

SPECIAL RESOLUTIONS

1. THAT:

There be substituted for sub-clause (A) of the third clause of the Memorandum of Association the following sub-clause (A):

"(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;"

2. THAT:

(A) There be added to the third clause of the Memorandum of Association after sub-clause (B) the following two new sub-clauses (C) and (D):

"(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;"

(B) There be added to the third clause of the Memorandum of Association after sub-clause (K) the following new sub-clause (N):

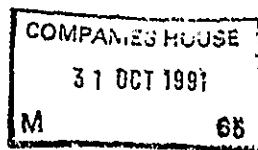
"(N) To carry on any business which the Council considers can be conveniently advantageously or profitably carried on in conjunction with or subsidiary to any other object of the Company or is calculated to enhance the value of any of the property or rights of the Company."

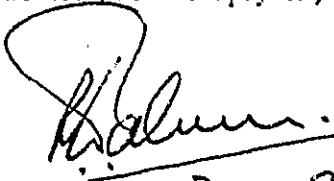
(C) Sub-Clauses (C) to (K) (both inclusive) of the third clause of the Memorandum of Association be re-lettered (E) to (M).

3. THAT:

There be added after Article 6(4) in the Articles of Association the following new Article 6(5):

"6(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."




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4. THAT:

(A) There be substituted for Article 19 in the Articles of Association the following new Article 19:

"19. Subject as hereinafter provided, the Council shall consist of up to 17 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."


(B) There be substituted for Article 23(1) in the Articles of Association the following new Article 23(1):

"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."

5. THAT:

There be substituted for Article 34 in the Articles of Association the following new Article 34:

"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."


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