

MEMORANDUM AND ARTICLES OF ASSOCIATION
INCORPORATING AMENDMENTS TO 30TH OCTOBER 1991



DR. R.N. PALMER, SECRETARY

14.11.1991



Founded 1892

The Medical Protection Society

Memorandum and Articles
of Association

The Medical Protection Society Limited

A Company Limited by Guarantee · Registered in England No. 36142

Registered Office: 50 Hallam Street, London W1N 6DE, UK



THE MEDICAL PROTECTION SOCIETY LIMITED

THE COMPANIES ACTS 1862 TO 1890
Company Limited By Guarantee
Not Having a Share Capital

Memorandum of Association of The Medical Protection Society Limited

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

2nd The Registered Office of the Company will be situate 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 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 (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 to persons (including 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) To effect and obtain all such insurances re-insurances counter-insurances indemnities and guarantees as may be expedient and to adopt any other means as the Council shall think fit of providing for the attainment of the objects;

(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 between Members of the Company 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 qualified 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) 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 qualified to be Members;

(K) To provide (whether for reward or not) management 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, to any body, person or organization concerned with claims, and to promote, establish or concur in promoting or establishing any company carrying on business providing such management services, advice and assistance or carrying on any other trade or business which in the opinion of its directors may be advantageously carried on in connection with or ancillary to that company's business, and to subscribe for, take or otherwise acquire and hold shares, stock, debentures or other securities in any such company;

(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 determine;

(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."

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 COMPANIES ACTS 1862 TO 1890
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Articles of Association of The Medical Protection Society Limited

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 Society" means the above-named Company;

"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;

"the Chief Executive" means the person holding the office of Chief Executive in accordance with the provisions of clause 21C of these Articles;

"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 United Kingdom" means Great Britain and Northern Ireland;

"Member" except where the context otherwise requires includes a Voting Member and an Associate Member;

"Medical or Dental Member" means a Voting Member who is fully 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 registered as a dental practitioner and is or has been practising or teaching dentistry in any of its branches.

Unless the context otherwise requires, words or expressions 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. Without prejudice to the generality of the foregoing, in these Articles "person" includes both a natural person and a body corporate, 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 of the Society.

(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) 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 of the Society, but nothing contained in this sub-paragraph (2) shall deprive the Council of its right to impose further conditions for the admission of corporate 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;
- (c) prescribing any fee to be paid on admission to the Society.

(3) The Council's power to make regulations under this clause may be exercised either generally or in particular cases and so as to prescribe different rates or periods of subscriptions 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.

4. The name of a Member shall upon admission to membership be entered on the Register of Members as either a Voting Member or an Associate Member and 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 determine.

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 clause 3 of these Articles or a class specially designated for the purpose of this clause) 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 clause shall not require any Member to pay 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 clause shall require payment earlier than 21 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 and shall cease on death.

(2) The Council may terminate the membership of any Member in such manner as it thinks fit whose conduct or continued membership is in the opinion of the Council detrimental to the interests of the Society but such determination 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 one month shall 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 subscription expires (or from the date on which the Member's current subscription would expire if a subscription were payable) upon giving him 42 days notice of its intention to do so."

7. (1) Every Member shall supply his current residential or professional 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 of a professional character 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. The Council may call General Meetings and on receipt of a requisition in writing signed by not less than 250 Members or a requisition of Members pursuant to the provisions of the Act shall forthwith proceed to convene a Special General Meeting for 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 21 clear days' notice. All other Special General Meetings shall be called by at least 14 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 and to the members of the Council and 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) Members of Council or of the President's Advisory Board, whether Members of the Society or not, shall be entitled to notice of and to attend and speak at any General Meeting but not, unless a Member of the Society, 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 determine.

(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 be present within 15 minutes after the time appointed for the holding of the Meeting and willing to act those members of the Council present who are Members of the Society shall elect one of their number to be Chairman of the Meeting and if there is only one such member of the Council present and willing to act he shall be Chairman.

(4) If no such member of the Council is willing to act as Chairman of the Meeting or if no such member of the Council is present within 15 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 14 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 30 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) who (being an individual) is present in person or (being a corporation) is present by a duly authorised representative shall have one vote and on a poll every Member 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 48 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 48 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 48 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 48 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 regulation 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 15 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 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 clause 28 of these Articles) to any body corporate, association or body of persons 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.
- (2) Without prejudice to sub-clause (1) of this clause the Council may delegate to such person or persons as it thinks fit its powers to admit persons to membership of the Society either generally or in respect of a particular class of applicants.
- (3) Nothing contained in this clause 20 of these Articles shall permit the delegation to any such body as is mentioned in sub-clause (1) hereof of the power of the Council to approve applicable legislation under clause 2(2)(b) of these Articles or to impose further conditions for the admission of corporate members as provided in clause 2(2) of these Articles.
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 clause 20 of these Articles 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 clauses 2(2)(a) or 28 of these Articles).
- 21A. Any committee, sub-committee or ad hoc committee appointed by the Council under clause 21 of these Articles 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, or that they or any of them were disqualified, 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 of the Society 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 determine. The Chief Executive shall by virtue of his office be a Council Member. The Council may at any time determine the appointment of any person as Chief Executive provided that the exercise of the Council's powers under this clause 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 or to any other Council Member employed by the Society such of its powers (except its powers under clauses 2(2)(a) or 28 of these Articles) as it considers fit. 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 of the Society 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 reappointment 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 reappointed 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 Members 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 35 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 21 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 clause 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 70 years shall be eligible for election or re-election as Council Member.

(2) Unless the Council in its absolute discretion otherwise determines a Council Member shall vacate office at the end of the first Annual General Meeting held after he has attained the age of 70 years but the retirement of a Council Member out of turn under this paragraph is to be disregarded in determining when any other Council Members are to retire. The Council is deemed to have determined that Council Members who hold such office at the date of adoption of these Articles are not required to vacate such office under this clause 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 Meeting adopting these Articles.

25. A Council Member shall vacate office if:

(a) 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) 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 Society; or

(e) 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) 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 determine 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 determine 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 member of the Council or employee of the Society 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 of the Society 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 of the Society 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 15 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 35 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 21 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 clause 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 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) 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 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 15.
- 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 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 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 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.

Indemnity against Claims

28. (1) An indemnity pursuant to clause 3(C) 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 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 of the Society; or

(ii) is or was a member officer servant or agent of a body corporate which is or was a Member of the Society and at such time was himself eligible to be a Member of the Society or made in respect of the conduct in a professional capacity of a deceased such person.

(4) The Council shall have power to determine 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 association or body of persons to whom the powers of the Council, in respect of such claims, shall have been delegated under clause 20(1) of these Articles

may on behalf of the Council grant indemnities within the limits of fixed amounts prescribed by the Council but nothing contained in this sub-clause 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 proceedings whether legal or otherwise in relation to which an indemnity has been requested comply absolutely with the directions of the Society and shall not without the consent of the Society take any steps in relation to such proceedings or their determination.

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 determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by the Chairman of 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 determine 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 48 hours after the envelope containing it was posted.
- (4) If a Member has no registered address (or other address notified in accordance with sub-paragraph (2) above) 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 (which expression shall have the same meaning as in Section 736 of the Act) 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 of 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 (which expression shall have the same meaning as in Section 736 of the Act) 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."