

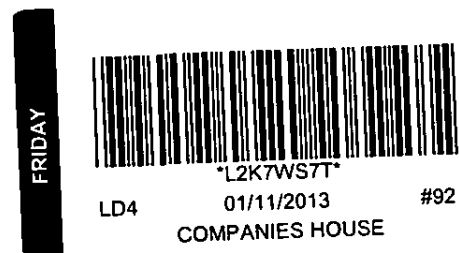
Company No: 1572720

**THE COMPANIES ACT 2006**  
**PRIVATE COMPANY LIMITED BY SHARES**  
**WRITTEN SPECIAL RESOLUTION**  
**of**  
**THE ROYAL SOCIETY OF MEDICINE PRESS LIMITED**  
**("Company")**

Royal Society of Medicine (registered company number RC000525), being the sole member of the Company, for the time being entitled to receive notice of, attend and vote at General Meetings, hereby passes the following special resolution and agrees that the said resolution shall for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

**WRITTEN SPECIAL RESOLUTION**

IT IS HEREBY RESOLVED THAT the accompanying Articles of Association be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, its existing Articles of Association.



  
Signed by a trustee for and on  
behalf of Royal Society of Medicine

- 29/06/2013  
Date

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**Company Number. 1572720**  
**The Companies Act 2006**  
**COMPANY LIMITED BY SHARES**

**ARTICLES OF ASSOCIATION**  
**OF**  
**THE ROYAL SOCIETY OF MEDICINE PRESS LIMITED**

(Incorporated the 6<sup>th</sup> day of July 1981)

**THE COMPANIES ACT 2006**  
**COMPANY LIMITED BY SHARES**  
**ARTICLES OF ASSOCIATION**  
**OF**  
**THE ROYAL SOCIETY OF MEDICINE PRESS LIMITED**

1. The name of the Company is THE ROYAL SOCIETY OF MEDICINE PRESS LIMITED.
2. The registered office of the Company will be situated in England.
3. The objects for which the Company is established are:
  - (a) to carry on business as a general commercial company particularly in relation to publishing.
  - (b) in each accounting period for the purposes of corporation tax; to pay to The Royal Society of Medicine an annual sum equal to the Trading Profit of the Company of that period or (subject to any existing obligations under any Deed of Covenant) such portion of such profit as the Directors may otherwise resolve.
  - (c) to sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.
  - (d) to distribute to the Member in kind any property of the Company
4. The liability of the Member is limited.
5. The Share Capital of the Company is £200,000 divided into 200,000 Shares of £1 each.

**MEMBERSHIP**

6. The RSM shall be the Member.
7. In the event of a bona fide reconstruction of the Member without insolvency the Directors shall admit its successor organisation as the Member.
8. In the event that the Member goes into liquidation otherwise than for the purpose of a bona fide reconstruction without insolvency or has an administrator or a receiver or an administrative receiver appointed over all its assets or an order made or a resolution passed for its winding up that Member's membership shall automatically cease, and the Directors shall after consultation (as far as practicable) with representatives of that former Member admit any other person or persons willing to become the Member or members of the Company to membership

## **DECISIONS OF THE MEMBER**

### **9. Written Resolution**

A resolution in writing executed on behalf of the Member by an authorised person shall be as valid and effectual as if it had been passed at a General Meeting duly convened and held.

### **10. Decisions reserved to the Member**

All decisions relating to borrowing and lending, disposal of any capital assets or parts of the Company's business, capital expenditure or the assumption of any liability (other than day-to-day purchases of goods and services) in excess of £50,000, and allotment of shares shall be reserved to the Member.

## **DIRECTORS**

### **11. Number of Directors**

Unless otherwise determined by resolution of the Member the minimum number of Directors shall be three and there shall be no maximum.

### **12. Appointment of Directors**

12.1 The Chief Executive of the Member and the Director of Finance of the Member shall be ex-officio Directors.

12.2 The Member shall appoint such other persons (as shall consent in writing to act) as Directors and (subject to Article 13) on such terms as it shall think fit provided that unless the Member otherwise resolves each Director shall be appointed for a period in office of three years, which may be renewed for two further periods of three years and that no such Director shall serve for a consecutive period in office of more than nine years

13. The Member shall have the power at any time to withdraw any appointment and may make a replacement appointment in each case after consulting the Directors and all appointments and withdrawals of appointments shall be by written resolution of the Member notified to the Company.

14. No person may be appointed as a Director

(a) unless they have attained the age of 18 years, or

(b) in circumstances such that had s/he already been a Director s/he would have been disqualified from acting under the provisions of these Articles.

### **15. Remuneration of Directors**

The remuneration, if any, of the Directors shall be determined by the Directors following consultation with such officers of the Member as the Member may nominate

**16. Directors' expenses**

The Directors may be paid all reasonable expenses properly incurred by them in connection with their attendance at meetings of the Directors or the committees of the board of Directors or otherwise in connection with the discharge of their duties.

**17. Disqualification and removal of Directors**

A Director shall automatically vacate such office if that Director:

- (a) ceases to be a Director by virtue of any provision of the Act or becomes prohibited by law from being a Director; or
- (b) becomes bankrupt or makes any arrangement or composition with his/her creditors generally; or
- (c) in the opinion of the Member after consultation with the Directors is of unsound mind or permanently incapable of acting; or
- (d) resigns the office by notice to the Company; or
- (e) has his/her appointment as a Director withdrawn by the Member.

**18. Powers of Directors**

Subject to the provisions of the Act, the Articles and to any directions given by written resolution of the Member, the business of the Company shall be managed by the Directors who may exercise all the powers of the Company. No alteration of the Articles and no such direction shall invalidate any prior act of the Directors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article shall not be limited by any special power given to the Directors by these Articles and a meeting of the Directors at which a quorum is present may exercise all powers exercisable by the Directors

19. The Directors may, by power of attorney or otherwise, appoint any person to be the agent of the Company for such purposes and on such conditions as they determine

20. The Directors shall have power to effect reasonable directors' liability insurance.

**21. Delegation of Directors' powers**

- (a) The Directors may delegate any of their powers or the implementation of any of their resolutions to any committee
- (b) The resolution making that delegation shall specify those who shall serve or be asked to serve on such committee (though the resolution may allow the committee to make co-options up to a specified number).
- (c) The composition of any such committee shall be entirely in the discretion of the Directors and may comprise such of their number (if any) as the resolution may specify.

- (d) The deliberations of any such committee shall be reported regularly to the Directors and any resolution passed or decision taken by any such committee shall be reported forthwith to the Directors and for that purpose every committee shall appoint a secretary
  - (e) All delegations under this Article shall be revocable at any time
  - (f) The Directors may make such regulations and impose such terms and conditions and give such mandates to any such committee or committees as it may from time to time think fit.
  - (g) For the avoidance of doubt, the Directors may delegate financial matters to any committee and may empower such committee to resolve upon the operation of any bank account according to such mandate as it shall think fit whether or not requiring a signature of any Directors provided always that no committee shall incur expenditure on behalf of the Company except in accordance with a budget which has been approved by the Directors
22. The meetings and proceedings of any committee shall be governed by the provisions of these Articles regulating the meetings and proceedings of the Directors so far as the same are applicable and are not superseded by any regulations made by the Directors
23. **Proceedings of Directors**
- Subject to the provisions of the Articles, the Directors may regulate their proceedings as they think fit Two Directors may, and the Secretary at the request of two Directors shall, call a meeting of the Directors Reasonable notice of every meeting of the Directors stating the general particulars of all business to be considered at such meeting shall be sent by post, facsimile or other electronic means to each Director before such meeting unless urgent circumstances require shorter notice but the proceedings of any such meeting shall not be invalidated by any irregularity in respect of such notice or by reason of any business being considered which is not compromised in such general particulars. Questions arising at a meeting shall be decided by majority of votes. In the case of an equality of votes, the Chairman shall have a second or casting vote
24. The quorum for the transaction of the business of the Directors may be fixed by the Member and unless so fixed at any other number shall be three.
25. Subject to any resolution of the majority of Directors present at any meeting a Director may not vote on any resolution concerning a matter in which s/he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Company and such a Director shall not be counted towards a quorum at a meeting of Directors for the purposes of such a resolution.
26. The continuing Directors or a sole continuing Director may act notwithstanding any vacancies in their number but if and so long as the number of Directors is less than the number fixed as a quorum the Directors may act only for the purpose of notifying the Member of that fact.
27. The Member may by written resolution appoint one of the Directors to be Chairman and may at any time remove him/her from that office. The Chairman shall previously have been a Director, unless the Member otherwise resolves The Chairman shall preside at every meeting of the Directors at which s/he is present

and otherwise the Directors present may appoint one of their number to be chairman of the meeting.

- 28 All acts done by a meeting of Directors, or of a committee of the board of Directors, or by a person acting as a Director shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Director or (as the case may be) committee members, or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every person had been duly appointed and was qualified and had continued to be a Director or (as the case may be) committee member and had been entitled to vote.
29. A resolution in writing signed by 75% of the Directors or (as the case may be) committee members entitled to receive notice of a meeting of the Directors or of a committee of the board of Directors shall be as valid and effectual as if it had been passed at a meeting of the Directors or (as the case may be) such committee duly convened and held and may consist of several documents in the like form each signed by one or more Directors or (as the case may be) committee members

## **GENERAL MATTERS**

### **30 Managing Director**

The Directors shall consult such officers of the Member as the Member shall nominate in relation to the appointment and terms of employment of any Managing Director of the Company.

### **31 Secretary**

Subject to the provisions of the Act, the Secretary may be appointed by the Directors for such term at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them.

### **32. Regulations**

The Directors shall have power from time to time to make repeal or alter regulations as to the management of the Company and its affairs, as to the duties of any officers or employees of the Company and as to the conduct of business by the Directors or any committee and as to any of the matters or things within the powers or under the control of the Directors provided that the same shall not be inconsistent with these Articles

### **33. Minutes**

The Directors shall cause minutes to be made in books (which may be held electronically) kept for the purpose

- (a) of all appointments of Directors and of all appointments of officers of the Company made by the Directors; and
- (b) of all proceedings at meetings of the Company and of the Directors, and of committees of the board of Directors, including the names of those present at each such meeting;

and any such minute, if purported to be signed by the chairman of the meeting at which the proceedings were held, or by the chairman of the next succeeding

meeting, shall, as against the Member or any Director, be sufficient evidence of the proceedings.

**34 Seal**

The seal (if any) shall only be applied to any instrument on the authority of the Directors and shall be accompanied by the signatures of two Directors or one Director and the Secretary

**35. Accounts**

Accounts shall be prepared in accordance with the Act.

**36. The company's accounting reference date shall as far as possible be made equivalent to that of the Member.**

**37. Notices**

Any notice to be given to or by any person pursuant to the Articles shall be in writing except that a notice calling a meeting of the Directors need not be in writing

**38. The Company may give notice to the Member and the Member may give notice to the Company by sending it by post in a prepaid envelope properly addressed or by facsimile transmission or other electronic means at its registered address or by leaving it at that address.**

**39 Indemnity**

Subject to the provisions of the Act but without prejudice to any indemnity to which such person may otherwise be entitled, every Director or other officer or auditor of the Company shall be indemnified out of the assets of the Company against any liability incurred by him/her in defending any proceedings, whether civil or criminal, in which judgment is given in his/her favour or in which s/he is acquitted or in connection with any application in which relief is granted to him/her by the Court from liability for negligence, default, breach of duty, or breach of trust, in each case in relation to the affairs of the Company, and against all costs, charges, losses, expenses or liabilities incurred by him/her in the execution and discharge of his/her duties in relation thereto.

**40. Interpretation**

In these Articles the following terms shall have the following meanings:

<b>Term</b>	<b>Meaning</b>
"Act"	the Companies Act 2006 including any statutory modification or re-enactment thereof for the time being in force;
"these Articles"	these Articles of the Company;
"the RSM"	The Royal Society of Medicine (Established by Royal Charter; Registered Charity Number: 206219),



"clear days"	in relation to the period of notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect,
"Company"	The Royal Society of Medicine Press Limited;
"Director(s)"	a director or the directors for the time being of the Company as defined in the Act;
"Member"	the sole member of the Company for the time being as defined in the Act (or as applicable its authorised representatives),
"Memorandum"	the Memorandum of Association of the Company;
"Office"	the registered office of the Company,
"Seal"	the common seal (if any) of the Company;
"Secretary"	the Company Secretary of the Company or any other person appointed to perform the duties of such Company Secretary,

Unless the context otherwise requires, words or expressions contained in these Articles bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these regulations become binding on the Company.

Unless the contrary intention appears, words that suggest the singular shall include the plural and vice versa, words that suggest persons shall include corporations and words suggesting one gender shall include the other genders.