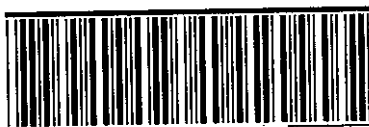


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MEDICAL PROTECTION SOCIETY

Memorandum & Articles of Association

The Memorandum of Association sets out the purpose for which the Society exists and the Articles of Association set out the rules by which it is governed:

As a Member of the Society, it is important that you are aware of the provisions contained in them. All Members receive a copy when they join the Society and we recommend that you retain them for future reference.

Amendments were last made to the Memorandum and Articles of Association at the Annual General Meeting of the Society on 15th May 1996.

Dr R N Palmer
Secretary

This page does not form part of the Memorandum and Articles of Association.

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THE MEDICAL PROTECTION SOCIETY LIMITED

THE COMPANIES ACTS 1862 to 1890 - A Company Limited by Guarantee Not Having a Share Capital

Memorandum of Association

1st The name of the Company is The Medical Protection Society Limited.

2nd The Registered Office of the Company will be situated in England.

3rd The objects for which the Company is established are:

(A) To protect support and safeguard the character and interests of medical or dental practitioners who in the exercise of some qualification or entitlement approved by the Council of the Company are or have been practising their profession and of natural persons who are teaching or studying medicine or dentistry in any of their branches and of persons approved by such Council who are engaged in any science or art allied or ancillary to medicine or dentistry or calculated or intended to be of use in connection therewith;

(B) To advise and assist Members of the Company or those eligible to be Members with regard to any matter affecting in any way whether directly or indirectly their professional character or interests;

(C) To advise and assist and provide services for, and to procure the provision of advice and assistance and services for, Members of the Company or those eligible to be Members (whether for reward or not) with regard to any matter affecting in any way whether directly or indirectly their business interests or affairs;

(D) To turn to account the Company's assets and knowledge and experience of and familiarity with medicine and dentistry in any of their branches and all matters relating thereto and the Company's knowledge and experience of and familiarity with any science or art allied or ancillary to medicine or dentistry or calculated or intended to be of use in connection therewith and all matters relating thereto;

(E) To grant indemnities (complete or partial, at the discretion of the Council of the Company and on such terms and conditions as may from time to time seem expedient) to persons (including without limitation any body corporate) and (in the case of any natural person) to their personal representatives acting in that capacity as the Company may in accordance with its regulations determine in respect of such claims or demands and consequential losses damages costs charges and expenses as may be defined by the regulations of the Company for the time being;

(F) (i) To effect and obtain on its own behalf all such insurances, re-insurances, counter-insurances, indemnities and guarantees as may be expedient;
(ii) To act as agent or intermediary in and about the effecting and obtaining of insurance for Members of the Company or those eligible to be Members;

(G) To take or assist in taking all proper proceedings (legal or otherwise) to maintain high standards of professional practice and to prevent negligence and malpractice;

(H) To conduct and assist in conducting arbitrations and other proceedings for the settlement of disputes and difficulties whether between Members of the Company or those eligible to be Members or between Members of the Company or those eligible to be Members and persons who are not Members and to appoint Arbitrators and Umpires and to receive and pay remuneration in respect of such arbitrations and other proceedings;

(I) To consider promote and support improvements in the law, which appear to be conducive to the attainment of the objects of the Company and to resist and oppose alterations in the law which appear detrimental to the interests of any of the Members of the Company or those eligible to be Members by taking legal proceedings or otherwise;

(J) To subscribe to or become a member of or establish or promote or support by the application of funds of the Company (whether by way of grant or loan or otherwise) or to guarantee or otherwise secure the contracts and obligations of any company, institution, society or body whether charitable or not which has objects similar to the objects of the Company or which is for the benefit of medicine or dentistry in any of their branches or is conducive to the interest of or for the benefit of the Company or any part of its Members or those eligible to be Members (wheresoever such company, institution, society or body may be incorporated, based or domiciled and including, without limitation, an insurance company);

(K) To provide (whether for reward or not) management (including but without limitation risk and quality management) and educational services advice and assistance in respect of any type of claim, including but not limited to medical or dental negligence or malpractice

claims involving practitioners, teachers or students of medicine or dentistry or any science allied thereto wherever in the world claims may arise or for such other purposes as the Council may decide, to any body or person, and to promote, establish or concur in promoting or establishing any body carrying on business providing any such services, advice and/or assistance, or carrying on any other trade or business which in the opinion of its governing body may be advantageously carried on in connection with or ancillary to that body's business, and to subscribe for, take or otherwise acquire and hold shares, stock, debentures or other securities or interests in and to guarantee or otherwise secure the contracts and obligations of any such body;

(L) To hold hire lease purchase sublet mortgage charge and sell land and property of any kind necessary or convenient for the purposes of the Company and to invest monies not required for immediate use in such manner as the Council may decide;

(M) To do all such things as may be reasonably incidental to the attainment of the above objects or any of them;

(N) To carry on any business which the Council considers can be conveniently advantageously or profitably carried on in conjunction with or subsidiary to any other object of the Company or is calculated to enhance the value of any of the property or rights of the Company;

(O) None of the objects set out in the sub-clauses of this 3rd clause shall be restrictively construed but the widest interpretation shall be given to each such object and none of such objects shall in any way be limited or restricted by reference to or inference from any other

object or objects set out in such sub-clause or by reference to or inference from the terms of any other sub-clause or the name or nature of the Company. None of such sub-clauses and none of the object or objects specified in them shall be deemed subsidiary or ancillary to the objects mentioned or specified in any other such sub-clause and the Company shall have as full a power to exercise each and every one of the objects specified in each sub-clause of this 3rd clause as though each such sub-clause contained the objects of a separate and distinct company. In this 3rd clause, the word 'body' shall be given the widest interpretation and shall include, but without limitation, any firm, company, corporation, government or state (or any department, agency or emanation thereof), incorporated or based or established in any territory or any association or partnership (whether or not having separate legal personality) of any two or more persons and/or bodies.

- 4th The income and property of the Company shall be applied solely towards the promotion of its objects as set out in the 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 Members of the Company.
- 5th Every Member of the Company undertakes to contribute to the assets of the Company, in the event of the same being wound up during the time that he is a Member, or within one year afterwards, for payment of the debts and liabilities of the Company contracted before the time at which he ceases to be a Member, and the costs charges and expenses of winding up the same, and for the adjustment of the rights of contributories amongst themselves, such amount as may be required, not exceeding £1.

THE MEDICAL PROTECTION SOCIETY LIMITED

THE COMPANIES ACTS 1862 to 1890 - A Company Limited by Guarantee Not Having a Share Capital

Articles of Association

General

1. In these Articles:

'the Act' means the Companies Act 1985 and any statutory modification or re-enactment thereof for the time being in force;

'the Chief Executive' means the person holding the office of Chief Executive in accordance with the provisions of Article 21C;

'the Council' and 'the President's Advisory Board' mean respectively the Council of the Society and the President's Advisory Board constituted in accordance with these Articles;

'Council Member(s)' has the meaning ascribed to it in Article 19;

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

'Member' except where the context otherwise requires means a Voting Member of the Society ('a Voting Member') and/or an Associate Member of the Society ('an Associate Member') and 'membership' shall be construed accordingly;

'the seal' means the common seal of the Society;

'Secretary' means the Secretary of the Society or any other person appointed to perform the duties of the Secretary of the Society including a joint, deputy or assistant secretary;

'the Society' means the above-named Company;

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

Unless the context otherwise requires, words and expressions in these Articles bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these Articles become binding on the Company. Without prejudice to the generality of the foregoing, in these Articles, person includes a natural person and a body corporate; body corporate includes a partnership with separate legal personality, a friendly society, an industrial and provident society and any other incorporated association; unincorporated association includes a partnership without separate legal personality and any other unincorporated association; words importing the masculine gender include the feminine and words importing the feminine include the masculine.

Members

2. (1) Any natural person holding a qualification or entitlement approved by the Council and for the time being practising or teaching or studying medicine or dentistry in any of their branches or any person approved by the Council engaged in any science or art allied or ancillary to medicine or dentistry or calculated or intended to be of use in connection with medicine or dentistry is eligible to be either a

Voting Member or an Associate Member.

(2) Any body corporate which:

- (a) has been approved by the Council;
- (b) is constituted in accordance with the requirements of any applicable legislation for the time being approved by the Council;
- (c) if so required by the Council and where applicable, is entitled to be registered on a register, for the time being approved by the Council, of qualified practitioners of medicine or dentistry or any science or art allied or ancillary thereto and is currently so registered;

is eligible to be either a Voting Member or an Associate Member, but nothing contained in this Article 2(2) shall deprive the Council of its right to impose further conditions for the admission of bodies corporate as Members either generally or in a specific case.

(3) An Associate Member shall be entitled to all the rights and privileges conferred on Voting Members by these Articles save that he shall not be entitled to receive notice of or to attend or vote at any Meetings of the Society.

3. (1) Subject to the provisions of these Articles the power to admit persons to membership of the Society shall rest with the Council.

(2) The Council shall have power to make regulations:

- (a) prescribing a form or forms of application to be delivered to the Society by applicants for membership;
- (b) fixing the subscription or subscriptions to be paid by Members or classes of Members (which may be a class defined by regulations made hereunder) and the date at and period for which subscriptions are to be paid,

and/or the period of membership of any Member or class of Members by reference to the effluxion of time or such other event or events as the Council may, in its absolute discretion, decide;

- (c) prescribing any fee to be paid on admission to the Society;
- (d) for the purposes of Article 4;
- (e) for the purposes of Article 6; and
- (f) for such other purposes as the Council may, in its absolute discretion, decide.

(3) The Council's power to make regulations under this Article may be exercised either generally or in particular cases and so as to prescribe different rates or periods of subscriptions and/or terms and conditions for different classes of Members as thereby defined to enable the Council to compound for remit or defer subscription payments for any Member or Members or any such class or classes of Members or to remove altogether the obligation on any such class or classes of Members to pay subscriptions or to fix periods of membership or entitlements to benefits or otherwise howsoever as the Council may, in its absolute discretion, decide.

4. The name of an applicant shall upon his admission to membership be entered on the Register of Members as either a Voting Member or an Associate Member, as the case may be, and such membership shall be deemed to have commenced from the day following the date upon which the Member's application for membership was received by the Society or at such other time as the Council may at any time and from time to time, either generally or specifically, in its absolute discretion decide.

5. (1) The Council may if circumstances arise considered by the Council to be urgent or exceptional from time to time call upon the

Members or any class or classes of Members (which may be a class defined by regulations made under Article 3 or a class specially designated for the purpose of this Article) to contribute a sum or sums to be paid to the Society at such time and place as may be prescribed in addition to the subscriptions (if any) paid by such Members.

(2) A call or calls under this Article shall not require any Member to pay in addition to such subscription a greater sum in any financial year of the Society than the subscription (calculated at an annual rate if not so paid) of that Member or (if the Member pays no subscription) the subscription so calculated or payable at the date of the call by the class of Members in which the Member fell when he last paid a subscription.

(3) No call under this Article shall require payment earlier than twenty-one days after the date on which notice of the call is given.

6. (1) Any Member may withdraw from the Society on giving two months' notice in writing to the Society at its Registered Office and on payment of all sums due from him to the Society. Membership shall not be transferable whether by act of the Member or operation of law and shall cease on the death of a Member who is a natural person and, unless the Society, in its absolute discretion, decides otherwise, the occurrence in relation to a Member which is a body corporate of an Insolvency Event. For the purposes of this Article, 'Insolvency Event' means the passing of a resolution for its winding up or the presentation of a petition for a winding up order to be made against or in respect of it, the presentation of a petition for its bankruptcy, the appointment of a receiver, administrator, trustee, special manager or similar officer or insolvency practitioner to the Member or of the undertaking or assets of the

Member (or any part thereof) or the taking possession of such undertaking or assets (or any part thereof) by an encumbrancer, the making of an interim order, that Member being unable to pay its debts or ceasing or threatening to cease to carry on its business or a substantial part of its business, the proposal of a voluntary arrangement and/or the occurrence under the laws of any applicable jurisdiction of anything analogous to or having a substantially similar effect to any of the foregoing and for these purposes 'Member' includes any member of such Member and 'its' shall be construed accordingly.

(2) The Council may terminate, in such manner as it thinks fit, the membership of any Member whose conduct or continued membership is in the opinion of the Council detrimental to the interests of the Society but such termination shall not affect any liability of such Member to the Society.

(3) Any Member whose subscription or other liability to the Society is in arrear for more than three months shall, unless the Council shall, at any time and from time to time, either generally or specifically, in its absolute discretion decide otherwise, cease to be entitled to any benefits of membership of the Society from the date when the subscription or other liability fell due.

(4) The Society may by notice terminate the membership of a Member whose subscription or other liability to the Society is in arrear for more than three months but such notice shall not affect any liability of such Member to the Society.

(5) The Council may in its absolute discretion terminate the membership of any Member with effect from the date on which the Member's current period of membership or subscription,

expires (or from the date on which the Member's current subscription would expire if a subscription were payable) upon giving him forty-two days' prior notice of its intention to do so and/or in its absolute discretion decide, from time to time and at any time, either generally or specifically, that the membership of any Member or class of Members shall in specified circumstances terminate automatically unless otherwise decided by the Council in its absolute discretion but such termination shall not affect any liability of such Member to the Society.

(6) If the Council discovers or decides that any response, which the Council considers to be material, made by a person in his application for membership is inaccurate in any respect, the Council may, in its absolute discretion, declare that person's membership to be void from the outset and of no effect such that the person shall not constitute a qualifying applicant. In such case, the Society shall refund the subscription received from such person.

7. (1) Every Member shall supply his current residential or professional or business address to the Society and the address so notified shall be entered in the Register of Members as the registered address of such Member.

(2) Every Member shall on request supply such other information as the Council may from time to time require.

General Meetings

8. All General Meetings other than Annual General Meetings shall be called Special General Meetings.
9. (1) The Council may call General Meetings whenever it thinks fit.
(2) Special General Meetings shall be convened

by the Council on the requisition of Members pursuant to the Act or in default may be convened by such requisitionists as provided by the Act.

(3) Special General Meetings shall be convened by the Council on the requisition in writing of, and signed by, not less than two hundred and fifty Members, and held on a date not later than eight weeks after the receipt of such requisition.

Notice of General Meetings

10. An Annual General Meeting and a Special General Meeting called for the passing of a Special Resolution or a Resolution appointing a person to the Council or to be President shall be called by at least twenty-one clear days' notice. All other Special General Meetings shall be called by at least fourteen days' notice. The notice shall specify the time and place of the Meeting and the general nature of the business to be transacted and in the case of an Annual General Meeting shall specify the Meeting as such. Subject to the provisions of these Articles the notice shall be given to all the Members, to all Council Members, to the members of the President's Advisory Board and to the Auditors.

11. The accidental omission to give notice of a Meeting to or the non-receipt of notice of a Meeting by any person entitled to receive notice shall not invalidate the proceedings at that Meeting.

Proceedings at General Meetings

12. (1) Council Members and members of the President's Advisory Board, whether Members or not, shall be entitled to notice of and to attend and speak at any General Meeting but not, unless a Voting Member, to vote thereat.

(2A) No business shall be transacted at any Meeting unless a quorum is present. Ten

persons entitled to vote upon the business to be transacted each being a Member or a proxy for a Member shall be a quorum.

(2B) If such quorum is not present within half an hour from the time appointed for the Meeting or if during a Meeting such quorum ceases to be present the Meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Council may decide.

(3) The Chairman whom failing the Vice-Chairman (if any) of the Council shall preside as Chairman of the Meeting but if neither the Chairman nor the Vice-Chairman of the Council is present within fifteen minutes after the time appointed for the holding of the Meeting and willing to act those Council Members present who are also Members shall elect one of their number to be Chairman of the Meeting and if there is only one such Council Member present and willing to act he shall be Chairman.

(4) If no such Council Member is willing to act as Chairman of the Meeting or if no such Council Member is present within fifteen minutes after the time appointed for holding the Meeting the Members present and entitled to vote shall choose one of their number to be Chairman of the Meeting.

(5) The Chairman may (and shall if so directed by the Meeting) adjourn a Meeting from time to time and from place to place but no business shall be transacted at an adjourned Meeting other than business which might properly have been transacted at the Meeting had the adjournment not taken place. When a Meeting is adjourned for fourteen days or more at least seven days' notice shall be given specifying the time and place of the adjourned Meeting and

the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

13. (1) A Resolution put to the vote of a Meeting shall be decided on a show of hands unless before or on the declaration of the result of the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:

- (a) by the Chairman; or
- (b) by at least five Members having the right to vote at the Meeting and a demand by a person as proxy for a Member shall have the same effect as a demand by the Member.

(2) Unless a poll is duly demanded a declaration by the Chairman that a Resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority and an entry to that effect in the minutes of the Meeting shall be conclusive evidence of the fact.

(3) The demand for a poll may before the poll is taken be withdrawn but only with the consent of the Chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.

(4) A poll shall be taken as the Chairman directs and he may appoint scrutineers (who need not be Members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the Resolution of the Meeting at which the poll was demanded.

(5) In the case of an equality of votes whether on a show of hands or on a poll the Chairman shall be entitled to a casting vote in addition to any other vote he may have.

(6) A poll demanded on the election of a Chairman shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the Chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll is demanded. If a poll is demanded before the declaration of the result of the show of hands and the demand is duly withdrawn the Meeting shall continue as if the demand had not been made.

(7) No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the Meeting at which it is demanded. In any other case at least seven days' notice shall be given specifying the time and place at which the poll is to be taken.

Votes of Members

14. On a show of hands every Member (other than an Associate Member) who (being a natural person) is present in person or (being a body corporate) is present by a duly authorised representative shall have one vote and on a poll every Member (other than an Associate Member) so present or present by proxy shall have one vote.

15. A Member in respect of whom an order has been made by any Court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote whether on a show of hands or on a poll by his receiver, curator bonis or other person authorised in that behalf appointed by that Court and any such receiver, curator bonis or other person may, on a poll, vote by proxy. Evidence to the satisfaction of the Council of the authority of the person claiming to exercise

the right to vote shall be deposited at the Registered Office of the Society or at such other place as is specified in accordance with these Articles for the deposit of instruments of proxy not less than forty-eight hours before the time appointed for holding the Meeting or adjourned Meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable.

16. No objection shall be raised to the qualification of any voter except at the Meeting or adjourned Meeting at which the vote objected to is tendered and every vote not disallowed at the Meeting shall be valid. Any objection made in due time shall be referred to the Chairman whose decision shall be final and conclusive.

17. (1) An instrument appointing a proxy shall be in writing executed by or on behalf of the appointor and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Council may approve):

'The Medical Protection Society Limited

I/We, _____ of _____, being a Member/Members of the above-named Society, hereby appoint _____ of _____, or failing him, _____ of _____, as my/our proxy to vote in my/our name(s) and on my/our behalf at the Annual/Special General Meeting of the Society to be held on _____ 19 __, and at any adjournment thereof.

Signed on _____ day of _____ 19 __.

(2) Where it is desired to afford Members an opportunity of instructing the proxy how he shall act the instrument appointing a proxy shall be in the following form (or in a form as

near thereto as circumstances allow or in any other form which is usual or which the Council may approve):

'The Medical Protection Society Limited

I/We, _____ of _____, being a Member/Members of the above-named Society, hereby appoint _____ of _____, or failing him, _____ of _____, as my/our proxy to vote in my/our name(s) and on my/our behalf at the Annual/Special General Meeting of the Society to be held on _____ 19 __, and at any adjournment thereof.

This form is to be used in respect of the Resolutions mentioned below as follows:

Resolution No. 1 *for *against

Resolution No. 2 *for *against

**Strike out whichever is not desired.*

Unless otherwise instructed, the proxy may vote as he thinks fit or abstain from voting.

Signed this _____ day of _____ 19 __,

(3) The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the Council may:

(a) be deposited at the Registered Office of the Society or at such other place within the United Kingdom as is specified in the notice convening the Meeting or in any instrument of proxy sent out by the Society in relation to the Meeting not less than forty-eight hours before the time for holding the Meeting or adjourned Meeting at which the person named in the instrument proposes to vote; or

(b) in the case of a poll taken more than forty-eight hours after it is demanded, be deposited as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or
(c) where the poll is not taken forthwith but is taken not more than forty-eight hours after it was demanded, be delivered at the Meeting at which the poll was demanded to the Chairman or to the Secretary or to any member of the Council;

and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.

(4) A proxy appointed under these Articles must be a Voting Member.

The Council

18. Subject to the provisions of the Act and of the Memorandum of Association, of these Articles and of any direction effected by Special Resolution the business of the Society shall be managed by the Council who may exercise all the powers of the Society. No alteration of the Memorandum or of these Articles and no such direction shall invalidate any prior act of the Council 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 Council by these Articles and a meeting of the Council at which a quorum is present may exercise all powers exercisable by the Council.

19. Subject as hereinafter provided, the Council shall consist of up to fifteen elected members and the Chief Executive who shall by virtue of his office be a member of the Council (in these Articles called 'the Council Members').

A majority of the Council Members shall be Medical or Dental Members.

20. (1) The Council may delegate (with power to sub-delegate) any of its powers in relation to any question arising in relation to Members or prospective Members practising studying resident or incorporated outside the United Kingdom and the Republic of Ireland (including, but without prejudice to the foregoing, its powers under Article 28) to any body corporate or unincorporated association having or professing to have objects similar to those of the Society whether in any part of the United Kingdom or overseas of whom the Council may approve for such purpose. Any such delegation may be made subject to such conditions as the Council shall think fit and either side by side with or to the exclusion of its own powers and may be revoked or altered.

(2) Nothing contained in this Article 20 shall permit the delegation to any such body as is mentioned in Article 20(1) of the power of the Council to approve bodies corporate for the purposes of Article 2(2)(a), to approve applicable legislation under Article 2(2)(b) or to impose further conditions for the admission of bodies corporate to membership as provided in Article 2(2).

21. The Council may appoint committees, sub-committees or ad hoc committees consisting of two or more such persons (whether Members of the Society or not) as the Council shall think fit and may seek recommendations and advice therefrom and without prejudice to Article 20 may delegate to any such committee, sub-committee or ad hoc committee which has a majority in number of Council Members any of its powers (including, but without prejudice to the foregoing, its powers under Articles 2(2)(a) or 28).

21A. Any committee, sub-committee or ad hoc committee appointed by the Council under Article 21 shall conform to any regulations imposed upon it by the Council. The meetings and proceedings of any such committee, sub-committee or ad hoc committee shall be governed by the provisions of these Articles for regulating the meetings and proceedings of the Council so far as applicable and so far as the same shall not be superseded by any regulations made by the Council.

21B. All acts bona fide done by any meeting of the Council or of any committee of the Council, or by any person acting as a Council Member, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such Council Members or committee members or person acting as aforesaid, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a Council Member or a member of any such committee.

21C. The Council may appoint as Chief Executive such person (whether a Member or not) as the Council shall think fit to perform such duties for such period and upon such terms as the Council shall from time to time decide. The Chief Executive shall by virtue of his office be a Council Member. The Council may at any time terminate the appointment of any person as Chief Executive provided that the exercise of the Council's powers under this Article shall not deprive him of compensation or damages payable to him in respect of the termination of his appointment as Chief Executive and may fill any vacancy arising in the office of Chief Executive and may in either case appoint some other person in his place.

21D. The Council may delegate to the Chief

Executive, any other Council Member employed by the Society, the Secretary or such other person or persons as it thinks fit such of its powers (except its powers under Article 2(2)(a)) as it considers fit with power to sub-delegate. Any such delegation may be made subject to such conditions as the Council shall think fit and either side by side with or to the exclusion of its own powers and may be revoked or altered.

Vice-Presidents

22. The Council may from time to time elect any person to be a Vice-President of the Society for such period as the Council thinks fit. A Vice-President shall be entitled by virtue of his office to receive notice of and to attend and to speak at meetings of the President's Advisory Board but shall not be entitled to vote at any such meeting. A Vice-President who is not a Voting Member shall not be entitled to receive notice of or to attend or vote at General Meetings of the Society.

Appointment and Retirement of Council

23. (1) At each Annual General Meeting one-third of the Council Members being those who have been continuously longest in office since their last appointment or re-appointment shall retire notwithstanding that such retirement may result in a majority of Council Members no longer being Medical or Dental Members. As between Council Members who were last appointed or re-appointed on the same day those to retire shall in default of agreement be chosen by lot. The Chief Executive shall not be subject to retirement by rotation and shall be left out of account when calculating the one-third of Council Members who are to retire by rotation.

(2) If the Society at the Meeting at which a Council Member retires by rotation does not fill the vacancy the retiring Council Member shall

if willing to act be deemed to have been re-appointed unless at the Meeting it is resolved not to fill the vacancy or unless a Resolution for the re-appointment of the Council Member is put to the Meeting and lost.

- (3) No person other than a Council Member retiring by rotation shall be appointed or re-appointed a Council Member at such General Meeting unless:

(a) he is recommended by the Council; or

(b) not less than thirty-five clear days before the date appointed for the Meeting notice signed by not less than ten Members qualified to vote at the Meeting has been given to the Society of the intention to propose that person for appointment or re-appointment stating particulars which would, if he were so appointed or re-appointed, be required to be included in the Society's Register of Directors, together with notice signed by that person of his willingness to be appointed or re-appointed.

(4) No person who is not a Medical or Dental Member shall be appointed or re-appointed or deemed re-appointed a Council Member at such Meeting unless following such appointment or re-appointment or deemed re-appointment a majority of the Council Members are Medical or Dental Members.

(5) Not less than twenty-one days before the date appointed for holding such General Meeting, notice shall be given to all who are entitled to receive notice of the Meeting of any person (other than a Council Member retiring by rotation at the Meeting) who is recommended by the Council for appointment or re-appointment as a Council Member at the Meeting or in respect of whom notice has been

duly given to the Society in accordance with the provisions of Article 23(3) of the intention to propose him at the Meeting for appointment or re-appointment as a Council Member. The notice shall give particulars of that person which would, if he were so appointed or re-appointed, be required to be included in the Society's Register of Directors.

(6) Subject as aforesaid a Council Member who retires at an Annual General Meeting may if willing to act be re-appointed. If he is not re-appointed, he shall retain office until the Meeting appoints someone in his place, or if it does not do so, until the end of the Meeting.

(7) The Council may appoint a person who is willing to act to be a Council Member either to fill a vacancy or as an additional Council Member provided that no person who is not a Medical or Dental Member shall be so appointed unless following such appointment a majority of the Council Members are Medical or Dental Members and that the appointment does not cause the number of Council Members to exceed any number fixed by or in accordance with these Articles as the maximum number of Council Members. A Council Member so appointed shall hold office only until the next following Annual General Meeting and shall not be taken into account in determining the Council Members who are to retire by rotation at the Meeting. If not re-appointed at such Annual General Meeting he shall vacate office at the conclusion thereof.

Disqualification and Removal of Council

24. (1) No person who has attained the age of seventy years shall be eligible for election or re-election as Council Member.

(2) Unless the Council in its absolute discretion otherwise decides a Council Member

shall vacate office at the end of the first Annual General Meeting held after he has attained the age of seventy years but the retirement of a Council Member out of turn under this Article 24(2) is to be disregarded in determining when any other Council Members are to retire. The Council is deemed to have decided that Council Members who held such office at 17th October 1990 are not required to vacate such office under this Article 24 prior to their otherwise next retiring.

(3) No person who has been a Council Member continuously during the preceding period of eight years and who is not employed by the Society shall be eligible for re-election to the Council. When calculating whether a person has been a Council Member continuously during the preceding period of eight years, there shall be left out of account any period prior to the 17th October 1990.

25. A Council Member shall vacate office:

(a) if he ceases to be a Council Member by virtue of any provision of the Act or he becomes prohibited by law from being a director of a company; or

(b) if he becomes bankrupt or makes any arrangement or composition with his creditors; or

(c) if he is, or may be, suffering from mental disorder and either:

(i) he is admitted to hospital in pursuance of an application for admission for treatment under Section 3 of the Mental Health Act 1983 or, in Scotland, an application for admission under Section 18 of the Mental Health (Scotland) Act 1984, or

(ii) an order is made by a Court having

jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person who exercises power with respect to his property or affairs; or

(d) if he resigns his office by notice to the Society; or

(e) if he shall for more than six consecutive months have been absent without permission of the Council from meetings of the Council held during that period and the Council resolves that his office be vacated; or

(f) upon the written resolution of every other Council Member; or

(g) if he ceases to be employed by the Society.

Remuneration Expenses and Interests of the Council

26. (1) The President and the Council Members shall be entitled to such remuneration as the Council may think fit and unless the Council otherwise decides such remuneration shall be deemed to accrue from day to day.

(2) The President and the Council Members may be paid such sums in respect of lost professional earnings as the Council may think fit and all expenses properly incurred by them in connection with their attendance at meetings of the Council or committees of the Council or General Meetings or otherwise in connection with the discharge of their duties.

(3) No officer or employee of the Society or Council Member shall be disqualified by his office from being appointed or requested by the Council or otherwise to act as Arbitrator or Umpire or to give his professional services or to

perform any special services or to make special exertions of any nature whatsoever for any of the purposes of the Society or from accepting any remuneration or reward by way of fees or otherwise in respect of any arbitration or award or the provision of such services.

Proceedings of the Council

27. (1) Subject to these Articles the Council may regulate its proceedings as it thinks fit.

(2) Any four Council Members may and the Secretary at the request of the President or the Chairman of the Council shall call a meeting of the Council. It shall not be necessary to give notice of a meeting to a Council Member who is absent from the United Kingdom or the Republic of Ireland. Questions arising at a meeting of the Council shall be decided by a majority of votes. In the case of an equality of votes, the Chairman shall have a second or casting vote.

(3) The quorum for the transaction of the business of the Council may be fixed by the Council and unless so fixed at any other number shall be six.

(4) The Council or a sole Council Member may act notwithstanding any vacancies in the number of the Council but if the number of Council Members is less than the number fixed as the quorum the Council may act only for the purpose of filling vacancies or of calling a General Meeting.

(5) The Council shall appoint one of its number to be Chairman of the Council and one to be Vice-Chairman both of whom shall be Medical or Dental Members and may at any time remove either from office. The Chairman shall preside at every meeting of the Council at which he is present. If there is no Chairman or

Vice-Chairman or either the Chairman or Vice-Chairman for the time being is unwilling to preside or is not present within five minutes after the time appointed for the holding of a meeting the Council Members present may appoint one of their number who is a Medical or Dental Member of the Society to preside at the meeting.

(6) A resolution in writing signed by all the Council Members who are entitled to receive notice of a meeting of the Council or of a committee of the Council shall be as valid and effectual as if it had been passed at a meeting of the Council or (as the case may be) a committee thereof duly convened and held and may consist of several documents in the like form each signed by one or more persons.

President

27A. A Medical or Dental Member shall be elected by the Society at a General Meeting to be President for a term of four years. The President shall be entitled to notice of and to attend and speak at meetings of the Council. The President shall be entitled to appoint as members of the President's Advisory Board such persons as he shall think fit up to a maximum of fifteen for such period (not exceeding four years) as he shall think fit. The President shall ensure that a meeting of the President's Advisory Board is held at least once in any calendar year. The President may for each calendar year prepare a report containing his review of the business of the President's Advisory Board during the calendar year which shall be published with the Report of the Council Members required by the Act. The President may fulfil such other duties as the Council may request.

Appointment of President

27B. No person shall be appointed or re-appointed President at any General Meeting unless:

(a) he is recommended by the Council; or

(b) he is a Council Member and not less than thirty-five clear days before the date appointed for the Meeting notice signed by not less than ten Members qualified to vote at the Meeting has been given to the Society of the intention to propose that person for appointment or re-appointment stating particulars which would, if he were so appointed or re-appointed, be required to be included in the Society's Register of Directors together with notice executed by that person of his willingness to be appointed or re-appointed.

27C. Not less than twenty-one days before the date appointed for holding a General Meeting notice shall be given to all who are entitled to receive notice of the Meeting of any person who is recommended by the Council for appointment or re-appointment as President at the Meeting or in respect of whom notice has been duly given to the Society in accordance with the provisions of Article 27B of the intention to propose him at the Meeting for appointment or re-appointment as President. The notice shall give particulars of that person which would, if he were so appointed or re-appointed, be required to be included in the Society's Register of Directors.

Disqualification and Removal of President

27D. A person who has held the office of President for two terms each of four years shall not be eligible for re-election to that office.

27E. The President shall vacate office:

(a) if he ceases to be eligible to be a Council Member by virtue of any provision of the Act or he becomes prohibited by law from being a director of a company; or

(b) if he becomes bankrupt or makes any

arrangement or composition with his creditors;
or

(c) if he is, or may be, suffering from mental disorder and either:

(i) he is admitted to hospital in pursuance of an application for admission for treatment under Section 3 of the Mental Health Act 1983 or, in Scotland, an application for admission under Section 18 of the Mental Health (Scotland) Act 1984; or

(ii) an order is made by a Court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person who exercises power with respect to his property or affairs; or

(d) if he resigns his office by notice to the Secretary; or

(e) if he shall have been absent without approval of the Council for more than six consecutive months from meetings of the Council held during that period or for more than 18 consecutive months from meetings of the President's Advisory Board held during that period and the Council resolves that his office be vacated; or

(f) upon the written resolution of every Council Member; or

(g) by Ordinary Resolution of the Society in General Meeting subject to the same provisions of the Act as if he were a Council Member.

Expenses and Interests of President

27F. The President may be paid all expenses properly

incurred in connection with his attendance at meetings of the Council and the President's Advisory Board and committees thereof or otherwise in connection with the discharge of his duties.

27G. The President shall not be disqualified by his office from being appointed or requested by the Council or otherwise to act as Arbitrator or Umpire or to give his professional services or to perform any special services or to make special exertions of any nature whatsoever for any of the purposes of the Society or from accepting any remuneration or reward by way of fees or otherwise in respect of any arbitration or award or the provision of such services.

The President's Advisory Board

27H. The President's Advisory Board shall consist of the President and the Chairman of the Council, who shall both be members by virtue of such office, and such other persons as the President shall appoint for such period as the President shall think fit (not exceeding four years) up to a maximum of fifteen.

27I. The President's Advisory Board shall provide a forum for the discussion and analysis of any issues in relation to medical and dental practice and shall report to the Council thereon.

27J. The President's Advisory Board may with the approval of the Council appoint committees, sub-committees or ad hoc committees consisting of two or more such persons (whether members of the President's Advisory Board or not) as it shall think fit and may seek recommendations and advice therefrom. Any such committee, sub-committee or ad hoc committee shall conform to any regulations imposed upon it by the President's Advisory Board. The meetings and proceedings of any such committee, sub-committee or ad hoc

committee shall be governed by the provisions of these Articles for regulating the meetings and proceedings of the President's Advisory Board so far as applicable and so far as the same shall not be superseded by any regulations made by the President's Advisory Board.

Disqualification and Removal of the President's Advisory Board

27K. A member of the President's Advisory Board shall vacate office if:

(a) he ceases to be eligible to be a Council Member by virtue of any provision of the Act or he becomes prohibited by law from being a director of a company; or

(b) he becomes bankrupt or makes any arrangement or composition with his creditors; or

(c) he is, or may be, suffering from mental disorder and either:

(i) he is admitted to hospital in pursuance of an application for admission for treatment under Section 3 of the Mental Health Act 1983 or, in Scotland, an application for admission under Section 18 of the Mental Health (Scotland) Act 1984; or

(ii) an order is made by a Court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person who exercises power with respect to his property or affairs; or

(d) he resigns his office by notice to the Secretary; or

(e) the President in writing so requests.

Remuneration Expenses and Interests of the President's Advisory Board

27L. Members of the President's Advisory Board may be paid all expenses properly incurred by them in connection with their attendance at meetings of the President's Advisory Board and committees thereof or otherwise in connection with the discharge of their duties.

Proceedings of the President's Advisory Board

27M.(1) Subject to these Articles the President's Advisory Board may regulate its proceedings as it thinks fit.

(2) The President's Advisory Board shall meet at least once in any calendar year. Any six members of the President's Advisory Board may and the Secretary at the request of the President shall call a meeting of the President's Advisory Board provided always that not more than four meetings shall be held in any calendar year. It shall not be necessary to give notice of a meeting to a member of the President's Advisory Board who is absent from the United Kingdom or the Republic of Ireland. Questions arising at a meeting of the President's Advisory Board shall be decided by a majority of votes. In the case of an equality of votes the President shall have a second or casting vote.

(3) The quorum for the transaction of the business of the President's Advisory Board may be fixed by the President's Advisory Board and unless so fixed at any other number shall be six.

(4) The President shall preside at every meeting of the President's Advisory Board at which he is present. If he is unwilling to preside or is not present within five minutes after the time appointed for the holding of a meeting the members present may appoint one of their number to preside at the meeting.

(5) A Resolution in writing signed by all members of the President's Advisory Board who are entitled to receive notice of a meeting thereof shall be as valid and effectual as if it had been passed at a meeting thereof duly convened and held and may consist of several documents in the like form each signed by one or more persons.

Indemnities

28. (1) An indemnity pursuant to clause 3(E) of the Memorandum of Association of the Society may be granted by the Society to any qualifying applicant in respect of a qualifying claim and all incidental or consequential losses damages costs charges and expenses connected with a qualifying claim. The grant of indemnity shall be entirely in the discretion of the Council who shall have power to impose such terms and conditions on the grant of any indemnity as it thinks fit and may in its absolute discretion limit or restrict such indemnity or decline altogether to grant the same.

(2) A qualifying applicant is any Member or former Member of the Society or the personal representative of such Member acting in that capacity.

(3) A qualifying claim is, subject to any restrictions which may be stipulated or imposed as a condition of membership in any particular case or by reference to any particular class of membership, any action proceeding claim or demand by or against the qualifying applicant affecting directly or indirectly the professional character or interests of any natural person who either:

- (i) is or was a Member; or
- (ii) is or was a member, officer, servant or agent of a body corporate which is or was a Member and at such time was himself eligible to be a Member or made

in respect of the conduct in a professional capacity of a deceased such person.

(4) The Council shall have power to decide the manner in which such indemnities are to be granted and may from time to time prescribe classes of qualifying claims in respect of which any specified person approved for the purpose being either:

- (i) the Secretary or an employee of the Society; or
- (ii) the Secretary or an employee of the relative body corporate or unincorporated association to whom the powers of the Council, in respect of such claims, shall have been delegated under Article 20(1)

may on behalf of the Council grant indemnities within the limits of fixed amounts prescribed by the Council but nothing contained in this Article 28(4) shall inhibit the power of the Council to impose terms and conditions on the grant of any particular indemnity or to restrict such indemnity or to withhold altogether the grant of the same.

(5) The Society may at any time terminate any indemnity by notice in writing without assigning any reason provided that such notice shall not affect the payment of monies which have become immediately payable before the service of such notice.

(6) A qualifying applicant shall in relation to any qualifying claim in relation to which an indemnity has been requested and/or granted comply absolutely with the directions of the Society, shall not without the consent of the Society take any steps in relation to such claim and shall at the Society's request, co-operate fully with the Society, its representatives and any appointed advisers in the handling of such claim, in particular but without limitation, by pursuing and fully assisting the Society in the

pursuit of any rights of recovery available from third parties.

Secretary

29. Subject to the provisions of the Act the Secretary shall be appointed by the Council for such term at such remuneration to fulfil such duties and upon such conditions as it may think fit; and any Secretary so appointed may be removed by it.

Minutes

30. The Council shall cause minutes to be made in books kept for the purpose of all appointments made by the Council and the President and of all proceedings at meetings of the Society and of the Council and of the President's Advisory Board and of committees of the Council and of the President's Advisory Board including the names of those present at each such meeting.

Seal

31. The seal shall only be used by the authority of the Council or of a committee of the Council authorised by the Council. The Council may decide who shall sign any instrument to which the seal is affixed and unless otherwise so decided it shall be signed by the Chairman of the Council or a Council Member and by the Secretary or a second Council Member.

Accounts

32. (1) The Council shall cause proper books of accounts to be kept in accordance with the Act. The books of accounts shall be kept at the Registered Office of the Society or at such other place or places as the Council thinks fit and shall always be open to the inspection of the Council.
- (2) The Council shall from time to time decide whether and to what extent and at what time and places and under what conditions and regulations the accounts and books of the

Society or any of them shall be open to the inspection of any Member who is not a Council Member and any such Member shall not have any right of inspecting any account or book or document of the Society except as conferred by statute or authorised by the Council or by the Society in General Meeting.

Notices

33. (1) Any notice to be given to or by any person pursuant to these Articles shall be in writing except that a notice calling a meeting of the Council need not be in writing.

(2) The Society may give any notice to a Member either personally or by sending it by post in a pre-paid envelope addressed to the Member at his registered address or where such registered address is outside the United Kingdom, such other address within the United Kingdom of which such Member shall have notified the Secretary in writing or in either case by leaving it at that address.

(3) Proof that an envelope containing a notice was properly addressed pre-paid and posted shall be conclusive evidence that a notice was given. A notice shall be deemed to be given at the expiration of forty-eight hours after the envelope containing it was posted.

(4) If a Member has no registered address (or other address notified in accordance with Article 33(2)) in the United Kingdom he shall not be entitled to receive any notices from the Society.

Indemnity

34. Subject to the provisions of and so far as may be permitted by the Act every President, Council Member, Secretary, Auditor, employee or officer of the Society and every member of any committee (howsoever described) appointed

by the Council and every director (howsoever described) of any subsidiary of the Society shall be entitled to be indemnified by the Society against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto including (without limitation) any liability incurred by him in defending any proceedings, civil or criminal, which relate to anything done or omitted by him as an officer or employee of the Society and in which judgement is given in his favour (or the proceedings are otherwise disposed of without any finding or admissions or any material breach of duty on his part) or in which he is acquitted or incurred in any connection with any application in which relief is granted to him by the Court from liability in respect of any such act or omission. The Society may purchase and maintain insurance for any and every President, President's Advisory Board member, Chief Executive, Council Member, Secretary, employee and officer of the Society and every member of any committee (howsoever described) appointed by the Council and every director (howsoever described) of any subsidiary of the Society and any person (whether an officer or not) employed by the Society as Auditor 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 Society.



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