

No. of Company 1572720

The Companies Acts 1948 to 1980

COMPANY LIMITED BY SHARES

Memorandum and Articles of Association of

ROYAL SOCIETY OF MEDICINE SERVICES LIMITED

(As amended by Special Resolution passed on
the 21st day of July 1987)

(Incorporated the 6th day of July 1981)

REGISTRATION OF COMPANIES
SECTION 6 AND/OR 13 OF THE
COMPANIES ACT 1985 No. 1276578



Jordan & Sons Limited
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THE COMPANIES ACTS 1948 to 1980

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF

ROYAL SOCIETY OF MEDICINE SERVICES LIMITED

1. The name of the Company is "ROYAL SOCIETY OF MEDICINE SERVICES LIMITED".
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are:-

(a) To carry on all or any of the businesses of publishers, printers and distributors of magazines, periodicals, journals, books and other publications and to own, exploit and acquire copyrights, rights or publication and reproduction and other rights in respect of any literary and other works and undertakings, and to collect, print and publish the same, printers' agents, commercial and manufacturing stationers, to employ the services of and to act as agents for authors, critics, lecturers, and other professional persons.

(b) To carry on all or any of the businesses of production of cinematographic films with accompanying commentaries, organisation of conferences and like activities, consultants, installers, financiers, renters, distributors, exporters, importers and hirers of, dealers in, and agents for all kinds of films and photographs of every description for purposes of display or exhibition in television, newspapers or otherwise and proprietors, manufacturers, distributors, repairers, hirers and letters on hire of and dealers in cinematograph and photographic, equipment, machines, cameras and appliances and photographic, gramophones, devices and appliances whereby sound or pictures, independently or simultaneously are recorded or transmitted and of and in scenery, decorations, scenic and stage properties and effects and lighting equipment and apparatus and wireless, television and electrical goods and accessories of all kinds, and to provide for the production, reproductions, representation, transmission, performance and exhibition of cinematograph pictures, television and radio programmes.

(c) To carry on any other trade or business whatever which can in the opinion of the Board of Directors be advantageously carried on in connection with or ancillary to any of the business of the Company.

(d) In each accounting period for the purposes of corporation tax; to pay to the registered charity known as The Royal Society of Medicine an annual sum equal to the Trading Profit of the Company of that period.

(e) To purchase or by any other means acquire and take options over any property whatever, and any rights or privileges of any kind over or in respect of any property.

(f) To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere any patents, patent rights, brevets d'invention, licences, secret processes, trade marks, designs, protections and concessions and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.

(g) To acquire and undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which the Company 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 or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any Shares, Debentures, Debenture Stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received.

(h) To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage; charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.

(i) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made.

(j) To lend and advance money or give credit on such terms as may seem expedient and with or without security to customers and others, to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon such terms as the Company may approve and to secure or guarantee the payment of any sums of money or the performance of any obligation by any company, firm or person including any parent, subsidiary or fellow subsidiary company in such manner as the Company may think fit.

(k) To borrow and raise money in such manner as the Company shall think fit and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.

(l) To draw, make, accept, endorse, discount, negotiate, execute and issue promissory notes, bills of lading, warrants, debentures, and other negotiable or transferable instruments.

(m) To apply for, promote, and obtain any Act of Parliament, Provisional Order, or Licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the Company's interests, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.

(n) To enter into any arrangements with any Government or authority (supreme, municipal, local, or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such Government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges, and concessions.

(o) To subscribe for, take, purchase, or otherwise acquire and hold shares or other interests in or securities of any other company having objects altogether or in part similar to those of the Company or carrying on any business capable of being carried on so as directly or indirectly to benefit the Company or enhance the value of any of its property and to co-ordinate, finance and manage the businesses and operations of any company in which the Company holds any such interest.

(p) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts.

(q) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any Shares or other securities of the Company.

(r) To support and subscribe to any charitable or public object and to support and subscribe to any institution, society, or club which may be for the benefit of the Company or its Directors or employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and

services for any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, or of any company which is a subsidiary of the Company or the holding company of the Company or a fellow subsidiary of the Company or of the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary company and to the wives, widows, children and other relatives and dependants of such persons; to make payments towards insurance; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependants.

(s) To promote any other company for the purpose of acquiring the whole or any part of the business or property and undertaking any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.

(t) 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.

(u) To distribute among the Members of the Company in kind any property of the Company of whatever nature.

(v) To procure the Company to be registered or recognised in any part of the world.

(w) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise, and by or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others.

(x) To do all such other things as may be deemed incidental or conducive to the attainment of the Company's objects or any of them.

The objects set forth in each sub-clause of this Clause shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause or from the terms of any other sub-clause or from the name of the Company. None of such sub-clauses or the object or objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause, but the Company shall have as full a power to exercise all or any of the objects conferred by and provided in each of the said sub-clauses as if each sub-clause contained the objects of a separate company. The word "company" in this Clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere.

4. The liability of the Members is limited.

5. The Share Capital of the Company is £100 divided into 100 Shares of £1 each.

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company, in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

Names, addresses and descriptions of Subscribers	Number of shares taken by each Subscriber
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L.S. The Common Seal of the Royal Society of Medicine was hereunto affixed

- Ninety-Nine

John Stallworthy President
R.T. Hewitt Executive Director

1 Wimpole Street,
London. W1M 8AE

J.F. Smith,
11 Westerham Road,
Sittingbourne, Kent.

- One

Financial Secretary.

Dated this 1st day of October, 1980.

Witness to the above Signatures:- G.P.N. Pearson,
The Royal Society of Medicine,
Finance Department,
Chandos House,
2 Queen Anne Street,
London. W1M 0BR

THE COMPANIES ACTS 1948 TO 1980

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

ROYAL SOCIETY OF MEDICINE SERVICES LIMITED

(As amended by Special Resolution, passed on the 21st July 1987)

PRELIMINARY

1. The Regulations contained or incorporated in Table A in the First Schedule to the Companies Act 1948 (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such Regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the regulations of the Company.

FIRST DIRECTORS

2. (a) Clause 75 in Table A shall not apply to the Company.

(b) The number of the Directors of the Company shall be such as the Council of The Royal Society of Medicine shall from time to time determine in writing; Provided always that the number of the Directors of the Company shall not be less than three and provided also that at least two Members of the Council of The Royal Society of Medicine shall at all times be Directors of the Company.

(c) (i) The Directors of the Company shall not be subject to retirement by rotation and each of them shall, subject to the provisions of Sub-Article (c) (i) and of Sub-Article (d) hereof and subject to the provisions of Clause 88 in Table A as amended by Article 15 and subject to Section 28 of the Companies Act 1976 be entitled to hold office so long as he shall live unless he shall be removed from office under Clause 96 in Table A or pursuant to the provisions of Sub-Article (d) hereof; and accordingly Clauses 89 to 95 in Table A shall not apply to the Company.

(ii) No Director of the Company who is not an employee of the Royal Society of Medicine shall hold office for a consecutive period of ten years and on the expiration of such period such Director shall automatically cease to be Director of the Company.

(d) The Council of The Royal Society of Medicine may by notice in writing served at the Registered Office of the Company appoint and remove each of the Directors of the Company. Every such notice of appointment or removal shall be annexed to the Directors Minute Book as soon as practicable after service on the Company. The powers conferred on the Council of The Royal Society of Medicine may be exercised by Members of the Council in their absolute discretion but any removal of a Director pursuant to the provisions of this Sub-Article shall be without prejudice to any claim such Director may have for damages for breach of contract of service between him and the Company.

(e) The remuneration of the Directors shall from time to time be determined by the President and Honorary Treasurers of The Royal Society of Medicine; and Clause 76 in Table A shall be modified accordingly.

SHARES

3. The Shares shall be under the control of the Directors, who may allot and dispose of or grant options over the same to such persons, on such terms, and in such manner as they think fit. Provided always that the Directors shall not exercise any of the powers or discretions conferred on them by this Article without the prior written consent of the Council of The Royal Society of Medicine.

4. The lien conferred by Clause 11 in Table A shall attach also to fully paid-up Shares and to all shares registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders.

5. The power of the Directors to make calls conferred by Clause 15 in Table A shall be modified by deleting from such Clause the words "provided that no Call shall exceed one-fourth of the nominal value of the Share or be payable at less than one month from the date fixed for the payment of the last preceding Call".

6. A transfer of a fully paid Share need not be executed by or on behalf of the transferee; and Clause 22 in Table A shall be modified accordingly.

7. The liability of any Member in default in respect of a Call shall be increased by the addition at the end of Clause 33 in Table A of the words "and all expenses that may have been incurred by the Company by reason of such non-payment".

GENERAL MEETINGS AND RESOLUTIONS

8. Every notice convening a General Meeting shall comply with the provisions of Section 136 (2) of the Companies Act 1948 as to giving information to Members in regard to their right to appoint proxies; and notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Auditor for the time being of the Company.

9. Clause 54 in Table A shall be read and construed as if the words "Meeting shall be dissolved" were substituted for the words "Members present shall be a quorum".

10. A resolution in writing signed by all the Members for the time being entitled to receive notice of and to attend and vote at General Meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held. Any such resolution in writing may consist of two or more documents in like form each signed by one or more of such members and Clause 73A in Table A shall not apply to the Company.

11. A Director may with the consent of the Council of The Royal Society of Medicine at any time appoint any other person to act as Alternate Director at any Meeting of the Board at which the Director is not present, and may at any time revoke any such appointment. An Alternate Director so appointed shall not be entitled as such to receive any remuneration from the Company, but shall otherwise be subject to the provisions of Table A and to these presents with regard to Directors. An Alternate Director shall be entitled to receive notice of all Meetings of the Board and to attend and vote as a Director at any such Meeting at which the Director appointing him is not personally present, and generally to perform all the functions, rights, powers and duties of the Director by whom he was appointed. An Alternate Director shall ipso facto cease to be an Alternate Director if his appointor ceases for any reason to be a Director. Where a Director who has been appointed to be an Alternate Director is present at a Meeting of the Board in the absence of his appointor such Alternate Director shall have one vote for each appointor whom he represents in addition to his vote as Director. Every appointment and revocation of appointment of an Alternate Director shall be made by instrument in writing under the hand of the Director making or revoking such appointment and such instrument shall only take effect on the service thereof at the registered office of the Company. The remuneration of any such Alternate Director shall be payable out of the remuneration payable to the Director appointing him and shall consist of such portion of the last mentioned remuneration as shall be agreed between the Alternate Director and the Director appointing him.

12. A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration; and Clause 84 in Table A shall be modified accordingly.

13. The Directors may remunerate any person firm or company including members and employees of The Royal Society of Medicine for services rendered to the Company and pay any gratuity, pension or allowance on retirement to any Director or employee of the Company and to any member or employee of The Royal Society of Medicine.

14. It shall not be necessary for Directors to sign their names in the Minute Book; and Clause 86 in Table A shall be modified accordingly.

15. Clause 88 in Table A shall be read and construed as if the words "becomes incapable by reason of mental disorder of managing and administering his property and affairs" were substituted for the words "becomes of unsound mind".

16. The Council of The Royal Society of Medicine shall from time to time appoint a Director to act as Chairman and determine the period for which he is to hold office; and Clause 101 in Table A shall be modified accordingly.

17. The Council of The Royal Society of Medicine shall from time to time appoint a Director to the office of Managing Director for such period and on such terms as they think fit; and Clause 107 in Table A shall be modified accordingly.

18. A Managing Director shall receive such remuneration by way of salary or commission as the President and Honorary Treasurers of The Royal Society of Medicine may determine; and Clause 108 in Table A shall be modified accordingly.

BORROWING POWERS

19 (a) The Directors may exercise with the consent of the Council of The Royal Society of Medicine all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and to grant any mortgage, charge or Standard Security over its undertaking, property and uncalled capital, or any part hereof, and to issue Debentures, Debenture Stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

(b) Accordingly, Clause 79 in Table A shall not apply to the Company.

ACCOUNTS

20. The accounts and other documents to be prepared by the Directors under Clause 126 in Table A shall be prepared in accordance with Sections 148, 150 and 157 of the Companies Act 1948 as amended by Sections 16 to 22 inclusive of the Companies Act 1967 and as further amended by Part I of the Companies Act 1976.

INDEMNITY

21. (a) Every Director or other officer of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application under Section 448 of the Companies Act 1948, in which relief is granted to him by the Court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 205 of the Companies Act 1948.

(b) Accordingly, Clause 136 in Table A shall not apply to the Company.

SHARE TRANSFERS

22. No Share shall be transferred without the prior written consent of the Council of The Royal Society of Medicine who may in their absolute discretion and without assigning any reason therefor decline to register the transfer of any Share whether or not it is fully paid.

Names, addresses and descriptions of Subscribers

L.S. The Common Seal of the Royal
Society of Medicine was hereunto
affixed

John Stallworthy	President
R.T. Hewitt	Executive Director

1 Wimpole Street,
London. W1M 8AE

J.F. Smith,
11 Westerham Road,
Sittingbourne, Kent.

Financial Secretary.

Dated this 1st day of October, 1980.

Witness to the above Signatures:- G.P.N. Pearson,
The Royal Society of Medicine,
Finance Department,
Chandos House,
2 Queen Anne Street,
London. W1M 0BR