THE BRITISH UNITED PROVIDENT ASSOCIATION LIMITED".
2. The registered office of the Association will be situate in England.
3. The objects for which the Association is established are:-
 - (A) To prevent, relieve and cure sickness and ill-health of every kind (including physical injuries) and to promote health in any way and in particular (but without derogating from the generality of the foregoing) to raise, establish, maintain and administer a fund (hereinafter called "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.
 - (B) To acquire and undertake the whole or any part of the business, goodwill and assets of any person, firm, company, association or body carrying on or proposing to carry on any of the businesses which the Association is authorised to carry on, and, as part of the consideration for such acquisition, to undertake all or any of the liabilities of such person, firm, company, association or body, or to acquire an interest in, amalgamate with, or enter into any arrangement for co-operation or for mutual assistance with, or to make grants, donations or loans to, any such person, firm, company, association or body.

*The name of the Company was on 23rd May 1949, pursuant to a Licence of the Board of Trade under Section 19 (2) of the Companies Act 1948, changed from "The British United Provident Association Limited" to "The British United Provident Association". On application by the Company, the Licence of the Board of Trade was revoked on 19th January, 1970 and the name of the Company reverted to "The British United Provident Association Limited".



Returned to Companies House.
received 19/1/70 [Signature]

- (C) To make and carry into effect such agreements or arrangements with Governments or authorities (supreme, municipal, local or otherwise), hospitals, nursing homes, infirmaries, medical, surgical, remedial and other like institutions and with Physicians, Surgeons, Consultants, Specialists, members of the medical or nursing or other like professions and other persons as may appear conducive to the furtherance of any of the objects of the Association.
- (D) To make suitable arrangements for the administration of the Provident Fund and of the Association and the carrying out of its objects and for that purpose to engage and to provide in whole or in part for the salaries or maintenance of officers, servants and employees and to support and subscribe to any object, and any institution, society or club whose work is calculated to promote the objects of the Association or to benefit its employees, and which may be connected with any town or place where the Association carries on its work; to give pensions, gratuities or charitable aid to any persons who may have been employed by or may have served the Association, or the wives, children, or other relatives or dependants of such persons; to make payments towards insurance for their benefit; to form or contribute or subscribe to provident, benefit or any similar funds and superannuation and pension funds or other schemes for the benefit of any such persons, or of their wives, children, or other relatives and dependants.
- (E) To raise or borrow money for the purposes of the Association on such terms and on such security, if any, as may be thought fit, and to make arrangements for the discharge or guarantee of all or any of the liabilities of the Association.
- (F) To invite and receive any property, endowment, legacy, bequest or gift for any purpose within the objects of the Association and to act as Trustees or Managers thereof.
- (G) To enter into such agreements or arrangements of whatever nature with organizations having objects similar to those of the Association as may be calculated to further the objects of the Association.
- (H) To make grants or donations or loans to or to amalgamate or affiliate with any association or body which has objects similar to the objects of the Association and which is prohibited by its constitution from distributing its profits or assets among its members to at least as great an extent as the Association is so prohibited.
- (I) To promote or oppose or join in promoting or opposing any legislative or other measures affecting or likely to affect the work of the Association.
- (J) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property or any rights or privileges

which the Association may think necessary or convenient for the promotion of its objects, and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Association.

- (K) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Association as may be thought expedient with a view to the furtherance of its objects,
- (L) To act as agents, brokers and trustees for any person, firm or company and to act in any of the businesses of the Association through or by means of agents, brokers or others and generally to undertake and transact all kinds of agency or other business which an ordinary individual may legally undertake.
- (M) To invest the moneys of the Association not immediately required for its purposes in or upon such investments, securities or property as may be thought fit.
- (N) To lend or advance money to any person or persons upon such security, and on such terms as to repayment and interest, or otherwise, as may be thought fit, and to give guarantees in respect of the fulfilment of any contracts or obligations, and to become surety for, or otherwise financially aid, any person or persons as the Board may decide.
- (O) To establish and support or aid in the establishment or support of any charitable or benevolent association or institution and to subscribe or guarantee money for charitable or benevolent purposes in any way connected with the purposes of the Association or calculated to further its objects.
- (P) To do all such lawful things as are incidental or conducive to the attainment of the above objects or any of them.

4. The income and property of the Association, whencesoever derived, shall be applied solely towards the promotion of the objects of the Association as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the Members of the Association.

Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Association, or to any Members of the Association in return for any services actually rendered to the Association, nor prevent the payment of interest at a rate not exceeding 5 per cent. per annum on money lent or reasonable and proper rent for premises demised or let by any Member to the Association,

5. The liability of the Members is limited.

THE COMPANIES ACTS, 1948 to 1967

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

THE BRITISH UNITED PROVIDENT ASSOCIATION
LIMITED.

(Adopted by Special Resolution passed on 25th June, 1970)

PRELIMINARY.

1. In these Articles, unless there be something in the subject or context inconsistent therewith -

"Association" means the above-named Company.

"The Act" means the Companies Acts, 1948 to 1967.

"The 1948 Act" means the Companies Act 1948.

"The 1967 Act" means the Companies Act 1967.

"The Board" means the Board of Governors for the time being of the Association, and references in the Act to "Board of Directors" and "Board" shall be deemed to be references to the Board of Governors.

"Governor" means a member for the time being of the Board and references in the Act to "Directors" shall be deemed to be references to "Governors".

Words importing the masculine gender only shall include the feminine; and words importing the singular number only shall include the plural and vice versa.

Words or expressions used in these Articles shall bear the same meanings as in the Act or any statutory modification thereof in force at the date on which these Articles become binding on the Company.

MEMBERS GENERALLY.

2. For the purpose of registration, the number of Members is declared to be 200. The Board may, whenever the circumstances of the Association require it, register an increase of Members.

3. The subscribers to the Memorandum of Association and such other persons as shall be admitted to membership by the Board shall

be Members, and shall be entered in the Register of Members accordingly. The Board shall have an absolute discretion as to the admission or rejection by them of an application for membership of the Association.

4. No person shall be admitted as a Member unless he shall sign an application in writing in such form as shall from time to time be approved by the Board.

5. Every Member shall be bound to further to the best of his ability the objects and interests of the Association, and shall observe all regulations and bye-laws of the Association.

6. Any Member who fails to observe any of the regulations or bye-laws of the Association may be expelled from membership of the Association by a resolution passed by a majority of at least three-fourths of the Governors present and voting at a meeting of the Board specially summoned for that purpose. Not less than seven days' notice of the meeting shall be given to the Member concerned and the notice shall state the purpose for which the Meeting is called. Such 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 Member.

7. Membership shall be personal to the Member and shall not be transferable by act of the Member or by operation of law.

8. A Member shall cease to hold that position:-

- (1) If, being a qualified medical practitioner, he is struck off the Medical Register.
- (2) If he becomes of unsound mind or permanently incapable of acting.
- (3) If he becomes bankrupt or makes any arrangement with his creditors.
- (4) If he sends to the Association notice in writing of his retirement.
- (5) If he is removed under the provisions of Article 6.

GENERAL MEETINGS.

9. The Association 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. Not more than fifteen months shall elapse between the date of one annual general meeting of the Association and that of the next. The annual general meeting shall be held at such time and place as the Board shall appoint.

10. All general meetings other than annual general meetings shall be called extraordinary general meetings.

11. The Board may, whenever they think fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisition, or in default may be convened by such requisitionists as provided by Section 132 of the 1948 Act. If at any time there are not within the United Kingdom sufficient Governors capable of acting to form a quorum, any Governor or any two Members of the Association may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Governors.

NOTICE OF GENERAL MEETINGS.

12. An annual general meeting and a meeting called for the passing of a special resolution shall be called by twenty one days' notice at the least, and a meeting of the Association 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 Association in general meeting to such persons as are, under the regulations of the Association entitled to receive such notices from the Association:

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

- (a) in the case of a meeting called as the annual general meeting, by all Members entitled to attend and vote thereat; and
- (b) in the case of any other meeting, by a majority in number of the Members having a right to attend and vote at the meeting, being a majority together representing not less than ninety-five per cent. of the total voting rights at the meeting of all the Members.

13. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any Member shall not invalidate any resolution passed or any proceeding at any meeting.

PROCEEDINGS AT GENERAL MEETINGS.

14. All business shall be deemed special that is transacted at an extraordinary general meeting, and all that is transacted at an annual general meeting shall also be deemed special with the exception of the consideration of the accounts and balance sheet, and the reports of the Board and Auditors, the election of Governors and other officers, and the fixing of the remuneration of the Auditors.

15. No business shall be transacted at any general meeting unless a quorum of Members is present at the time when the meeting proceeds to business; save as herein otherwise provided, five Members present shall be a quorum.

16. 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 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 Members shall be a quorum.

17. The Chairman of the Board shall preside as Chairman at any general meeting of the Association at which he is present. If the Chairman be not present within fifteen minutes after the time appointed for holding the meeting the Deputy Chairman, if present, shall take the Chair; if the Deputy Chairman be not then present, the Members present shall choose another Governor who is present and willing to act as Chairman of the meeting; but if there is no such Governor present then the Members present shall choose one of their own number to be Chairman of the meeting.

18. The Chairman of any meeting at which a quorum is present may, with the consent of that meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. Whenever a meeting is adjourned for ten days or more, notice of the adjourned meeting shall be given in the same manner as an original meeting, but save as aforesaid the Members shall not be entitled to notices of any adjournment or of the business to be transacted at an adjourned meeting.

19. The decision of a meeting shall be ascertained by a show of hands, unless before or upon the declaration of the result of the show of hands, a poll is demanded by the Chairman or by at least three Members of the Association personally present and entitled to vote or by a Member or Members present and representing one-tenth of the total voting rights of all the Members having the right to vote at the meeting, and unless a poll is so demanded a declaration by the Chairman that a resolution has been carried or lost or carried or not carried by a particular majority, shall be conclusive, and an entry in the minutes, signed by the Chairman, shall be conclusive evidence of the decision of the meeting without proof of the number or proportion of votes cast in favour of or against any resolution. Subject to the provisions of Article 20, if a poll be demanded in manner aforesaid it shall be taken at such time and place and in such manner as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A demand for a poll may be withdrawn.

20. No poll shall be demanded on the election of a Chairman or on any question of adjournment. The demand of a poll 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.

21. 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.

22. A resolution in writing signed by all the Members of the Association shall be as valid as if it has been passed at a general meeting except in any case in which under the provisions of the Act it is necessary to hold a general meeting.

VOTES OF MEMBERS.

23. Every Member shall have one vote.

24. No Member shall be entitled to vote at any general meeting unless all moneys presently payable by him to the Association have been paid.

25. On a poll votes may be given either personally or by proxy.

26. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy need not be a Member of the Association.

27. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Association or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

28. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit -

"THE BRITISH UNITED PROVIDENT ASSOCIATION LIMITED."

I/We
of
in the County of , being a
Member/Members of the above named Association, hereby
appoint
of
or failing him
of
as my/our proxy to vote for me/us on my/our behalf at the
(annual or extraordinary, as the case may be) general
meeting of the Association to be held on the
day of 19 , and at any adjournment thereof.

Signed this day of 19 .

A proxy need not be a Member of the Association."

29. Where it is desired to afford Members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit -

"THE BRITISH UNITED PROVIDENT ASSOCIATION
LIMITED.

I/We _____,
of _____,
in the County of _____, being a
Member/Members of the above named Association, hereby
appoint _____,
of _____,
or failing him _____,
of _____,
as my/our proxy to vote for me/us on my/our behalf at the
(annual or extraordinary, as the case may be) general
meeting of the Association to be held on the
day of _____ 19____, and at any adjournment thereof.

Signed this _____ day of _____ 19____.

This form is to be used *in favour of the resolution.
against

Unless otherwise instructed, the proxy will vote as he thinks fit.

*Strike out whichever is not desired.

A proxy need not be a Member of the Association."

30. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

31. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of such death, insanity or revocation as aforesaid shall have been received by the Association at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS.

32. Any corporation which is a Member of the Association may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Association, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual Member of the Association.

BOARD.

33. The Governors shall not be less than ten in number. The Association may by Ordinary Resolution from time to time vary the minimum number of Governors.

34. No person shall be eligible to hold office as a Governor who is not a Member of the Association. If any person who is not already a Member of the Association shall be appointed or elected to the Board he shall be deemed to have been duly invited to become a Member of the Association and he shall forthwith comply with Article 4.

35. Subject to the provisions of Article 55, the remuneration of Governors (except the Chief Executive appointed in accordance with Article 37 and any other salaried employee of the Association who may be appointed or elected as a Governor) shall be determined from time to time by the Association in general meeting, whether for a fixed period or not, as may be thought fit, with power to the Association in general meeting from time to time to vary such remuneration. Such remuneration shall be divided among the Governors (except as aforesaid) in such proportions and manner as the Governors may determine and in default of determination equally. Subject to any such determination any Governor holding office for part of a year shall be entitled to a proportionate part of any such remuneration in respect of such year.

36. Governors shall be entitled to repayment of all such reasonable expenses as they may incur in attending and returning from meetings of the Governors or of any committee of the Governors or general meetings or otherwise in or about the business of the Association.

CHIEF EXECUTIVE.

37. (A) The Governors may from time to time appoint one or more of their body to the office of Chief Executive (with such designation as the Governors 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. A Governor so appointed shall not whilst holding that office be subject to retirement by rotation or be taken into account in determining the rotation of retirement of Governors.
- (B) The appointment of any Governor to the office of Chief Executive shall automatically determine if he ceases to be a Governor but without prejudice to any claim for damages for breach of any contract of service between him and the Association.
- (C) The Governors may entrust to and confer upon the Chief Executive any of the powers (other than the power to

borrow money) exercisable by them as Governors upon such terms and conditions and with such restrictions as they think fit, and either collaterally with or to the exclusion of their own powers, and may from time to time revoke, withdraw, alter or vary all or any of such powers.

ROTATION OF GOVERNORS.

38. At each Annual General Meeting one-third of the Governors for the time being (or, if their number is not a multiple of three, the number nearest to but not greater than one-third) shall retire from office.

39. The Governors to retire by rotation shall include (so far as necessary to obtain the number required) any Governor who wishes to retire and not to offer himself for re-election. Any further Governors so to retire shall be those of the other Governors who have been longest in office since their last re-election or appointment and so that as between persons who became or were last re-elected Governors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. A retiring Governor shall be eligible for re-election.

40. The Association at the meeting at which a Governor retires in manner aforesaid may fill the vacated office by electing a person thereto, and in default the retiring Governor shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such Governors shall have been put to the meeting and lost.

41. No person other than a Governor retiring at the meeting shall unless recommended by the Governors be eligible for election to the office of Governor at any general meeting unless, not less than three nor more than twenty one days before the date appointed for the meeting, there shall have been left at the registered office of the Association notice in writing, signed by a Member duly qualified to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing signed by that person of his willingness to be elected.

42. The Board shall have power at any time, and from time to time, to appoint any person to be a Governor, either to fill a casual vacancy or as an addition to the existing Board. Any Governor 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 Governors who are to retire by rotation at such meeting. Provided that any Governor holding office at the date of the adoption of these Articles of Association by virtue of a nomination made by a Branch pursuant to Article 26 (2) of the Articles of Association in force immediately prior to the adoption of these Articles shall be deemed to have been appointed by the Board under this Article and shall hold office accordingly.

43. The Association may by ordinary resolution of which special notice has been given in accordance with section 142 of the 1948 Act, remove any Governor before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Association and such Governor. Such removal shall be without prejudice to any claim such Governor may have for damages for breach of any contract of service between him and the Association.

44. The Association may by ordinary resolution appoint another person in place of a Governor removed from office under the immediately preceding Article. Without prejudice to the powers of the Board under Article 42 the Company in general meeting may appoint any person to be a Governor either to fill a casual vacancy or as an additional Governor. The person appointed to fill such a vacancy shall be subject to retirement at the same time as if he had become a Governor on the day on which the Governor in whose place he is appointed was last elected a Governor.

POWERS AND DUTIES OF THE BOARD.

45. The business of the Association shall be managed by the Governors, who may pay all expenses incurred in promoting and registering the Association and may exercise all such powers of the Association as are not, by the Act or by these Articles, required to be exercised by the Association in general meeting, subject nevertheless to the provisions of the Act or these Articles, and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Association in general meeting; but no regulation made by the Association in general meeting shall invalidate any prior act of the Governors which would have been valid if that regulation had not been made.

46. The Board may make and vary from time to time such rules, regulations and bye-laws for the conduct of the affairs of the Association as they shall think proper, but so that no rule, regulation or bye-law shall have any validity, effect or operation if it amounts to or involves such an addition to or alteration of these Articles as could only properly be made by special resolution.

47. The Board may formulate and from time to time vary schemes to implement the purposes of the Association, including particulars of subscriptions and benefits, services in respect of which benefit shall be paid and a classification of surgical operations.

48. The Governors may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the Governors, to be the attorney or attorneys of the Association for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Governors under these Articles) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Governors may think fit and may also authorise any

such attorney to delegate all or any of the powers, authorities and discretions vested in him.

49. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Association, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Governors shall from time to time by resolution determine.

50. The Governors shall cause minutes to be made in books provided for the purpose -

- (a) of all appointments of officers made by the Governors;
- (b) of the names of the Governors present at each meeting of the Governors and of any committee of the Governors;
- (c) of all resolutions and proceedings at all meetings of the Association, and of the Governors, and of committees of Governors.

51. (1) A Governor who is in any way, whether directly or indirectly interested in a contract or proposed contract with the Association shall declare the nature of his interest at a meeting of the Governors in accordance with Section 199 of the 1948 Act.

(2) A Governor shall not vote in respect of any contract or arrangement in which he is interested, and if he shall do so his vote shall not be counted, nor shall he be counted in the quorum present at the meeting, but neither of these prohibitions shall apply to -

- (a) any arrangement for giving any Governor any security or indemnity in respect of money lent by him to or obligations undertaken by him for the benefit of the Association; or
- (b) to any arrangement for the giving by the Association of any security to a third party in respect of a debt or obligation of the Association for which the Governor himself has assumed responsibility in whole or in part under a guarantee or indemnity or by the deposit of a security; or
- (c) any contract or arrangement with any other company or association in which he is interested only as an officer of the company or as holder of shares or other securities;

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 Association in general meeting.

(3) A Governor may hold any other office or place of profit under the Association (other than the office of Auditor) in

conjunction with his office of Governor for such period and on such terms (as to remuneration and otherwise) as the Governors may determine and no Governor or intending Governor shall be disqualified by his office from contracting with the Association either with regard to his tenure of any such other office or place of profit or as vendor, purchaser or otherwise, nor shall any such contract or any contract or arrangement entered into by or on behalf of the Association in which any Governor is in any way interested, be liable to be avoided, nor shall any Governor so contracting or being so interested be liable to account to the Association for any profit realised by any such contract or arrangement by reason of such Governor holding that office or of the fiduciary relation thereby established provided that such Governor shall have declared his interest to the Association prior to its entering into such contract or arrangement.

(4) A Governor notwithstanding his interest, may be counted in the quorum present at any meeting whereat he or any other Governor is appointed to hold any such office or place of profit under the Association or whereat 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.

(5) Any Governor may act by himself or his firm in a professional capacity for the Association and he or his firm shall be entitled to remuneration for professional services as if he were not a Governor; provided that such Governor shall have declared his interest as prescribed in Clause (3) of this Article and provided that nothing herein contained shall authorise a Governor or his firm to act as Auditor to the Association.

52. The Governors on behalf of the Association may pay a gratuity or pension or allowance on retirement to any Governor who has held any other salaried office or place of profit with the Association 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.

53. The Board shall engage such officers and servants as they may consider necessary, and shall fix and regulate their terms and conditions of service. The provisions of Sections 177 to 179 of the 1948 Act with respect to the Secretary shall be duly observed.

HONORARY OFFICERS.

54. 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.

SUBSIDIARY COMPANIES.

55. The Governors may arrange that any branch of the business carried on by the Association or any other business in which the Association may be interested shall be carried on by or through

one or more subsidiary companies, and they may on behalf of the Association make such arrangements as they think advisable for taking the profits or bearing the losses of any branch or business so carried on or for financing, assisting or subsidising any such subsidiary company or guaranteeing its contracts, obligations or liabilities, and they may appoint, remove and re-appoint any persons (whether members of their own body or not) to act as Directors, Managing Directors or Managers of any such company, and may determine the remuneration (whether by way of salary, commission on profits or otherwise) of any person so appointed, but in determining from time to time the total remuneration of Governors pursuant to Article 35 the Association shall in respect of any period have regard to the aggregate remuneration for that period payable to Governors holding office in such subsidiary companies by virtue of appointments made under this Article 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 Article 35.

PROCEEDINGS OF THE BOARD.

56. The Board shall meet together not less than twice a year for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes, the Chairman shall have a second or casting vote.

57. The quorum necessary for the transaction of business at a meeting of the Board shall be such number, not being less than two, as shall from time to time be determined by the Board and in default of such determination shall be four.

58. (1) The Board shall elect annually one of their number to be the Chairman of the Board.

(2) The Chairman shall, immediately upon his election, appoint a Governor to be Deputy Chairman, and shall fill any casual vacancy that may arise in that office. The Chairman may, at his pleasure, remove the Deputy Chairman from office.

(3) The Deputy Chairman shall retire from office at the time when the Chairman appointing him retires from office; provided that if the Chairman vacates his office before the expiration of the period for which he was elected then the Deputy Chairman appointed by him shall continue in office till a new Chairman shall be elected, and shall then retire from office.

(4) Any retiring Chairman or Deputy Chairman shall be eligible for re-election or re-appointment (as the case may be).

(5) The Chairman shall preside at all meetings of the Board at which he is present. If the Chairman be 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 be not present, the Governors then present shall choose one of themselves to take the Chair at that meeting of the Board.

- (6) A casual vacancy in the office of Chairman shall be filled as soon as conveniently may be by the Governors, not less than seven days' notice being served on the Governors of the meeting at which it is proposed to fill the same, and of the object of the meeting. The Governor elected to fill such vacancy shall hold office so long only as the vacating Chairman would have been entitled to hold office.

59. A Governor may, and the Secretary on the requisition of a Governor shall, at any time summon a meeting of the Board. It shall not be necessary to give notice of a meeting of the Board to any Governor for the time being absent from the United Kingdom.

60. A meeting of the Board at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under these Articles vested for the time being in the Board.

61. All acts bona fide done by any meeting of the Board or by any person acting as a Governor shall, notwithstanding it be afterwards discovered that there was some defect in the appointment of any Governor or Governors 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 and was qualified to be a Governor.

62. The Governors for the time being may act notwithstanding any vacancy in their body provided that if their number is reduced below ten, they may act for the purpose of filling vacancies in their body or of convening a general meeting but for no other purpose.

63. A resolution in writing signed by all the Governors for the time being in the United Kingdom shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and constituted.

COMMITTEES.

64. (a) The Governors may delegate any of their powers to committees consisting of such member or members of their body as they think fit; any committee so formed shall, in exercise of the powers so delegated, conform to any regulation that may be imposed on it by the Governors.

(b) If the Chairman of the Board shall be a member of a Committee he shall also be Chairman of that Committee. Subject thereto a Committee may elect a Chairman of its meetings; if no such Chairman is elected, or if at any meeting the Chairman is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to be Chairman of the meeting.

(c) A Committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of equality of votes the Chairman shall have a second or casting vote.

DISQUALIFICATION OF GOVERNORS.

65. The office of Governor shall be vacated if he:-

- (A) becomes a bankrupt or enters into a composition with his creditors;
- (B) is directly or indirectly interested in any contract with the Association and fails to declare the nature of his interest in manner required by Section 199 of the 1948 Act;
- (C) ceases to be a Governor by virtue of Section 184 or Section 185 of the 1948 Act;
- (D) becomes prohibited from being a Governor by reason of any order under Section 188 of the 1948 Act;
- (E) becomes of unsound mind or permanently incapable of acting;
- (F) ceases for any cause to be a Member of the Association;
- (G) being a qualified medical practitioner, is struck off the Medical Register;
- (H) resigns his office by notice in writing to the Association;
- (I) having been absent from four consecutive meetings of the Board vacates his office by reason of a resolution of the Board declaring such office to be vacant.

SEAL.

66. The seal of the Association shall not be affixed to any instrument except by the authority of a resolution of the Board or of a Committee of Governors authorised by the Governors in that behalf, and in the presence of any two Governors or any one Governor and the Secretary or such other person as the Board may appoint for the purpose in place of the Secretary and those persons shall sign every instrument to which the seal shall be affixed in their presence.

ACCOUNTS.

67. The Board shall cause proper books of account to be kept with respect to:-

- (a) all sums of money received and expended by the Association and the matters in respect of which the receipt and expenditure takes place;
- (b) all sales and purchases of goods by the Association; and

(2) the assets and liabilities of the Association.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Association's affairs and to explain its transactions.

68. The books of account shall be kept at the registered office of the Association, or, subject to Section 147 (3) of the 1948 Act, at such other place or places as the Board think fit, and shall always be open to the inspection of the Governors.

69. The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Association or any of them shall be open to the inspection of Members not being Governors, and no Member (not being a Governor) shall have any right of inspecting any account or book or document of the Association except as conferred by statute or authorised by the Board or by the Association in general meeting.

70. The Board shall from time to time in accordance with Sections 148, 150 and 157 of the 1948 Act, as amended by the 1967 Act, cause to be prepared and to be laid before the Association in general meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections.

71. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Association in general meeting, together with a copy of the Auditor's Report, shall not less than twenty one days before the date of the meeting be sent to every Member of, and every holder of debentures of the Association. Provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Association is not aware or to more than one of the joint holders of any debentures.

AUDITORS.

72. Auditors shall be appointed and their duties regulated in accordance with Sections 159 to 161 of the 1948 Act as amended by the 1967 Act and Section 14 of the 1967 Act.

NOTICES.

73. A notice may be given by the Association to any 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 Association for the giving of notice to him. 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 in the case of a notice of a meeting at the expiration of twenty four hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered by first class post.

21

74. Notice of every general meeting shall be given in any manner hereinbefore authorised to:-

- (a) every Member except those Members who (having no registered address within the United Kingdom) have not supplied to the Association an address within the United Kingdom for the giving of notices to them, and
- (b) the Auditor for the time being of the Association.

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

WINDING UP.

75. The provisions of Clause 7 of the Memorandum of Association relating to the winding up and dissolution of the Association shall apply and have effect as if that clause were repeated in these Articles.

INDEMNITY.

76. Every Governor, Agent, Auditor, Secretary and other officer for the time being of the Association shall be indemnified out of the assets of the Association against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 448 of the 1948 Act in which relief is granted to him by the court.

SPECIAL RESOLUTION

- of -

THE BRITISH UNITED PROVIDENT ASSOCIATION LIMITED

(Passed 3rd July 1975)

91

At the TWENTY-EIGHTH ANNUAL GENERAL MEETING of the Members of the British United Provident Association Limited held at the Charing Cross Hotel, Strand, London, W.C.2., on Thursday, 3rd July, the following Resolution was duly passed as a Special Resolution:

SPECIAL RESOLUTION

"That the Articles of Association of the Company be altered by the addition after Article 64 of the following new sub-heading and Article 64A:

Alternate Governors

64 A. (1) Any Governor may, from time to time, appoint to the office of an Alternate Governor any person approved for that purpose by a resolution of the Board, and may at any time terminate such appointment. Any such alternate is referred to in these Articles as an Alternate Governor.

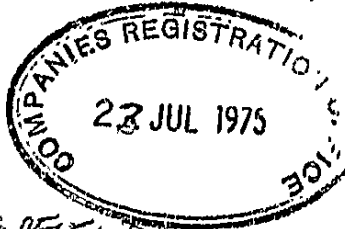
(2) The appointment of an Alternate Governor shall automatically determine in any of the following events:

- (a) if his appointor shall terminate his appointment by written notice to the Association;
- (b) on the happening of any event which, if he were a Governor, would cause him to vacate the office of Governor;
- (c) if he shall resign his appointment by written notice to the Association;
- (d) if his appointor shall cease for any reason to be a Governor otherwise than by retiring and being re-appointed at the same meeting.

(3) An Alternate Governor shall be entitled to receive notices of meetings of the Board and to attend thereat in place of his appointor and to vote and be counted for the purpose of a quorum at any such meeting at which his appointor is not present.

(4) An Alternate Governor may be repaid by the Association such expenses as might properly have been repaid to him if he were a Governor, but shall not be entitled to any other remuneration in the capacity of Alternate Governor. An Alternate Governor shall be entitled to be indemnified by the Association to the same extent as though he were a Governor.

(5) An Alternate Governor shall, during his appointment, be an officer of the Association, and shall not be deemed to be the agent of his appointor."



[Signature]
F. M. HUGHES
Secretary

195
No. of Company 432511

The Companies Acts 1948 to 1967

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

Memorandum and Articles of Association of

THE BRITISH UNITED PROVIDENT ASSOCIATION LIMITED

(Incorporated the 3rd day of April, 1947)

Solicitors:
Freshfields,
Grindall House,
25, Newgate Street,
London. EC1A 7LH.

Jordan & Sons Limited

International Law Agents, Consultants and Publishers

Jordan House, 47, Brunswick Place, London N1 6EE



711

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL.

MEMORANDUM OF ASSOCIATION

OF

THE BRITISH UNITED PROVIDENT ASSOCIATION
LIMITED.

(as amended by Special Resolutions passed on the
28th March, 1949 and 25th June, 1970)

1.* The name of the Company (hereinafter called "the Association")
is "THE BRITISH UNITED PROVIDENT ASSOCIATION LIMITED". ✓

2. The registered office of the Association will be situate in England. ✓

3. The objects for which the Association is established are:-

(A) To prevent, relieve and cure sickness and ill-health of every kind (including physical injuries) and to promote health in any way and in particular (but without derogating from the generality of the foregoing) to raise, establish, maintain and administer a fund (hereinafter called "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. ✓

(B) To acquire and undertake the whole or any part of the business, goodwill and assets of any person, firm, company, association or body carrying on or proposing to carry on any of the businesses which the Association is authorised to carry on, and, as part of the consideration for such acquisition, to undertake all or any of the liabilities of such person, firm, company, association or body, or to acquire an interest in, amalgamate with, or enter into any arrangement for co-operation or for mutual assistance with, or to make grants, donations or loans to, any such person, firm, company, association or body.

*The name of the Company was on 23rd May 1949, pursuant to a Licence of the Board of Trade under Section 19 (2) of the Companies Act 1948, changed from "The British United Provident Association Limited" to "The British United Provident Association". On application by the Company, the Licence of the Board of Trade was revoked on 19th January, 1970 and the name of the Company reverted to "The British United Provident Association Limited".

- (C) To make and carry into effect such agreements or arrangements with Governments or authorities (supreme, municipal, local or otherwise), hospitals, nursing homes, infirmaries, medical, surgical, remedial and other like institutions and with Physicians, Surgeons, Consultants, Specialists, members of the medical or nursing or other like professions and other persons as may appear conducive to the furtherance of any of the objects of the Association.
- (D) To make suitable arrangements for the administration of the Provident Fund and of the Association and the carrying out of its objects and for that purpose to engage and to provide in whole or in part for the salaries or maintenance of officers, servants and employees and to support and subscribe to any object, and any institution, society or club whose work is calculated to promote the objects of the Association or to benefit its employees, and which may be connected with any town or place where the Association carries on its work; to give pensions, gratuities or charitable aid to any persons who may have been employed by or may have served the Association, or the wives, children, or other relatives or dependants of such persons; to make payments towards insurance for their benefit; to form or contribute or subscribe to provident, benefit or any similar funds and superannuation and pension funds or other schemes for the benefit of any such persons, or of their wives, children, or other relatives and dependants.
- (E) To raise or borrow money for the purposes of the Association on such terms and on such security, if any, as may be thought fit, and to make arrangements for the discharge or guarantee of all or any of the liabilities of the Association.
- (F) To invite and receive any property, endowment, legacy, bequest or gift for any purpose within the objects of the Association and to act as Trustees or Managers thereof.
- (G) To enter into such agreements or arrangements of whatever nature with organizations having objects similar to those of the Association as may be calculated to further the objects of the Association.
- (H) To make grants or donations or loans to or to amalgamate or affiliate with any association or body which has objects similar to the objects of the Association and which is prohibited by its constitution from distributing its profits or assets among its members to at least as great an extent as the Association is so prohibited.
- (I) To promote or oppose or join in promoting or opposing any legislative or other measures affecting or likely to affect the work of the Association.
- (J) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property or any rights or privileges

which the Association may think necessary or convenient for the promotion of its objects, and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Association.

- (K) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Association as may be thought expedient with a view to the furtherance of its objects,
- (L) To act as agents, brokers and trustees for any person, firm or company and to act in any of the businesses of the Association through or by means of agents, brokers or others and generally to undertake and transact all kinds of agency or other business which an ordinary individual may legally undertake.
- (M) To invest the moneys of the Association not immediately required for its purposes in or upon such investments, securities or property as may be thought fit.
- (N) To lend or advance money to any person or persons upon such security, and on such terms as to repayment and interest, or otherwise, as may be thought fit, and to give guarantees in respect of the fulfilment of any contracts or obligations, and to become surety for, or otherwise financially aid, any person or persons as the Board may decide.
- (O) To establish and support or aid in the establishment or support of any charitable or benevolent association or institution and to subscribe or guarantee money for charitable or benevolent purposes in any way connected with the purposes of the Association or calculated to further its objects.
- (P) To do all such lawful things as are incidental or conducive to the attainment of the above objects or any of them.

4. The income and property of the Association, whencesoever derived, shall be applied solely towards the promotion of the objects of the Association as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the Members of the Association.

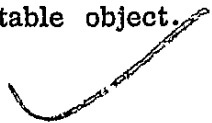
Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Association, or to any Members of the Association in return for any services actually rendered to the Association, nor prevent the payment of interest at a rate not exceeding 5 per cent. per annum on money lent or reasonable and proper rent for premises demised or let by any Member to the Association,

5. The liability of the Members is limited.

4

6. Every Member of the Association undertakes to contribute to the assets of the Association in the event of its being wound up while he is a Member or within one year after he ceases to be a Member for payment of the debts and liabilities of the Association contracted before he ceases to be a Member and of the costs, charges and expenses of winding up and for the adjustment of the rights of contributories among themselves such amount as may be required, not exceeding two shillings and sixpence (thirteen New Pence).

7. If upon the winding up or dissolution of the Association 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 Members of the Association, but shall be given or transferred to some other institution or institutions, having objects similar to the objects of the Association, 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 Association under or by virtue of clause 4 hereof, such institution or institutions to be determined by the Members of the Association at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object.



THE COMPANIES ACTS, 1948 to 1967

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 25th June, 1970
and altered by Special Resolution passed on the 3rd July, 1975)

PRELIMINARY.

1. In these Articles, unless there be something in the subject or context inconsistent therewith -

"Association" means the above-named Company.

"The Act" means the Companies Acts, 1948 to 1967.

"The 1948 Act" means the Companies Act 1948.

"The 1967 Act" means the Companies Act 1967.

"The Board" means the Board of Governors for the time being of the Association, and references in the Act to "Board of Directors" and "Board" shall be deemed to be references to the Board of Governors.

"Governor" means a member for the time being of the Board and references in the Act to "Directors" shall be deemed to be references to "Governors".

Words importing the masculine gender only shall include the feminine; and words importing the singular number only shall include the plural and vice versa.

Words or expressions used in these Articles shall bear the same meanings as in the Act or any statutory modification thereof in force at the date on which these Articles become binding on the Company.

MEMBERS GENERALLY.

2. For the purpose of registration, the number of Members is declared to be 200. The Board may, whenever the circumstances of the Association require it, register an increase of Members.
3. The subscribers to the Memorandum of Association and such other persons as shall be admitted to membership by the Board shall

Still Pub Guar

be Members, and shall be entered in the Register of Members accordingly. The Board shall have an absolute discretion as to the admission or rejection by them of an application for membership of the Association.

4. No person shall be admitted as a Member unless he shall sign an application in writing in such form as shall from time to time be approved by the Board.

5. Every Member shall be bound to further to the best of his ability the objects and interests of the Association, and shall observe all regulations and bye-laws of the Association.

6. Any Member who fails to observe any of the regulations or bye-laws of the Association may be expelled from membership of the Association by a resolution passed by a majority of at least three-fourths of the Governors present and voting at a meeting of the Board specially summoned for that purpose. Not less than seven days' notice of the meeting shall be given to the Member concerned and the notice shall state the purpose for which the Meeting is called. Such 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 Member.

7. Membership shall be personal to the Member and shall not be transferable by act of the Member or by operation of law.

8. A Member shall cease to hold that position:-

- (1) If, being a qualified medical practitioner, he is struck off the Medical Register.
- (2) If he becomes of unsound mind or permanently incapable of acting.
- (3) If he becomes bankrupt or makes any arrangement with his creditors.
- (4) If he sends to the Association notice in writing of his retirement.
- (5) If he is removed under the provisions of Article 6.

GENERAL MEETINGS.

9. The Association 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. Not more than fifteen months shall elapse between the date of one annual general meeting of the Association and that of the next. The annual general meeting shall be held at such time and place as the Board shall appoint.

10. All general meetings other than annual general meetings shall be called extraordinary general meetings.

11. The Board may, whenever they think fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisition, or in default may be convened by such requisitionists as provided by Section 132 of the 1948 Act. If at any time there are not within the United Kingdom sufficient Governors capable of acting to form a quorum, any Governor or any two Members of the Association may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Governors.

NOTICE OF GENERAL MEETINGS.

12. An annual general meeting and a meeting called for the passing of a special resolution shall be called by twenty one days' notice at the least, and a meeting of the Association 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 Association in general meeting to such persons as are, under the regulations of the Association entitled to receive such notices from the Association:

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

- (a) in the case of a meeting called as the annual general meeting, by all Members entitled to attend and vote thereat; and
- (b) in the case of any other meeting, by a majority in number of the Members having a right to attend and vote at the meeting, being a majority together representing not less than ninety-five per cent. of the total voting rights at the meeting of all the Members.

13. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any Member shall not invalidate any resolution passed or any proceeding at any meeting.

PROCEEDINGS AT GENERAL MEETINGS.

14. All business shall be deemed special that is transacted at an extraordinary general meeting, and all that is transacted at an annual general meeting shall also be deemed special with the exception of the consideration of the accounts and balance sheet, and the reports of the Board and Auditors, the election of Governors and other officers, and the fixing of the remuneration of the Auditors.

15. No business shall be transacted at any general meeting unless a quorum of Members is present at the time when the meeting proceeds to business; save as herein otherwise provided, five Members present shall be a quorum.

16. 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 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 Members shall be a quorum.

17. The Chairman of the Board shall preside as Chairman at any general meeting of the Association at which he is present. If the Chairman be not present within fifteen minutes after the time appointed for holding the meeting the Deputy Chairman, if present, shall take the Chair; if the Deputy Chairman be not then present, the Members present shall choose another Governor who is present and willing to act as Chairman of the meeting; but if there is no such Governor present then the Members present shall choose one of their own number to be Chairman of the meeting.

18. The Chairman of any meeting at which a quorum is present may, with the consent of that meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. Whenever a meeting is adjourned for ten days or more, notice of the adjourned meeting shall be given in the same manner as an original meeting, but save as aforesaid the Members shall not be entitled to notices of any adjournment or of the business to be transacted at an adjourned meeting.

19. The decision of a meeting shall be ascertained by a show of hands, unless before or upon the declaration of the result of the show of hands, a poll is demanded by the Chairman or by at least three Members of the Association personally present and entitled to vote or by a Member or Members present and representing one-tenth of the total voting rights of all the Members having the right to vote at the meeting, and unless a poll is so demanded a declaration by the Chairman that a resolution has been carried or lost or carried or not carried by a particular majority, shall be conclusive, and an entry in the minutes, signed by the Chairman, shall be conclusive evidence of the decision of the meeting without proof of the number or proportion of votes cast in favour of or against any resolution. Subject to the provisions of Article 20, if a poll be demanded in manner aforesaid it shall be taken at such time and place and in such manner as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A demand for a poll may be withdrawn.

20. No poll shall be demanded on the election of a Chairman or on any question of adjournment. The demand of a poll 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.

21. 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.

22. A resolution in writing signed by all the Members of the Association shall be as valid as if it has been passed at a general meeting except in any case in which under the provisions of the Act it is necessary to hold a general meeting.

VOTES OF MEMBERS.

23. Every Member shall have one vote.

24. No Member shall be entitled to vote at any general meeting unless all moneys presently payable by him to the Association have been paid.

25. On a poll votes may be given either personally or by proxy.

26. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy need not be a Member of the Association.

27. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Association or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

28. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit -

"THE BRITISH UNITED PROVIDENT ASSOCIATION LIMITED.

I/We ,
of ,
in the County of , being a
Member/Members of the above named Association, hereby
appoint ,
of ,
or failing him ,
of ,
as my/our proxy to vote for me/us on my/our behalf at the
(annual or extraordinary, as the case may be) general
meeting of the Association to be held on the
day of 19 , and at any adjournment thereof.

Signed this day of 19 .

A proxy need not be a Member of the Association."

29. Where it is desired to afford Members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit -

"THE BRITISH UNITED PROVIDENT ASSOCIATION
LIMITED."

I/We
of
in the County of , being a
Member/Members of the above named Association, hereby
appoint
of
or failing him
of
as my/our proxy to vote for me/us on my/our behalf at the
(annual or extraordinary, as the case may be) general
meeting of the Association to be held on the
day of 19 , and at any adjournment thereof.

Signed this day of 19 .

This form is to be used *in favour of
against the resolution.

Unless otherwise instructed, the proxy will vote as he thinks fit.

*Strike out whichever is not desired.

A proxy need not be a Member of the Association. "

30. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

31. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of such death, insanity or revocation as aforesaid shall have been received by the Association at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS.

32. Any corporation which is a Member of the Association may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Association, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual Member of the Association.

BOARD.

33. The Governors shall not be less than ten in number. The Association may by Ordinary Resolution from time to time vary the minimum number of Governors.

34. No person shall be eligible to hold office as a Governor who is not a Member of the Association. If any person who is not already a Member of the Association shall be appointed or elected to the Board he shall be deemed to have been duly invited to become a Member of the Association and he shall forthwith comply with Article 4.

35. Subject to the provisions of Article 55, the remuneration of Governors (except the Chief Executive appointed in accordance with Article 37 and any other salaried employee of the Association who may be appointed or elected as a Governor) shall be determined from time to time by the Association in general meeting, whether for a fixed period or not, as may be thought fit, with power to the Association in general meeting from time to time to vary such remuneration. Such remuneration shall be divided among the Governors (except as aforesaid) in such proportions and manner as the Governors may determine and in default of determination equally. Subject to any such determination any Governor holding office for part of a year shall be entitled to a proportionate part of any such remuneration in respect of such year.

36. Governors shall be entitled to repayment of all such reasonable expenses as they may incur in attending and returning from meetings of the Governors or of any committee of the Governors or general meetings or otherwise in or about the business of the Association.

CHIEF EXECUTIVE.

37. (A) The Governors may from time to time appoint one or more of their body to the office of Chief Executive (with such designation as the Governors 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. A Governor so appointed shall not whilst holding that office be subject to retirement by rotation or be taken into account in determining the rotation of retirement of Governors.

(B) The appointment of any Governor to the office of Chief Executive shall automatically determine if he ceases to be a Governor but without prejudice to any claim for damages for breach of any contract of service between him and the Association.

(C) The Governors may entrust to and confer upon the Chief Executive any of the powers (other than the power to

borrow money) exercisable by them as Governors upon such terms and conditions and with such restrictions as they think fit, and either collaterally with or to the exclusion of their own powers, and may from time to time revoke, withdraw, alter or vary all or any of such powers.

ROTATION OF GOVERNORS.

38. At each Annual General Meeting one-third of the Governors for the time being (or, if their number is not a multiple of three, the number nearest to but not greater than one-third) shall retire from office.

39. The Governors to retire by rotation shall include (so far as necessary to obtain the number required) any Governor who wishes to retire and not to offer himself for re-election. Any further Governors so to retire shall be those of the other Governors who have been longest in office since their last re-election or appointment and so that as between persons who became or were last re-elected Governors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. A retiring Governor shall be eligible for re-election.

40. The Association at the meeting at which a Governor retires in manner aforesaid may fill the vacated office by electing a person thereto, and in default the retiring Governor shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such Governors shall have been put to the meeting and lost.

41. No person other than a Governor retiring at the meeting shall unless recommended by the Governors be eligible for election to the office of Governor at any general meeting unless, not less than three nor more than twenty one days before the date appointed for the meeting, there shall have been left at the registered office of the Association notice in writing, signed by a Member duly qualified to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing signed by that person of his willingness to be elected.

42. The Board shall have power at any time, and from time to time, to appoint any person to be a Governor, either to fill a casual vacancy or as an addition to the existing Board. Any Governor 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 Governors who are to retire by rotation at such meeting. Provided that any Governor holding office at the date of the adoption of these Articles of Association by virtue of a nomination made by a Branch pursuant to Article 26 (2) of the Articles of Association in force immediately prior to the adoption of these Articles shall be deemed to have been appointed by the Board under this Article and shall hold office accordingly.

43. The Association may by ordinary resolution of which special notice has been given in accordance with section 142 of the 1948 Act, remove any Governor before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Association and such Governor. Such removal shall be without prejudice to any claim such Governor may have for damages for breach of any contract of service between him and the Association.

44. The Association may by ordinary resolution appoint another person in place of a Governor removed from office under the immediately preceding Article. Without prejudice to the powers of the Board under Article 42 the Company in general meeting may appoint any person to be a Governor either to fill a casual vacancy or as an additional Governor. The person appointed to fill such a vacancy shall be subject to retirement at the same time as if he had become a Governor on the day on which the Governor in whose place he is appointed was last elected a Governor.

POWERS AND DUTIES OF THE BOARD.

45. The business of the Association shall be managed by the Governors, who may pay all expenses incurred in promoting and registering the Association and may exercise all such powers of the Association as are not, by the Act or by these Articles, required to be exercised by the Association in general meeting, subject nevertheless to the provisions of the Act or these Articles, and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Association in general meeting; but no regulation made by the Association in general meeting shall invalidate any prior act of the Governors which would have been valid if that regulation had not been made.

46. The Board may make and vary from time to time such rules, regulations and bye-laws for the conduct of the affairs of the Association as they shall think proper, but so that no rule, regulation or bye-law shall have any validity, effect or operation if it amounts to or involves such an addition to or alteration of these Articles as could only properly be made by special resolution.

47. The Board may formulate and from time to time vary schemes to implement the purposes of the Association, including particulars of subscriptions and benefits, services in respect of which benefit shall be paid and a classification of surgical operations.

48. The Governors may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the Governors, to be the attorney or attorneys of the Association for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Governors under these Articles) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Governors may think fit and may also authorise any

such attorney to delegate all or any of the powers, authorities and discretions vested in him.

49. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Association, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Governors shall from time to time by resolution determine.

50. The Governors shall cause minutes to be made in books provided for the purpose -

- (a) of all appointments of officers made by the Governors;
- (b) of the names of the Governors present at each meeting of the Governors and of any committee of the Governors;
- (c) of all resolutions and proceedings at all meetings of the Association, and of the Governors, and of committees of Governors.

51. (1) A Governor who is in any way, whether directly or indirectly interested in a contract or proposed contract with the Association shall declare the nature of his interest at a meeting of the Governors in accordance with Section 199 of the 1948 Act.

(2) A Governor shall not vote in respect of any contract or arrangement in which he is interested, and if he shall do so his vote shall not be counted, nor shall he be counted in the quorum present at the meeting, but neither of these prohibitions shall apply to -

- (a) any arrangement for giving any Governor any security or indemnity in respect of money lent by him to or obligations undertaken by him for the benefit of the Association; or
- (b) to any arrangement for the giving by the Association of any security to a third party in respect of a debt or obligation of the Association for which the Governor himself has assumed responsibility in whole or in part under a guarantee or indemnity or by the deposit of a security; or
- (c) any contract or arrangement with any other company or association in which he is interested only as an officer of the company or as holder of shares or other securities;

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 Association in general meeting.

(3) A Governor may hold any other office or place of profit under the Association (other than the office of Auditor) in

conjunction with his office of Governor for such period and on such terms (as to remuneration and otherwise) as the Governors may determine and no Governor or intending Governor shall be disqualified by his office from contracting with the Association either with regard to his tenure of any such other office or place of profit or as vendor, purchaser or otherwise, nor shall any such contract or any contract or arrangement entered into by or on behalf of the Association in which any Governor is in any way interested, be liable to be avoided, nor shall any Governor so contracting or being so interested be liable to account to the Association for any profit realised by any such contract or arrangement by reason of such Governor holding that office or of the fiduciary relation thereby established provided that such Governor shall have declared his interest to the Association prior to its entering into such contract or arrangement.

(4) A Governor notwithstanding his interest, may be counted in the quorum present at any meeting whereat he or any other Governor is appointed to hold any such office or place of profit under the Association or whereat 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.

(5) Any Governor may act by himself or his firm in a professional capacity for the Association and he or his firm shall be entitled to remuneration for professional services as if he were not a Governor; provided that such Governor shall have declared his interest as prescribed in Clause (3) of this Article and provided that nothing herein contained shall authorise a Governor or his firm to act as Auditor to the Association.

52. The Governors on behalf of the Association may pay a gratuity or pension or allowance on retirement to any Governor who has held any other salaried office or place of profit with the Association 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.

53. The Board shall engage such officers and servants as they may consider necessary, and shall fix and regulate their terms and conditions of service. The provisions of Sections 177 to 179 of the 1948 Act with respect to the Secretary shall be duly observed.

HONORARY OFFICERS.

54. 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.

SUBSIDIARY COMPANIES.

55. The Governors may arrange that any branch of the business carried on by the Association or any other business in which the Association may be interested shall be carried on by or through

one or more subsidiary companies, and they may on behalf of the Association make such arrangements as they think advisable for taking the profits or bearing the losses of any branch or business so carried on or for financing, assisting or subsidising any such subsidiary company or guaranteeing its contracts, obligations or liabilities, and they may appoint, remove and re-appoint any persons (whether members of their own body or not) to act as Directors, Managing Directors or Managers of any such company, and may determine the remuneration (whether by way of salary, commission on profits or otherwise) of any person so appointed, but in determining from time to time the total remuneration of Governors pursuant to Article 35 the Association shall in respect of any period have regard to the aggregate remuneration for that period payable to Governors holding office in such subsidiary companies by virtue of appointments made under this Article 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 Article 35.

PROCEEDINGS OF THE BOARD.

56. The Board shall meet together not less than twice a year for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes, the Chairman shall have a second or casting vote.

57. The quorum necessary for the transaction of business at a meeting of the Board shall be such number, not being less than two, as shall from time to time be determined by the Board and in default of such determination shall be four.

58. (1) The Board shall elect annually one of their number to be the Chairman of the Board.

(2) The Chairman shall, immediately upon his election, appoint a Governor to be Deputy Chairman, and shall fill any casual vacancy that may arise in that office. The Chairman may, at his pleasure, remove the Deputy Chairman from office.

(3) The Deputy Chairman shall retire from office at the time when the Chairman appointing him retires from office; provided that if the Chairman vacates his office before the expiration of the period for which he was elected then the Deputy Chairman appointed by him shall continue in office till a new Chairman shall be elected, and shall then retire from office.

(4) Any retiring Chairman or Deputy Chairman shall be eligible for re-election or re-appointment (as the case may be).

(5) The Chairman shall preside at all meetings of the Board at which he is present. If the Chairman be 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 be not present, the Governors then present shall choose one of themselves to take the Chair at that meeting of the Board.

- (6) A casual vacancy in the office of Chairman shall be filled as soon as conveniently may be by the Governors, not less than seven days' notice being served on the Governors of the meeting at which it is proposed to fill the same, and of the object of the meeting. The Governor elected to fill such vacancy shall hold office so long only as the vacating Chairman would have been entitled to hold office.

59. A Governor may, and the Secretary on the requisition of a Governor shall, at any time summon a meeting of the Board. It shall not be necessary to give notice of a meeting of the Board to any Governor for the time being absent from the United Kingdom.

60. A meeting of the Board at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under these Articles vested for the time being in the Board.

61. All acts bona fide done by any meeting of the Board or by any person acting as a Governor shall, notwithstanding it be afterwards discovered that there was some defect in the appointment of any Governor or Governors 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 and was qualified to be a Governor.

62. The Governors for the time being may act notwithstanding any vacancy in their body provided that if their number is reduced below ten, they may act for the purpose of filling vacancies in their body or of convening a general meeting but for no other purpose.

63. A resolution in writing signed by all the Governors for the time being in the United Kingdom shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and constituted.

COMMITTEES.

64. (a) The Governors may delegate any of their powers to committees consisting of such member or members of their body as they think fit; any committee so formed shall, in exercise of the powers so delegated, conform to any regulation that may be imposed on it by the Governors.

(b) If the Chairman of the Board shall be a member of a Committee he shall also be Chairman of that Committee. Subject thereto a Committee may elect a Chairman of its meetings; if no such Chairman is elected, or if at any meeting the Chairman is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to be Chairman of the meeting.

(c) A Committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of equality of votes the Chairman shall have a second or casting vote.

ALTERNATE GOVERNORS.

64A. (1) Any Governor may, from time to time, appoint to the office of an Alternate Governor any person approved for that purpose by a resolution of the Board, and may at any time terminate such appointment. Any such alternate is referred to in these Articles as an Alternate Governor.

(2) The appointment of an Alternate Governor shall automatically determine in any of the following events:

- (a) if his appointor shall terminate his appointment by written notice to the Association;
- (b) on the happening of any event which, if he were a Governor, would cause him to vacate the office of Governor;
- (c) if he shall resign his appointment by written notice to the Association;
- (d) if his appointor shall cease for any reason to be a Governor otherwise than by retiring and being re-appointed at the same meeting.

(3) An Alternate Governor shall be entitled to receive notices of meetings of the Board and to attend thereat in place of his appointor and to vote and be counted for the purpose of a quorum at any such meeting at which his appointor is not present.

(4) An Alternate Governor may be repaid by the Association such expenses as might properly have been repaid to him if he were a Governor, but shall not be entitled to any other remuneration in the capacity of Alternate Governor. An Alternate Governor shall be entitled to be indemnified by the Association to the same extent as though he were a Governor.

(5) An Alternate Governor shall, during his appointment, be an officer of the Association, and shall not be deemed to be the agent of his appointor.

DISQUALIFICATION OF GOVERNORS.

65. The office of Governor shall be vacated if he:-

- (A) becomes a bankrupt or enters into a composition with his creditors;
- (B) is directly or indirectly interested in any contract with the Association and fails to declare the nature of his interest in manner required by Section 199 of the 1948 Act;

- (C) ceases to be a Governor by virtue of Section 184 or Section 185 of the 1948 Act;
- (D) becomes prohibited from being a Governor by reason of any order under Section 188 of the 1948 Act;
- (E) becomes of unsound mind or permanently incapable of acting;
- (F) ceases for any cause to be a Member of the Association;
- (G) being a qualified medical practitioner, is struck off the Medical Register;
- (H) resigns his office by notice in writing to the Association;
- (I) having been absent from four consecutive meetings of the Board vacates his office by reason of a resolution of the Board declaring such office to be vacant.

SEAL.

66. The seal of the Association shall not be affixed to any instrument except by the authority of a resolution of the Board or of a Committee of Governors authorised by the Governors in that behalf, and in the presence of any two Governors or any one Governor and the Secretary or such other person as the Board may appoint for the purpose in place of the Secretary and those persons shall sign every instrument to which the seal shall be affixed in their presence.

ACCOUNTS.

67. The Board shall cause proper books of account to be kept with respect to:-

- (a) all sums of money received and expended by the Association and the matters in respect of which the receipt and expenditure takes place;
- (b) all sales and purchases of goods by the Association; and
- (c) the assets and liabilities of the Association.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Association's affairs and to explain its transactions.

68. The books of account shall be kept at the registered office of the Association, or, subject to Section 147 (3) of the 1948 Act, at such other place or places as the Board think fit, and shall always be open to the inspection of the Governors.

69. The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Association or any of them shall be open to the inspection of Members not being Governors, and no Member (not being a Governor) shall have any right of inspecting any account or book or document of the Association except as conferred by statute or authorised by the Board or by the Association in general meeting.

70. The Board shall from time to time in accordance with Sections 148, 150 and 157 of the 1948 Act, as amended by the 1967 Act, cause to be prepared and to be laid before the Association in general meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections.

71. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Association in general meeting, together with a copy of the Auditor's Report, shall not less than twenty one days before the date of the meeting be sent to every Member of, and every holder of debentures of the Association. Provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Association is not aware or to more than one of the joint holders of any debentures.

AUDITORS.

72. Auditors shall be appointed and their duties regulated in accordance with Sections 159 to 161 of the 1948 Act as amended by the 1967 Act and Section 14 of the 1967 Act.

NOTICES.

73. A notice may be given by the Association to any 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 Association for the giving of notice to him. 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 in the case of a notice of a meeting at the expiration of twenty four hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered by first class post.

74. Notice of every general meeting shall be given in any manner hereinbefore authorised to: -

(a) every Member except those Members who (having no registered address within the United Kingdom) have not supplied to the Association an address within the United Kingdom for the giving of notices to them, and

(b) the Auditor for the time being of the Association.

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

21 /

WINDING UP.

75. The provisions of Clause 7 of the Memorandum of Association relating to the winding up and dissolution of the Association shall apply and have effect as if that clause were repeated in these Articles.

INDEMNITY.

76. Every Governor, Agent, Auditor, Secretary and other officer for the time being of the Association shall be indemnified out of the assets of the Association against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 448 of the 1948 Act in which relief is granted to him by the court.

452511/115

COMPANIES ACTS 1948-1976

Company Limited By Shares Guarantee

Special Resolutions

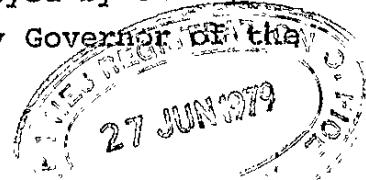
of

British United Provident
Association Ltd.

At the Annual General Meeting of the Company duly convened and held at the London Press Centre, New Street Square, London, EC4 on Thursday 14th June, 1979 at 11.45 the following resolutions were duly passed as Special Resolutions:

1. That Clause 3(D) of the Memorandum of Association of the Company be deleted in its entirety and there shall be substituted therefor the following wording as Clause 3(D):

To make suitable arrangements for the administration of the Provident Fund and of the Association and the carrying out of its objects and for the purpose to engage and to provide in whole or in part for the salaries or maintenance of officers, servants and employees and to support and subscribe to any object, and any institution, society or club whose work is calculated to promote the objects of the Association or to benefit its employees, and which may be connected with any town or place where the Association carries on its work; to give pensions, gratuities or charitable aid to any persons who may have been employed by or may have served the Association, or any Governor of the



Association (whether or not such Governor has held any salaried office or place of profit with the Association) or the wives, children, or other relatives or dependants of such persons; to make payment towards insurance for their benefit to form or contribute or subscribe to provident, benefit or any similar funds and superannuation and pension funds or other schemes for the benefit of any such persons, or of thier wives, children, or other relatives and dependants.

2. That Article 52 of the Articles of Association of the Company be deleted in its entirety and there shall be substituted therefor the following wording as Article 52:

The Governors on behalf of the Association may pay a gratuity or pension or allowance on retirement to any Governor (whether or not he has held any other salaried office or place of profit with the Association) 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.

Michael Bruce Watson
.....
CHAIRMAN OF THE
MEETING

No. of Company 432511 / 116

The Companies Acts 1948 to 1967

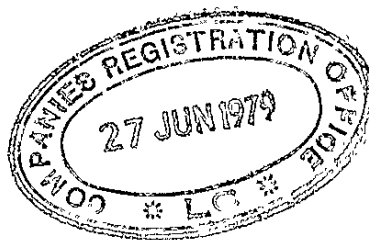
COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

Memorandum and Articles of Association of

THE BRITISH UNITED PROVIDENT ASSOCIATION LIMITED

(Incorporated the 3rd day of April, 1947)

Solicitors:
Freshfields,
Grindall House,
25, Newgate Street,
London. EC1A 7LH.



Jordan & Sons Limited

International Law Agents, Consultants and Publishers

Jordan House, 47, Brunswick Place, London N1 6EE

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL.

MEMORANDUM OF ASSOCIATION

OF

THE BRITISH UNITED PROVIDENT ASSOCIATION
LIMITED.

(as amended by Special Resolutions passed on the
28th March, 1949, 25th June, 1970 and 14th June, 1979)

- 1.* The name of the Company (hereinafter called "the Association") is "THE BRITISH UNITED PROVIDENT ASSOCIATION LIMITED".
2. The registered office of the Association will be situate in England.
3. The objects for which the Association is established are:-
 - (A) To prevent, relieve and cure sickness and ill-health of every kind (including physical injuries) and to promote health in any way and in particular (but without derogating from the generality of the foregoing) to raise, establish, maintain and administer a fund (hereinafter called "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.
 - (B) To acquire and undertake the whole or any part of the business, goodwill and assets of any person, firm, company, association or body carrying on or proposing to carry on any of the businesses which the Association is authorised to carry on, and, as part of the consideration for such acquisition, to undertake all or any of the liabilities of such person, firm, company, association or body, or to acquire an interest in, amalgamate with, or enter into any arrangement for co-operation or for mutual assistance with, or to make grants, donations or loans to, any such person, firm, company, association or body.

*The name of the Company was on 23rd May 1949, pursuant to a Licence of the Board of Trade under Section 19 (2) of the Companies Act 1948, changed from "The British United Provident Association Limited" to "The British United Provident Association". On application by the Company, the Licence of the Board of Trade was revoked on 19th January, 1970 and the name of the Company reverted to "The British United Provident Association Limited".

- (C) To make and carry into effect such agreements or arrangements with Governments or authorities (supreme, municipal, local or otherwise), hospitals, nursing homes, infirmaries, medical, surgical, remedial and other like institutions and with Physicians, Surgeons, Consultants, Specialists, members of the medical or nursing or other like professions and other persons as may appear conducive to the furtherance of any of the objects of the Association.
- (D) To make suitable arrangements for the administration of the Provident Fund and of the Association and the carrying out of its objects and for the purpose to engage and to provide in whole or in part for the salaries or maintenance of officers, servants and employees and to support and subscribe to any object, and any institution, society or club whose work is calculated to promote the objects of the Association or to benefit its employees, and which may be connected with any town or place where the Association carries on its work; to give pensions, gratuities or charitable aid to any persons who may have been employed by or may have served the Association, or any Governor of the Association (whether or not such Governor has held any salaried office or place of profit with the Association) or the wives, children, or other relatives or dependants of such persons; to make payment towards insurance for their benefit; to form or contribute or subscribe to provident, benefit or any similar funds and superannuation and pension funds or other schemes for the benefit of any such persons, or of their wives, children, or other relatives and dependants.
- (E) To raise or borrow money for the purposes of the Association on such terms and on such security, if any, as may be thought fit, and to make arrangements for the discharge or guarantee of all or any of the liabilities of the Association.
- (F) To invite and receive any property, endowment, legacy, bequest or gift for any purpose within the objects of the Association and to act as Trustees or Managers thereof.
- (G) To enter into such agreements or arrangements of whatever nature with organizations having objects similar to those of the Association as may be calculated to further the objects of the Association.
- (H) To make grants or donations or loans to or to amalgamate or affiliate with any association or body which has objects similar to the objects of the Association and which is prohibited by its constitution from distributing its profits or assets among its members to at least as great an extent as the Association is so prohibited.
- (I) To promote or oppose or join in promoting or opposing any legislative or other measures affecting or likely to affect the work of the Association.
- (J) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property or any rights or privileges

which the Association may think necessary or convenient for the promotion of its objects, and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Association.

- (K) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Association as may be thought expedient with a view to the furtherance of its objects,
- (L) To act as agents, brokers and trustees for any person, firm or company and to act in any of the businesses of the Association through or by means of agents, brokers or others and generally to undertake and transact all kinds of agency or other business which an ordinary individual may legally undertake.
- (M) To invest the moneys of the Association not immediately required for its purposes in or upon such investments, securities or property as may be thought fit.
- (N) To lend or advance money to any person or persons upon such security, and on such terms as to repayment and interest, or otherwise, as may be thought fit, and to give guarantees in respect of the fulfilment of any contracts or obligations, and to become surety for, or otherwise financially aid, any person or persons as the Board may decide.
- (O) To establish and support or aid in the establishment or support of any charitable or benevolent association or institution and to subscribe or guarantee money for charitable or benevolent purposes in any way connected with the purposes of the Association or calculated to further its objects.
- (P) To do all such lawful things as are incidental or conducive to the attainment of the above objects or any of them.

4. The income and property of the Association, whensoever derived, shall be applied solely towards the promotion of the objects of the Association as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the Members of the Association.

Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Association, or to any Members of the Association in return for any services actually rendered to the Association, nor prevent the payment of interest at a rate not exceeding 5 per cent. per annum on money lent or reasonable and proper rent for premises demised or let by any Member to the Association.

5. The liability of the Members is limited.

6. Every Member of the Association undertakes to contribute to the assets of the Association in the event of its being wound up while he is a Member or within one year after he ceases to be a Member for payment of the debts and liabilities of the Association contracted before he ceases to be a Member and of the costs, charges and expenses of winding up and for the adjustment of the rights of contributories among themselves such amount as may be required, not exceeding two shillings and sixpence (thirteen New Pence).

7. If upon the winding up or dissolution of the Association 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 Members of the Association, but shall be given or transferred to some other institution or institutions, having objects similar to the objects of the Association, 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 Association under or by virtue of clause 4 hereof, such institution or institutions to be determined by the Members of the Association at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object.

THE COMPANIES ACTS, 1948 to 1967

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 25th June, 1970
and altered by Special Resolution passed on the 3rd July, 1975)

PRELIMINARY.

1. In these Articles, unless there be something in the subject or context inconsistent therewith -

"Association" means the above-named Company.

"The Act" means the Companies Acts, 1948 to 1967.

"The 1948 Act" means the Companies Act 1948.

"The 1967 Act" means the Companies Act 1967.

"The Board" means the Board of Governors for the time being of the Association, and references in the Act to "Board of Directors" and "Board" shall be deemed to be references to the Board of Governors.

"Governor" means a member for the time being of the Board and references in the Act to "Directors" shall be deemed to be references to "Governors".

Words importing the masculine gender only shall include the feminine; and words importing the singular number only shall include the plural and vice versa.

Words or expressions used in these Articles shall bear the same meanings as in the Act or any statutory modification thereof in force at the date on which these Articles become binding on the Company.

MEMBERS GENERALLY.

2. For the purpose of registration, the number of Members is declared to be 200. The Board may, whenever the circumstances of the Association require it, register an increase of Members.
3. The subscribers to the Memorandum of Association and such other persons as shall be admitted to membership by the Board shall

be Members, and shall be entered in the Register of Members accordingly. The Board shall have an absolute discretion as to the admission or rejection by them of an application for membership of the Association.

4. No person shall be admitted as a Member unless he shall sign an application in writing in such form as shall from time to time be approved by the Board.

5. Every Member shall be bound to further to the best of his ability the objects and interests of the Association, and shall observe all regulations and bye-laws of the Association.

6. Any Member who fails to observe any of the regulations or bye-laws of the Association may be expelled from membership of the Association by a resolution passed by a majority of at least three-fourths of the Governors present and voting at a meeting of the Board specially summoned for that purpose. Not less than seven days' notice of the meeting shall be given to the Member concerned and the notice shall state the purpose for which the Meeting is called. Such 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 Member.

7. Membership shall be personal to the Member and shall not be transferable by act of the Member or by operation of law.

8. A Member shall cease to hold that position:-

- (1) If, being a qualified medical practitioner, he is struck off the Medical Register.
- (2) If he becomes of unsound mind or permanently incapable of acting.
- (3) If he becomes bankrupt or makes any arrangement with his creditors.
- (4) If he sends to the Association notice in writing of his retirement.
- (5) If he is removed under the provisions of Article 6.

GENERAL MEETINGS.

9. The Association 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. Not more than fifteen months shall elapse between the date of one annual general meeting of the Association and that of the next. The annual general meeting shall be held at such time and place as the Board shall appoint.

10. All general meetings other than annual general meetings shall be called extraordinary general meetings.

11. The Board may, whenever they think fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisition, or in default may be convened by such requisitionists as provided by Section 132 of the 1948 Act. If at any time there are not within the United Kingdom sufficient Governors capable of acting to form a quorum, any Governor or any two Members of the Association may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Governors.

NOTICE OF GENERAL MEETINGS.

12. An annual general meeting and a meeting called for the passing of a special resolution shall be called by twenty one days' notice at the least, and a meeting of the Association 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 Association in general meeting to such persons as are, under the regulations of the Association entitled to receive such notices from the Association:

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

- (a) in the case of a meeting called as the annual general meeting, by all Members entitled to attend and vote thereat; and
- (b) in the case of any other meeting, by a majority in number of the Members having a right to attend and vote at the meeting, being a majority together representing not less than ninety-five per cent. of the total voting rights at the meeting of all the Members.

13. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any Member shall not invalidate any resolution passed or any proceeding at any meeting.

PROCEEDINGS AT GENERAL MEETINGS.

14. All business shall be deemed special that is transacted at an extraordinary general meeting, and all that is transacted at an annual general meeting shall also be deemed special with the exception of the consideration of the accounts and balance sheet, and the reports of the Board and Auditors, the election of Governors and other officers, and the fixing of the remuneration of the Auditors.

15. No business shall be transacted at any general meeting unless a quorum of Members is present at the time when the meeting proceeds to business; save as herein otherwise provided, five Members present shall be a quorum.

16. 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 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 Members shall be a quorum.

17. The Chairman of the Board shall preside as Chairman at any general meeting of the Association at which he is present. If the Chairman be not present within fifteen minutes after the time appointed for holding the meeting the Deputy Chairman, if present, shall take the Chair; if the Deputy Chairman be not then present, the Members present shall choose another Governor who is present and willing to act as Chairman of the meeting; but if there is no such Governor present then the Members present shall choose one of their own number to be Chairman of the meeting.

18. The Chairman of any meeting at which a quorum is present may, with the consent of that meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. Whenever a meeting is adjourned for ten days or more, notice of the adjourned meeting shall be given in the same manner as an original meeting, but save as aforesaid the Members shall not be entitled to notices of any adjournment or of the business to be transacted at an adjourned meeting.

19. The decision of a meeting shall be ascertained by a show of hands, unless before or upon the declaration of the result of the show of hands, a poll is demanded by the Chairman or by at least three Members of the Association personally present and entitled to vote or by a Member or Members present and representing one-tenth of the total voting rights of all the Members having the right to vote at the meeting, and unless a poll is so demanded a declaration by the Chairman that a resolution has been carried or lost or carried or not carried by a particular majority, shall be conclusive, and an entry in the minutes, signed by the Chairman, shall be conclusive evidence of the decision of the meeting without proof of the number or proportion of votes cast in favour of or against any resolution. Subject to the provisions of Article 20, if a poll be demanded in manner aforesaid it shall be taken at such time and place and in such manner as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A demand for a poll may be withdrawn.

20. No poll shall be demanded on the election of a Chairman or on any question of adjournment. The demand of a poll 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.

21. 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.

22. A resolution in writing signed by all the Members of the Association shall be as valid as if it has been passed at a general meeting except in any case in which under the provisions of the Act it is necessary to hold a general meeting.

VOTES OF MEMBERS.

23. Every Member shall have one vote.

24. No Member shall be entitled to vote at any general meeting unless all moneys presently payable by him to the Association have been paid.

25. On a poll votes may be given either personally or by proxy.

26. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy need not be a Member of the Association.

27. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Association or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

28. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit -

"THE BRITISH UNITED PROVIDENT ASSOCIATION
LIMITED.

I/We
of
in the County of , being a
Member/Members of the above named Association, hereby
appoint
of
or failing him
of
as my/our proxy to vote for me/us on my/our behalf at the
(annual or extraordinary, as the case may be) general
meeting of the Association to be held on the
day of 19 , and at any adjournment thereof.

Signed this day of 19 .

A proxy need not be a Member of the Association."

29 Where it is desired to afford Members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit -

"THE BRITISH UNITED PROVIDENT ASSOCIATION
LIMITED.

I/We
of
in the County of , being a
Member/Members of the above named Association, hereby
appoint
of
or failing him
of
as my/our proxy to vote for me/us on my/our behalf at the
(annual or extraordinary, as the case may be) general
meeting of the Association to be held on the
day of 19 , and at any adjournment thereof.

Signed this day of 19 .

This form is to be used *in favour of the resolution.
against

Unless otherwise instructed, the proxy will vote as he thinks fit.

*Strike out whichever is not desired.

A proxy need not be a Member of the Association. "

30. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

31. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of such death, insanity or revocation as aforesaid shall have been received by the Association at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS.

32. Any corporation which is a Member of the Association may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Association, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual Member of the Association.

BOARD.

33. The Governors shall not be less than ten in number. The Association may by Ordinary Resolution from time to time vary the minimum number of Governors.

34. No person shall be eligible to hold office as a Governor who is not a Member of the Association. If any person who is not already a Member of the Association shall be appointed or elected to the Board he shall be deemed to have been duly invited to become a Member of the Association and he shall forthwith comply with Article 4.

35. Subject to the provisions of Article 55, the remuneration of Governors (except the Chief Executive appointed in accordance with Article 37 and any other salaried employee of the Association who may be appointed or elected as a Governor) shall be determined from time to time by the Association in general meeting, whether for a fixed period or not, as may be thought fit, with power to the Association in general meeting from time to time to vary such remuneration. Such remuneration shall be divided among the Governors (except as aforesaid) in such proportions and manner as the Governors may determine and in default of determination equally. Subject to any such determination any Governor holding office for part of a year shall be entitled to a proportionate part of any such remuneration in respect of such year.

36. Governors shall be entitled to repayment of all such reasonable expenses as they may incur in attending and returning from meetings of the Governors or of any committee of the Governors or general meetings or otherwise in or about the business of the Association.

CHIEF EXECUTIVE.

37. (A) The Governors may from time to time appoint one or more of their body to the office of Chief Executive (with such designation as the Governors 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. A Governor so appointed shall not whilst holding that office be subject to retirement by rotation or be taken into account in determining the rotation of retirement of Governors.

(B) The appointment of any Governor to the office of Chief Executive shall automatically determine if he ceases to be a Governor but without prejudice to any claim for damages for breach of any contract of service between him and the Association.

(C) The Governors may entrust to and confer upon the Chief Executive any of the powers (other than the power to

borrow money) exercisable by them as Governors upon such terms and conditions and with such restrictions as they think fit, and either collaterally with or to the exclusion of their own powers, and may from time to time revoke, withdraw, alter or vary all or any of such powers.

ROTATION OF GOVERNORS.

38. At each Annual General Meeting one-third of the Governors for the time being (or, if their number is not a multiple of three, the number nearest to but not greater than one-third) shall retire from office.

39. The Governors to retire by rotation shall include (so far as necessary to obtain the number required) any Governor who wishes to retire and not to offer himself for re-election. Any further Governors so to retire shall be those of the other Governors who have been longest in office since their last re-election or appointment and so that as between persons who became or were last re-elected Governors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. A retiring Governor shall be eligible for re-election.

40. The Association at the meeting at which a Governor retires in manner aforesaid may fill the vacated office by electing a person thereto, and in default the retiring Governor shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such Governors shall have been put to the meeting and lost.

41. No person other than a Governor retiring at the meeting shall unless recommended by the Governors be eligible for election to the office of Governor at any general meeting unless, not less than three nor more than twenty one days before the date appointed for the meeting, there shall have been left at the registered office of the Association notice in writing, signed by a Member duly qualified to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing signed by that person of his willingness to be elected.

42. The Board shall have power at any time, and from time to time, to appoint any person to be a Governor, either to fill a casual vacancy or as an addition to the existing Board. Any Governor 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 Governors who are to retire by rotation at such meeting. Provided that any Governor holding office at the date of the adoption of these Articles of Association by virtue of a nomination made by a Branch pursuant to Article 26 (2) of the Articles of Association in force immediately prior to the adoption of these Articles shall be deemed to have been appointed by the Board under this Article and shall hold office accordingly.

43. The Association may by ordinary resolution of which special notice has been given in accordance with section 142 of the 1948 Act, remove any Governor before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Association and such Governor. Such removal shall be without prejudice to any claim such Governor may have for damages for breach of any contract of service between him and the Association.

44. The Association may by ordinary resolution appoint another person in place of a Governor removed from office under the immediately preceding Article. Without prejudice to the powers of the Board under Article 42 the Company in general meeting may appoint any person to be a Governor either to fill a casual vacancy or as an additional Governor. The person appointed to fill such a vacancy shall be subject to retirement at the same time as if he had become a Governor on the day on which the Governor in whose place he is appointed was last elected a Governor.

POWERS AND DUTIES OF THE BOARD.

45. The business of the Association shall be managed by the Governors, who may pay all expenses incurred in promoting and registering the Association and may exercise all such powers of the Association as are not, by the Act or by these Articles, required to be exercised by the Association in general meeting, subject nevertheless to the provisions of the Act or these Articles, and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Association in general meeting; but no regulation made by the Association in general meeting shall invalidate any prior act of the Governors which would have been valid if that regulation had not been made.

46. The Board may make and vary from time to time such rules, regulations and bye-laws for the conduct of the affairs of the Association as they shall think proper, but so that no rule, regulation or bye-law shall have any validity, effect or operation if it amounts to or involves such an addition to or alteration of these Articles as could only properly be made by special resolution.

47. The Board may formulate and from time to time vary schemes to implement the purposes of the Association, including particulars of subscriptions and benefits, services in respect of which benefit shall be paid and a classification of surgical operations.

48. The Governors may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the Governors, to be the attorney or attorneys of the Association for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Governors under these Articles) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Governors may think fit and may also authorise any

such attorney to delegate all or any of the powers, authorities and discretions vested in him.

49. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Association, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Governors shall from time to time by resolution determine.

50. The Governors shall cause minutes to be made in books provided for the purpose -

- (a) of all appointments of officers made by the Governors;
- (b) of the names of the Governors present at each meeting of the Governors and of any committee of the Governors;
- (c) of all resolutions and proceedings at all meetings of the Association, and of the Governors, and of committees of Governors.

51. (1) A Governor who is in any way, whether directly or indirectly interested in a contract or proposed contract with the Association shall declare the nature of his interest at a meeting of the Governors in accordance with Section 129 of the 1948 Act.

(2) A Governor shall not vote in respect of any contract or arrangement in which he is interested, and if he shall do so his vote shall not be counted, nor shall he be counted in the quorum present at the meeting, but neither of these prohibitions shall apply to -

- (a) any arrangement for giving any Governor any security or indemnity in respect of money lent by him to or obligations undertaken by him for the benefit of the Association; or
- (b) to any arrangement for the giving by the Association of any security to a third party in respect of a debt or obligation of the Association for which the Governor himself has assumed responsibility in whole or in part under a guarantee or indemnity or by the deposit of a security; or
- (c) any contract or arrangement with any other company or association in which he is interested only as an officer of the company or as holder of shares or other securities;

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 Association in general meeting.

(3) A Governor may hold any other office or place of profit under the Association (other than the office of Auditor) in

conjunction with his office of Governor for such period and on such terms (as to remuneration and otherwise) as the Governors may determine and no Governor or intending Governor shall be disqualified by his office from contracting with the Association either with regard to his tenure of any such other office or place of profit or as vendor, purchaser or otherwise, nor shall any such contract or any contract or arrangement entered into by or on behalf of the Association in which any Governor is in any way interested, be liable to be avoided, nor shall any Governor so contracting or being so interested be liable to account to the Association for any profit realised by any such contract or arrangement by reason of such Governor holding that office or of the fiduciary relation thereby established provided that such Governor shall have declared his interest to the Association prior to its entering into such contract or arrangement.

(4) A Governor notwithstanding his interest, may be counted in the quorum present at any meeting whereat he or any other Governor is appointed to hold any such office or place of profit under the Association or whereat 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.

(5) Any Governor may act by himself or his firm in a professional capacity for the Association and he or his firm shall be entitled to remuneration for professional services as if he were not a Governor; provided that such Governor shall have declared his interest as prescribed in Clause (3) of this Article and provided that nothing herein contained shall authorise a Governor or his firm to act as Auditor to the Association.

52. The Governors on behalf of the Association may pay a gratuity or pension or allowance on retirement to any Governor (whether or not he has held any other salaried office or place of profit with the Association) 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.

53. The Board shall engage such officers and servants as they may consider necessary, and shall fix and regulate their terms and conditions of service. The provisions of Sections 177 to 179 of the 1948 Act with respect to the Secretary shall be duly observed.

HONORARY OFFICERS.

54. 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.

SUBSIDIARY COMPANIES.

55. The Governors may arrange that any branch of the business carried on by the Association or any other business in which the Association may be interested shall be carried on by or through

one or more subsidiary companies, and they may on behalf of the Association make such arrangements as they think advisable for taking the profits or bearing the losses of any branch or business so carried on or for financing, assisting or subsidising any such subsidiary company or guaranteeing its contracts, obligations or liabilities, and they may appoint, remove and re-appoint any persons (whether members of their own body or not) to act as Directors, Managing Directors or Managers of any such company, and may determine the remuneration (whether by way of salary, commission on profits or otherwise) of any person so appointed, but in determining from time to time the total remuneration of Governors pursuant to Article 35 the Association shall in respect of any period have regard to the aggregate remuneration for that period payable to Governors holding office in such subsidiary companies by virtue of appointments made under this Article 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 Article 35.

PROCEEDINGS OF THE BOARD.

56. The Board shall meet together not less than twice a year for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meetings shall be decided by a majority of votes. In case of an equality of votes, the Chairman shall have a second or casting vote.

57. The quorum necessary for the transaction of business at a meeting of the Board shall be such number, not being less than two, as shall from time to time be determined by the Board and in default of such determination shall be four.

58. (1) The Board shall elect annually one of their number to be the Chairman of the Board.

(2) The Chairman shall, immediately upon his election, appoint a Governor to be Deputy Chairman, and shall fill any casual vacancy that may arise in that office. The Chairman may, at his pleasure, remove the Deputy Chairman from office.

(3) The Deputy Chairman shall retire from office at the time when the Chairman appointing him retires from office; provided that if the Chairman vacates his office before the expiration of the period for which he was elected then the Deputy Chairman appointed by him shall continue in office till a new Chairman shall be elected, and shall then retire from office.

(4) Any retiring Chairman or Deputy Chairman shall be eligible for re-election or re-appointment (as the case may be).

(5) The Chairman shall preside at all meetings of the Board at which he is present. If the Chairman be 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 be not present, the Governors then present shall choose one of themselves to take the Chair at that meeting of the Board.

- (6) A casual vacancy in the office of Chairman shall be filled as soon as conveniently may be by the Governors, not less than seven days' notice being served on the Governors of the meeting at which it is proposed to fill the same, and of the object of the meeting. The Governor elected to fill such vacancy shall hold office so long only as the vacating Chairman would have been entitled to hold office.

59. A Governor may, and the Secretary on the requisition of a Governor shall, at any time summon a meeting of the Board. It shall not be necessary to give notice of a meeting of the Board to any Governor for the time being absent from the United Kingdom.

60. A meeting of the Board at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under these Articles vested for the time being in the Board.

61. All acts bona fide done by any meeting of the Board or by any person acting as a Governor shall, notwithstanding it be afterwards discovered that there was some defect in the appointment of any Governor or Governors 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 and was qualified to be a Governor.

62. The Governors for the time being may act notwithstanding any vacancy in their body provided that if their number is reduced below ten, they may act for the purpose of filling vacancies in their body or of convening a general meeting but for no other purpose.

63. A resolution in writing signed by all the Governors for the time being in the United Kingdom shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and constituted.

COMMITTEES.

64. (a) The Governors may delegate any of their powers to committees consisting of such member or members of their body as they think fit; any committee so formed shall, in exercise of the powers so delegated, conform to any regulation that may be imposed on it by the Governors.

(b) If the Chairman of the Board shall be a member of a Committee he shall also be Chairman of that Committee. Subject thereto a Committee may elect a Chairman of its meetings; if no such Chairman is elected, or if at any meeting the Chairman is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to be Chairman of the meeting.

(c) A Committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of equality of votes the Chairman shall have a second or casting vote.

ALTERNATE GOVERNORS.

64A. (1) Any Governor may, from time to time, appoint to the office of an Alternate Governor any person approved for that purpose by a resolution of the Board, and may at any time terminate such appointment. Any such alternate is referred to in these Articles as an Alternate Governor.

(2) The appointment of an Alternate Governor shall automatically determine in any of the following events:

- (a) if his appointor shall terminate his appointment by written notice to the Association;
- (b) on the happening of any event which, if he were a Governor, would cause him to vacate the office of Governor;
- (c) if he shall resign his appointment by written notice to the Association;
- (d) if his appointor shall cease for any reason to be a Governor otherwise than by retiring and being re-appointed at the same meeting.

(3) An Alternate Governor shall be entitled to receive notices of meetings of the Board and to attend thereat in place of his appointor and to vote and be counted for the purpose of a quorum at any such meeting at which his appointor is not present.

(4) An Alternate Governor may be repaid by the Association such expenses as might properly have been repaid to him if he were a Governor, but shall not be entitled to any other remuneration in the capacity of Alternate Governor. An Alternate Governor shall be entitled to be indemnified by the Association to the same extent as though he were a Governor.

(5) An Alternate Governor shall, during his appointment, be an officer of the Association, and shall not be deemed to be the agent of his appointor.

DISQUALIFICATION OF GOVERNORS.

65. The office of Governor shall be vacated if he: -

- (A) becomes a bankrupt or enters into a composition with his creditors;
- (B) is directly or indirectly interested in any contract with the Association and fails to declare the nature of his interest in manner required by Section 199 of the 1948 Act;

- (C) ceases to be a Governor by virtue of Section 184 or Section 185 of the 1948 Act;
- (D) becomes prohibited from being a Governor by reason of any order under Section 182 of the 1948 Act;
- (E) becomes of unsound mind or permanently incapable of acting;
- (F) ceases for any cause to be a Member of the Association;
- (G) being a qualified medical practitioner, is struck off the Medical Register;
- (H) resigns his office by notice in writing to the Association;
- (I) having been absent from four consecutive meetings of the Board vacates his office by reason of a resolution of the Board declaring such office to be vacant.

SEAL.

66. The seal of the Association shall not be affixed to any instrument except by the authority of a resolution of the Board or of a Committee of Governors authorised by the Governors in that behalf, and in the presence of any two Governors or any one Governor and the Secretary or such other person as the Board may appoint for the purpose in place of the Secretary and those persons shall sign every instrument to which the seal shall be affixed in their presence.

ACCOUNTS.

67. The Board shall cause proper books of account to be kept with respect to: -

- (a) all sums of money received and expended by the Association and the matters in respect of which the receipt and expenditure takes place;
- (b) all sales and purchases of goods by the Association; and
- (c) the assets and liabilities of the Association.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Association's affairs and to explain its transactions.

68. The books of account shall be kept at the registered office of the Association, or, subject to Section 147 (3) of the 1948 Act, at such other place or places as the Board think fit, and shall always be open to the inspection of the Governors.

69. The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Association or any of them shall be open to the inspection of Members not being Governors, and no Member (not being a Governor) shall have any right of inspecting any account or book or document of the Association except as conferred by statute or authorised by the Board or by the Association in general meeting.

70. The Board shall from time to time in accordance with Sections 148, 150 and 157 of the 1948 Act, as amended by the 1967 Act, cause to be prepared and to be laid before the Association in general meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections.

71. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Association in general meeting, together with a copy of the Auditor's Report, shall not less than twenty one days before the date of the meeting be sent to every Member of, and every holder of debentures of the Association. Provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Association is not aware or to more than one of the joint holders of any debentures.

AUDITORS.

72. Auditors shall be appointed and their duties regulated in accordance with Sections 159 to 161 of the 1948 Act as amended by the 1967 Act and Section 14 of the 1967 Act.

NOTICES.

73. A notice may be given by the Association to any 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 Association for the giving of notice to him. 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 in the case of a notice of a meeting at the expiration of twenty four hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered by first class post.

74. Notice of every general meeting shall be given in any manner hereinbefore authorised to:-

(a) every Member except those Members who (having no registered address within the United Kingdom) have not supplied to the Association an address within the United Kingdom for the giving of notices to them, and

(b) the Auditor for the time being of the Association.

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

WINDING UP.

75. The provisions of Clause 7 of the Memorandum of Association relating to the winding up and dissolution of the Association shall apply and have effect as if that clause were repeated in these Articles.

INDEMNITY.

76. Every Governor, Agent, Auditor, Secretary and other officer for the time being of the Association shall be indemnified out of the assets of the Association against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 448 of the 1948 Act in which relief is granted to him by the court.

RESOLUTION of

No. 432511

THE BRITISH UNITED PROVIDENT ASSOCIATION LIMITED Passed 10 June 1982

136

At the Annual General Meeting of the Company held on 10 June 1982, the following Resolution was passed as a Special Resolution:

"THAT the Articles of Association of the Company be amended as follows :

- (a) by deleting Article 3 and substituting therefor the following new Article 3 :-

"3.(1) The subscribers to the Memorandum of Association and such other persons as shall be admitted to membership by the Board in accordance with the succeeding paragraphs of this Article shall, subject to Article 4, be Members, and shall be entered in the Register of Members accordingly. The Board shall have an absolute discretion as to the admission or rejection by them of an application for membership of the Association received from any person who has not been invited by the Board to become a Member in accordance with paragraph (3) of the Article.

(2) All persons who are Members at the date of the adoption of this Article shall continue to be Members, subject only to the provision of Article 6 and paragraphs (1) to (6) inclusive of Article 8(A).

(3) The Board may at any time after the date of the adoption of this Article invite any person to become a Member, who is in any of the following categories :-

(a) a subscriber to the Association, whether as an individual or as a member of a group of subscribers;

(b) a person not within sub-paragraph (a) of this Article 3(3) who shall be recognised by the Board as interested in or as having supported or being likely to support the objects and interests of the Association.

(4) Any person invited by the Board to become a Member in accordance with paragraph (3) of this Article shall, as a condition precedent to admission to membership, comply with Article 4."

(b) by re-designating the existing Article 8 as Article 8(A), and by adding the following new paragraphs at the end of that Article :-

"(6) At the conclusion of the Annual General Meeting following his 70th birthday unless he is already aged 70 or more at the date of adoption of this Article or unless the Board otherwise determine.

(7) If, as a person appointed under Article 3(3)(a), he ceases to be a subscriber to the Association (either as an individual or as a member of a group of subscribers).

(8) If, as a person falling within sub-paragraph (b) of Article 3(3), he shall be required by the Board to resign his membership in accordance with paragraph (B) of this Article 8.

(B) The Board may at any time, by a resolution passed by a majority of at least three-fourths of the Governors present at the relevant meeting and voting, request in writing any person falling within sub-paragraph (b) of Article 3(3) to resign his membership, if the Board by such resolution resolve that in their reasonable opinion that person is no longer interested in or giving appropriate support to the objects and interests of the Association. If that person shall fail to comply with such request within 30 days, the Board may by resolution passed at a further meeting by a like majority resolve that the membership of such person be terminated forthwith. In relation to such further meeting, the provisions of Article 6 (save for the first sentence thereof) shall apply.

(C) Any person who has ceased to be a Member by virtue of sub-paragraph 6 of Article 8(A) may be admitted to Honorary Membership of the Association by invitation of the Board in accordance with the following provisions :-

(1) A person admitted to Honorary Membership ("an Honorary Member") shall not be a Member of the Association for the purpose of these Articles, and accordingly shall have no liability to the Association in terms of Clause 6 of the Memorandum of Association.

- (2) An Honorary Member 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 Association whichever shall first occur.
- (3) An Honorary Member shall, notwithstanding the provisions of sub-paragraph (1) of this Article 8(C), be entitled to receive notice of and to attend all general meetings of the Association, but shall not be entitled to vote thereat.
- (4) An Honorary Member shall resign his Honary Membership if requested so to do by notice in writing by the Association, resolved to be given by a unanimous resolution of the Board passed at a duly constituted meeting thereof."

W. J. White
Chairman

RESOLUTION of

No. 432511

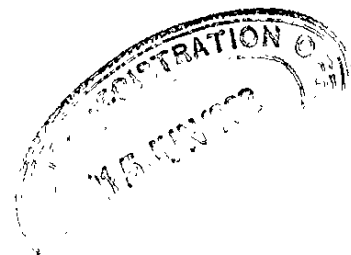
137

THE BRITISH UNITED PROVIDENT ASSOCIATION LIMITED Passed 10 June 1982

At the Annual General Meeting of the Company held on 10 June 1982, the following Resolution was passed as a Special Resolution:-

"THAT the Articles of Association of the Company be amended by the deletion of Article 64A."

W. J. J. J.
Chairman



RESOLUTION of

No. 432511

THE BRITISH UNITED PROVIDENT ASSOCIATION LIMITED Passed 10 June 1982

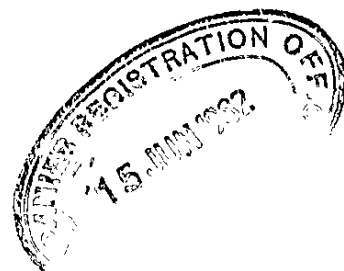
1138

At the Annual General Meeting of the Company held on 10 June 1982, the following Resolution was passed as a Special Resolution:

"THAT the provisions of the Memorandum of Association of the Company with respect to the Objects of the Company be altered by the insertion in Clause 3, after paragraph (c), of the following new paragraph (CC):-

"(CC) 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);"

W. J. W. W.
Chairman



No. 432511

A. F. K.
Secretary

THE COMPANIES ACTS 1948 to 1967

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

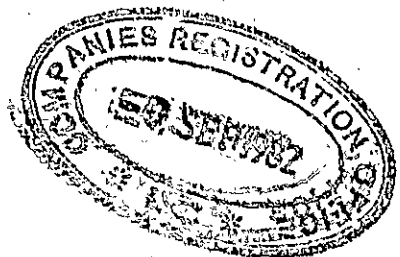
**THE BRITISH UNITED PROVIDENT
ASSOCIATION LIMITED**

Memorandum

-AND-

Articles of Association

Incorporated the 3rd day of April 1947



REPRINTED JULY 1982

Presented by:

FRESHFIELDS
Grindall House
25 Newgate Street
London EC1A 7LH

THE COMPANIES ACTS, 1948 to 1967

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

OF

THE BRITISH UNITED PROVIDENT ASSOCIATION
LIMITED

(as amended by Special Resolutions passed on the
28th March, 1949, 25th June, 1970, 14th June, 1979,
and 10th June, 1982)

-
- 1.* The name of the Company (hereinafter called "the Association") is "THE BRITISH UNITED PROVIDENT ASSOCIATION LIMITED".
 2. The registered office of the Association will be situate in England.
 3. The objects for which the Association is established are:-
 - (A) To prevent, relieve and cure sickness and ill-health of every kind (including physical injuries) and to promote health in any way and in particular (but without derogating from the generality of the foregoing) to raise, establish, maintain and administer a fund (hereinafter called "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.
 - (B) To acquire and undertake the whole or any part of the business, goodwill and assets of any person, firm, company, association or body carrying on or proposing to carry on any of the businesses which the Association is authorised to carry on,

*The name of the Company was on 23rd May 1949, pursuant to a Licence of the Board of Trade under Section 19(2) of the Companies Act 1948, changed from "The British United Provident Association Limited" to "The British United Provident Association". On application by the Company, the Licence of the Board of Trade was revoked on 19th January, 1970 and the name of the Company reverted to "The British United Provident Association Limited".

and, as part of the consideration for such acquisition, to undertake all or any of the liabilities of such person, firm, company, association or body, or to acquire an interest in, amalgamate with, or enter into any arrangement for co-operation or for mutual assistance with, or to make grants, donations or loans to, any such person, firm, company, association or body.

- (C) To make and carry into effect such agreements or arrangements with Governments or authorities (supreme, municipal, local or otherwise), hospitals, nursing homes, infirmaries, medical, surgical, remedial and other like institutions and with Physicians, Surgeons, Consultants, Specialists, members of the medical or nursing or other like professions and other persons as may appear conducive to the furtherance of any of the objects of the Association.
- (CC) 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).
- (D) To make suitable arrangements for the administration of the Provident Fund and of the Association and the carrying out of its objects and for the purpose to engage and to provide in whole or in part for the salaries or maintenance of officers, servants and employees and to support and subscribe to any object, and any institution, society or club whose work is calculated to promote the objects of the Association or to benefit its employees, and which may be connected with any town or place where the Association carries on its work; to give pensions, gratuities or charitable aid to any persons who may have been employed by or may have served the Association, or any Governor of the Association (whether or not such Governor has held any salaried office or place of profit with the Association) or the wives, children, or other relatives or dependants of such persons; to make payment towards insurance for their benefit to form or contribute or subscribe to provident, benefit or any similar funds and superannuation and pension funds or other schemes for the benefit of any such persons, or of their wives, children, or other relatives and dependants.
- (E) To raise or borrow money for the purposes of the Association on such terms and on such security, if any, as may be thought fit, and to make arrangements for the discharge or guarantee of all or any of the liabilities of the Association.
- (F) To invite and receive any property, endowment, legacy, bequest or gift for any purpose within the objects of the Association and to act as Trustees or Managers thereof.

- (G) To enter into such agreements or arrangements of whatever nature with organizations having objects similar to those of the Association as may be calculated to further the objects of the Association.
- (H) To make grants or donations or loans to or to amalgamate or affiliate with any association or body which has objects similar to the objects of the Association and which is prohibited by its constitution from distributing its profits or assets among its members to at least as great an extent as the Association is so prohibited.
- (I) To promote or oppose or join in promoting or opposing any legislative or other measures affecting or likely to affect the work of the Association.
- (J) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property or any rights or privileges which the Association may think necessary or convenient for the promotion of its objects, and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Association.
- (K) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Association as may be thought expedient with a view to the furtherance of its objects.
- (L) To act as agents, brokers and trustees for any person, firm or company and to act in any of the businesses of the Association through or by means of agents, brokers or others and generally to undertake and transact all kinds of agency or other business which an ordinary individual may legally undertake.
- (M) To invest the moneys of the Association not immediately required for its purposes in or upon such investments, securities or property as may be thought fit.
- (N) To lend or advance money to any person or persons upon such security, and on such terms as to repayment and interest, or otherwise, as may be thought fit, and to give guarantees in respect of the fulfilment of any contracts or obligations, and to become surety for, or otherwise financially aid, any person or persons as the Board may decide.
- (O) To establish and support or aid in the establishment or support of any charitable or benevolent association or institution and to subscribe or guarantee money for charitable or benevolent purposes in any way connected with the purposes of the Association or calculated to further its objects.
- (P) To do all such lawful things as are incidental or conducive to the attainment of the above objects or any of them.

4. The income and property of the Association, whencesoever derived, shall be applied solely towards the promotion of the objects of the Association as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the Members of the Association.

Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Association, or to any Members of the Association in return for any services actually rendered to the Association, nor prevent the payment of interest at a rate not exceeding 5 per cent. per annum on money lent or reasonable and proper rent for premises demised or let by any Member to the Association.

5. The liability of the Members is limited.

6. Every Member of the Association undertakes to contribute to the assets of the Association in the event of its being wound up while he is a Member or within one year after he ceases to be a Member for payment of the debts and liabilities of the Association contracted before he ceases to be a Member and of the costs, charges and expenses of winding up and for the adjustment of the rights of contributories among themselves such amount as may be required, not exceeding two shillings and sixpence (thirteen New Pence).

7. If upon the winding up or dissolution of the Association 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 Members of the Association, but shall be given or transferred to some other institution or institutions, having objects similar to the objects of the Association, 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 Association under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the Members of the Association at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object.

THE COMPANIES ACTS, 1948 to 1967

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 25th June, 1970 and
altered by Special Resolutions passed on 3rd July, 1975 and
10th June, 1982)

PRELIMINARY

1. In these Articles, unless there be something in the subject or context inconsistent therewith -

"Association" means the above-named Company.

"The Act" means the Companies Acts, 1948 to 1967.

"The 1948 Act" means the Companies Act 1948.

"The 1967 Act" means the Companies Act 1967.

"The Board" means the Board of Governors for the time being of the Association, and references in the Act to "Board of Directors" and "Board" shall be deemed to be references to the Board of Governors.

"Governor" means a member for the time being of the Board and references in the Act to "Directors" shall be deemed to be references to "Governors".

Words importing the masculine gender only shall include the feminine; and words importing the singular number only shall include the plural and vice versa.

Words or expressions used in these Articles shall bear the same meanings as in the Act or any statutory modification thereof in force at the date on which these Articles become binding on the Company.

MEMBERS GENERALLY

2. For the purpose of registration, the number of Members is declared to be 200. The Board may, whenever the circumstances of the Association require it, register an increase of Members.
3. (1) The subscribers to the Memorandum of Association and such other persons as shall be admitted to membership by the Board in accordance with the succeeding paragraphs of this Article shall, subject to Article 4, be Members, and shall be entered in the Register of Members accordingly. The Board shall have an absolute discretion as to the admission or rejection by them of an application for membership of the Association received from any person who has not been invited by the Board to become a Member in accordance with paragraph (3) of the Article.
(2) All persons who are Members at the date of the adoption of this Article shall continue to be Members, subject only to the provision of Article 6 and paragraphs (1) to (6) inclusive of Article 8(A).
(3) The Board may at any time after the date of the adoption of this Article invite any person to become a Member, who is in any of the following categories:-
 - (a) a subscriber to the Association, whether as an individual or as a member of a group of subscribers;
 - (b) a person not within sub-paragraph (a) of this Article 3(3) who shall be recognised by the Board as interested in or as having supported or being likely to support the objects and interests of the Association.
(4) Any person invited by the Board to become a Member in accordance with paragraph (3) of this Article shall, as a condition precedent to admission to membership, comply with Article 4.
4. No person shall be admitted as a Member unless he shall sign an application in writing in such form as shall from time to time be approved by the Board.
5. Every Member shall be bound to further to the best of his ability the objects and interest of the Association and shall observe all regulations and bye-laws of the Association.
6. Any Member who fails to observe any of the regulations or bye-laws of the Association may be expelled from membership of the Association by a resolution passed by a majority of at least three-fourths of the Governors present and voting at a meeting of the Board specially summoned for that purpose. Not less than seven days' notice of the meeting shall be given to the Member concerned and the notice shall state the purpose for which the meeting is called. Such 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 Member.

7. Membership shall be personal to the Member and shall not be transferable by act of the Member or by operation of law.

8. (A) A Member shall cease to hold that position:-

- (1) If, being a qualified medical practitioner, he is struck off the Medical Register.
- (2) If he becomes of unsound mind or permanently incapable of acting.
- (3) If he becomes bankrupt or makes any arrangement with his creditors.
- (4) If he sends to the Association notice in writing of his retirement.
- (5) If he is removed under the provisions of Article 6.
- (6) At the conclusion of the Annual General Meeting following his 70th birthday unless he is already aged 70 or more at the date of adoption of this Article or unless the Board otherwise determine.
- (7) If, as a person appointed under Article 3(3)(a), he ceases to be a subscriber to the Association (either as an individual or as a member of a group of subscribers).
- (8) If, as a person falling within sub-paragraph (b) of Article 3(3), he shall be required by the Board to resign his membership in accordance with paragraph (B) of this Article 8.

(B) The Board may at any time, by a resolution passed by a majority of at least three-fourths of the Governors present at the relevant meeting and voting, request in writing any person falling within sub-paragraph (b) of Article 3(3) to resign his membership, if the Board by such resolution resolve that in their reasonable opinion that person is no longer interested in or giving appropriate support to the objects and interests of the Association. If that person shall fail to comply with such request within 30 days, the Board may by resolution passed at a further meeting by a like majority resolve that the membership of such person be terminated forthwith. In relation to such further meeting, the provisions of Article 6 (save for the first sentence thereof) shall apply.

(C) Any person who has ceased to be Member by virtue of sub-paragraph 6 of Article 8(A) may be admitted to Honorary Membership of the Association by invitation of the Board in accordance with the following provisions:-

- (1) A person admitted to Honorary Membership ("an Honorary Member") shall not be a Member of the Association for the purpose of these Articles, and accordingly shall have no liability to the Association in terms of Clause 6 of the Memorandum of Association.
- (2) An Honorary Member 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 Association whichever shall first occur.
- (3) An Honorary Member shall, notwithstanding the provisions of sub-paragraph (1) of this Article 8(C), be entitled to receive notice of and to attend all general meetings of the Association, but shall not be entitled to vote thereat.
- (4) An Honorary Member shall resign his Honorary Membership if requested so to do by notice in writing by the Association, resolved to be given by a unanimous resolution of the Board passed at a duly constituted meeting thereof.

GENERAL MEETINGS

9. The Association 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. Not more than fifteen months shall elapse between the date of one annual general meeting of the Association and that of the next. The annual general meeting shall be held at such time and place as the Board shall appoint.

10. All general meetings other than annual general meetings shall be called extraordinary general meetings.

11. The Board may, whenever they think fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisition, or in default may be convened by such requisitionists as provided by Section 132 of the 1948 Act. If at any time there are not within the United Kingdom sufficient Governors capable of acting to form a quorum, any Governor or any two Members of the Association may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Governors.

NOTICE OF GENERAL MEETINGS

12. An annual general meeting and a meeting called for the passing of a special resolution shall be called by twenty one days' notice at the least, and a meeting of the Association 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 Association in general meeting to such persons as are, under the regulations of the Association entitled to receive such notices from the Association:

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

- (a) in the case of a meeting called as the annual general meeting, by all Members entitled to attend and vote thereat; and
- (b) in the case of any other meeting, by a majority in number of the Members having a right to attend and vote at the meeting, being a majority together representing not less than ninety-five per cent. of the total voting rights at the meeting of all the Members.

13. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any Member shall not invalidate any resolution passed or any proceeding at any meeting.

PROCEEDINGS AT GENERAL MEETINGS

14. All business shall be deemed special that is transacted at an extraordinary general meeting, and all that is transacted at an annual general meeting shall also be deemed special with the exception of the consideration of the accounts and balance sheet, and the reports of the Board and Auditors, the election of Governors and other officers, and the fixing of the remuneration of the Auditors.

15. No business shall be transacted at any general meeting unless a quorum of Members is present at the time when the meeting proceeds to business; save as herein otherwise provided, five Members present shall be a quorum.

16. 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 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 Members shall be a quorum.

17. The Chairman of the Board shall preside as Chairman at any general meeting of the Association at which he is present. If the Chairman be not present within fifteen minutes after the time appointed for holding the meeting the Deputy Chairman, if present, shall take the Chair; if the Deputy Chairman be not then present, the Members present shall choose another Governor who is present and willing to act as Chairman of the meeting; but if there is no such Governor present then

the Members present shall choose one of their own number to be Chairman of the meeting.

18. The Chairman of any meeting at which a quorum is present may, with the consent of that meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. Whenever a meeting is adjourned for ten days or more, notice of the adjourned meeting shall be given in the same manner as an original meeting, but save as aforesaid the members shall not be entitled to notices of any adjournment or of the business to be transacted at an adjourned meeting.

19. The decision of a meeting shall be ascertained by a show of hands, unless before or upon the declaration of the result of the show of hands a poll is demanded by the Chairman or by at least three Members of the Association personally present and entitled to vote or by a Member or Members present and representing one-tenth of the total voting rights of all the Members having the right to vote at the meeting, and unless a poll is so demanded a declaration by the Chairman that a resolution has been carried or lost or carried or not carried by a particular majority, shall be conclusive, and an entry in the minutes, signed by the Chairman, shall be conclusive evidence of the decision of the meeting without proof of the number or proportion of votes cast in favour of or against any resolution. Subject to the provisions of Article 20, if a poll be demanded in manner aforesaid it shall be taken at such time and place and in such manner as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A demand for a poll may be withdrawn.

20. No poll shall be demanded on the election of a Chairman or on any question of adjournment. The demand of a poll 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.

21. 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.

22. A resolution in writing signed by all the Members of the Association shall be as valid as if it has been passed at a general meeting except in any case in which under the provisions of the Act it is necessary to hold a general meeting.

VOTES OF MEMBERS

23. Every Member shall have one vote.

24. No Member shall be entitled to vote at any general meeting unless all moneys presently payable by him to the Association have been paid.

25. On a poll votes may be given either personally or by proxy.

26. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy need not be a Member of the Association.

27. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Association or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the persons named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

28. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit-

"THE BRITISH UNITED PROVIDENT ASSOCIATION LIMITED

I/We
of
in the County of , being a
Member/Members of the above named Association, hereby appoint
of
or failing him
of
as my/our proxy to vote for me/us on my/our behalf at the (annual or extraordinary, as the case may be) general meeting of the Association to be held on the day of 19 , and at any adjournment thereof.

Signed this day of 19 .

A proxy need not be a Member of the Association."

29. Where it is desired to afford Members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit -

"THE BRITISH UNITED PROVIDENT ASSOCIATION LIMITED

I/We
of
in the County of , being a

Member/Members of the above named Association, hereby appoint
of
or failing him
of
as my/our proxy to vote for me/us on my/our behalf at the (annual or
extraordinary, as the case may be) general meeting of the
Association to be held on the day of 19 ,
and at any adjournment thereof.

Signed this day of 19 .

This form is to be used *in favour of the resolution.
against

Unless otherwise instructed, the proxy will vote as he thinks fit.

*Strike out whichever is not desired.

A proxy need not be a Member of the Association."

30. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

31. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of such death, insanity or revocation as aforesaid shall have been received by the Association at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS

32. Any corporation which is a Member of the Association may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Association, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual Member of the Association .

BOARD

33. The Governors shall not be less than ten in number. The Association may by Ordinary Resolution from time to time vary the minimum number of Governors.

34. No person shall be eligible to hold office as a Governor who is not a Member of the Association. If any person who is not already a Member of the Association shall be appointed or elected to the Board he shall be deemed to have been duly invited to become a Member of the Association and he shall forthwith comply with Article 4.

35. Subject to the provisions of Article 55, the remuneration of Governors (except the Chief Executive appointed in accordance with Article 37 and any other salaried employee of the Association who may be appointed or elected as a Governor) shall be determined from time to time by the Association in general meeting, whether for a fixed period or not, as may be thought fit, with power to the Association in general meeting from time to time to vary such remuneration. Such remuneration shall be divided among the Governors (except as aforesaid) in such proportions and manner as the Governors may determine and in default of determination equally. Subject to any such determination any Governor holding office for part of a year shall be entitled to a proportionate part of any such remuneration in respect of such year.

36. Governors shall be entitled to repayment of all such reasonable expenses as they may incur in attending and returning from meetings of the Governors or of any committee of the Governors or general meetings or otherwise in or about the business of the Association.

CHIEF EXECUTIVE

37. (A) The Governors may from time to time appoint one or more of their body to the office of Chief Executive (with such designation as the Governors 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. A Governor so appointed shall not whilst holding that office be subject to retirement by rotation or be taken into account in determining the rotation of retirement of Governors.

(B) The appointment of any Governor to the office of Chief Executive shall automatically determine if he ceases to be a Governor but without prejudice to any claim for damages for breach of any contract of service between him and the Association.

(C) The Governors may entrust to and confer upon the Chief Executive any of the powers (other than the power to borrow money) exercisable by them as Governors upon such terms and conditions and with such restrictions as they think fit, and either collaterally with or to the exclusion of their own powers, and may from time to time revoke, withdraw, alter or vary all or any of such powers.

ROTATION OF GOVERNORS

38. At each annual general meeting one-third of the Governors for the time being (or, if their number is not a multiple of three, the number nearest to but not greater than one-third) shall retire from office.

39. The Governors to retire by rotation shall include (so far as necessary to obtain the number required) any Governor who wishes to retire and not to offer himself for re-election. Any further Governors

so to retire shall be those of the other Governors who have been longest in office since their last re-election or appointment and so that as between persons who became or were last re-elected Governors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. A retiring Governor shall be eligible for re-election.

40. The Association at the meeting at which a Governor retires in manner aforesaid may fill the vacated office by electing a person thereto, and in default the retiring Governor shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such Governors shall have been put to the meeting and lost.

41. No person other than a Governor retiring at the meeting shall unless recommended by the Governors be eligible for election to the office of Governor at any general meeting unless, not less than three nor more than twenty one days before the date appointed for the meeting, there shall have been left at the registered office of the Association notice in writing, signed by a Member duly qualified to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing signed by that person of his willingness to be elected.

42. The Board shall have power at any time, and from time to time, to appoint any person to be a Governor, either to fill a casual vacancy or as an addition to the existing Board. Any Governor 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 Governors who are to retire by rotation at such meeting. Provided that any Governor holding office at the date of the adoption of these Articles of Association by virtue of a nomination made by a Branch pursuant to Article 26(2) of the Articles of Association in force immediately prior to the adoption of these Articles shall be deemed to have been appointed by the Board under this Article and shall hold office accordingly.

43. The Association may by Ordinary Resolution of which special notice has been given in accordance with Section 142 of the 1948 Act, remove any Governor before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Association and such Governor. Such removal shall be without prejudice to any claim such Governor may have for damages for breach of any contract of service between him and the Association.

44. The Association may by Ordinary Resolution appoint another person in place of a Governor removed from office under the immediately preceding Article. Without prejudice to the powers of the Board under Article 42 the Company in general meeting may appoint any person to be a Governor either to fill a casual vacancy or as an additional Governor. The person appointed to fill such a vacancy shall be subject to retirement at the same time as if he had become a Governor on the day on

which the Governor in whose place he is appointed was last elected a Governor.

POWERS AND DUTIES OF THE BOARD

45. The business of the Association shall be managed by the Governors, who may pay all expenses incurred in promoting and registering the Association and may exercise all such powers of the Association as are not, by the Act or by these Articles, required to be exercised by the Association in general meeting, subject nevertheless to the provisions of the Act or these Articles, and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Association in general meeting; but no regulation made by the Association in general meeting shall invalidate any prior act of the Governors which would have been valid if that regulation had not been made.
46. The Board may make and vary from time to time such rules, regulations and bye-laws for the conduct of the affairs of the Association as they shall think proper, but so that no rule, regulation or bye-law shall have any validity, effect or operation if it amounts to or involves such an addition to or alteration of these Articles as could only properly be made by special resolution.
47. The Board may formulate and from time to time vary schemes to implement the purposes of the Association, including particulars of subscriptions and benefits, services in respect of which benefit shall be paid and a classification of surgical operations.
48. The Governors may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the Governors, to be the attorney or attorneys of the Association for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Governors under these Articles) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Governors may think fit and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.
49. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Association, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Governors shall from time to time by resolution determine.
50. The Governors shall cause minutes to be made in books provided for the purpose:-
- (a) of all appointments of officers made by the Governors;
 - (b) of the names of the Governors present at each meeting of the Governors and of any committee of the Governors;

- (c) of all resolutions and proceedings at all meetings of the Association, and of the Governors, and of committees of Governors.

51. (1) A Governor who is in any way, whether directly or indirectly interested in a contract or proposed contract with the Association, shall declare the nature of his interest at a meeting of the Governors in accordance with Section 199 of the 1948 Act.

(2) A Governor shall not vote in respect of any contract or arrangement in which he is interested, and if he shall do so his vote shall not be counted, nor shall he be counted in the quorum present at the meeting, but neither of these prohibitions shall apply to:-

- (a) any arrangement for giving any Governor any security or indemnity in respect of money lent by him to or obligations undertaken by him for the benefit of the Association; or
- (b) to any arrangement for the giving by the Association of any security to a third party in respect of a debt or obligation of the Association for which the Governor himself has assumed responsibility in whole or in part under a guarantee or indemnity or by the deposit of a security; or
- (c) any contract or arrangement with any other company or association in which he is interested only as an officer of the company or as holder of shares or other securities;

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 Association in general meeting.

(3) A Governor may hold any other office or place of profit under the Association (other than the office of Auditor) in conjunction with his office of Governor for such period and on such terms (as to remuneration and otherwise) as the Governors may determine and no Governor or intending Governor shall be disqualified by his office from contracting with the Association either with regard to his tenure of any such other office or place of profit or as vendor, purchaser or otherwise, nor shall any such contract or any contract or arrangement entered into by or on behalf of the Association in which any Governor is in any way interested, be liable to be avoided, nor shall any Governor so contracting or being so interested be liable to account to the Association for any profit realised by any such contract or arrangement by reason of such Governor holding that office or of the fiduciary relation thereby established provided that such Governor shall have declared his interest to the Association prior to its entering into such contract or arrangement.

(4) A Governor notwithstanding his interest, may be counted in the quorum present at any meeting whereat he or any other Governor is appointed to hold any such office or place of profit under the Association or whereat 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.

(5) Any Governor may act by himself or his firm in a professional capacity for the Association and he or his firm shall be entitled to remuneration for professional services as if he were not a Governor; provided that such Governor shall have declared his interest as prescribed in Clause (3) of this Article and provided that nothing herein contained shall authorise a Governor or his firm to act as Auditor to the Association.

52. The Governors on behalf of the Association may pay a gratuity or pension or allowance on retirement to any Governor (whether or not he has held any other salaried office or place of profit with the Association) 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.

53. The Board shall engage such officers and servants as they may consider necessary, and shall fix and regulate their terms and conditions of service. The provisions of Sections 177 to 179 of the 1948 Act with respect to the Secretary shall be duly observed.

HONORARY OFFICERS

54. 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.

SUBSIDIARY COMPANIES

55. The Governors may arrange that any branch of the business carried on by the Association or any other business in which the Association may be interested shall be carried on by or through one or more subsidiary companies, and they may on behalf of the Association make such arrangements as they think advisable for taking the profits or bearing the losses of any branch or business so carried on or for financing, assisting or subsidising any such subsidiary company or guaranteeing its contracts, obligations or liabilities, and they may appoint, remove and re-appoint any persons (whether members of their own body or not) to act as Directors, Managing Directors or Managers of any such company, and may determine the remuneration (whether by way of salary, commission on profits or otherwise) of any person so appointed, but in determining from time to time the total remuneration of Governors pursuant to Article 35 the Association shall in respect of any period have regard to the aggregate remuneration for that period payable to Governors holding office in such subsidiary companies by virtue of appointments made under this Article 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 Article 35.

PROCEEDINGS OF THE BOARD

56. The Board shall meet together not less than twice a year for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes, the Chairman shall have a second or casting vote.

57. The quorum necessary for the transaction of business at a meeting of the Board shall be such number, not being less than two, as shall from time to time be determined by the Board and in default of such determination shall be four.

58. (1) The Board shall elect annually one of their number to be the Chairman of the Board.

(2) The Chairman shall, immediately upon his election, appoint a Governor to be Deputy Chairman, and shall fill any casual vacancy that may arise in that office. The Chairman may, at his pleasure, remove the Deputy Chairman from office.

(3) The Deputy Chairman shall retire from office at the time when the Chairman appointing him retires from office; provided that if the Chairman vacates his office before the expiration of the period for which he was elected then the Deputy Chairman appointed by him shall continue in office till a new Chairman shall be elected, and shall then retire from office.

(4) Any retiring Chairman or Deputy Chairman shall be eligible for re-election or re-appointment (as the case may be).

(5) The Chairman shall preside at all meetings of the Board at which he is present. If the Chairman be 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 be not present, the Governors then present shall choose one of themselves to take the Chair at that meeting of the Board.

(6) A casual vacancy in the office of Chairman shall be filled as soon as conveniently may be by the Governors, not less than seven days' notice being served on the Governors of the meeting at which it is proposed to fill the same, and of the object of the meeting. The Governor elected to fill such vacancy shall hold office so long only as the vacating Chairman would have been entitled to hold office.

59. A Governor may, and the Secretary on the requisition of a Governor shall, at any time summon a meeting of the Board. It shall not be necessary to give notice of a meeting of the Board to any Governor for the time being absent from the United Kingdom.

60. A meeting of the Board at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under these Articles vested for the time being in the Board.
61. All acts bona fide done by any meeting of the Board or by any person acting as a Governor shall, notwithstanding it be afterwards discovered that there was some defect in the appointment of any Governor or Governors 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 and was qualified to be a Governor.
62. The Governors for the time being may act notwithstanding any vacancy in their body provided that if their number is reduced below ten, they may act for the purpose of filling vacancies in their body or of convening a general meeting but for no other purpose.
63. A resolution in writing signed by all the Governors for the time being in the United Kingdom shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and constituted.

COMMITTEES

64. (a) The Governors may delegate any of their powers to committees consisting of such member or members of their body as they think fit; any committee so formed shall, in exercise of the powers so delegated, conform to any regulation that may be imposed on it by the Governors.
- (b) If the Chairman of the Board shall be a member of a Committee he shall also be Chairman of that Committee. Subject thereto a Committee may elect a Chairman of its meetings; if no such Chairman is elected, or if at any meeting the Chairman is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to be Chairman of the meeting.
- (c) A Committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of equality of votes the Chairman shall have a second or casting vote.

DISQUALIFICATION OF GOVERNORS

65. The office of Governor shall be vacated if he:-
- (A) becomes a bankrupt or enters into a composition with his creditors;
- (B) is directly or indirectly interested in any contract with the Association and fails to declare the nature of his interest in manner required by Section 199 of the 1948 Act;

- (C) ceases to be a Governor by virtue of Section 184 or Section 185 of the 1948 Act;
- (D) becomes prohibited from being a Governor by reason of any order under Section 188 of the 1948 Act;
- (E) becomes of unsound mind or permanently incapable of acting;
- (F) ceases for any cause to be a Member of the Association;
- (G) being a qualified medical practitioner, is struck off the Medical Register;
- (H) resigns his office by notice in writing to the Association;
- (I) having been absent from four consecutive meetings of the Board vacates his office by reason of a resolution of the Board declaring such office to be vacant.

SEAL

66. The seal of the Association shall not be affixed to any instrument except by the authority of a resolution of the Board or of a Committee of Governors authorised by the Governors in that behalf, and in the presence of any two Governors or any one Governor and the Secretary or such other person as the Board may appoint for the purpose in place of the Secretary and those persons shall sign every instrument to which the seal shall be affixed in their presence.

ACCOUNTS

67. The Board shall cause proper books of account to be kept with respect to:-

- (a) all sums of money received and expended by the Association and the matters in respect of which the receipt and expenditure takes place;
- (b) all sales and purchases of goods by the Association; and
- (c) the assets and liabilities of the Association.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Association's affairs and to explain its transactions.

68. The books of account shall be kept at the registered office of the Association, or, subject to Section 147(3) of the 1948 Act, at such other place or places as the Board think fit, and shall always be open to the inspection of the Governors.

69. The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Association or any of them

shall be open to the inspection of Members not being Governors, and no Member (not being a Governor) shall have any right of inspecting any account or book or document of the Association except as conferred by statute or authorised by the Board or by the Association in general meeting.

70. The Board shall from time to time in accordance with Sections 148, 150 and 157 of the 1948 Act, as amended by the 1967 Act, cause to be prepared and to be laid before the Association in general meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections.

71. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Association in general meeting, together with a copy of the Auditor's Report, shall not less than twenty one days before the date of the meeting be sent to every Member of, and every holder of debentures of the Association. Provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Association is not aware or to more than one of the joint holders of any debentures.

AUDITORS

72. Auditors shall be appointed and their duties regulated in accordance with Sections 159 to 161 of the 1948 Act as amended by the 1967 Act and Section 14 of the 1967 Act.

NOTICES

73. A notice may be given by the Association to any 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 Association for the giving of notice to him. 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 in the case of a notice of a meeting at the expiration of twenty four hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered by first class post.

74. Notice of every general meeting shall be given in any manner hereinbefore authorised to:-

(a) every Member except those Members who (having no registered address within the United Kingdom) have not supplied to the Association an address within the United Kingdom for the giving of notices to them; and

(b) the Auditor for the time being of the Association.

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

WINDING UP

75. The provisions of Clause 7 of the Memorandum of Association relating to the winding up and dissolution of the Association shall apply and have effect as if that Clause were repeated in these Articles.

INDEMNITY

76. Every Governor, Agent, Auditor, Secretary and other officer for the time being of the Association shall be indemnified out of the assets of the Association against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 448 of the 1948 Act in which relief is granted to him by the court.

432511
Thornton Baker
CHARTERED ACCOUNTANTS
A member of Grant Thornton International

Our Ref: **NRL/EH**

13th May 1985

We refer to your letter of 2nd May and previous discussions with representatives of the Board when it was requested that we resign as auditors of The British United Provident Association Limited. Accordingly, we tender our resignation as auditors with effect from the conclusion of the next Annual General Meeting on 20th June 1985.

Yours faithfully,

Frank Dahr.

[illegible]

Fairfax House Fulwood Place London WC1V 6DW
Telephone: 01-405 8422 Telegrams: Torbeta London WC1
Telex: 28984 London Document Exchange Box LDE 15
Facsimile: 01-405 1186

432511
159
Thornton Baker
CHARTERED ACCOUNTANTS
A member of Grant Thornton International

J P Percy M G Lickiss A M Milling Sir Anthony Jolliffe GBE M D Boothan A P Downs D L Spence N R Lyle P Brandt M C W Hall G D Thomas
G W Sykes R W Polls M A Rogerson R A Roberts J F Keane D J Moore R S J Jolliffe I D Williams R J Westhead D H Fisher J W Israelsohn
J P Hardman A M Bond W B Grieve D M Whitehead E R Storey A J Flatt P D Reed I Jacob M J Cleary A R Wilson P I Cuthbert Smith A A Steele
P J Tuck P G C Carne M J Timms

Your Ref:

Our Ref: NRL/EH

K.G.P. Crafter, Esq.,
The British United Provident
Association Limited,
Provident House,
Essex Street,
London WC2R 3AX.

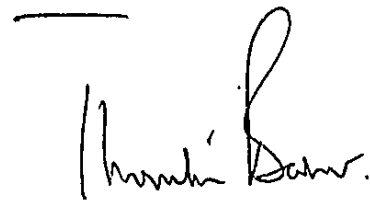
13th May 1985

Dear Sir,

We refer to your letter of 2nd May and previous discussions with representatives of the Board when it was requested that we resign as auditors of The British United Provident Association Limited. Accordingly, we tender our resignation as auditors with effect from the conclusion of the next Annual General Meeting on 20th June 1985.

In accordance with Section 16(2) of the Companies Act 1976, we confirm that there are no circumstances connected with this resignation which we consider should be brought to the notice of the members or creditors of the Association.

Yours faithfully,





M G Lickiss (Managing Partner) R E Adkins A J Agnew M J Alexander J A Allen E G M Antill D W Arkley C J Arnold D M Arnold J C Astin P T Ayres T Baldry A S Baldwin G E Baskerville
D G Bayes H P Bee P J Berne C F Bennett N P Beswetherick R P Belts J P Bevan C G Bicknell A M D Bird V F N Blackburn M R Blackmore W C Blyth J C F Bolton W A Bolton A M Bond
M D Boothan R Brandt A Breakwell L Brethrick D H Brooks J A Brown C Brownlee R St J Buller D Burton B J Butler J A Butterfield R G Caistor W D B Cameron A B Canneaux
L J Cartwright C T Chater R J Churchill G M Clarke D E Claypole White M J Cleary C G Chinch C S Cocks M G Cole J H G Collier A M Cooper J B Corrin P L Cuthbert-Smith R D Darling
G W Davies D C de Winter S K Dexter P R Deyes W P Dickinson D S Donnan A P Downs L J Duncan J E S Dunn G R Elliott D C Featherstone D H Fisher A J Flatt P S Flesher
J Foulsham R J N Fowler C P Freeman A V Fretwell B T Gamble W F Gemmill R A George A G H Gibson A P Godfrey E C Godfrey P A Gourd P G W Green A Green W B Grieve
A Griffiths D Griffiths A B Grisewood H S Hackney T A Hague R S A Hall S M Hall R J Harbidge J F Harbottle G E P Harding J P Hardman A G C Harper G Harrison I D Hart
M F Hawkins T Hayes R Heyton E J G Healey D J Hedges P K Hems P T Hendy R H L Herdman S J Herring G R Hobbins D R Hobbs M C Hockey G M Hope J P Howarth J S Howarth
G D Hurst R M Hurst K E Hutchinson R H Ingle S Ingram J W Israelsohn I Jacob W R Jenkins I P Johns Sir Anthony Jolliffe GBE R St J Jolliffe N A Karimjee J F Keane A K Kelly
R W S Knight B G Laventure A J R Lewis D H Lewis J W Lewis W L Lilford N R Lyle D C McDonnell J D McGibbon M M Lauchlan J E Macmillan M C MacSwiney B M Marshall C P Masters
I B Menzies A M Milling D J Moore D J Musker D M B Naylor A M Newsom-Smith C P Oddie K A Ody D A Parry I F Pattison J P Percy T Piton R W Polls B J Priestley P H Radcliffe
W G Raymond P D Reed G V Rees G C Reid K H Risdale A Roberts R A Roberts D R Robson M A Rogerson A D S Rolland G M Ross D G Rowlands M W Roxburgh M B Sarson P V Savin
S G Schanschlegel M J Scott D H Senior J J Shadbolt B R Shearer A G R Simmonds A H Slack C F Sleight H D Smith J A Smith R J Smith M K Somers J A Sowden J C Spavins
D L Spence A A Steele P E Steele E R Storey G Stringer G W Sykes K Tatterfield G D Thomas L S Thomas M J Timms W J L Tink M Tomlinson D H Tomkinson P J Tuck R G Tudor
D J Turner I R Turner J S Twigg D E Walker P G Walker I A Wallace G J Walkwork M B Warburton D C Watson D Webster A J Westall R J Westhead A J Wheatley A W T White R G White
D M Whitehead J Whitehouse J S Whitley C R Williams E K Williams I D Williams A R Wilson J W Wilson B C Winston M C Withall C H Wontner-Smith B E Woods M R Young R C Zair

26 7
4325/1
163

THE COMPANIES ACT 1985

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 25th June, 1970 and
altered by Special Resolutions passed on 3rd July, 1975,
10th June, 1982 and 20th June, 1985)

PRELIMINARY

1. In these Articles, unless there be something in the subject or context inconsistent therewith -

"Association" means the above-named Company.

"The Act" means the Companies Acts 1985.

"The Board" means the Board of Governors for the time being of the Association, and references in the Act to "Board of Directors" and "Board" shall be deemed to be references to the Board of Governors.

"Governor" means a member for the time being of the Board and references in the Act to "Directors" shall be deemed to be references to "Governors".

Words importing the masculine gender only shall include the feminine; and words importing the singular number only shall include the plural and vice versa.

Words or expressions used in these Articles shall bear the same meanings as in the Act or any statutory modification thereof in force at the date on which these Articles become binding on the Company.

MEMBERS GENERALLY

2. For the purpose of registration, the number of Members is declared to be 200. The Board may, whenever the circumstances of the Association require it, register an increase of Members.

3. (1) The subscribers to the Memorandum of Association and such other persons as shall be admitted to membership by the Board in accordance with the succeeding paragraphs of this Article shall, subject to Article 4, be Members, and shall be entered



in the Register of Members accordingly. The Board shall have an absolute discretion as to the admission or rejection by them of an application for membership of the Association received from any person who has not been invited by the Board to become a Member in accordance with paragraph (3) of the Article.

- (2) All persons who are Members at the date of the adoption of this Article shall continue to be Members, subject only to the provision of Article 6 and paragraphs (1) to (6) inclusive of Article 8(A).
- (3) The Board may at any time after the date of the adoption of this Article invite any person to become a Member, who is in any of the following categories:-
 - (a) a subscriber to the Association, whether as an individual or as a member of a group of subscribers;
 - (b) a person not within sub-paragraph (a) of this Article 3(3) who shall be recognised by the Board as interested in or as having supported or being likely to support the objects and interests of the Association.
- (4) Any person invited by the Board to become a Member in accordance with paragraph (3) of this Article shall, as a condition precedent to admission to membership, comply with Article 4.

4. No person shall be admitted as a Member unless he shall sign an application in writing in such form as shall from time to time be approved by the Board.

5. Every Member shall be bound to further to the best of his ability the objects and interest of the Association and shall observe all regulations and bye-laws of the Association.

6. Any Member who fails to observe any of the regulations or bye-laws of the Association may be expelled from membership of the Association by a resolution passed by a majority of at least three-fourths of the Governors present and voting at a meeting of the Board specially summoned for that purpose. Not less than seven days' notice of the meeting shall be given to the Member concerned and the notice shall state the purpose for which the meeting is called. Such 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 Member.

7. Membership shall be personal to the Member and shall not be transferable by act of the Member or by operation of law.

8. (A) A Member shall cease to hold that position:-

- (1) If, being a qualified medical practitioner, he is struck off the Medical Register.

- (2) If he becomes of unsound mind or permanently incapable of acting.
- (3) If he becomes bankrupt or makes any arrangement with his creditors.
- (4) If he sends to the Association notice in writing of his retirement.
- (5) If he is removed under the provisions of Article 6.
- (6) At the conclusion of the Annual General Meeting following his 70th birthday unless he is already aged 70 or more at the date of adoption of this Article or unless the Board otherwise determine.
- (7) If, as a person appointed under Article 3(3)(a), he ceases to be a subscriber to the Association (either as an individual or as a member of a group of subscribers).
- (8) If, as a person falling within sub-paragraph (b) of Article 3(3), he shall be required by the Board to resign his membership in accordance with paragraph (B) of this Article 8.
- (9) 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 Association) or if a receiver, liquidator or similar officer is appointed in respect of all or any part of its business or assets.
- (B) The Board may at any time, by a resolution passed by a majority of at least three-fourths of the Governors present at the relevant meeting and voting, request in writing any person falling within sub-paragraph (b) of Article 3(3) to resign his membership, if the Board by such resolution resolve that in their reasonable opinion that person is no longer interested in or giving appropriate support to the objects and interests of the Association. If that person shall fail to comply with such request within 30 days, the Board may by resolution passed at a further meeting by a like majority resolve that the membership of such person be terminated forthwith. In relation to such further meeting, the provisions of Article 6 (save for the first sentence thereof) shall apply.
- (C) Any person may be admitted to Honorary Membership of the Association by invitation of the Board in accordance with the following provisions:-
 - (1) A person admitted to Honorary Membership ("an Honorary Member") shall not be a Member of the Association for the purpose of these Articles, and accordingly shall have no

liability to the Association in terms of Clause 6 of the Memorandum of Association.

- (2) An Honorary Member 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 Association whichever shall first occur.
- (3) An Honorary Member shall, notwithstanding the provisions of sub-paragraph (1) of this Article 8(C), be entitled to receive notice of and to attend all general meetings of the Association, but shall not be entitled to vote thereat.
- (4) An Honorary Member shall resign his Honorary Membership if requested so to do by notice in writing by the Association, resolved to be given by a unanimous resolution of the Board passed at a duly constituted meeting thereof.

GENERAL MEETINGS

9. The Association 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. Not more than fifteen months shall elapse between the date of one annual general meeting of the Association and that of the next. The annual general meeting shall be held at such time and place as the Board shall appoint.

10. All general meetings other than annual general meetings shall be called extraordinary general meetings.

11. The Board may, whenever they think fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisition, or in default may be convened by such requisitionists as provided by Section 368 of the Act. If at any time there are not within the United Kingdom sufficient Governors capable of acting to form a quorum, any Governor or any two Members of the Association may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Governors.

NOTICE OF GENERAL MEETINGS

12. An annual general meeting and a meeting called for the passing of a special resolution shall be called by twenty one days' notice at the least, and a meeting of the Association 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 Association in

general meeting to such persons as are, under the regulations of the Association entitled to receive such notices from the Association:

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

- (a) in the case of a meeting called as the annual general meeting, by all Members entitled to attend and vote thereat; and
- (b) in the case of any other meeting, by a majority in number of the Members having a right to attend and vote at the meeting, being a majority together representing not less than ninety-five per cent. of the total voting rights at the meeting of all the Members.

13. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any Member shall not invalidate any resolution passed or any proceeding at any meeting.

PROCEEDINGS AT GENERAL MEETINGS

14. All business shall be deemed special that is transacted at an extraordinary general meeting, and all that is transacted at an annual general meeting shall also be deemed special with the exception of the consideration of the accounts and balance sheet, and the reports of the Board and Auditors, the election of Governors and other officers and the appointment or re-appointment of, and the fixing of the remuneration of the Auditors.

15. No business shall be transacted at any general meeting unless of quorum of Members is present at the time when the meeting proceeds to business; save as herein otherwise provided, five Members present shall be a quorum.

16. 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 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 Members shall be a quorum.

17. The Chairman of the Board shall preside as Chairman at any general meeting of the Association at which he is present. If the Chairman be not present within fifteen minutes after the time appointed for holding the meeting the Deputy Chairman, if present, shall take the Chair; if the Deputy Chairman be not then present, the Members present shall choose another Governor who is present and willing to act as Chairman of the meeting; but if there is no such Governor present then the Members present shall choose one of their own number to be Chairman of the meeting.

18. The Chairman of any meeting at which a quorum is present may, with the consent of that meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as an original meeting, but save as aforesaid the Members shall not be entitled to notices of any adjournment or of the business to be transacted at an adjourned meeting.

19. The decision of a meeting shall be ascertained by a show of hands, unless before or upon the declaration of the result of the show of hands a poll is demanded by the Chairman or by at least three Members of the Association personally present and entitled to vote or by one or two Members personally present and with such right representing (either by proxy or as a corporation in accordance with Article 32 or both) respectively one or more other Members of the Association having the right to attend and vote and unless a poll is so demanded a declaration by the Chairman that a resolution has been carried or lost or carried or not carried by a particular majority, shall be conclusive, and an entry in the minutes, signed by the Chairman, shall be conclusive evidence of the decision of the meeting without proof of the number or proportion of votes cast in favour of or against any resolution. Subject to the provisions of Article 20, if a poll be demanded in manner aforesaid it shall be taken at such time and place and in such manner as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A demand for a poll may be withdrawn.

20. No poll shall be demanded on the election of a Chairman or on any question of adjournment. The demand of a poll 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.

21. 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.

22. A resolution in writing signed by all the Members of the Association shall be as valid as if it has been passed at a general meeting except in any case in which under the provisions of the Act it is necessary to hold a general meeting.

VOTES OF MEMBERS

23. Every Member shall have one vote.

24. No Member shall be entitled to vote at any general meeting unless all moneys presently payable by him to the Association have been paid.

25. On a poll votes may be given either personally or by proxy.

26. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or,

if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy need not be a Member of the Association.

27. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Association or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the persons named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

28. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit-

"THE BRITISH UNITED PROVIDENT ASSOCIATION LIMITED

I/We ,
of ,
in the County of , being a
Member/Members of the above named Association, hereby appoint
of ,
or failing him ,
of ,
as my/our proxy to vote for me/us on my/our behalf at the
(annual or extraordinary, as the case may be) general meeting
of the Association to be held on the day of
19 , and at any adjournment thereof.

Signed this day of 19 .

A proxy need not be a Member of the Association."

29. Where it is desired to afford Members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit

*THE BRITISH UNITED PROVIDENT ASSOCIATION LIMITED

I/We ,
of ,
in the County of , being a
Member/Members of the above named Association, hereby appoint
of ,
or failing him ,
of ,
as my/our proxy to vote for me/us on my/our behalf at the
(annual or extraordinary, as the case may be) general meeting
of the Association to be held on the day of
19 , and at any adjournment thereof.

equally. Subject to any such determination any Governor holding office for part of a year shall be entitled to a proportionate part of any such remuneration in respect of such year.

36. Governors shall be entitled to repayment of all such reasonable expenses as they may incur in attending and returning from meetings of the Governors or of any committee of the Governors or general meetings or otherwise in or about the business of the Association.

CHIEF EXECUTIVE

37. (A) The Governors may from time to time appoint one or more of their body to the office of Chief Executive (with such designation as the Governors 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. A Governor so appointed shall not whilst holding that office be subject to retirement by rotation or be taken into account in determining the rotation of retirement of Governors.

(B) The appointment of any Governor to the office of Chief Executive shall automatically determine if he ceases to be a Governor but without prejudice to any claim for damages for breach of any contract of service between him and the Association.

(C) The Governors may entrust to and confer upon the Chief Executive any of the powers (other than the power to borrow money) exercisable by them as Governors upon such terms and conditions and with such restrictions as they think fit, and either collaterally with or to the exclusion of their own powers, and may from time to time revoke, withdraw, alter or vary all or any of such powers.

ROTATION OF GOVERNORS

38. At each annual general meeting one-third of the Governors for the time being (or, if their number is not a multiple of three, the number nearest to but not greater than one-third) shall retire from office.

39. The Governors to retire by rotation shall include (so far as necessary to obtain the number required) any Governor who wishes to retire and not to offer himself for re-election. Any further Governors so to retire shall be those of the other Governors who have been longest in office since their last re-election or appointment and so that as between persons who became or were last re-elected Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. A retiring Governor shall be eligible for re-election.

40. The Association at the meeting at which a Governor retires in manner aforesaid may fill the vacated office by electing a person

thereto, and in default the retiring Governor shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such Governors shall have been put to the meeting and lost.

41. No person other than a Governor retiring at the meeting shall unless recommended by the Governors be eligible for election to the office of Governor at any general meeting unless, not less than three nor more than twenty one days before the date appointed for the meeting, there shall have been left at the registered office of the Association notice in writing, signed by a Member duly qualified to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing signed by that person of his willingness to be elected.

42. The Board shall have power at any time, and from time to time, to appoint any person to be a Governor, either to fill a casual vacancy or as an addition to the existing Board. Any Governor 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 Governors who are to retire by rotation at such meeting.

43. The Association may by Ordinary Resolution of which special notice has been given in accordance with Section 379 of the Act, remove any Governor before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Association and such Governor. Such removal shall be without prejudice to any claim such Governor may have for damages for breach of any contract of service between him and the Association.

44. The Association may by Ordinary Resolution appoint another person in place of a Governor removed from office under the immediately preceding Article. Without prejudice to the powers of the Board under Article 42 the Company in general meeting may appoint any person to be a Governor either to fill a casual vacancy or as an additional Governor. The person appointed to fill such a vacancy shall be subject to retirement at the same time as if he had become a Governor on the day on which the Governor in whose place he is appointed was last elected a Governor.

POWERS AND DUTIES OF THE BOARD

45. The business of the Association shall be managed by the Governors, who may pay all expenses incurred in promoting and registering the Association and may exercise all such powers of the Association as are not, by the Act or by these Articles, required to be exercised by the Association in general meeting, subject nevertheless to the provisions of the Act or these Articles, and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Association in general meeting; but no regulation made by the Association in general meeting shall invalidate any prior act of the Governors which would have been valid if that regulation had not been made.

46. The Board may make and vary from time to time such rules, regulations and bye-laws for the conduct of the affairs of the Association as they shall think proper, but so that no rule, regulation or bye-law shall have any validity, effect or operation if it amounts to or involves such an addition to or alteration of these Articles as could only properly be made by special resolution.

47. The Board may formulate and from time to time vary schemes to implement the purposes of the Association, including particulars of subscriptions and benefits, services in respect of which benefit shall be paid and a classification of surgical operations.

48. The Governors may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the Governors, to be the attorney or attorneys of the Association for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Governors under these Articles) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Governors may think fit and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.

49. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Association, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Governors shall from time to time by resolution determine.

50. The Governors shall cause minutes to be made in books provided for the purpose:-

- (a) of all appointments of officers made by the Governors;
- (b) of the names of the Governors present at each meeting of the Governors and of any committee of the Governors;
- (c) of all resolutions and proceedings at all meetings of the Association, and of the Governors, and of committees of Governors.

51. (1) A Governor who is in any way, whether directly or indirectly interested in a contract or proposed contract with the Association, shall declare the nature of his interest at a meeting of the Governors in accordance with Section 317 of the Act.

- (2) A Governor shall not vote in respect of any contract or arrangement in which he is interested, and if he shall do so his vote shall not be counted, nor shall he be counted in the quorum present at the meeting, but neither of these prohibitions shall apply to:-

- (a) any arrangement for giving any Governor any security or indemnity in respect of money lent by him to or obligations undertaken by him for the benefit of the Association; or
- (b) to any arrangement for the giving by the Association of any security to a third party in respect of a debt or obligation of the Association for which the Governor himself has assumed responsibility in whole or in part under a guarantee or indemnity or by the deposit of a security; or
- (c) any contract or arrangement with any other company or association in which he is interested only as an officer of the company or as holder of shares or other securities;

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 Association in general meeting.

- (3) A Governor may hold any other office or place of profit under the Association (other than the office of Auditor) in conjunction with his office of Governor for such period and on such terms (as to remuneration and otherwise) as the Governors may determine and no Governor or intending Governor shall be disqualified by his office from contracting with the Association either with regard to his tenure of any such other office or place of profit or as vendor, purchaser or otherwise, nor shall any such contract or any contract or arrangement entered into by or on behalf of the Association in which any Governor is in any way interested, be liable to be avoided, nor shall any Governor so contracting or being so interested be liable to account to the Association for any profit realised by any such contract or arrangement by reason of such Governor holding that office or of the fiduciary relation thereby established provided that such Governor shall have declared his interest to the Association prior to its entering into such contract or arrangement.
- (4) A Governor notwithstanding his interest, may be counted in the quorum present at any meeting whereat he or any other Governor is appointed to hold any such office or place of profit under the Association or whereat 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.
- (5) Any Governor may act by himself or his firm in a professional capacity for the Association and he or his firm shall be entitled to remuneration for professional services as if he were not a Governor; provided that such Governor shall have declared his interest as prescribed in Clause (3) of this Article and provided that nothing herein contained shall

authorise a Governor or his firm to act as Auditor to the Association.

52. The Governors on behalf of the Association may pay a gratuity or pension or allowance on retirement to any Governor (whether or not he has held any other salaried office or place of profit with the Association) 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.

53. The Board shall engage such officers and servants as they may consider necessary, and shall fix and regulate their terms and conditions of service. The provisions of Sections 283 and 284 of the Act with respect to the Secretary shall be duly observed.

HONORARY OFFICERS

54. 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.

SUBSIDIARY COMPANIES

55. The Governors may arrange that any branch of the business carried on by the Association or any other business in which the Association may be interested shall be carried on by or through one or more subsidiary companies, and they may on behalf of the Association make such arrangements as they think advisable for taking the profits or bearing the losses of any branch or business so carried on or for financing, assisting or subsidising any such subsidiary company or guaranteeing its contracts, obligations or liabilities, and they may appoint, remove and re-appoint any persons (whether members of their own body or not) to act as Directors, Managing Directors or Managers of any such company, and may determine the remuneration (whether by way of salary, commission on profits or otherwise) of any person so appointed, but in determining from time to time the total remuneration of Governors pursuant to Article 35 the Association shall in respect of any period have regard to the aggregate remuneration for that period payable to Governors holding office in such subsidiary companies by virtue of appointments made under this Article 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 Article 35.

PROCEEDINGS OF THE BOARD

56. The Board shall meet together not less than twice a year for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes, the Chairman shall have a second or casting vote.

57. The quorum necessary for the transaction of business at a meeting of the Board shall be such number, not being less than two, as

shall from time to time be determined by the Board and in default of such determination shall be four.

58. (1) The Board shall elect annually one of their number to be the Chairman of the Board.
- (2) The Chairman shall, immediately upon his election, appoint a Governor to be Deputy Chairman, and shall fill any casual vacancy that may arise in that office. The Chairman may, at his pleasure, remove the Deputy Chairman from office.
- (3) The Deputy Chairman shall retire from office at the time when the Chairman appointing him retires from office; provided that if the Chairman vacates his office before the expiration of the period for which he was elected then the Deputy Chairman appointed by him shall continue in office till a new Chairman shall be elected, and shall then retire from office.
- (4) Any retiring Chairman or Deputy Chairman shall be eligible for re-election or re-appointment (as the case may be).
- (5) The Chairman shall preside at all meetings of the Board at which he is present. If the Chairman be 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 be not present, the Governors then present shall choose one of themselves to take the Chair at that meeting of the Board.
- (6) A casual vacancy in the office of Chairman shall be filled as soon as conveniently may be by the Governors, not less than seven days' notice being served on the Governors of the meeting at which it is proposed to fill the same, and of the object of the meeting. The Governor elected to fill such vacancy shall hold office so long only as the vacating Chairman would have been entitled to hold office.
59. A Governor may, and the Secretary on the requisition of a Governor shall, at any time summon a meeting of the Board. It shall not be necessary to give notice of a meeting of the Board to any Governor for the time being absent from the United Kingdom.
60. A meeting of the Board at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under these Articles vested for the time being in the Board.
61. All acts bona fide done by any meeting of the Board or of a committee of the Board or by any person acting as a Governor shall, notwithstanding it be afterwards discovered that there was some defect in the appointment of any Governor or Governors 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 and was qualified to be a Governor.

62. The Governors for the time being may act notwithstanding any vacancy in their body provided that if their number is reduced below ten, they may act for the purpose of filling vacancies in their body or of convening a general meeting but for no other purpose.

63. A resolution in writing signed by all the Governors for the time being in the United Kingdom shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and constituted.

COMMITTEES

64. (a) The Governors may delegate any of their powers to committees consisting of such member or members of their body as they think fit; any committee so formed shall, in exercise of the powers so delegated, conform to any regulation that may be imposed on it by the Governors.
- (b) If the Chairman of the Board shall be a member of a Committee he shall also be Chairman of that Committee. Subject thereto a Committee may elect a Chairman of its meetings; if no such Chairman is elected, or if at any meeting the Chairman is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to be Chairman of the meeting.
- (c) A Committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of equality of votes the Chairman shall have a second or casting vote.

DISQUALIFICATION OF GOVERNORS

65. The office of Governor shall be vacated if he:-
- (A) becomes a bankrupt or enters into a composition with his creditors;
 - (B) is directly or indirectly interested in any contract with the Association and fails to declare the nature of his interest in manner required by Section 317 of the Act;
 - (C) ceases to be a Governor by virtue of Sections 293 or 303 of the Act;
 - (D) becomes prohibited from being a Governor by reason of any order under Sections 296 to 300 of the Act;
 - (E) becomes of unsound mind or permanently incapable of acting;
 - (F) ceases for any cause to be a Member of the Association;
 - (G) being a qualified medical practitioner, is struck off the Medical Register;

(H) resigns his office by notice in writing to the Association;

(I) having been absent from four consecutive meetings of the Board vacates his office by reason of a resolution of the Board declaring such office to be vacant.

SEAL

66. The Board shall provide for the safe custody of the seal, which shall only be used by the authority of a resolution of the Board or of a Committee of Governors authorised by the Board in that behalf, and every instrument to which the seal shall be affixed shall be signed by a Governor and shall be countersigned by the Secretary or by a second Governor or by some other person appointed by the Governors for the purpose.

ACCOUNTS

67. The Governors shall cause accounting records to be kept in accordance with Section 221 of the Act.

68. The accounting records shall be kept at the registered office of the Association or, subject to Section 222(1) and (2) of the Act at such other place or places as they think fit and shall always be open to the inspection of the Governors.

69. The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Association or any of them shall be open to the inspection of Members not being Governors, and no Member (not being a Governor) shall have any right of inspecting any account or book or document of the Association except as conferred by statute or authorised by the Board or by the Association in general meeting.

70. The Board shall from time to time in accordance with Sections 227(1) to (3), 229, 239, 241(1) and (3), 242 and 261(2) of the Act, cause to be prepared and to be laid before the Association in general meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections.

71. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Association in general meeting, together with a copy of the Auditor's Report and the Governors' Report, shall not less than twenty one days before the date of the meeting be sent to every Member of, and every holder of debentures of the Association. Provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Association is not aware or to more than one of the joint holders of any debentures.

AUDITORS

72. Auditors shall be appointed and their duties regulated in accordance with Sections 236, 237, 262 and 384 to 392 of the Act.

NOTICES

73. A notice may be given by the Association to any 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 Association for the giving of notice to him. 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 in the case of a notice of a meeting at the expiration of twenty four hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered by first class post.

74. Notice of every general meeting shall be given in any manner hereinbefore authorised to:-

- (a) every Member except those Members who (having no registered address within the United Kingdom) have not supplied to the Association an address within the United Kingdom for the giving of notices to them; and
- (b) the Auditor for the time being of the Association.

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

WINDING UP

75. The provisions of Clause 7 of the Memorandum of Association relating to the winding up and dissolution of the Association shall apply and have effect as if that Clause were repeated in these Articles.

INDEMNITY

76. Every Director, Agent, Auditor, Secretary and other officer for the time being of the Association shall be indemnified out of the assets of the Association against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 727 of the Act in which relief is granted to him by the court.

Company No. 432511

162
THE COMPANIES ACTS 1948 to 1983

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

SPECIAL RESOLUTION
OF
THE BRITISH UNITED PROVIDENT ASSOCIATION LIMITED

At an extraordinary general meeting of the Association duly convened and held on 20 June 1984 the following resolution was duly passed as a special resolution: *5/11/84*

"THAT with effect from 1st July 1985 the Articles of Association of the Association be altered as follows:

1. by deleting in Article 1 the words "The Act" means the Companies Acts, 1948 to 1967. "The 1948 Act" means the Companies Act 1948. "The 1967 Act" means the Companies Act 1967" and substituting therefor the words "The Act" means the Companies Act 1985";
2. by inserting at the end of Article 8(A) the following new paragraph -

"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 Association) or if a receiver, liquidator or

similar officer is appointed in respect of all or any part of its business or assets";

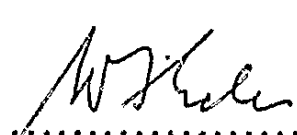
3. by deleting in Article 8(C) the words "who has ceased to be a Member by virtue of sub-paragraph 6 of Article 8(A)";
4. by deleting in Article 11 the words "Section 132 of the 1948 Act" and substituting therefor the words "Section 368 of the Act";
5. by inserting in Article 14, immediately after the word "officers" the words "and the appointment or re-appointment of,";
6. by deleting in Article 18 the word "ten" and substituting therefor the word "thirty";
7. by deleting in Article 19 the words, "or by a Member or Members present and representing one-tenth of the total voting rights of all the Members having the right to vote at the meeting" and substituting therefor the words "or by one or two Members personally present and with such right representing (either by proxy or as a corporation in accordance with Article 32 or both) respectively two or one other Members of the Association having the right to attend and vote";
8. by deleting in Article 42 the words "Provided that any Governor holding office at the date of the adoption of these Articles of Association by virtue of a nomination made by a Branch pursuant to Article 26(2) of the Articles of Association in force immediately prior to the adoption of these Articles shall be deemed to have been appointed by the Board under this Article and shall hold office accordingly.";

9. by deleting in Article 43 the words "Section 142 of the 1948 Act" and substituting therefor the words "Section 379 of the Act";
10. by deleting in Article 51 the words "Section 199 of the 1948 Act" and substituting therefor the words "Section 317 of the Act";
11. by deleting in Article 53 the words "Sections 177 to 179 of the 1948 Act" and substituting therefor the words "Sections 283 and 284 of the Act";
12. by inserting in Article 61 immediately after the word "Board" the words "or of a Committee of the Board,";
13. by deleting in Article 64(b) the words "If the Chairman of the Board shall be a member of a Committee he shall also be Chairman of that Committee. Subject thereto";
14. by deleting in Article 65(b) the words "Section 199 of the 1948 Act" and substituting therefor the words "Section 317 of the Act";
15. by deleting in Article 65(c) the words "Section 184 or Section 185 of the 1948 Act" and substituting therefor the words "Section 293 or 303 of the Act";
16. by deleting in Article 65(d) the words "Section 188 of the 1948 Act" and substituting therefor the words "Sections 296 to 300 of the Act";
17. by deleting the whole of Articles 66, 67 and 68 and substituting therefor the following new Articles:

"66. The Board shall provide for the safe custody of the seal, which shall only be used by the authority of a resolution

of the Board or of a Committee of Governors authorised by the Board in that behalf, and every instrument to which the seal shall be affixed shall be signed by a Governor and shall be countersigned by the Secretary or by a second Governor or by some other person appointed by the Governors for the purpose.

67. The Governors shall cause accounting records to be kept in accordance with Section 221 of the Act.
68. The accounting records shall be kept at the registered office of the Association or, subject to Section 222(1) and (2) of the Act, at such other place or places as the Governors think fit and shall always be open to the inspection of the Governors.";
18. by deleting in Article 70 the words "Sections 148, 150 and 157 of the 1948 Act, as amended by the 1967 Act" and substituting therefor the words "Sections 227(1) to (3), 229, 235, 239, 241(1) and (3), 242 and 261(2) of the Act";
19. by inserting in Article 71 immediately after the words "Auditor's Report" the words "and the Governors' Report";
20. by deleting in Article 72 the words "Sections 159 to 161 of the 1948 Act as amended by the 1967 Act and Section 14 of the 1967 Act" and substituting therefor the words "Sections 236, 237, 262 and 384 to 392 of the Act";
21. by deleting in Article 76 the words "Section 448 of the 1948 Act" and substituting therefor the words "Section 727 of the Act".


.....
W.F. Eales
Secretary

Company Number : 432511

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

SPECIAL RESOLUTION OF
THE BRITISH UNITED PROVIDENT ASSOCIATION LIMITED

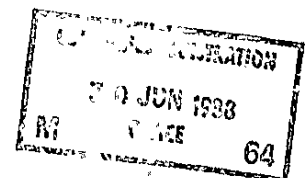
Passed on 14th June 1988

At the Annual General Meeting of The British United Provident Association Limited duly convened and held at The Savoy Hotel, The Strand, London WC2 on 14th June 1988, the following Resolution was duly passed as a SPECIAL RESOLUTION:

SPECIAL RESOLUTION

"THAT the Articles of Association of the Association be altered as follows:

- (1) by removing the heading "COMMITTEES" before Article 64 and substituting therefor the heading "COMMITTEES, DIVISIONAL BOARDS AND DIVISIONAL DIRECTORS";
- (2) by renumbering the existing Article 64 as Article 64 (1); and



(3) by inserting a new Article 64 (2) immediately thereafter as follows:-

- "(a) The Board may establish Divisional Boards for managing any of the affairs or businesses of the Association or of any Branch or Division of the Association. The Board may appoint, as members of any such Divisional Board, any member or members of their body or any other person or persons (such members or persons being in these Articles referred to as "Divisional Directors") and may delegate to any such Divisional Board any of the powers, authorities and discretions vested in the Governors, and any such appointment or delegation may be made upon such terms and subject to such conditions as the Governors may think fit.
- (b) A Divisional Director in his capacity as such shall hold office as a Divisional Director for such period and perform such duties and be entitled to such remuneration and to exercise such rights and powers only as may be determined and conferred upon him at the time of his appointment or thereafter and either absolutely in fixed terms or by reference to the discretion from time to time of the Governors.
- (c) A Divisional Director who is not also a Governor of the Association shall not be nor shall be deemed to be a Director within the meaning or for the purposes of the Act; and such a Divisional Director shall not be entitled to attend (unless requested) or to vote at any meeting of the Board nor will he be reckoned in the quorum of any meeting of the Board.
- (d) In this Article 64 (2), for avoidance of doubt the term "the Board" shall have the same meaning as in Article 1."

..... A. S. Waheed
SECRETARY

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

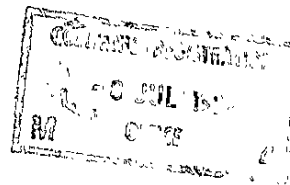
**THE BRITISH UNITED PROVIDENT
ASSOCIATION LIMITED**

Memorandum

- AND -

Articles of Association

Incorporated the 3rd day of April 1947



REPRINTED JULY 1985

FRESHFIELDS
Grindall House
25 Newgate Street
London EC1A 7LH

THE COMPANIES ACT, 1929

AND

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

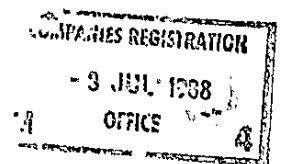
MEMORANDUM OF ASSOCIATION
OF

THE BRITISH UNITED PROVIDENT ASSOCIATION LIMITED

(as amended by Special Resolutions passed on the
28th March, 1949, 25th June, 1979, 14th June, 1979,
and 10th June, 1982)

- 1.* The name of the Company (hereinafter called "the Association") is "THE BRITISH UNITED PROVIDENT ASSOCIATION LIMITED".
2. The registered office of the Association will be situate in England.
3. The objects for which the Association is established are:-
 - (A) To prevent, relieve and cure sickness and ill-health of every kind (including physical injuries) and to promote health in any way and in particular (but without derogating from the generality of the foregoing) to raise, establish, maintain and administer a fund (hereinafter called "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.

*The name of the Company was on 23rd May 1949, pursuant to a Licence of the Board of Trade under Section 19(2) of the Companies Act 1948, changed from "The British United Provident Association Limited" to "The British United Provident Association". On application by the Company, the Licence of the Board of Trade was revoked on 19th January, 1970 and the name of the Company reverted to "The British United Provident Association Limited".



- (B) To acquire and undertake the whole or any part of the business, goodwill and assets of any person, firm, company, association or body carrying on or proposing to carry on any of the businesses which the Association is authorised to carry on, and, as part of the consideration for such acquisition, to undertake all or any of the liabilities of such person, firm, company, association or body, or to acquire an interest in, amalgamate with, or enter into any arrangement for co-operation or for mutual assistance with, or to make grants, donations or loans to, any such person, firm, company, association or body.
- (C) To make and carry into effect such agreements or arrangements with Governments or authorities (supreme, municipal, local or otherwise), hospitals, nursing homes, infirmaries, medical, surgical, remedial and other like institutions and with Physicians, Surgeons, Consultants, Specialists, members of the medical or nursing or other like professions and other persons as may appear conducive to the furtherance of any of the objects of the Association.
- (CC) 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).
- (D) To make suitable arrangements for the administration of the Provident Fund and of the Association and the carrying out of its objects and for the purpose to engage and to provide in whole or in part for the salaries or maintenance of officers, servants and employees and to support and subscribe to any object, and any institution, society or club whose work is calculated to promote the objects of the Association or to benefit its employees, and which may be connected with any town or place where the Association carries on its work; to give pensions, gratuities or charitable aid to any persons who may have been employed by or may have served the Association, or any Governor of the Association (whether or not such Governor has held any salaried office or place of profit with the Association) or the wives, children, or other relatives or dependants of such persons; to make payment towards insurance for their benefit to form or contribute or subscribe to provident, benefit or any similar funds and superannuation and pension funds or other schemes for the benefit of any such persons, or of their wives, children, or other relatives and dependants.
- (E) To raise or borrow money for the purposes of the Association on such terms and on such security, if any, as may be thought fit, and to make arrangements for the discharge or guarantee of all or any of the liabilities of the Association.

- (F) To invite and receive any property, endowment, legacy, bequest or gift for any purpose within the objects of the Association and to act as Trustees or Managers thereof.
- (G) To enter into such agreements or arrangements of whatever nature with organisations having objects similar to those of the Association as may be calculated to further the objects of the Association.
- (H) To make grants or donations or loans to or to amalgamate or affiliate with any association or body which has objects similar to the objects of the Association and which is prohibited by its constitution from distributing its profits or assets among its members to at least as great an extent as the Association is so prohibited.
- (I) To promote or oppose or join in promoting or opposing any legislative or other measures affecting or likely to affect the work of the Association.
- (J) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property or any rights or privileges which the Association may think necessary or convenient for the promotion of its objects, and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Association.
- (K) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Association as may be thought expedient with a view to the furtherance of its objects.
- (L) To act as agents, brokers and trustees for any person, firm or company and to act in any of the businesses of the Association through or by means of agents, brokers or others and generally to undertake and transact all kinds of agency or other business which an ordinary individual may legally undertake.
- (M) To invest the moneys of the Association not immediately required for its purposes in or upon such investments, securities or property as may be thought fit.
- (N) To lend or advance money to any person or persons upon such security, and on such terms as to repayment and interest, or otherwise, as may be thought fit, and to give guarantees in respect of the fulfilment of any contracts or obligations, and to become surety for, or otherwise financially aid, any person or persons as the Board may decide.
- (O) To establish and support or aid in the establishment or support of any charitable or benevolent association or institution and to subscribe or guarantee money for charitable or benevolent purposes in any way connected with the purposes of the Association or calculated to further its objects.

(P) To do all such lawful things as are incidental or conducive to the attainment of the above objects or any of them.

4. The income and property of the Association, whencesoever derived, shall be applied solely towards the promotion of the objects of the Association as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the Members of the Association.

Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Association, or to any Members of the Association in return for any services actually rendered to the Association, nor prevent the payment of interest at a rate not exceeding 5 per cent. per annum on money lent or reasonable and proper rent for premises demised or let by any Member to the Association.

5. The liability of the Members is limited.

6. Every Member of the Association undertakes to contribute to the assets of the Association in the event of its being wound up while he is a Member or within one year after he ceases to be a Member for payment of the debts and liabilities of the Association contracted before he ceases to be a Member and of the costs, charges and expenses of winding up and for the adjustment of the rights of contributories among themselves such amount as may be required, not exceeding two shillings and six pence (thirteen New Pence).

7. If upon the winding up or dissolution of the Association 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 Members of the Association, but shall be given or transferred to some other institution or institutions, having objects similar to the objects of the Association, 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 Association under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the Members of the Association at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object.

THE COMPANIES ACT 1985

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 25th June, 1970 and
altered by Special Resolutions passed on 3rd July, 1975,
10th June, 1982 and 20th June, 1985) Also 14th JUNE 1988

PRELIMINARY

1. In these Articles, unless there be something in the subject or context inconsistent therewith -

"Association" means the above-named Company.

"The Act" means the Companies Act 1985.

"The Board" means the Board of Governors for the time being of the Association, and references in the Act to "Board of Directors" and "Board" shall be deemed to be references to the Board of Governors.

"Governor" means a member for the time being of the Board and references in the Act to "Directors" shall be deemed to be references to "Governors".

Words importing the masculine gender only shall include the feminine; and words importing the singular number only shall include the plural and vice versa.

Words or expressions used in these Articles shall bear the same meanings as in the Act or any statutory modification thereof in force at the date on which these Articles become binding on the Company.

MEMBERS GENERALLY

2. For the purpose of registration, the number of Members is declared to be 200. The Board may, whenever the circumstances of the Association require it, register an increase of Members.
3. (1) The subscribers to the Memorandum of Association and such other persons as shall be admitted to membership by the Board in

accordance with the succeeding paragraphs of this Article shall, subject to Article 4, be Members, and shall be entered in the Register of Members accordingly. The Board shall have an absolute discretion as to the admission or rejection by them of an application for membership of the Association received from any person who has not been invited by the Board to become a Member in accordance with paragraph (3) of the Article.

(2) All persons who are Members at the date of the adoption of this Article shall continue to be Members, subject only to the provision of Article 6 and paragraphs (1) to (6) inclusive of Article 8(A).

(3) The Board may at any time after the date of the adoption of this Article invite any person to become a Member, who is in any of the following categories:-

(a) a subscriber to the Association, whether as an individual or as a member of a group of subscribers;

(b) a person not within sub-paragraph (a) of this Article 3(3) who shall be recognised by the Board as interested in or as having supported or being likely to support the objects and interests of the Association.

(4) Any person invited by the Board to become a Member in accordance with paragraph (3) of this Article shall, as a condition precedent to admission to membership, comply with Article 4.

4. No person shall be admitted as a Member unless he shall sign an application in writing in such form as shall from time to time be approved by the Board.

5. Every Member shall be bound to further to the best of his ability the objects and interest of the Association and shall observe all regulations and bye-laws of the Association.

6. Any Member who fails to observe any of the regulations or bye-laws of the Association may be expelled from membership of the Association by a resolution passed by a majority of at least three-fourths of the Governors present and voting at a meeting of the Board specially summoned for that purpose. Not less than seven days' notice of the meeting shall be given to the Member concerned and the notice shall state the purpose for which the meeting is called. Such 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 Member.

7. Membership shall be personal to the Member and shall not be transferable by act of the Member or by operation of law.

8. (A) A Member shall cease to hold that position:-

- (1) If, being a qualified medical practitioner, he is struck off the Medical Register.
 - (2) If he becomes of unsound mind or permanently incapable of acting.
 - (3) If he becomes bankrupt or makes any arrangement with his creditors.
 - (4) If he sends to the Association notice in writing of his retirement.
 - (5) If he is removed under the provisions of Article 6.
 - (6) At the conclusion of the Annual General Meeting following his 70th birthday unless he is already aged 70 or more at the date of adoption of this Article or unless the Board otherwise determine.
 - (7) If, as a person appointed under Article 3(3)(a), he ceases to be a subscriber to the Association (either as an individual or as a member of a group of subscribers).
 - (8) If, as a person falling within sub-paragraph (b) of Article 3(3), he shall be required by the Board to resign his membership in accordance with paragraph (B) of this Article 8.
 - (9) 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 Association) or if a receiver, liquidator or similar officer is appointed in respect of all or any part of its business or assets.
- (B) The Board may at any time, by a resolution passed by a majority of at least three-fourths of the Governors present at the relevant meeting and voting, request in writing any person falling within sub-paragraph (b) of Article 3(3) to resign his membership, if the Board by such resolution resolve that in their reasonable opinion that person is no longer interested in or giving appropriate support to the objects and interests of the Association. If that person shall fail to comply with such request within 30 days, the Board may by resolution passed at a further meeting by a like majority resolve that the membership of such person be terminated forthwith. In relation to such further meeting, the provisions of Article 6 (save for the first sentence thereof) shall apply.
- (C) Any person may be admitted to Honorary Membership of the Association by invitation of the Board in accordance with the following provisions:-

- (1) A person admitted to Honorary Membership ("an Honorary Member") shall not be a Member of the Association for the purpose of these Articles, and accordingly shall have no liability to the Association in terms of Clause 6 of the Memorandum of Association.
- (2) An Honorary Member 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 Association whichever shall first occur.
- (3) An Honorary Member shall, notwithstanding the provisions of sub-paragraph (1) of this Article 8(C), be entitled to receive notice of and to attend all general meetings of the Association, but shall not be entitled to vote thereat.
- (4) An Honorary Member shall resign his Honorary Membership if requested so to do by notice in writing by the Association, resolved to be given by a unanimous resolution of the Board passed at a duly constituted meeting thereof.

GENERAL MEETINGS

9. The Association 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. Not more than fifteen months shall elapse between the date of one annual general meeting of the Association and that of the next. The annual general meeting shall be held at such time and place as the Board shall appoint.

10. All general meetings other than annual general meetings shall be called extraordinary general meetings.

11. The Board may, whenever they think fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisition, or in default may be convened by such requisitionists as provided by Section 368 of the Act. If at any time there are not within the United Kingdom sufficient Governors capable of acting to form a quorum, any Governor or any two Members of the Association may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Governors.

NOTICE OF GENERAL MEETINGS

12. An annual general meeting and a meeting called for the passing of a special resolution shall be called by twenty one days' notice at the least, and a meeting of the Association 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 Association in general meeting to such persons as are, under the regulations of the Association entitled to receive such notices from the Association:

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

- (a) in the case of a meeting called as the annual general meeting, by all Members entitled to attend and vote thereat; and
- (b) in the case of any other meeting, by a majority in number of the Members having a right to attend and vote at the meeting, being a majority together representing not less than ninety-five per cent. of the total voting rights at the meeting of all the Members.

13. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any Member shall not invalidate any resolution passed or any proceeding at any meeting.

PROCEEDINGS AT GENERAL MEETINGS

14. All business shall be deemed special that is transacted at an extraordinary general meeting, and all that is transacted at an annual general meeting shall also be deemed special with the exception of the consideration of the accounts and balance sheet, and the reports of the Board and Auditors, the election of Governors and other officers and the appointment or re-appointment of, and the fixing of the remuneration of, the Auditors.

15. No business shall be transacted at any general meeting unless of quorum of Members is present at the time when the meeting proceeds to business; save as herein otherwise provided, five Members present shall be a quorum.

16. 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 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 Members shall be a quorum.

17. The Chairman of the Board shall preside as Chairman at any general meeting of the Association at which he is present. If the Chairman be not present within fifteen minutes after the time appointed for holding the meeting the Deputy Chairman, if present, shall take the Chair; if the Deputy Chairman be not then present, the Members present shall choose another Governor who is present and willing to act as Chairman of the meeting; but if there is no such Governor present then

the Members present shall choose one of their own number to be Chairman of the meeting.

18. The Chairman of any meeting at which a quorum is present may, with the consent of that meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as an original meeting, but save as aforesaid the Members shall not be entitled to notices of any adjournment or of the business to be transacted at an adjourned meeting.

19. The decision of a meeting shall be ascertained by a show of hands, unless before or upon the declaration of the result of the show of hands a poll is demanded by the Chairman or by at least three Members of the Association personally present and entitled to vote or by one or two Members personally present and with such right representing (either by proxy or as a corporation in accordance with Article 32 or both) respectively two or one other Members of the Association having the right to attend and vote and unless a poll is so demanded a declaration by the Chairman that a resolution has been carried or lost or carried or not carried by a particular majority, shall be conclusive, and an entry in the minutes, signed by the Chairman, shall be conclusive evidence of the decision of the meeting without proof of the number or proportion of votes cast in favour of or against any resolution. Subject to the provisions of Article 20, if a poll be demanded in manner aforesaid it shall be taken at such time and place and in such manner as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A demand for a poll may be withdrawn.

20. No poll shall be demanded on the election of a Chairman or on any question of adjournment. The demand of a poll 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.

21. 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.

22. A resolution in writing signed by all the Members of the Association shall be as valid as if it has been passed at a general meeting except in any case in which under the provisions of the Act it is necessary to hold a general meeting.

VOTES OF MEMBERS

23. Every Member shall have one vote.

24. No Member shall be entitled to vote at any general meeting unless all moneys presently payable by him to the Association have been paid.

25. On a poll votes may be given either personally or by proxy.

26. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy need not be a Member of the Association.

27. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Association or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the persons named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

28. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit-

"THE BRITISH UNITED PROVIDENT ASSOCIATION LIMITED

I/We
of
in the County of , being a
Member/Members of the above named Association, hereby appoint
of
or failing him
of
as my/our proxy to vote for me/us on my/our behalf at the
(annual or extraordinary, as the case may be) general meeting
of the Association to be held on the day of
19 , and at any adjournment thereof.

Signed this day of 19 .

A proxy need not be a Member of the Association."

29. Where it is desired to afford Members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit

*THE BRITISH UNITED PROVIDENT ASSOCIATION LIMITED

I/We
of
in the County of , being a
Member/Members of the above named Association, hereby appoint
of
or failing him

-12-

appointed or elected as a Director) shall be determined from time to time by the Association in general meeting, whether for a fixed period or not, as may be thought fit, with power to the Association in general meeting from time to time to vary such remuneration. Such remuneration shall be divided among the Governors (except as aforesaid) in such proportions and manner as the Governors may determine and, in default of determination, equally. Subject to any such determination any Governor holding office for part of a year shall be entitled to a proportionate part of any such remuneration in respect of such year.

36. Governors shall be entitled to repayment of all such reasonable expenses as they may incur in attending and returning from meetings of the Governors or of any committee of the Governors or general meetings or otherwise in or about the business of the Association.

CHIEF EXECUTIVE

37. (A) The Governors may from time to time appoint one or more of their body to the office of Chief Executive (with such designation as the Governors 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. A Governor so appointed shall not whilst holding that office be subject to retirement by rotation or be taken into account in determining the rotation of retirement of Governors.

(B) The appointment of any Governor to the office of Chief Executive shall automatically determine if he ceases to be a Governor but without prejudice to any claim for damages for breach of any contract of service between him and the Association.

(C) The Governors may entrust to and confer upon the Chief Executive any of the powers (other than the power to borrow money) exercisable by them as Governors upon such terms and conditions and with such restrictions as they think fit, and either collaterally with or to the exclusion of their own powers, and may from time to time revoke, withdraw, alter or vary all or any of such powers.

ROTATION OF GOVERNORS

38. At each annual general meeting one-third of the Governors for the time being (or, if their number is not a multiple of three, the number nearest to but not greater than one-third) shall retire from office.

39. The Governors to retire by rotation shall include (so far as necessary to obtain the number required) any Governor who wishes to retire and not to offer himself for re-election. Any further Governors so to retire shall be those of the other Governors who have been longest in office since their last re-election or appointment and so that as between persons who became or were last re-elected Directors on the same

day those to retire shall (unless they otherwise agree among themselves) be determined by lot. A retiring Governor shall be eligible for re-election.

40. The Association at the meeting at which a Governor retires in manner aforesaid may fill the vacated office by electing a person thereto, and in default the retiring Governor shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such Governors shall have been put to the meeting and lost.

41. No person other than a Governor retiring at the meeting shall, unless recommended by the Governors, be eligible for election to the office of Governor at any general meeting unless, not less than three nor more than twenty one days before the date appointed for the meeting, there shall have been left at the registered office of the Association notice in writing, signed by a Member duly qualified to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing signed by that person of his willingness to be elected.

42. The Board shall have power at any time, and from time to time, to appoint any person to be a Governor, either to fill a casual vacancy or as an addition to the existing Board. Any Governor 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 Governors who are to retire by rotation at such meeting.

43. The Association may by Ordinary Resolution of which special notice has been given in accordance with Section 379 of the Act, remove any Governor before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Association and such Governor. Such removal shall be without prejudice to any claim such Governor may have for damages for breach of any contract of service between him and the Association.

44. The Association may by Ordinary Resolution appoint another person in place of a Governor removed from office under the immediately preceding Article. Without prejudice to the powers of the Board under Article 42 the Company in general meeting may appoint any person to be a Governor either to fill a casual vacancy or as an additional Governor. The person appointed to fill such a vacancy shall be subject to retirement at the same time as if he had become a Governor on the day on which the Governor in whose place he is appointed was last elected a Governor.

POWERS AND DUTIES OF THE BOARD

45. The business of the Association shall be managed by the Governors, who may pay all expenses incurred in promoting and registering the Association and may exercise all such powers of the Association as are not, by the Act or by these Articles, required to be exercised by the

Association in general meeting, subject nevertheless to the provisions of the Act or these Articles, and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Association in general meeting; but no regulation made by the Association in general meeting shall invalidate any prior act of the Governors which would have been valid if that regulation had not been made.

46. The Board may make and vary from time to time such rules, regulations and bye-laws for the conduct of the affairs of the Association as they shall think proper, but so that no rule, regulation or bye-law shall have any validity, effect or operation if it amounts to or involves such an addition to or alteration of these Articles as could only properly be made by special resolution.

47. The Board may formulate and from time to time vary schemes to implement the purposes of the Association, including particulars of subscriptions and benefits, services in respect of which benefit shall be paid and a classification of surgical operations.

48. The Governors may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the Governors, to be the attorney or attorneys of the Association for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Governors under these Articles) and for such period and subject to such conditions as they may think fit, and any such powers of persons dealing with any such attorney as the Governors may think fit and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.

49. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Association, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Governors shall from time to time by resolution determine.

50. The Governors shall cause minutes to be made in books provided for the purpose:-

- (a) of all appointments of officers made by the Governors;
- (b) of the names of the Governors present at each meeting of the Governors and of any committee of the Governors;
- (c) of all resolutions and proceedings at all meetings of the Association, and of the Governors, and of committees of Governors.

51. (1) A Governor who is in any way, whether directly or indirectly interested in a contract or proposed contract with the Association, shall declare the nature of his interest at a meeting of the Governors in accordance with Section 317 of the Act.

(2) A Governor shall not vote in respect of any contract or arrangement in which he is interested, and if he shall do so his vote shall not be counted, nor shall he be counted in the quorum present at the meeting, but neither of these prohibitions shall apply to:-

- (a) any arrangement for giving any Governor any security or indemnity in respect of money lent by him to or obligations undertaken by him for the benefit of the Association; or
- (b) to any arrangement for the giving by the Association of any security to a third party in respect of a debt or obligation of the Association for which the Governor himself has assumed responsibility in whole or in part under a guarantee or indemnity or by the deposit of a security; or
- (c) any contract or arrangement with any other company or association in which he is interested only as an officer of the company or as holder of shares or other securities;

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 Association in general meeting.

(3) A Governor may hold any other office or place of profit under the Association (other than the office of Auditor) in conjunction with his office of Governor for such period and on such terms (as to remuneration and otherwise) as the Governors may determine and no Governor or intending Governor shall be disqualified by his office from contracting with the Association either with regard to his tenure of any such other office or place of profit or as vendor, purchaser or otherwise, nor shall any such contract or any contract or arrangement entered into by or on behalf of the Association in which any Governor is in any way interested, be liable to be avoided, nor shall any Governor so contracting or being so interested be liable to account to the Association for any profit realised by any such contract or arrangement by reason of such Governor holding that office or of the fiduciary relation thereby established provided that such Governor shall have declared his interest to the Association prior to its entering into such contract or arrangement.

(4) A Governor notwithstanding his interest, may be counted in the quorum present at any meeting whereat he or any other Governor is appointed to hold any such office or place of profit under the Association or whereat 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.

- (5) Any Governor may act by himself or his firm in a professional capacity for the Association and he or his firm shall be entitled to remuneration for professional services as if he were not a Governor; provided that such Governor shall have declared his interest as prescribed in Clause (3) of this Article and provided that nothing herein contained shall authorise a Governor or his firm to act as Auditor to the Association.

52. The Governors on behalf of the Association may pay a gratuity or pension or allowance on retirement to any Governor (whether or not he has held any other salaried office or place of profit with the Association) 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.

53. The Board shall engage such officers and servants as they may consider necessary, and shall fix and regulate their terms and conditions of service. The provisions of Sections 283 and 284 of the Act with respect to the Secretary shall be duly observed.

HONORARY OFFICERS

54. 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.

SUBSIDIARY COMPANIES

55. The Governors may arrange that any branch of the business carried on by the Association or any other business in which the Association may be interested shall be carried on by or through one or more subsidiary companies, and they may on behalf of the Association make such arrangements as they think advisable for taking the profits or bearing the losses of any branch or business so carried on or for financing, assisting or subsidising any such subsidiary company or guaranteeing its contracts, obligations or liabilities, and they may appoint, remove and re-appoint any persons (whether members of their own body or not) to act as Directors, Managing Directors or Managers of any such company, and may determine the remuneration (whether by way of salary, commission on profits or otherwise) of any person so appointed, but in determining from time to time the total remuneration of Governors pursuant to Article 35 the Association shall in respect of any period have regard to the aggregate remuneration for that period payable to Governors holding office in such subsidiary companies by virtue of appointments made under this Article 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 Article 35.

PROCEEDINGS OF THE BOARD

56. The Board shall meet together not less than twice a year for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by

a majority of votes. In case of an equality of votes, the Chairman shall have a second or casting vote.

57. The quorum necessary for the transaction of business at a meeting of the Board shall be such number, not being less than two, as shall from time to time be determined by the Board and in default of such determination shall be four.

58. (1) The Board shall elect annually one of their number to be the Chairman of the Board.

(2) The Chairman shall, immediately upon his election, appoint a Governor to be Deputy Chairman, and shall fill any casual vacancy that may arise in that office. The Chairman may, at his pleasure, remove the Deputy Chairman from office.

(3) The Deputy Chairman shall retire from office at the time when the Chairman appointing him retires from office; provided that if the Chairman vacates his office before the expiration of the period for which he was elected then the Deputy Chairman appointed by him shall continue in office till a new Chairman shall be elected, and shall then retire from office.

(4) Any retiring Chairman or Deputy Chairman shall be eligible for re-election or re-appointment (as the case may be).

(5) The Chairman shall preside at all meetings of the Board at which he is present. If the Chairman be 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 be not present, the Governors then present shall choose one of themselves to take the Chair at that meeting of the Board.

(6) A casual vacancy in the office of Chairman shall be filled as soon as conveniently may be by the Governors, not less than seven days' notice being served on the Governors of the meeting at which it is proposed to fill the same, and of the object of the meeting. The Governor elected to fill such vacancy shall hold office so long only as the vacating Chairman would have been entitled to hold office.

59. A Governor may, and the Secretary on the requisition of a Governor shall, at any time summon a meeting of the Board. It shall not be necessary to give notice of a meeting of the Board to any Governor for the time being absent from the United Kingdom.

60. A meeting of the Board at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under these Articles vested for the time being in the Board.

61. All acts bona fide done by any meeting of the Board or of a committee of the Board or by any person acting as a Governor shall, notwithstanding it be afterwards discovered that there was some defect in

Billings
Chief Executive
A. S. Wafer
SECRETARY

COMMITTEES, DIVISIONAL BOARDS AND DIVISIONAL DIRECTORS

64. (1) (a) The Governors may delegate any of their powers to committees consisting of such member or members of their body as they think fit; any committee so formed shall, in exercise of the powers so delegated, conform to any regulation that may be imposed on it by the Governors.
- (b) A Committee may elect a Chairman of its meetings; if no such Chairman is elected, or if at any meeting the Chairman is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to be Chairman of the meeting.
- (c) A Committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of equality of votes the Chairman shall have a second or casting vote.
- (2) (a) The Board may establish Divisional Boards for managing any of the affairs or businesses of the Association or of any Branch or Division of the Association. The Board may appoint, as members of any such Divisional Board, any member or members of their body or any other person or persons (such members or persons being in these Articles referred to as "Divisional Directors") and may delegate to any such Divisional Board any of the powers, authorities and discretions vested in the Governors, and any such appointment or delegation may be made upon such terms and subject to such conditions as the Governors may think fit.
- (b) A Divisional Director in his capacity as such shall hold office as a Divisional Director for such period and perform such duties and be entitled to such remuneration and to exercise such rights and powers only as may be determined and conferred upon him at the time of his appointment or thereafter and either absolutely in fixed terms or by reference to the discretion from time to time of the Governors.
- (c) A Divisional Director who is not also a Governor of the Association shall not be nor shall be deemed to be a Director within the meaning or for the purposes of the Act; and such a Divisional Director shall not be entitled to attend (unless requested) or to vote at any meeting of the Board nor will he be reckoned in the quorum of any meeting of the Board.
- (d) In this Article 64(2), for avoidance of doubt the term "the Board" shall have the same meaning as in Article 1.

the appointment of any Governor or Governors 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 and was qualified to be a Governor.

62. The Governors for the time being may act notwithstanding any vacancy in their body provided that if their number is reduced below ten, they may act for the purpose of filling vacancies in their body or of convening a general meeting but for no other purpose.

63. A resolution in writing signed by all the Governors for the time being in the United Kingdom shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and constituted.

COMMITTEES

64. (a) The Governors may delegate any of their powers to committees consisting of such member or members of their body as they think fit; any committee so formed shall, in exercise of the powers so delegated, conform to any regulation that may be imposed on it by the Governors.
- (b) A Committee may elect a Chairman of its meetings; if no such Chairman is elected, or if at any meeting the Chairman is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to be Chairman of the meeting.
- (c) A Committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of equality of votes the Chairman shall have a second or casting vote.

DISQUALIFICATION OF GOVERNORS

65. The office of Governor shall be vacated if he:-
- (A) becomes a bankrupt or enters into a composition with his creditors;
 - (B) is directly or indirectly interested in any contract with the Association and fails to declare the nature of his interest in manner required by Section 317 of the Act;
 - (C) ceases to be a Governor by virtue of Sections 293 or 303 of the Act;
 - (D) becomes prohibited from being a Governor by reason of any order under Sections 296 to 300 of the Act;
 - (E) becomes of unsound mind or permanently incapable of acting;
 - (F) ceases for any cause to be a Member of the Association;

- (G) being a qualified medical practitioner, is struck off the Medical Register;
- (H) resigns his office by notice in writing to the Association;
- (I) having been absent from four consecutive meetings of the Board vacates his office by reason of a resolution of the Board declaring such office to be vacant.

SEAL

66. The Board shall provide for the safe custody of the seal, which shall only be used by the authority of a resolution of the Board or of a Committee of Governors authorised by the Board in that behalf, and every instrument to which the seal shall be affixed shall be signed by a Governor and shall be countersigned by the Secretary or by a second Governor or by some other person appointed by the Governors for the purpose.

ACCOUNTS

67. The Governors shall cause accounting records to be kept in accordance with Section 221 of the Act.

68. The accounting records shall be kept at the registered office of the Association or, subject to Section 222(1) and (2) of the Act at such other place or places as the Governors think fit and shall always be open to the inspection of the Governors.

69. The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Association or any of them shall be open to the inspection of Members not being Governors, and no Member (not being a Governor) shall have any right of inspecting any account or book or document of the Association except as conferred by statute or authorised by the Board or by the Association in general meeting.

70. The Board shall from time to time in accordance with Sections 227(1) to (3), 229, 235, 239, 241(1) and (3), 242 and 261(2) of the Act, cause to be prepared and to be laid before the Association in general meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections.

71. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Association in general meeting, together with a copy of the Auditor's Report and the Governors' Report, shall not less than twenty one days before the date of the meeting be sent to every Member of, and every holder of debentures of the Association. Provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Association is not aware or to more than one of the joint holders of any debentures.

AUDITORS

72. Auditors shall be appointed and their duties regulated in accordance with Sections 236, 237, 262 and 384 to 392 of the Act.

NOTICES

73. A notice may be given by the Association to any 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 Association for the giving of notice to him. 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 in the case of a notice of a meeting at the expiration of twenty four hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered by first class post.

74. Notice of every general meeting shall be given in any manner hereinbefore authorized to:-

- (a) every Member except those Members who (having no registered address within the United Kingdom) have not supplied to the Association an address within the United Kingdom for the giving of notices to them; and
- (b) the Auditor for the time being of the Association.

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

WINDING UP

75. The provisions of Clause 7 of the Memorandum of Association relating to the winding up and dissolution of the Association shall apply and have effect as if that Clause were repeated in these Articles.

INDEMNITY

76. Every Director, Agent, Auditor, Secretary and other officer for the time being of the Association shall be indemnified out of the assets of the Association against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 727 of the Act in which relief is granted to him by the court.

Company Number 432511

THE COMPANIES ACTS 1985 - 1989

COMPANY LIMITED BY GUARANTEE

AND NOT HAVING A SHARE CAPITAL

SPECIAL RESOLUTION OF

THE BRITISH UNITED PROVIDENT ASSOCIATION LIMITED

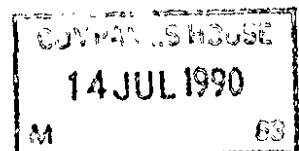
Passed on 3rd July 1990

At the Annual General Meeting of the Company, duly convened and held at The Savoy, Strand, London WC2 on 3rd July 1990, the following Resolution was duly passed as a SPECIAL RESOLUTION:

THAT the Articles of Association of the company be and are hereby amended as follows:-

Article 76 shall be redesignated as Article 76(1) and there shall be inserted immediately thereafter as a new Article 76(2) the following:-

"(2) Subject to the provisions of the Act, the Governors on behalf of the Association may purchase and maintain for any such Auditor or Officer of the Association insurance against any liability which by virtue of any rule of law would otherwise attach to him in respect of any negligence, default breach of duty or breach of trust of which he may be guilty in relation to the company."



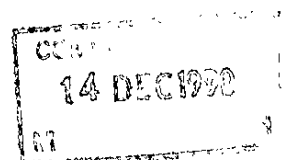
.....*A. D. Walford*.....
A D Walford
Secretary

The British United Provident Association Limited

Incorporated 3rd April 1947

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

Memorandum and Articles of Association



THE COMPANIES ACTS 1929 TO 1985

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

OF

THE BRITISH UNITED PROVIDENT ASSOCIATION LIMITED

(As amended by Special Resolutions passed on the
28th March 1949, 25th June 1970, 14th June 1979,
and 10th June 1982)

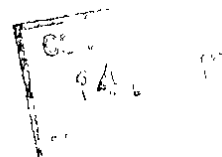
1.* The name of the Company (hereinafter called "the Association") is "THE BRITISH UNITED PROVIDENT ASSOCIATION LIMITED".

2. The registered office of the Association will be situate in England.

3. The objects for which the Association is established are:-

- (A) To prevent, relieve and cure sickness and ill-health of every kind (including physical injuries) and to promote health in any way and in particular (but without derogating from the generality of the foregoing) to raise, establish, maintain and administer a fund (hereinafter called "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.

*The name of the Company was on 23rd May 1949, pursuant to a Licence of the Board of Trade under Section 19(2) of the Companies Act 1948, changed from "The British United Provident Association Limited" to "The British United Provident Association". On application by the Company, the Licence of the Board of Trade was revoked on 19th January 1970 and the name of the Company reverted to "The British United Provident Association Limited".



- (B) To acquire and undertake the whole or any part of the business, goodwill and assets of any person, firm, company, association or body carrying on or proposing to carry on any of the businesses which the Association is authorised to carry on, and, as part of the consideration for such acquisition, to undertake all or any of the liabilities of such person, firm, company, association or body, or to acquire an interest in, amalgamate with, or enter into any arrangement for co-operation or for mutual assistance with, or to make grants, donations or loans to, any such person, firm, company, association or body.
- (C) To make and carry into effect such agreements or arrangements with Governments or authorities (supreme, municipal, local or otherwise), hospitals, nursing homes, infirmaries, medical, surgical, remedial and other like institutions and with Physicians, Surgeons, Consultants, Specialists, members of the medical or nursing or other like professions and other persons as may appear conducive to the furtherance of any of the objects of the Association.
- (CC) 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).
- (D) To make suitable arrangements for the administration of the Provident Fund and of the Association and the carrying out of its objects and for the purpose to engage and to provide in whole or in part for the salaries or maintenance of officers, servants and employees and to support and subscribe to any object, and any institution, society or club whose work is calculated to promote the objects of the Association or to benefit its employees, and which may be connected with any town or place where the Association carries on its work; to give pensions, gratuities or charitable aid to any persons who may have been employed by or may have served the Association, or any Governor of the Association (whether or not such Governor has held any salaried office or place of profit with the Association) or the wives,

children, or other relatives or dependants of such persons; to make payment towards insurance for their benefit; to form or contribute or subscribe to provident, benefit or any similar funds and superannuation and pension funds or other schemes for the benefit of any such persons, or of their wives, children, or other relatives and dependants.

- (E) To raise or borrow money for the purposes of the Association on such terms and on such security, if any, as may be thought fit, and to make arrangements for the discharge or guarantee of all or any of the liabilities of the Association.
- (F) To invite and receive any property, endowment, legacy, bequest or gift for any purpose within the objects of the Association and to act as Trustees or Managers thereof.
- (G) To enter into such agreements or arrangements of whatever nature with organisations having objects similar to those of the Association as may be calculated to further the objects of the Association.
- (H) To make grants or donations or loans to or to amalgamate or affiliate with any association or body which has objects similar to the objects of the Association and which is prohibited by its constitution from distributing its profits or assets among its members to at least as great an extent as the Association is so prohibited.
- (I) To promote or oppose or join in promoting or opposing any legislative or other measures affecting or likely to affect the work of the Association.
- (J) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property or any rights or privileges which the Association may think necessary or convenient for the promotion of its objects, and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Association.
- (K) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Association as may be thought expedient with a view to the furtherance of its objects.

- (L) To act as agents, brokers and trustees for any person, firm or company and to act in any of the businesses of the Association through or by means of agents, brokers or others and generally to undertake and transact all kinds of agency or other business which an ordinary individual may legally undertake.
- (M) To invest the moneys of the Association not immediately required for its purposes in or upon such investments, securities or property as may be thought fit.
- (N) To lend or advance money to any person or persons upon such security, and on such terms as to repayment and interest, or otherwise, as may be thought fit, and to give guarantees in respect of the fulfilment of any contracts or obligations, and to become surety for, or otherwise financially aid, any person or persons as the Board may decide.
- (O) To establish and support or aid in the establishment or support of any charitable or benevolent association or institution and to subscribe or guarantee money for charitable or benevolent purposes in any way connected with the purposes of the Association or calculated to further its objects.
- (P) To do all such lawful things as are incidental or conducive to the attainment of the above objects or any of them.

4. The income and property of the Association, whencesoever derived, shall be applied solely towards the promotion of the objects of the Association as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the Members of the Association.

Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Association, or to any Members of the Association in return for any services actually rendered to the Association, nor prevent the payment of interest at a rate not exceeding five per cent. per annum on money lent or reasonable and proper rent for premises demised or let by any Member to the Association.

5. The liability of the Members is limited.

6. Every Member of the Association undertakes to contribute to the assets of the Association in the event of its being wound up while he is a Member or within one year after he ceases to be a Member for payment of the debts and liabilities of the Association contracted before he ceases to be a Member and of the costs, charges and expenses of winding up and for the adjustment of the rights of contributories among themselves such amount as may be required, not exceeding two shillings and six pence (thirteen New Pence).

7. If upon the winding up or dissolution of the Association 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 Members of the Association, but shall be given or transferred to some other institution or institutions, having objects similar to the objects of the Association, 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 Association under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the Members of the Association at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object.

THE COMPANIES ACT 1985

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 the 29th June 1970 and altered by Special Resolutions passed on the 3rd July 1975, 10th June 1982, 20th June 1985, 14th June 1988 and 3rd July 1990)

PRELIMINARY

1. In these Articles, unless there be something in the subject or context inconsistent therewith -

"Association" means the above-named Company.

"The Act" means the Companies Act 1985.

"The Board" means the Board of Governors for the time being of the Association, and reference in the Act to "Board of Directors" and "Board" shall be deemed to be references to the Board of Governors.

"Governor" means a member for the time being of the Board and references in the Act to "Directors" shall be deemed to be references to "Governors".

Words importing the masculine gender only shall include the feminine; and words importing the singular number only shall include the plural and vice versa.

Words or expressions used in these Articles shall bear the same meanings as in the Act or any statutory modifications thereof in force at the date on which these Articles become binding on the Company.

MEMBERS GENERALLY

2. For the purpose of registration, the number of Members is declared to be 200. The Board may, whenever the circumstances of the Association require it, register an increase of Members.

3. (1) The subscribers to the Memorandum of Association and such other persons as shall be admitted to membership by the Board in accordance with the succeeding paragraphs of this Article shall, subject to Article 4, be Members, and shall be entered in the Register of Members accordingly. The Board shall have an absolute discretion as to the admission or rejection by them of an application for membership of the Association received from any person who has not been invited by the Board to become a Member in accordance with paragraph (3) of the Article.
- (2) All persons who are Members at the date of the adoption of this Article shall continue to be Members, subject only to the provision of Article 6 and paragraphs (1) to (6) inclusive of Article 8(A).
- (3) The Board may at any time after the date of the adoption of this Article invite any person to become a Member, who is in any of the following categories:-
- (a) a subscriber to the Association, whether as an individual or as a member of a group of subscribers;
 - (b) a person not within sub-paragraph (a) of this Article 3(3) who shall be recognised by the Board as interested in or as having supported or being likely to support the objects and interests of the Association.
- (4) Any person invited by the Board to become a Member in accordance with paragraph (3) of this Article shall, as a condition precedent to admission to membership, comply with Article 4.

4. No person shall be admitted as a Member unless he shall sign an application in writing in such form as shall from time time be approved by the Board.

5. Every Member shall be bound to further to the best of his ability the objects and interest of the Association and shall observe all regulations and bye-laws of the Association.

6. Any Member who fails to observe any of the regulations or bye-laws of the Association may be expelled from membership of the Association by a resolution passed by a majority of at least three-fourths of the Governors present and voting at a meeting of the Board specially summoned for that purpose. Not less than seven days' notice of the meeting shall be given to the Member concerned and the notice shall state the purpose for which the meeting is called. Such 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 Member.

7. Membership shall be personal to the Member and shall not be transferable by act of the Member or by operation of law.

8. (A) A Member shall cease to hold that position:-

- (1) If, being a qualified medical practitioner, he is struck off the Medical Register.
- (2) If he becomes of unsound mind or permanently incapable of acting.
- (3) If he becomes bankrupt or makes any arrangement with his creditors.
- (4) If he sends to the Association notice in writing of his retirement.
- (5) If he is removed under the provisions of Article 6.
- (6) At the conclusion of the Annual General Meeting following his 70th birthday unless he is already 70 or more at the date of adoption of this Article or unless the Board otherwise determine.
- (7) If, as a person appointed under Article 3(3)(a), he ceases to be a subscriber to the Association (either as an individual or as a member of a group of subscribers).
- (8) If, as a person falling within sub-paragraph (b) of Article 3(3), he shall be required by the Board to resign his membership in accordance with paragraph (B) of this Article 8.

- (9) 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 Association) or if a receiver, liquidator or similar officer is appointed in respect of all or any part of its business or assets,
- (B) The Board may at any time, by a resolution passed by a majority of at least three-fourths of the Governors present at the relevant meeting and voting, request in writing any person falling within sub-paragraph (b) of Article 3(3) to resign his membership, if the Board by such resolution resolve that in their reasonable opinion that person is no longer interested in or giving appropriate support to the objects and interests of the Association. If that person shall fail to comply with such request within 30 days, the Board may by resolution passed at a further meeting by a like majority resolve that the membership of such person be terminated forthwith. In relation to such further meeting, the provisions of Article 6 (save for the first sentence thereof) shall apply.
- (C) Any person may be admitted to Honorary Membership of the Association by invitation of the Board in accordance with the following provisions:-
- (1) A person admitted to Honorary Membership ("an Honorary Member") shall not be a Member of the Association for the purpose of these Articles, and accordingly shall have no liability to the Association in terms of Clause 6 of the Memorandum of Association.
- (2) An Honorary Member 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 Association whichever shall first occur.

- (3) An Honorary Member shall, notwithstanding the provisions of sub-paragraph (1) of this Article 8(C), be entitled to receive notice of and to attend all general meetings of the Association, but shall not be entitled to vote thereat.
- (4) An Honorary Member shall resign his Honorary Membership if requested so to do by notice in writing by the Association, resolved to be given by a unanimous resolution of the Board passed at a duly constituted meeting thereof.

GENERAL MEETINGS

9. The Association 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. Not more than fifteen months shall elapse between the date of one annual general meeting of the Association and that of the next. The annual general meeting shall be held at such time and place as the Board shall appoint.

10. All general meetings other than annual general meetings shall be called extraordinary general meetings.

11. The Board may, whenever they think fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisition, or in default may be convened by such requisitionists as provided by Section 368 of the Act. If at any time there are not within the United Kingdom sufficient Governors capable of acting to form a quorum, any Governor or any two Members of the Association may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Governors.

NOTICE OF GENERAL MEETINGS

12. An annual general meeting and a meeting called for the passing of a special resolution shall be called by twenty one days' notice at the least, and a meeting of the Association 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 Association in general meeting to such persons as are, under the regulations of the Association entitled to receive such notices from the Association:-

Provided that a meeting of the Association shall, notwithstanding that it is called by shorter notice than that specified in this Regulation, 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 Members entitled to attend and vote thereat; and
- (b) in the case of any other meeting, by a majority in number of the Members having a right to attend and vote at the meeting, being a majority together representing not less than ninety-five per cent. of the total voting rights at the meeting of all the Members.

13. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any Member shall not invalidate any resolution passed or any proceeding at any meeting.

PROCEEDINGS AT GENERAL MEETINGS

14. All business shall be deemed special that is transacted at an extraordinary general meeting, and all that is transacted at an annual general meeting shall also be deemed special with the exception of the consideration of the accounts and balance sheet, and the reports of the Board and Auditors, the election of Governors and other officers and the appointment or re-appointment of, and the fixing of the remuneration of, the Auditors.

15. No business shall be transacted at any general meeting unless a quorum of Members is present at the time when the meeting proceeds to business; save as herein otherwise provided, five Members present shall be a quorum.

16. 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 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 Members shall be a quorum.

17. The Chairman of the Board shall preside as Chairman at any general meeting of the Association at which he is present. If the Chairman be not present within fifteen minutes after the time appointed for holding the meeting the Deputy Chairman, if present, shall take the Chair; if the Deputy Chairman be not present, the Members present shall choose another Governor who is present and willing to act as Chairman of the meeting; but if there is no such Governor present then the Members present shall choose one of their own number to be Chairman of the meeting.

18. The Chairman of any meeting at which a quorum is present may, with the consent of that meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as an original meeting, but save as aforesaid the Members shall not be entitled to notices of any adjournment or of the business to be transacted at an adjourned meeting.

19. The decision of a meeting shall be ascertained by a show of hands, unless before or upon the declaration of the result of the show of hands a poll is demanded by the Chairman or by at least three Members of the Association personally present and entitled to vote or by one or two Members personally present and with such right representing (either by proxy or as a corporation in accordance with Article 32 or both) respectively two or one other Members of the Association having the right to attend and vote and unless a poll is so demanded a declaration by the Chairman that a resolution has been carried or lost or carried or not carried by a particular majority, shall be conclusive, and an entry in the minutes, signed by the Chairman, shall be conclusive evidence of the decision of the meeting without proof of the number or proportion of votes cast in favour of or against any resolution. Subject to the provisions of Article 20, if a poll be demanded in manner aforesaid it shall be taken at such time and place and in such manner as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A demand for a poll may be withdrawn.

20. No poll shall be demanded on the election of a Chairman or on any question of adjournment. The demand of a poll 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.

21. 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.

22. A resolution in writing signed by all the Members of the Association shall be as valid as if it has been passed at a general meeting except in any case in which under the provisions of the Act it is necessary to hold a general meeting.

VOTES OF MEMBERS

23. Every Member shall have one vote.

24. No Member shall be entitled to vote at any general meeting unless all moneys presently payable by him to the Association have been paid.

25. On a poll votes may be given either personally or by proxy.

26. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy need not be a Member of the Association.

27. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Association or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the persons named in the instrument propose to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

28. An instrument appointing a proxy shall be in the following form or as near thereto as circumstances admit:-

"THE BRITISH UNITED PROVIDENT ASSOCIATION LIMITED

I/We
of
in the County of , being a
Member/Members of the above named Association, hereby
appoint
of
or failing him
of

as my/our proxy to vote for me/us on my/our behalf at the (annual or extraordinary, as the case may be) general meeting of the Association to be held on the day of 19 , and at any adjournment thereof.

Signed this day of 19 .

A proxy need not be a Member of the Association."

29. Where it is desired to afford Members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:-

"THE BRITISH UNITED PROVIDENT ASSOCIATION LIMITED

I/We ,
of ,
in the County of , being a
Member/Members of the above named Association hereby
appoint ,
of ,
or failing him ,
of ,
as my/our proxy to vote for me/us on my/our behalf at
the (annual or extraordinary, as the case may be)
general meeting of the Association to be held on the
day of 19 , and at
any adjournment thereof.

Signed this day of 19 .

This form to be used *in favour of the resolution.
against

Unless otherwise instructed, the proxy will vote as he thinks fit.

*Strike out whichever is not desired.

A proxy need not be a Member of the Association."

30. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

31. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of such death, insanity or revocation as aforesaid shall have been received by the Association at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS

32. Any corporation which is a Member of the Association may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Association, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual Member of the Association.

BOARD

33. The Governors shall not be less than ten in number. The Association may by Ordinary Resolution from time to time vary the minimum number of Governors.

34. No person shall be eligible to hold office as a Governor who is not a Member of the Association. If any person who is not already a Member of the Association shall be appointed or elected to the Board he shall be deemed to have been duly invited to become a Member of the Association and he shall forthwith comply with Article 4.

35. Subject to the provisions of Article 55, the remuneration of Directors (except the Chief Executive appointed in accordance with Article 37 and any other salaried employee of the Association who may be appointed or elected as a Director) shall be determined from time to time by the Association in general meeting, whether for a fixed period or not, as may be thought fit, with power to the Association in general meeting from time to time to vary such remuneration. Such remuneration shall be divided among the Governors (except as aforesaid) in such proportions and manner as the Governors may determine and, in default of determination, equally. Subject to any such determination any Governor holding office for part of a year shall be entitled to a proportionate part of any such remuneration in respect of such year.

36. Governors shall be entitled to repayment of all such reasonable expenses as they may incur in attending and returning from meetings of the Governors or of any committee of the Governors or general meetings or otherwise in or about the business of the Association.

CHIEF EXECUTIVE

37. (A) The Governors may from time to time appoint one or more of their body to the office of Chief Executive (with such designation as the Governors 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. A Governor so appointed shall not whilst holding that office be subject to retirement by rotation or be taken into account in determining the rotation of retirement of Governors.
- (B) The appointment of any Governor to the office of Chief Executive shall automatically determine if he ceases to be a Governor but without prejudice to any claim for damages for breach of any contract of service between him and the Association.
- (C) The Governors may entrust to and confer upon the Chief Executive any of the powers (other than the power to borrow money) exercisable by them as Governors upon such terms and conditions and with such restrictions as they think fit, and either collaterally with or to the exclusion of their own powers, and may from time to time revoke, withdraw, alter or vary all or any of such powers.

ROTATION OF GOVLNRORS

38. At each annual general meeting one-third of the Governors for the time being (or, if their number is not a multiple of three, the number nearest to but not greater than one-third) shall retire from office.

39. The Governors to retire by rotation shall include (so far as necessary to obtain the number required) any Governor who wishes to retire and not to offer himself for re-election. Any further Governors so to retire shall be those of the other Governors who have been longest in office since their last re-election or appointment and so that as between persons who became or were last re-elected Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. A retiring Governor shall be eligible for re-election.

40. The Association at the meeting at which a Governor retires in manner aforesaid may fill the vacated office by electing a person thereto, and in default the retiring Governor shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such Governors shall have been put to the meeting and lost.

41. No person other than a Governor retiring at the meeting shall, unless recommended by the Governors, be eligible for election to the office of Governor at any general meeting unless, not less than three nor more than twenty one days before the date appointed for the meeting, there shall have been left at the registered office of the Association notice in writing, signed by a Member duly qualified to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing signed by that person of his willingness to be elected.

42. The Board shall have power at any time, and from time to time, to appoint any person to be a Governor, either to fill a casual vacancy or as an addition to the existing Board. Any Governor 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 Governors who are to retire by rotation at such meeting.

43. The Association may by Ordinary Resolution of which special notice has been given in accordance with Section 379 of the Act, remove any Governor before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Association and such Governor. Such removal shall be without prejudice to any claim such Governor may have for damages for breach of any contract of service between him and the Association.

44. The Association may by Ordinary Resolution appoint another person in place of a Governor removed from office under the immediately preceding Article. Without prejudice to the powers of the Board under Article 42 the Company in general meeting may appoint any person to be a Governor either to fill a casual vacancy or as an additional Governor. The person appointed to fill such a vacancy shall be subject to retirement at the same time as if he had become a Governor on the day on which the Governor in whose place he is appointed was last elected a Governor.

POWERS AND DUTIES OF THE BOARD

45. The business of the Association shall be managed by the Governors, who may pay all expenses incurred in promoting and registering the Association and may exercise all such powers of the Association as are not, by the Act or by these Articles, required to be exercised by the Association in general meeting, subject nevertheless to the provisions of the Act or these Articles, and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Association in general meeting; but no regulation made by the Association in general meeting shall invalidate any prior act of the Governors which would have been valid if that regulation had not been made.

46. The Board may make and vary from time to time such rules, regulations and bye-laws for the conduct of the affairs of the Association as they shall think proper, but so that no rule, regulation or bye-law shall have any validity, effect or operation if it amounts to or involves such an addition to or alteration of these Articles as could only properly be made by special resolution.

47. The Board may formulate and from time to time vary schemes to implement the purposes of the Association, including particulars of subscriptions and benefits, services in respect of which benefit shall be paid and a classification of surgical operations.

48. The Governors may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the Governors, to be the attorney or attorneys of the Association for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Governors under these Articles) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Governors may think fit and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.

49. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Association, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Governors shall from time to time by resolution determine.

50. The Governors shall cause minutes to be made in books provided for the purpose:-

- (a) of all appointments of officers made by the Governors;
- (b) of the names of the Governors present at each meeting of the Governors and of any committee of the Governors;
- (c) of all resolutions and proceedings at all meetings of the Association, and of the Governors, and of committees of Governors.

51. (1) A Governor who is in any way, whether directly or indirectly interested in a contract or proposed contract with the Association, shall declare the nature of his interest at a meeting of the Governors in accordance with Section 317 of the Act.

(2) A Governor shall not vote in respect of any contract or arrangement in which he is interested, and if he shall do so his vote shall not be counted, nor shall he be counted in the quorum present at the meeting, but neither of these prohibitions shall apply to:-

- (a) any arrangement for giving any Governor any security or indemnity in respect of money lent by him to or obligations undertaken by him for the benefit of the Association; or
- (b) to any arrangement for the giving by the Association of any security to a third party in respect of a debt or obligation of the Association for which the Governor himself has assumed responsibility in whole or in part under a guarantee or indemnity or by the deposit of a security; or
- (c) any contract or arrangement with any other company or association in which he is interested only as an officer of the company or as holder of shares or other securities;

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 Association in general meeting.

- (3) A Governor may hold any other office or place of profit under the Association (other than the office of Auditor) in conjunction with his office of Governor for such period and on such terms (as to remuneration and otherwise) as the Governors may determine and no Governor or intending Governor shall be disqualified by his office from contracting with the Association 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 Association in which any Governor is in any way interested, be liable to be avoided, nor shall any Governor so contracting or being so interested be liable to account to the Association for any profit realised by any such contract or arrangement by reason of such Governor holding that office or of the fiduciary relation thereby established provided that such Governor shall have declared his interest to the Association prior to its entering into such contract or arrangement.
- (4) A Governor notwithstanding his interest, may be counted in the quorum present at any meeting whereat he or any other Governor is appointed to hold any such office or place of profit under the Association or whereat 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.
- (5) Any Governor may act by himself or his firm in a professional capacity for the Association and he or his firm shall be entitled to remuneration for professional services as if he were not a Governor; provided that such Governor shall have declared his interest as prescribed in Clause (3) of this Article and provided that nothing herein contained shall authorise a Governor or his firm to act as Auditor to the Association.

52. The Governors on behalf of the Association may pay a gratuity or pension or allowance on retirement to any Governor (whether or not he has held any other salaried office or place of profit with the Association) 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.

53. The Board shall engage such officers and servants as they may consider necessary, and shall fix and regulate their terms and conditions of service. The provisions of Sections 283 and 284 of the Act with respect to the Secretary shall be duly observed.

HONORARY OFFICERS

54. 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.

SUBSIDIARY COMPANIES

55. The Governors may arrange that any branch of the business carried on by the Association or any other business in which the Association may be interested shall be carried on by or through one or more subsidiary companies, and they may on behalf of the Association make such arrangements as they think advisable for taking the profits or bearing the losses of any branch or business so carried on or for financing, assisting or subsidising any such subsidiary company or guaranteeing its contracts, obligations or liabilities, and they may appoint, remove and re-appoint any persons (whether members of their own body or not) to act as Directors, Managing Directors or Managers of any such company, and may determine the remuneration (whether by way of salary, commission on profits or otherwise) of any person so appointed, but in determining from time to time the total remuneration of Governors pursuant to Article 35 the Association shall in respect of any period have regard to the aggregate remuneration for that period payable to Governors holding office in such subsidiary companies by virtue of appointments made under this Article 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 Article 35.

PROCEEDINGS OF THE BOARD

56. The Board shall meet together not less than twice a year for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes, the Chairman shall have a second or casting vote.

57. The quorum necessary for the transaction of business at a meeting of the Board shall be such number, not being less than two, as shall from time to time be determined by the Board and in default of such determination shall be four.

58. (1) The Board shall elect annually one of their number to be the Chairman of the Board.
- (2) The Chairman shall, immediately upon his election, appoint a Governor to be Deputy Chairman, and shall fill any casual vacancy that may arise in that office. The Chairman may, at his pleasure, remove the Deputy Chairman from office.
- (3) The Deputy Chairman shall retire from office at the time when the Chairman appointing him retires from office; provided that if the Chairman vacates his office before the expiration of the period for which he was elected then the Deputy Chairman appointed by him shall continue in office till a new Chairman shall be elected, and shall then retire from office.
- (4) Any retiring Chairman or Deputy Chairman shall be eligible for re-election or re-appointment (as the case may be).
- (5) The Chairman shall preside at all meetings of the Board at which he is present. If the Chairman be 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 be not present, the Governors then present shall choose one of themselves to take the Chair at that meeting of the Board.
- (6) A casual vacancy in the office of Chairman shall be filled as soon as conveniently may be by the Governors, not less than seven days' notice being served on the Governors of the meeting at which it is proposed to fill the same, and of the object of the meeting. The Governor elected to fill such vacancy shall hold office so long only as the vacating Chairman would have been entitled to hold office.

59. A Governor may, and the Secretary on the requisition of a Governor shall, at any time summon a meeting of the Board. It shall not be necessary to give notice of a meeting of the Board to any Governor for the time being absent from the United Kingdom.

60. A meeting of the Board at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under these Articles vested for the time being in the Board.

61. All acts bona fide done by any meeting of the Board or of a committee of the Board or by any person acting as a Governor shall, notwithstanding it be afterwards discovered that there was some defect in the appointment of any Governor or Governors 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 and was qualified to be a Governor.

62. The Governors for the time being may act notwithstanding any vacancy in their body provided that if their number is reduced below ten, they may act for the purpose of filling vacancies in their body or of convening a general meeting but for no other purpose.

63. A resolution in writing signed by all the Governors for the time being in the United Kingdom shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and constituted.

COMMITTEES, DIVISIONAL BOARDS AND DIVISIONAL DIRECTORS

64. (1) (a) The Governors may delegate any of their powers to committees consisting of such member or members of their body as they think fit; any committee so formed shall, in exercise of the powers so delegated, conform to any regulation that may be imposed on it by the Governors.
- (b) A Committee may elect a Chairman of its meetings; if no such Chairman is elected, or if at any meeting the Chairman is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to be Chairman of the meeting.
- (c) A Committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of equality of votes the Chairman shall have a second or casting vote.

- (2) (a) The Board may establish Divisional Boards for managing any of the affairs or businesses of the Association or of any Branch or Division of the Association. The Board may appoint, as members of any such Divisional Board, any member or members of their body or any other person or persons (such members or persons being in these Articles referred to as "Divisional Directors") and may delegate to any such Divisional Board any of the powers, authorities and discretions vested in the Governors, and any such appointment or delegation may be made upon such terms and subject to such conditions as the Governors may think fit.
- (b) A Divisional Director in his capacity as such shall hold office as a Divisional Director for such period and perform such duties and be entitled to such remuneration and to exercise such rights and powers only as may be determined and conferred upon him at the time of his appointment or thereafter and either absolutely in fixed terms or by reference to the discretion from time to time of the Governors.
- (c) A Divisional Director who is not also a Governor of the Association shall not be nor shall be deemed to be a Director within the meaning or for the purposes of the Act; and such a Divisional Director shall not be entitled to attend (unless requested) or to vote at any meeting of the Board nor will he be reckoned in the quorum of any meeting of the Board.
- (d) In this Article 64(2), for avoidance of doubt the term "the Board" shall have the same meaning as in Article 1.

DISQUALIFICATION OF GOVERNORS

65. The office of Governor shall be vacated if he:-
- (A) becomes bankrupt or enters into a composition with his creditors;

- (B) is directly or indirectly interested in any contract with the Association and fails to declare the nature of his interest in manner required by Section 317 of the Act;
- (C) ceases to be a Governor by virtue of Sections 293 or 303 of the Act;
- (D) becomes prohibited from being a Governor by reason of any order under Sections 296 to 300 of the Act;
- (E) becomes of unsound mind or permanently incapable of acting;
- (F) ceases for any cause to be a Member of the Association;
- (G) being a qualified medical practitioner, is struck off the Medical Register;
- (H) resigns his office by notice in writing to the Association;
- (I) having been absent from four consecutive meetings of the Board vacates his office by reason of a resolution of the Board declaring such office to be vacant.

SEAL

66. The Board shall provide for the safe custody of the seal, which shall only be used by the authority of a resolution of the Board or of a Committee of Governors authorised by the Board in that behalf, and every instrument to which the seal shall be affixed shall be signed by a Governor and shall be countersigned by the Secretary or by a second Governor or by some other person appointed by the Governors for the purpose.

ACCOUNTS

67. The Governors shall cause accounting records to be kept in accordance with Section 221 of the Act.

68. The accounting records shall be kept at the registered office of the Association or, subject to Section 222(1) and (2) of the Act at such other place or places as the Governors think fit and shall always be open to the inspection of the Governors.

69. The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Association or any of them shall be open to the inspection of Members not being Governors, and no Member (not being a Governor) shall have any right of inspecting any account or book or document of the Association except as conferred by statute or authorised by the Board or by the Association in general meeting.

70. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Association in general meeting, together with a copy of the Auditor's Report and the Governors' Report, shall not less than twenty one days before the date of the meeting be sent to every Member of, and every holder of debentures of the Association. Provided that this Article shall not require a copy of these documents to be sent to any person of whose address the Association is not aware or to more than one of the joint holders of any debentures.

AUDITORS

72. Auditors shall be appointed and their duties regulated in accordance with Sections 236, 237, 262 and 384 to 392 of the Act.

NOTICES

73. A notice may be given by the Association to any 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 Association for the giving of notice to him. 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 in the case of a notice of a meeting at the expiration of twenty four hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered by first class post.

74. Notice of every general meeting shall be given in any manner hereinbefore authorised to:-

- (a) every Member except those Members who (having no registered address within the United Kingdom) have not supplied to the Association an address within the United Kingdom for the giving of notices to them; and
- (b) the Auditor for the time being of the Association.

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

WINDING UP

75. The provisions of Clause 7 of the Memorandum of Association relating to the winding up and dissolution of the Association shall apply and have effect as if that Clause were repeated in these Articles.

INDEMNITY

76. (1) Every Director, Agent, Auditor, Secretary and other Officer for the time being of the Association shall be indemnified out of the assets of the Association against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 727 of the Act in which relief is granted to him by the court.
- (2) Subject to the provisions of the Act, the Governors on behalf of the Association may purchase and maintain for any such Auditor or Officer of the Association insurance against any liability which by virtue of any rules of law would otherwise attach to him in respect of any negligence, default, breach of duty or breach of trust of which he may be guilty in relation to the Company.

Company Number 432511

THE COMPANIES ACT 1985
(As Amended)

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

SPECIAL RESOLUTION OF

THE BRITISH UNITED PROVIDENT ASSOCIATION LIMITED

Passed on 7th June 1993



At the Annual General Meeting of The British United Provident Association Limited, duly convened and held at The Savoy, Strand, London WC2, the following Special Resolution was duly passed:-

AMENDMENT TO THE ARTICLES OF ASSOCIATION

"That with effect from 7th June 1993, the Articles of Association be altered as follows:

- (i) by deleting Article 35 and substituting therefor the following new Article:

"35. Subject to the provisions of Article 55, the remuneration (including emoluments) of Governors (except the Chief Executive appointed in accordance with Article 37 and any other salaried employee of the Association who may be appointed or elected as a Governor) shall not exceed in aggregate the amount per annum determined from time to time by the Association in general meeting with power to the Association 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 Governors (except as aforesaid) in such proportions and manner as the Governors may determine. Subject to any such determination, any Governor holding office for part of a year shall be entitled to a proportionate part of any such remuneration in respect of such year."

- (ii) by deleting sub-Articles 58(1), (2), (3) and (6), and substituting therefor a new sub-Article 58(1) to read:

"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."

- (iii) by renumbering the existing sub-Articles 58(4) and (5) as sub-Articles 58(2) and 58(3) respectively.

- (iv) by inserting, immediately after Article 65(I) (with appropriate punctuation) a new Article 65(J) to read:

"is requested to resign in writing by not less than three-quarters of the other Governors. In calculating the number of Governors who are required to make such a request to the Governor, there shall be excluded any person appointed as a Governor pursuant to Article 42".

- (v) by renumbering the existing Article 63 sub-Article 63(1) and by inserting immediately thereafter, the following new sub-Article 63(2):

"Without prejudice to the first sentence of Article 56, a meeting of the Board or of a Committee of the Board may consist of a conference between Governors who are not all in one place, but of whom each is able (directly or by telephonic communication) to speak to each of the others, and to be heard by each of the others simultaneously. A Governor taking part in such conference shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating in the conference is assembled, or, if there is no such group, where the Chairman of the meeting then is. The word "meeting" in these Articles shall be construed accordingly."

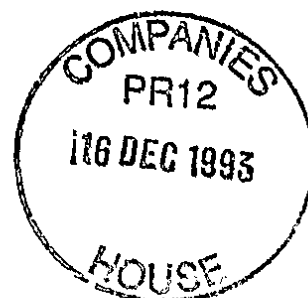
.....
Secretary

The British United Provident Association Limited

Incorporated 3rd April 1947

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

Memorandum and Articles of Association



THE COMPANIES ACTS 1929 TO 1985

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

OF

THE BRITISH UNITED PROVIDENT ASSOCIATION LIMITED

(As amended by Special Resolutions passed on the
28th March 1949, 25th June 1970, 14th June 1979,
and 10th June 1982)

1.* The name of the Company (hereinafter called "the Association") is "THE BRITISH UNITED PROVIDENT ASSOCIATION LIMITED".

2. The registered office of the Association will be situate in England.

3. The objects for which the Association is established are:-

- (A) To prevent, relieve and cure sickness and ill-health of every kind (including physical injuries) and to promote health in any way and in particular (but without derogating from the generality of the foregoing) to raise, establish, maintain and administer a fund (hereinafter called "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.

*The name of the Company was on 23rd May 1949, pursuant to a Licence of the Board of Trade under Section 19(2) of the Companies Act 1948, changed from "The British United Provident Association Limited" to "The British United Provident Association". On application by the Company, the Licence of the Board of Trade was revoked on 19th January 1970 and the name of the Company reverted to "The British United Provident Association Limited".

- (B) To acquire and undertake the whole or any part of the business, goodwill and assets of any person, firm, company, association or body carrying on or proposing to carry on any of the businesses which the Association is authorised to carry on, and, as part of the consideration for such acquisition, to undertake all or any of the liabilities of such person, firm, company, association or body, or to acquire an interest in, amalgamate with, or enter into any arrangement for co-operation or for mutual assistance with, or to make grants, donations or loans to, any such person, firm, company, association or body.
- (C) To make and carry into effect such agreements or arrangements with Governments or authorities (supreme, municipal, local or otherwise), hospitals, nursing homes, infirmaries, medical, surgical, remedial and other like institutions and with Physicians, Surgeons, Consultants, Specialists, members of the medical or nursing or other like professions and other persons as may appear conducive to the furtherance of any of the objects of the Association.
- (CC) 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).
- (D) To make suitable arrangements for the administration of the Provident Fund and of the Association and the carrying out of its objects and for the purpose to engage and to provide in whole or in part for the salaries or maintenance of officers, servants and employees and to support and subscribe to any object, and any institution, society or club whose work is calculated to promote the objects of the Association or to benefit its employees, and which may be connected with any town or place where the Association carries on its work; to give pensions, gratuities or charitable aid to any persons who may have been employed by or may have served the Association, or any Governor of the Association (whether or not such Governor has held any salaried office or place of profit with the Association) or the wives,

children, or other relatives or dependants of such persons; to make payment towards insurance for their benefit; to form or contribute or subscribe to provident, benefit or any similar funds and superannuation and pension funds or other schemes for the benefit of any such persons, or of their wives, children, or other relatives and dependants.

- (E) To raise or borrow money for the purposes of the Association on such terms and on such security, if any, as may be thought fit, and to make arrangements for the discharge or guarantee of all or any of the liabilities of the Association.
- (F) To invite and receive any property, endowment, legacy, bequest or gift for any purpose within the objects of the Association and to act as Trustees or Managers thereof.
- (G) To enter into such agreements or arrangements of whatever nature with organisations having objects similar to those of the Association as may be calculated to further the objects of the Association.
- (H) To make grants or donations or loans to or to amalgamate or affiliate with any association or body which has objects similar to the objects of the Association and which is prohibited by its constitution from distributing its profits or assets among its members to at least as great an extent as the Association is so prohibited.
- (I) To promote or oppose or join in promoting or opposing any legislative or other measures affecting or likely to affect the work of the Association.
- (J) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property or any rights or privileges which the Association may think necessary or convenient for the promotion of its objects, and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Association.
- (K) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Association as may be thought expedient with a view to the furtherance of its objects.

- (L) To act as agents, brokers and trustees for any person, firm or company and to act in any of the businesses of the Association through or by means of agents, brokers or others and generally to undertake and transact all kinds of agency or other business which an ordinary individual may legally undertake.
- (M) To invest the moneys of the Association not immediately required for its purposes in or upon such investments, securities or property as may be thought fit.
- (N) To lend or advance money to any person or persons upon such security, and on such terms as to repayment and interest, or otherwise, as may be thought fit, and to give guarantees in respect of the fulfilment of any contracts or obligations, and to become surety for, or otherwise financially aid, any person or persons as the Board may decide.
- (O) To establish and support or aid in the establishment or support of any charitable or benevolent association or institution and to subscribe or guarantee money for charitable or benevolent purposes in any way connected with the purposes of the Association or calculated to further its objects.
- (P) To do all such lawful things as are incidental or conducive to the attainment of the above objects or any of them.

4. The income and property of the Association, whencesoever derived, shall be applied solely towards the promotion of the objects of the Association as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the Members of the Association.

Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Association, or to any Members of the Association in return for any services actually rendered to the Association, nor prevent the payment of interest at a rate not exceeding five per cent. per annum on money lent or reasonable and proper rent for premises demised or let by any Member to the Association.

5. The liability of the Members is limited.

6. Every Member of the Association undertakes to contribute to the assets of the Association in the event of its being wound up while he is a Member or within one year after he ceases to be a Member for payment of the debts and liabilities of the Association contracted before he ceases to be a Member and of the costs, charges and expenses of winding up and for the adjustment of the rights of contributories among themselves such amount as may be required, not exceeding two shillings and six pence (thirteen New Pence).

7. If upon the winding up or dissolution of the Association 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 Members of the Association, but shall be given or transferred to some other institution or institutions, having objects similar to the objects of the Association, 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 Association under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the Members of the Association at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object.

THE COMPANIES ACT 1985

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 the 25th June 1970 and altered by Special Resolutions passed on the 3rd July 1975, 10th June 1982, 20th June 1985, 14th June 1988, 3rd July 1990 and 7th June 1993)

PRELIMINARY

1. In these Articles, unless there be something in the subject or context inconsistent therewith -

"Association" means the above-named Company.

"The Act" means the Companies Act 1985.

"The Board" means the Board of Governors for the time being of the Association, and reference in the Act to "Board of Directors" and "Board" shall be deemed to be references to the Board of Governors.

"Governor" means a member for the time being of the Board and references in the Act to "Directors" shall be deemed to be references to "Governors".

Words importing the masculine gender only shall include the feminine; and words importing the singular number only shall include the plural and vice versa.

Words or expressions used in these Articles shall bear the same meanings as in the Act or any statutory modifications thereof in force at the date on which these Articles become binding on the Company.

MEMBERS GENERALLY

2. For the purpose of registration, the number of Members is declared to be 200. The Board may, whenever the circumstances of the Association require it, register an increase of Members.

3. (1) The subscribers to the Memorandum of Association and such other persons as shall be admitted to membership by the Board in accordance with the succeeding paragraphs of this Article shall, subject to Article 4, be Members, and shall be entered in the Register of Members accordingly. The Board shall have an absolute discretion as to the admission or rejection by them of an application for membership of the Association received from any person who has not been invited by the Board to become a Member in accordance with paragraph (3) of the Article.
- (2) All persons who are Members at the date of the adoption of this Article shall continue to be Members, subject only to the provision of Article 6 and paragraphs (1) to (6) inclusive of Article 8(A).
- (3) The Board may at any time after the date of the adoption of this Article invite any person to become a Member, who is in any of the following categories:-
- (a) a subscriber to the Association, whether as an individual or as a member of a group of subscribers;
 - (b) a person not within sub-paragraph (a) of this Article 3(3) who shall be recognised by the Board as interested in or as having supported or being likely to support the objects and interests of the Association.
- (4) Any person invited by the Board to become a Member in accordance with paragraph (3) of this Article shall, as a condition precedent to admission to membership, comply with Article 4.
4. No person shall be admitted as a Member unless he shall sign an application in writing in such form as shall from time time be approved by the Board.
5. Every Member shall be bound to further to the best of his ability the objects and interest of the Association and shall observe all regulations and bye-laws of the Association.

6. Any Member who fails to observe any of the regulations or bye-laws of the Association may be expelled from membership of the Association by a resolution passed by a majority of at least three-fourths of the Governors present and voting at a meeting of the Board specially summoned for that purpose. Not less than seven days' notice of the meeting shall be given to the Member concerned and the notice shall state the purpose for which the meeting is called. Such 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 Member.

7. Membership shall be personal to the Member and shall not be transferable by act of the Member or by operation of law.

8. (A) A Member shall cease to hold that position:-

- (1) If, being a qualified medical practitioner, he is struck off the Medical Register.
- (2) If he becomes of unsound mind or permanently incapable of acting.
- (3) If he becomes bankrupt or makes any arrangement with his creditors.
- (4) If he sends to the Association notice in writing of his retirement.
- (5) If he is removed under the provisions of Article 6.
- (6) At the conclusion of the Annual General Meeting following his 70th birthday unless he is already 70 or more at the date of adoption of this Article or unless the Board otherwise determine.
- (7) If, as a person appointed under Article 3(3)(a), he ceases to be a subscriber to the Association (either as an individual or as a member of a group of subscribers).
- (8) If, as a person falling within sub-paragraph (b) of Article 3(3), he shall be required by the Board to resign his membership in accordance with paragraph (B) of this Article 8.

- (9) 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 Association) or if a receiver, liquidator or similar officer is appointed in respect of all or any part of its business or assets.
- (B) The Board may at any time, by a resolution passed by a majority of at least three-fourths of the Governors present at the relevant meeting and voting, request in writing any person falling within sub-paragraph (b) of Article 3(3) to resign his membership, if the Board by such resolution resolve that in their reasonable opinion that person is no longer interested in or giving appropriate support to the objects and interests of the Association. If that person shall fail to comply with such request within 30 days, the Board may by resolution passed at a further meeting by a like majority resolve that the membership of such person be terminated forthwith. In relation to such further meeting, the provisions of Article 6 (save for the first sentence thereof) shall apply.
- (C) Any person may be admitted to Honorary Membership of the Association by invitation of the Board in accordance with the following provisions:-
- (1) A person admitted to Honorary Membership ("an Honorary Member") shall not be a Member of the Association for the purpose of these Articles, and accordingly shall have no liability to the Association in terms of Clause 6 of the Memorandum of Association.
 - (2) An Honorary Member 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 Association whichever shall first occur.

- (3) An Honorary Member shall, notwithstanding the provisions of sub-paragraph (1) of this Article 8(C), be entitled to receive notice of and to attend all general meetings of the Association, but shall not be entitled to vote thereat.
- (4) An Honorary Member shall resign his Honorary Membership if requested so to do by notice in writing by the Association, resolved to be given by a unanimous resolution of the Board passed at a duly constituted meeting thereof.

GENERAL MEETINGS

9. The Association 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. Not more than fifteen months shall elapse between the date of one annual general meeting of the Association and that of the next. The annual general meeting shall be held at such time and place as the Board shall appoint.

10. All general meetings other than annual general meetings shall be called extraordinary general meetings.

11. The Board may, whenever they think fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisition, or in default may be convened by such requisitionists as provided by Section 368 of the Act. If at any time there are not within the United Kingdom sufficient Governors capable of acting to form a quorum, any Governor or any two Members of the Association may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Governors.

NOTICE OF GENERAL MEETINGS

12. An annual general meeting and a meeting called for the passing of a special resolution shall be called by twenty one days' notice at the least, and a meeting of the Association 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 Association in general meeting to such persons as are, under the regulations of the Association entitled to receive such notices from the Association:-

Provided that a meeting of the Association shall, notwithstanding that it is called by shorter notice than that specified in this Regulation, 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 Members entitled to attend and vote thereat; and
- (b) in the case of any other meeting, by a majority in number of the Members having a right to attend and vote at the meeting, being a majority together representing not less than ninety-five per cent. of the total voting rights at the meeting of all the Members.

13. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any Member shall not invalidate any resolution passed or any proceeding at any meeting.

PROCEEDINGS AT GENERAL MEETINGS

14. All business shall be deemed special that is transacted at an extraordinary general meeting, and all that is transacted at an annual general meeting shall also be deemed special with the exception of the consideration of the accounts and balance sheet, and the reports of the Board and Auditors, the election of Governors and other officers and the appointment or re-appointment of, and the fixing of the remuneration of, the Auditors.

15. No business shall be transacted at any general meeting unless a quorum of Members is present at the time when the meeting proceeds to business; save as herein otherwise provided, five Members present shall be a quorum.

16. 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 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 Members shall be a quorum.

17. The Chairman of the Board shall preside as Chairman at any general meeting of the Association at which he is present. If the Chairman be not present within fifteen minutes after the time appointed for holding the meeting the Deputy Chairman, if present, shall take the Chair; if the Deputy Chairman be not present, the Members present shall choose another Governor who is present and willing to act as Chairman of the meeting; but if there is no such Governor present then the Members present shall choose one of their own number to be Chairman of the meeting.

18. The Chairman of any meeting at which a quorum is present may, with the consent of that meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as an original meeting, but save as aforesaid the Members shall not be entitled to notices of any adjournment or of the business to be transacted at an adjourned meeting.

19. The decision of a meeting shall be ascertained by a show of hands, unless before or upon the declaration of the result of the show of hands a poll is demanded by the Chairman or by at least three Members of the Association personally present and entitled to vote or by one or two Members personally present and with such right representing (either by proxy or as a corporation in accordance with Article 32 or both) respectively two or one other Members of the Association having the right to attend and vote and unless a poll is so demanded a declaration by the Chairman that a resolution has been carried or lost or carried or not carried by a particular majority, shall be conclusive, and an entry in the minutes, signed by the Chairman, shall be conclusive evidence of the decision of the meeting without proof of the number or proportion of votes cast in favour of or against any resolution. Subject to the provisions of Article 20, if a poll be demanded in manner aforesaid it shall be taken at such time and place and in such manner as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A demand for a poll may be withdrawn.

20. No poll shall be demanded on the election of a Chairman or on any question of adjournment. The demand of a poll 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.

21. 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.

22. A resolution in writing signed by all the Members of the Association shall be as valid as if it has been passed at a general meeting except in any case in which under the provisions of the Act it is necessary to hold a general meeting.

VOTES OF MEMBERS

23. Every Member shall have one vote.

24. No Member shall be entitled to vote at any general meeting unless all moneys presently payable by him to the Association have been paid.

25. On a poll votes may be given either personally or by proxy.

26. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy need not be a Member of the Association.

27. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Association or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the persons named in the instrument propose to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

28. An instrument appointing a proxy shall be in the following form or as near thereto as circumstances admit:-

"THE BRITISH UNITED PROVIDENT ASSOCIATION LIMITED

I/We
of
in the County of , being a
Member/Members of the above named Association, hereby
appoint
of
or failing him
of

as my/our proxy to vote for me/us on my/our behalf at the (annual or extraordinary, as the case may be) general meeting of the Association to be held on the day of 19 , and at any adjournment thereof.

Signed this day of 19 .

A proxy need not be a Member of the Association."

29. Where it is desired to afford Members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:-

"THE BRITISH UNITED PROVIDENT ASSOCIATION LIMITED

I/We ,
of ,
in the County of , being a
Member/Members of the above named Association, hereby
appoint ,
of ,
or failing him ,
of ,
as my/our proxy to vote for me/us on my/our behalf at
the (annual or extraordinary, as the case may be)
general meeting of the Association to be held on the
day of 19 , and at
any adjournment thereof.

Signed this day of 19 .

This form to be used *in favour of the resolution.
against

Unless otherwise instructed, the proxy will vote as he thinks fit.

*Strike out whichever is not desired.

A proxy need not be a Member of the Association."

30. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

31. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of such death, insanity or revocation as aforesaid shall have been received by the Association at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS

32. Any corporation which is a Member of the Association may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Association, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual Member of the Association.

BOARD

33. The Governors shall not be less than ten in number. The Association may by Ordinary Resolution from time to time vary the minimum number of Governors.

34. No person shall be eligible to hold office as a Governor who is not a Member of the Association. If any person who is not already a Member of the Association shall be appointed or elected to the Board he shall be deemed to have been duly invited to become a Member of the Association and he shall forthwith comply with Article 4.

35. Subject to the provisions of Article 55, the remuneration (including emoluments) of Governors (except the Chief Executive appointed in accordance with Article 37 and any other salaried employee of the Association who may be appointed or elected as a Governor) shall not exceed in aggregate the amount per annum determined from time to time by the Association in general meeting with power to the Association 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 Governors (except as aforesaid) in such proportions and manner as the Governors may determine. Subject to any such determination, any Governor holding office for part of a year shall be entitled to a proportionate part of any such remuneration in respect of such year.

36. Governors shall be entitled to repayment of all such reasonable expenses as they may incur in attending and returning from meetings of the Governors or of any committee of the Governors or general meetings or otherwise in or about the business of the Association.

CHIEF EXECUTIVE

37. (A) The Governors may from time to time appoint one or more of their body to the office of Chief Executive (with such designation as the Governors 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. A Governor so appointed shall not whilst holding that office be subject to retirement by rotation or be taken into account in determining the rotation of retirement of Governors.
- (B) The appointment of any Governor to the office of Chief Executive shall automatically determine if he ceases to be a Governor but without prejudice to any claim for damages for breach of any contract of service between him and the Association.
- (C) The Governors may entrust to and confer upon the Chief Executive any of the powers (other than the power to borrow money) exercisable by them as Governors upon such terms and conditions and with such restrictions as they think fit, and either collaterally with or to the exclusion of their own powers, and may from time to time revoke, withdraw, alter or vary all or any of such powers.

ROTATION OF GOVERNORS

38. At each annual general meeting one-third of the Governors for the time being (or, if their number is not a multiple of three, the number nearest to but not greater than one-third) shall retire from office.

39. The Governors to retire by rotation shall include (so far as necessary to obtain the number required) any Governor who wishes to retire and not to offer himself for re-election. Any further Governors so to retire shall be those of the other Governors who have been longest in office since their last re-election or appointment and so that as between persons who became or were last re-elected Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. A retiring Governor shall be eligible for re-election.

40. The Association at the meeting at which a Governor retires in manner aforesaid may fill the vacated office by electing a person thereto, and in default the retiring Governor shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such Governors shall have been put to the meeting and lost.

41. No person other than a Governor retiring at the meeting shall, unless recommended by the Governors, be eligible for election to the office of Governor at any general meeting unless, not less than three nor more than twenty one days before the date appointed for the meeting, there shall have been left at the registered office of the Association notice in writing, signed by a Member duly qualified to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing signed by that person of his willingness to be elected.

42. The Board shall have power at any time, and from time to time, to appoint any person to be a Governor, either to fill a casual vacancy or as an addition to the existing Board. Any Governor 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 Governors who are to retire by rotation at such meeting.

43. The Association may by Ordinary Resolution of which special notice has been given in accordance with Section 379 of the Act, remove any Governor before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Association and such Governor. Such removal shall be without prejudice to any claim such Governor may have for damages for breach of any contract of service between him and the Association.

44. The Association may by Ordinary Resolution appoint another person in place of a Governor removed from office under the immediately preceding Article. Without prejudice to the powers of the Board under Article 42 the Company in general meeting may appoint any person to be a Governor either to fill a casual vacancy or as an additional Governor. The person appointed to fill such a vacancy shall be subject to retirement at the same time as if he had become a Governor on the day on which the Governor in whose place he is appointed was last elected a Governor.

POWERS AND DUTIES OF THE BOARD

45. The business of the Association shall be managed by the Governors, who may pay all expenses incurred in promoting and registering the Association and may exercise all such powers of the Association as are not, by the Act or by these Articles, required to be exercised by the Association in general meeting, subject nevertheless to the provisions of the Act or these Articles, and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Association in general meeting; but no regulation made by the Association in general meeting shall invalidate any prior act of the Governors which would have been valid if that regulation had not been made.

46. The Board may make and vary from time to time such rules, regulations and bye-laws for the conduct of the affairs of the Association as they shall think proper, but so that no rule, regulation or bye-law shall have any validity, effect or operation if it amounts to or involves such an addition to or alteration of these Articles as could only properly be made by special resolution.

47. The Board may formulate and from time to time vary schemes to implement the purposes of the Association, including particulars of subscriptions and benefits, services in respect of which benefit shall be paid and a classification of surgical operations.

48. The Governors may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the Governors, to be the attorney or attorneys of the Association for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Governors under these Articles) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Governors may think fit and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.

49. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Association, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Governors shall from time to time by resolution determine.

50. The Governors shall cause minutes to be made in books provided for the purpose:-

- (a) of all appointments of officers made by the Governors;
- (b) of the names of the Governors present at each meeting of the Governors and of any committee of the Governors;
- (c) of all resolutions and proceedings at all meetings of the Association, and of the Governors, and of committees of Governors.

51. (1) A Governor who is in any way, whether directly or indirectly interested in a contract or proposed contract with the Association, shall declare the nature of his interest at a meeting of the Governors in accordance with Section 317 of the Act.

(2) A Governor shall not vote in respect of any contract or arrangement in which he is interested, and if he shall do so his vote shall not be counted, nor shall he be counted in the quorum present at the meeting, but neither of these prohibitions shall apply to:-

- (a) any arrangement for giving any Governor any security or indemnity in respect of money lent by him to or obligations undertaken by him for the benefit of the Association; or
- (b) to any arrangement for the giving by the Association of any security to a third party in respect of a debt or obligation of the Association for which the Governor himself has assumed responsibility in whole or in part under a guarantee or indemnity or by the deposit of a security; or
- (c) any contract or arrangement with any other company or association in which he is interested only as an officer of the company or as holder of shares or other securities;

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 Association in general meeting.

- (3) A Governor may hold any other office or place of profit under the Association (other than the office of Auditor) in conjunction with his office of Governor for such period and on such terms (as to remuneration and otherwise) as the Governors may determine and no Governor or intending Governor shall be disqualified by his office from contracting with the Association 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 Association in which any Governor is in any way interested, be liable to be avoided, nor shall any Governor so contracting or being so interested be liable to account to the Association for any profit realised by any such contract or arrangement by reason of such Governor holding that office or of the fiduciary relation thereby established provided that such Governor shall have declared his interest to the Association prior to its entering into such contract or arrangement.
- (4) A Governor notwithstanding his interest, may be counted in the quorum present at any meeting whereat he or any other Governor is appointed to hold any such office or place of profit under the Association or whereat 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.
- (5) Any Governor may act by himself or his firm in a professional capacity for the Association and he or his firm shall be entitled to remuneration for professional services as if he were not a Governor; provided that such Governor shall have declared his interest as prescribed in Clause (3) of this Article and provided that nothing herein contained shall authorise a Governor or his firm to act as Auditor to the Association.

52. The Governors on behalf of the Association may pay a gratuity or pension or allowance on retirement to any Governor (whether or not he has held any other salaried office or place of profit with the Association) 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.

53. The Board shall engage such officers and servants as they may consider necessary, and shall fix and regulate their terms and conditions of service. The provisions of Sections 283 and 284 of the Act with respect to the Secretary shall be duly observed.

HONORARY OFFICERS

54. 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.

SUBSIDIARY COMPANIES

55. The Governors may arrange that any branch of the business carried on by the Association or any other business in which the Association may be interested shall be carried on by or through one or more subsidiary companies, and they may on behalf of the Association make such arrangements as they think advisable for taking the profits or bearing the losses of any branch or business so carried on or for financing, assisting or subsidising any such subsidiary company or guaranteeing its contracts, obligations or liabilities, and they may appoint, remove and re-appoint any persons (whether members of their own body or not) to act as Directors, Managing Directors or Managers of any such company, and may determine the remuneration (whether by way of salary, commission on profits or otherwise) of any person so appointed, but in determining from time to time the total remuneration of Governors pursuant to Article 35 the Association shall in respect of any period have regard to the aggregate remuneration for that period payable to Governors holding office in such subsidiary companies by virtue of appointments made under this Article 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 Article 35.

PROCEEDINGS OF THE BOARD

56. The Board shall meet together not less than twice a year for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes, the Chairman shall have a second or casting vote.

57. The quorum necessary for the transaction of business at a meeting of the Board shall be such number, not being less than two, as shall from time to time be determined by the Board and in default of such determination shall be four.

58. (1) 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.
- (2) Any retiring Chairman or Deputy Chairman shall be eligible for re-election or re-appointment (as the case may be).
- (3) The Chairman shall preside at all meetings of the Board at which he is present. If the Chairman be 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 be not present, the Governors then present shall choose one of themselves to take the Chair at that meeting of the Board.
59. A Governor may, and the Secretary on the requisition of a Governor shall, at any time summon a meeting of the Board. It shall not be necessary to give notice of a meeting of the Board to any Governor for the time being absent from the United Kingdom.
60. A meeting of the Board at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under these Articles vested for the time being in the Board.
61. All acts bona fide done by any meeting of the Board or of a committee of the Board or by any person acting as a Governor shall, notwithstanding it be afterwards discovered that there was some defect in the appointment of any Governor or Governors 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 and was qualified to be a Governor.
62. The Governors for the time being may act notwithstanding any vacancy in their body provided that if their number is reduced below ten, they may act for the purpose of filling vacancies in their body or of convening a general meeting but for no other purpose.
63. (1) A resolution in writing signed by all the Governors for the time being in the United Kingdom shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and constituted.

- (2) Without prejudice to the first sentence of Article 56, a meeting of the Board or of a Committee of the Board may consist of a conference between Governors who are not all in one place, but of whom each is able (directly or by telephonic communication) to speak to each of the others, and to be heard by each of the others simultaneously. A Governor taking part in such a conference shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating in the conference is assembled, or, if there is no such group, where the Chairman of the meeting then is. The word "meeting" in these Articles shall be construed accordingly.

COMMITTEES, DIVISIONAL BOARDS AND DIVISIONAL DIRECTORS

64. (1) (a) The Governors may delegate any of their powers to committees consisting of such member or members of their body as they think fit; any committee so formed shall, in exercise of the powers so delegated, conform to any regulation that may be imposed on it by the Governors.
- (b) A Committee may elect a Chairman of its meetings; if no such Chairman is elected, or if at any meeting the Chairman is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to be Chairman of the meeting.
- (c) A Committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of equality of votes the Chairman shall have a second or casting vote.

- (2) (a) The Board may establish Divisional Boards for managing any of the affairs or businesses of the Association or of any Branch or Division of the Association. The Board may appoint, as members of any such Divisional Board, any member or members of their body or any other person or persons (such members or persons being in these Articles referred to as "Divisional Directors") and may delegate to any such Divisional Board any of the powers, authorities and discretions vested in the Governors, and any such appointment or delegation may be made upon such terms and subject to such conditions as the Governors may think fit.
- (b) A Divisional Director in his capacity as such shall hold office as a Divisional Director for such period and perform such duties and be entitled to such remuneration and to exercise such rights and powers only as may be determined and conferred upon him at the time of his appointment or thereafter and either absolutely in fixed terms or by reference to the discretion from time to time of the Governors.
- (c) A Divisional Director who is not also a Governor of the Association shall not be nor shall be deemed to be a Director within the meaning or for the purposes of the Act; and such a Divisional Director shall not be entitled to attend (unless requested) or to vote at any meeting of the Board nor will he be reckoned in the quorum of any meeting of the Board.
- (d) In this Article 64(2), for avoidance of doubt the term "the Board" shall have the same meaning as in Article 1.

DISQUALIFICATION OF GOVERNORS

65. The office of Governor shall be vacated if he:-

- (A) becomes bankrupt or enters into a composition with his creditors;

- (B) is directly or indirectly interested in any contract with the Association and fails to declare the nature of his interest in manner required by Section 317 of the Act;
- (C) ceases to be a Governor by virtue of Sections 293 or 303 of the Act;
- (D) becomes prohibited from being a Governor by reason of any order under Sections 296 to 300 of the Act;
- (E) becomes of unsound mind or permanently incapable of acting;
- (F) ceases for any cause to be a Member of the Association;
- (G) being a qualified medical practitioner, is struck off the Medical Register;
- (H) resigns his office by notice in writing to the Association;
- (I) having been absent from four consecutive meetings of the Board vacates his office by reason of a resolution of the Board declaring such office to be vacant;
- (J) is requested to resign in writing by not less than three-quarters of the other Governors. In calculating the number of Governors who are required to make such a request to the Governor, there shall be excluded any person appointed as a Governor pursuant to Article 42.

SEAL

66. The Board shall provide for the safe custody of the seal, which shall only be used by the authority of a resolution of the Board or of a Committee of Governors authorised by the Board in that behalf, and every instrument to which the seal shall be affixed shall be signed by a Governor and shall be countersigned by the Secretary or by a second Governor or by some other person appointed by the Governors for the purpose.

ACCOUNTS

67. The Governors shall cause accounting records to be kept in accordance with Section 221 of the Act.

68. The accounting records shall be kept at the registered office of the Association or, subject to Section 222(1) and (2) of the Act at such other place or places as the Governors think fit and shall always be open to the inspection of the Governors.

69. The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Association or any of them shall be open to the inspection of Members not being Governors, and no Member (not being a Governor) shall have any right of inspecting any account or book or document of the Association except as conferred by statute or authorised by the Board or by the Association in general meeting.

70. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Association in general meeting, together with a copy of the Auditor's Report and the Governors' Report, shall not less than twenty one days before the date of the meeting be sent to every Member of, and every holder of debentures of the Association. Provided that this Article shall not require a copy of these documents to be sent to any person of whose address the Association is not aware or to more than one of the joint holders of any debentures.

AUDITORS

72. Auditors shall be appointed and their duties regulated in accordance with Sections 236, 237, 262 and 384 to 392 of the Act.

NOTICES

73. A notice may be given by the Association to any 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 Association for the giving of notice to him. 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 in the case of a notice of a meeting at the expiration of twenty four hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered by first class post.

74. Notice of every general meeting shall be given in any manner hereinbefore authorised to:-

- (a) every Member except those Members who (having no registered address within the United Kingdom) have not supplied to the Association an address within the United Kingdom for the giving of notices to them; and
- (b) the Auditor for the time being of the Association.

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

WINDING UP

75. The provisions of Clause 7 of the Memorandum of Association relating to the winding up and dissolution of the Association shall apply and have effect as if that Clause were repeated in these Articles.

INDEMNITY

76. (1) Every Director, Agent, Auditor, Secretary and other Officer for the time being of the Association shall be indemnified out of the assets of the Association against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 727 of the Act in which relief is granted to him by the court.
- (2) Subject to the provisions of the Act, the Governors on behalf of the Association may purchase and maintain for any such Auditor or Officer of the Association insurance against any liability which by virtue of any rules of law would otherwise attach to him in respect of any negligence, default, breach of duty or breach of trust of which he may be guilty in relation to the Company.