

THE AUSTRALASIAN MEDICAL DEFENCE UNION LIMITED

at: 3 Devonshire Place
London
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EXTRAORDINARY GENERAL MEETING

Time and Date of meeting 1.05 pm **Tuesday, 27 August 1996**

Present: M T Saunders, N J Bowman (proxy for The MDU)

ARTICLES OF ASSOCIATION

1. **Considered:** Proposed changes to the Articles of Association.
(Document AMDU1)
2. After being put to the vote, the following resolution was unanimously carried as a special resolution:
3. **Resolved:** **As a Special Resolution, that the Articles of Association of the company be amended as follows:**

Delete Articles 23 to 28 and insert the following:

"If, and for so long as, the company has only one member, the following provisions shall apply:

One person entitled to vote upon the business to be transacted, being the sole member of the company or a proxy for that member or (if such a member is a corporation) a duly authorised representative of such member, shall be a quorum and regulation 40 of Table A shall be modified accordingly. Regulation 41 of Table A shall not apply to the company.

The sole member of the company (or the proxy or authorised representative of the sole member representing that member at the relative general meeting) shall be the chairman of any general meeting of the company and regulation 42 of Table A shall be modified accordingly.

A proxy for the sole member of the company may vote on a show of hands and regulation 54 of Table A shall be modified accordingly.

All other provisions of these articles shall (in the absence of any express provision to the contrary) apply with such modification as may be necessary in relation to a company which has only one member."

Substitute the following for Article 33:

"Unless otherwise determined by ordinary resolution, the number of directors shall be one".

Substitute the following for Article 34:

"The Chief Executive of the Board of Management shall act as the sole director and Chairman of the company".

Substitute the following for Article 42:

"Subject to the provisions of the articles, the directors may regulate their proceedings as they think fit. A director may, and the secretary at the request of a director shall, call a meeting of the directors".

Substitute the following for Article 43:

"The quorum for the transaction of the business of the directors may be fixed by the directors and unless so fixed at any other number shall be one".

Delete Article 44 in its entirety.

Delete Article 49 and insert the following:

The directors shall cause minutes to be made in books kept for the purpose:

of all appointments of offices made by the directors; and
of all proceedings at meetings of the company, and of the holders of any class of shares in the company, and of the directors, and of committee of directors, including the names of all those present at such meetings.

Delete Article 50 and insert the following:

"The seal shall only be used by the authority of the directors or of a committee of directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by the director and by the secretary.

The meeting closed at 1.10 pm.

CERTIFIED TRUE COPY

N J Bowman
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N J BOWMAN (COMPANY SECRETARY)