

John Carter
9/2/2018

The Companies Act 2006
COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL
MEMORANDUM OF ASSOCIATION
OF

GENERAL PRACTITIONERS DEFENCE FUND LIMITED

Company Number: 01508388

WEDNESDAY



RM *R6ZSLVYA* #65
14/02/2018
COMPANIES HOUSE

1. The name of the Company (hereinafter called "the Company") is "General Practitioners Defence Fund Limited".
2. The registered office of the Company will be situated in England.
3. The objects for which the Company is established are: –
 - 3.1 The taking of such action as the Company from time to time considers expedient in the interests of any general medical practitioner or class or classes of general medical practitioners providing and/or performing primary medical services under the National Health Service Act 2006 and/or the National Health Service (Scotland) Act 1978 and/or the Health and Personal Social Services (Northern Ireland) Order 1972 and/or the National Health Service (Wales) Act 2006 and/or any Acts or Orders amending or consolidating the same and as from time to time extended to all or any part of the United Kingdom and to represent the interests of those practitioners in relation to those Acts.
 - 3.2 The giving of financial assistance to or for the benefit of any general medical practitioner or class or classes of general medical practitioners providing or performing such services as aforesaid in England, Wales, Scotland or Northern Ireland who at any time during such period may appear to the Company to have suffered or be likely to suffer hardship as a consequence of his, her or their loyalty to any policy sponsored or approved by the Conference of Representatives of Local Medical Committees called by the General Practitioners Committee of the British Medical Association or any conference which may in the opinion of the Company have taken over the activities of the said conference.
 - 3.3 The making of payments by way of distribution to or for the benefit of persons who shall appear to the Company to have subscribed directly or indirectly to the Company's funds of any sum or sums appearing at any time and from time to time to the Company not to be required for the foregoing purposes or any of them such distribution or distributions to be in such proportions in all respects as the Company shall in its absolute discretion think just and equitable and in particular the Company may distribute funds to any Local Medical Committee or similar body which has collected

contributions towards the Company's funds leaving such Committee to distribute such funds to the individual subscribers as it sees fit or to deal with them as it considers just and equitable.

3.4 The making of grants whether conditionally or unconditionally to any other person, body or fund appearing to the Company to have objects substantially similar to some or all of those of the Company or to have wider objects including objects substantially similar to some or all of those of the Company.

3.5 To do all such other things as are incidental or conducive to the attainment or furtherance of the said objects or any of them.

4. The Company shall have the following powers exercisable in furtherance of its said objects but not otherwise, namely:

4.1 To purchase, take on lease, exchange, lease or otherwise deal in and to hold for the purpose of investment, development or resale and to traffic in any freehold, leasehold or other real or personal property for any estate or interest whatever, and any options, rights, privileges or easements over or in respect of the same and to purchase, exchange or otherwise deal in stocks, debentures, debenture stock, bonds, obligations or securities of any government, state or authority or of any public or private company, corporate or unincorporated and to make advances upon the security of land or house or other property or any interest therein, and to construct, maintain and alter buildings or erections.

4.2 To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Company.

4.3 To undertake and execute any charitable trusts which may lawfully be undertaken by the Company.

4.4 To borrow or raise money on such terms and on such security as may be thought fit and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any bank or building society.

4.5 To draw, make accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.

4.6 To invest the monies of the Company not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.

4.7 To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes.



- 4.8 To do all such other things as are incidental or conducive to the attainment or furtherance of the said powers or any of them.
- 4.9 And it is hereby declared that, save as otherwise expressly provided, each of the paragraphs of these Clauses 3 and 4 shall be regarded as specifying separate and independent objects and powers and accordingly shall not be in any way limited by reference to or inference from any other paragraph or the name of the Company and the provisions of each such paragraph shall, save as aforesaid, be carried out in as full and ample a manner and construed in as wide a sense as if each of the paragraphs defined the objects and powers of a separate and distinct Company.
5. The income and property of the Company shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise.
6. Provided that nothing herein shall prevent any payment in good faith by the Company: -
- 6.1 of reasonable and proper remuneration to any member, officer or servant of the Company in pursuance of such objects;
- 6.2 of interest on money lent by any member of the Company at a rate per annum not exceeding 2 per cent less than the minimum lending rate for the time being prescribed by the Bank of England or 3 per cent whichever is the greater;
- 6.3 of reasonable and proper rent for premises demised or let by any member of the Company.
7. The liability of the member is limited.
8. Every member of the Company undertakes to contribute to the assets of the Company in the event of the same being wound up while he or she is a member, or within one year after he or she ceases to be a member, for payment of the debts and liabilities of the Company contracted before he or she ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustments of the rights of the contributories among themselves, such amounts as may be required not exceeding £1.
9. If upon the winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Company and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Company under or by virtue of Clauses 5 and 6 of its Memorandum of Association, such institution or institutions to be determined by the members of the Company at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object.

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ARTICLES OF ASSOCIATION
OF
GENERAL PRACTITIONERS DEFENCE FUND LIMITED

GENERAL

Regulations constituting Table C in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 2007 (SI 2007/2541), the Companies (Tables A to F) (Amendment) (No 2) Regulations 2007 (SI 2007/2826) and the Companies (Tables A to F) (Amendment) Regulations 2008 (SI 2008/739), and as otherwise amended prior to the adoption of these Articles as they relate to a private company limited by shares shall not apply to the Company.

In these presents the words standing in the first column of the Table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context:—

WORDS	MEANINGS
The Act	The Companies Act 2006.
These presents	These Articles of Association, and the regulations of the Company from time to time in force.
The Chairman	The chairman of the Board for the time being of the Company.
The Company	The above-named Company.
The Board	The board of directors for the time being of the Company.
The Office	The registered office of the Company.
Ordinary Resolution	Has the meaning given to it in Section 282 of the Act which shall govern any resolution designated as an Ordinary Resolution by these Articles of Association, the Act (as amended from time to time) or otherwise.
The Seal	The common seal of the Company.
The United Kingdom	Great Britain and Northern Ireland.
Month	Calendar month.
Special Resolution	Has the meaning given to it in section 283 of the Act which shall govern any resolution designated as a Special

Resolution by these Articles of Association, the Act (as amended from time to time) or otherwise.

In writing

Written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing in a visible form including electronic transmission such as facsimile and e-mail.

Any words importing the singular number only shall include the plural number, and vice versa;

Words importing the masculine gender only shall include the feminine gender; and

Words importing persons shall include corporations.

Subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these presents become binding on the Company shall, if not inconsistent with the subject or context, bear the same meanings in these presents.

1. The provisions of sections 1134 and 1135(1) of the Act shall be observed by the Company, and every member of the Company shall either sign a written consent to become a member or sign the register of members on becoming a member.
2. The Company is established for the purposes expressed in the Memorandum of Association.
3. The subscribers to the Memorandum of Association and such other persons as shall be admitted to membership in accordance with the provisions set out in these Articles of Association shall be the members of the Company.
4. Subject to the provisions of article 31 membership of the Company shall be limited to the nominees of the Local Medical Committees (as defined in S97 of the National Health Service Act 2006), or their equivalent recognised for the time being in the United Kingdom or such other persons as the Company may from time to time determine. Each Local Medical Committee shall be entitled to nominate one natural person as a member of the Company at any one time.
- 4A In the event that a Local Medical Committee wishes to nominate a person as a member pursuant to article 4, it shall do so by notice in writing to the Company, setting out the name and address of the nominee and confirming that the nominee has consented to be a member of the Company. A Local Medical Committee can remove any such nominee it has appointed and, upon his removal appoint another nominee in his place by notice in writing to the Company. Upon receipt of such notice by the Company, the membership of the outgoing nominee shall, subject to Article 4B, be terminated and any position on the Board held by such nominee shall also be terminated. For the avoidance of doubt, the replacement nominee appointed by the Local Medical Committee shall not automatically fill any vacancy on the Board left by the outgoing nominee but the individual will be eligible to be elected or appointed to the Board in accordance with these articles.

- 4B Upon receipt by the Company of a notice pursuant to Article 4A, the Company Secretary or any director shall write the name of the nominee in the Company's register of members or remove the name from the register of members, as specified in the notice. The nominee shall become a member of the Company or removed as a member at such time as their name is inserted or removed (as applicable) from the register of members.
5. If any doubt shall exist as to whether any person falls within the definition set out in Article 4 the written certificate of a solicitor of not less than 10 years standing nominated by the President for the time being of the Law Society shall be conclusive.
- 5A With effect from 1pm on 28 June 2018, any members of the Company that are members by virtue of them being a voting member of the General Practitioners Committee of the British Medical Association (**GPC Member**) shall be removed as a member of the Company and their name shall be removed from the register of members.
- 5B In the event that before 1pm on 28 June 2018 a Local Medical Committee nominates an existing GPC Member as a nominee member, that person shall automatically change status from GPC Member to a Local Medical Committee nominee member without a break in membership and any position that member holds on the board shall continue until the next Annual General Meeting of the Company at which that member/director shall retire from office, subject to re-election in accordance with article 52.

GENERAL MEETINGS

6. The Company shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Board, and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting.
7. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.
- 8.
- 8A Subject to Articles 8B and 8C, at least fourteen clear days' notice in writing of every Annual General Meeting convened to pass a Special Resolution, and at least fourteen clear days' notice in writing of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of the meeting, and in the case of special business the general nature of that business, shall be given in the manner hereinafter mentioned to such persons (including the Auditors) as are under these presents or under the Act entitled to receive such notices from the Company.



8B Subject to Article 8C below, the Company shall not without first obtaining the consent of a majority of at least seventy five per cent of the members of the Company by way of Special Resolution:

- (i) subject to the remainder of this article 8B, enter into any transaction (or series of transactions) in any twelve month period for the sale or disposal of twenty percent or more of the Company's Investments (as defined below) by the Company (as determined by the Company's auditors appointed from time to time, or in the event that the Company's auditors cannot or will not act, such independent firm of accountants appointed by the Board);
- (ii) declare, make, pay or credit any Levy Repayment in excess of £1,000,000 (one million pounds);
- (iii) declare, make, pay or credit any Levy Repayment in respect of a fee, levy or other like payment received or receivable from a Local Medical Committee (or equivalent) in any period other than the Company's financial year in which the Levy Repayment is proposed or declared; or
- (iv) declare, make, pay or credit any Levy Repayment that is not pro rata to the amount of fee, levy or like payment that each Local Medical Committee has paid or which it is liable to pay in respect of the financial year to which the proposed Levy Repayment refers,

for purposes of 8B (i)

(a) **Definitions and interpretation:**

Investments shall mean every asset that the Company owns or controls, directly or indirectly, that has the characteristics of an investment, including such characteristics as the commitment of capital or other resources, the expectation of gain or profit, or the assumption of risk;

Levy Repayment shall mean a sale or disposal in connection with the payment or credit of any rebate or repayment of any fee, levy or like payment made by a Local Medical Committee (or equivalent) to the Company,

(b) For the purpose of the auditor's determination in 8B (i):

- i. the value of Investments that are marketable securities managed by an investment manager, shall be calculated by reference to the market value of such assets acquired as investments on the last day of the calendar month immediately preceding their disposal, as set out in a report provided by the Company's investment managers; and



- ii. the value of any other Investments, by reference to such market valuations as the Company's auditors deem appropriate,
- (c) for the purposes of determining the aggregate value of transactions in any twelve month period for the sale or disposal of Investments, the following shall be disregarded:
 - i. subject to article 8B (ii) and (iii), any Levy Repayment;
 - ii. any proceeds from the sale or disposal that have been re-invested by the Company in an Investment and continues to be held by the Company; and
 - iii. any sale or disposal, the proceeds of which are held in cash for the account of the GPDF.

8C At least 21 clear days' notice in writing of any Annual General Meeting or General Meeting convened to pass any Special Resolution:

- (i) required by Article 8B; or
- (ii) to amend, vary or dis-apply the provisions in articles 8B or this 8C,

(exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of the meeting, shall be given in the manner hereinafter mentioned to such persons (including the Auditors) as are under these presents or under the Act entitled to receive such notices from the Company.

9. The non-receipt of a validly sent notice by any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any meeting.

PROCEEDINGS AT GENERAL MEETINGS

10. All business shall be deemed special that is transacted at an Extraordinary General Meeting and all that is transacted at an Annual General Meeting shall be deemed special, with the exception of the consideration of the income and the expenditure account and the balance sheet and the reports of the Board and of the Auditors and the election of the Elected Members (as defined below).

11. No business shall be transacted at a General Meeting unless a quorum is present when the meeting proceeds to business. Save as otherwise provided in these presents, ten percent of the members recorded on the register of members personally present shall constitute a quorum.

12. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day of the week in the next month, at the same time and place, or at such other place as the Board may determine, and if at such adjourned meeting a quorum is not present

within half an hour from the time appointed for holding the meeting the members present shall be a quorum.

13. The Chairman, or if he is unable to preside a member nominated by the Board, shall preside as chairman at every General Meeting, but if there be no such Chairman, or if at any meeting he or she shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the members present shall on a show of hands choose some member of the Board, or if no such member be present, or if all the members of the Board present decline to take the chair, they shall choose some member of the Company who shall be present to preside.
14. The chairman of a meeting may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.
15. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the chairman of the meeting or by at least three members present in person or by proxy, or by a member or members present in person or by proxy and representing one-tenth of the total voting rights of all the members having the right to vote at the meeting, and unless a poll be so demanded a declaration by the chairman of the meeting 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 minute book of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.
16. Subject to the provisions of Article 18, if a poll be demanded in the manner aforesaid, it shall be taken at such time and place and in such manner, as the chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
17. No poll shall be demanded on the election of a chairman of a meeting, or on any question of adjournment.
18. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting shall be entitled to a second or casting vote.
19. 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 a poll has been demanded.



20. A director is under a duty to disclose and avoid any conflict or possible conflict he may possess with regard to his position as a director of the Company and as against the Company's interests.
21. Where a director is in a position which may result in a conflict of interest against the Company, then, the directors shall have the authority to approve and ratify such conflict as set out under section 175 of the Act.
22. The validity of 21 above is dependent on the director in conflict not having the right to vote or form part of the quorum on the resolution required to give such authority.

VOTES OF MEMBERS

23. Subject to Articles 25 - 30 inclusive, every member shall have one vote, save and except any lay members who shall not have voting rights.
24. Save as herein expressly provided, no member other than a member duly registered, shall be entitled to vote on any question either personally or by proxy, or as a proxy for another member, at any General Meeting.
25. Votes may be given on a poll either personally or by proxy. On a show of hands a member present only by proxy shall have no vote. A proxy need not be a member. A member may appoint more than one proxy to attend on the same occasion.
26. The instrument appointing a proxy shall be in writing and signed by the appointer or his attorney duly authorised in writing.
27. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the Office not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll not less than twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.
28. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.
29. Any instrument appointing a proxy shall be in the following form or in such other forms as may be acceptable to the Board: –

"I
of
a member of
hereby appoint
of
and failing him or her,
of



to vote for me and on my behalf at the (Annual , or adjourned, as the case may be) General Meeting of the Company to be held on the day of and at every adjournment thereof

As witness my hand this day of 2 "

30. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

EXPULSION OF MEMBER

31. The directors may terminate the membership of any member without his consent by giving him written notice if, in the reasonable opinion of the Board:

31.1 he is guilty of conduct which has or is likely to have a serious adverse effect on the Company or bring the Company or any or all of the members and directors into disrepute, which shall include the following non-exhaustive list of matters:

31.1.1 **NOT USED**

31.1.2 the member is suspended from registration and/or practice by any relevant authority including, but not limited to, any suspension from any employment and/or from any partnership;

31.1.3 the member has engaged in conduct (pre or post becoming a member of the Company) which is in the opinion of the Board detrimental to the honour and interests of the medical profession and/or the Company;

31.1.4 a receiving order is made against the member or the member makes any arrangement or composition with their creditors or their estate is sequestrated;

31.1.5 **NOT USED**

31.1.6 the member is charged with or otherwise convicted of committing any criminal offence (save for minor road traffic offences) which in the opinion of the Board brings them, the medical profession or any associated body into disrepute;

31.1.7 the member fails at any time to notify the Company of any matter in accordance with these presents including but not limited to a failure to report any criminal offence in accordance with article 31.1.6 above;

31.2 he has acted or has threatened to act in a manner which is contrary to the interests of the Company as a whole; or

31.3 he has failed to observe the terms of these Articles.

32. Following such termination, the Member shall be removed from the Register of Members by the Secretary.

33. The notice to the Member must give the Member the opportunity to be heard in writing or in person (which for the avoidance of doubt shall be heard by the Board only) as to why his membership should not be terminated. The directors must consider any representations made by the Member and inform the Member of their decision following such consideration. There shall be no right to appeal from a decision of the directors to terminate the membership of a Member.

BOARD

34. Unless otherwise determined by a General Meeting, the number of the members of the Board shall be no more than 11, which subject to Articles 35 and 37 will comprise of the following:

- 34.1 the Chief Officer, if appointed by the Board in accordance with Article 50A;
- 34.2 up to two non-medical persons, appointed in accordance with article 50 ("**non-executive directors**"); and
- 34.3 up to eight other members of the Company, elected by the Company in General Meeting in accordance with these Articles ("**Elected Members**").

35. Of the Elected Members appointed to the Board, one of the Elected Members shall be elected by members with their principal place of residence in England, one of the Elected Members shall be elected by members with their principal place of residence in Scotland, one of the Elected Members shall be elected by members with their principal place of residence in Wales and the remainder of the Elected Members shall be elected by the members (irrespective of their principal place of residence).

36. NOT USED

37. The Chairman shall be elected by the Board from its number for a term of up to three years. Following such term, that Chairman shall retire and a new Chairman shall be appointed by the Board. Where a Chairman resigns or his office is vacated before the expiry of his term in office, the Board shall appoint a new Chairman as soon as reasonably practicable following such resignation. A person may be re-elected by the Board as Chairman at the end of his term provided that no person may act as the Chairman and the Board may not elect as Chairman any person who also acts as:

- 37.1 the Chief Officer; or
- 37.2 an officer or director or member of Council of the British Medical Association.

38. Ceasing to hold the position of Chairman shall not preclude such person sitting on the Board as an Elected Member or as a non-executive director, and following a period of three years from the date such person ceased to hold the position of Chairman, he or she shall become re-eligible to be reappointed as Chairman, if appropriate.



39. Notwithstanding the provisions of articles 31, 37, 38 and subject to the last sentence of this article 39, no director of the Company (regardless of whether they are the Chairman, an Elected Member or non-executive director) except for the Chief Officer, appointed in accordance with article 50A shall hold office for a period exceeding nine years from the date of their original election or appointment. Unless such director's membership is terminated in accordance with Article 31, Elected Members shall remain in office until the next General Meeting at which he or she is required to retire.
40. **NOT USED.**
41. NOT USED
42. The Board may from time to time and at any time appoint any member of the Company as a member of the Board to fill a casual vacancy due to retirement or termination before expiry of the term subject to the restrictions in articles 34, 35, 40 and 41 above. Any Elected Member so appointed shall retain his or her office only until the next Annual General Meeting. Such Elected Member shall then be eligible for re-election, but only for a term equal to the term which a retiree would have served but for the vacancy.
43. No person who is not a member of the Company shall in any circumstances be eligible to hold office as a member of the Board, except the two non-executive directors and the Chief Officer.

POWERS OF THE BOARD

44. Between meetings of the Company, the business of the Company shall be managed by the Board who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Company as it in its absolute discretion thinks fit, and may in emergency only exercise all such powers of the Company, and do on behalf of the Company all such acts as may be exercised and done by the Company, and as are not by statute or by these presents required to be exercised or done by the Company in General Meeting, subject nevertheless to any regulations of these presents, to the provisions of the statutes for the time being in force and affecting the Company, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Company in General Meeting, but no regulation made by the Company in General Meeting shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.
45. Subject to Article 47, the members for the time being of the Board may act notwithstanding any vacancy in their body, provided always that the number of the members of the Board shall not at any time be reduced in number to fewer than six. If the members of the Board (excluding any non-executive members) shall at any time be reduced in number to fewer than six, it shall be lawful for them to act as the Board only for the purposes of admitting and/or excluding persons to membership of the Company, filling vacancies in their body, or summoning a General Meeting, but not for any other purpose.

SECRETARY



46. The directors may appoint any person who agrees to act as the secretary for such term, at such remuneration and upon such conditions as they may think fit and from time to time remove such person and, if the directors so decide, appoint a replacement, in each case by a decision of the directors.

THE SEAL

47. The seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board, and in the presence of at least two members of the Board and of the Secretary, and the said members of the Board and Secretary shall sign every instrument to which the seal shall be so affixed in their presence.

DISQUALIFICATION OF MEMBERS OF THE BOARD

48. The office of a member of the Board, whether elected or appointed, shall be vacated: -

48.1 if he is or becomes a member of an executive team or a negotiating team of an executive team of the General Practitioners Committee or any of GPC UK, GPC England, GPC Wales, GPC Scotland or any other national sub-committees from time to time;

48.2 NOT USED

48.3 NOT USED

48.4 if a receiving order is made against him or he makes any arrangement or composition with his creditors;

48.5 if in the opinion of the Board (having taken appropriate professional advice in cases where, in its absolute discretion, it deems this necessary) he becomes of unsound mind;

48.6 if he ceases to be a member of the Company, with the exception of the non-executive directors and the Chief Officer;

48.7 if by notice in writing to the Company he resigns his office;

48.8 if he becomes prohibited from holding office by reason of any order made under the Act;

48.9 Subject to Article 50A and Article 43, if he ceases to be a member by virtue of any provisions of the Act or is removed from office by a resolution duly passed pursuant to the Act;

48.10 if he shall for more than two consecutive meetings have been absent without permission of the Board from its meetings and the Board resolves that his office be vacated.

ROTATION OF MEMBERS OF THE BOARD

49. Each elected member shall hold office for a period of three years, except that a member elected to fill a vacancy created by virtue of Article 48 retains his office so

long only as the member in whose place he or she is elected would have held the same if he had not vacated office.

50. The Board shall appoint up to two non-executive directors. The period of office of a non-executive director shall run for a period of three years from the date of appointment.
- 50A The Board, in its sole discretion, shall be entitled to appoint and maintain in office any of a Chief Executive Officer, a Chief Financial Officer or a Chief Operating Officer (**Chief Officer**) as a director of the Company and to remove any director so appointed and, upon his or her removal or resignation, to appoint another person to act in his or her place. The period of office of the Chief Officer shall be for such period as determined by the Board. For the avoidance of doubt, Article 39 shall not apply to the post of Chief Officer and the Chief Officer shall not be an "elected member" for the purposes of these articles.
51. Subject to article 42, every term of office of an Elected Member, shall commence at the end of each Annual General Meeting at which he or she is appointed and end at the conclusion of each relevant Annual General Meeting at which his or her term expires, or earlier if the Elected Member ceases to be a member of the Company.
52. At each Annual General Meeting elections shall be held so as to fill the vacancies that will arise at the conclusion of such meeting. All elections shall be conducted on a "first past the post" basis. Any board member who will cease to hold office at the conclusion of an Annual General Meeting shall be eligible for re-election at that meeting subject to Article 53.
53. The Board may by way of an ordinary Board resolution resolve not to accept the nomination of a member of the Company in an election for a director if such member is the subject of any of those items listed in articles 31.1 to 31.3 (inclusive) or for any other reason as the Board may reasonably determine from time to time.
54. The Company may from time to time in General Meeting by Special Resolution increase or reduce the number of members of the Board and may make the appointments necessary for effecting any such increase.
55. In addition and without prejudice to the provisions of section 168 of the Act, the Company may by Extraordinary Resolution remove any member of the Board before the expiration of his period of office, and may by an Ordinary Resolution appoint another qualified member in his stead, but any person so appointed shall retain his office so long only as the member in whose place he or she is appointed would have held the same if he or she had not been removed.

PROCEEDINGS OF THE BOARD

56. The Board may meet together for the dispatch of such business as it is entitled to transact, and may adjourn and otherwise regulate its meetings as it thinks fit. The quorum necessary for the transaction of business shall be one half, of if not a whole number, the next higher whole number, of the members of the Board from



time to time, at least one of whom shall be either the Chairman or the Chief Officer (unless both the Chairman and the Chief Officer are no longer eligible to continue in office) and at least one Elected Member. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes, the chairman presiding at the meeting shall have a second or a casting vote.

57. A member of the Board may, and on the request of a member of the Board the Secretary shall, at any time, summon a meeting of the Board by notice served upon each member of the Board save that a member of the Board who is absent from the United Kingdom shall not be entitled to notice of a meeting.
58. The Chairman shall be entitled to preside at all meetings of the Board at which he is present but if at any meeting the Chairman is not present and willing to preside within five minutes after the time appointed for holding the meeting, the members of the Board present shall choose one of the other members to be chairman of the meeting. If for whatever reason the Chairman is no longer eligible to hold office, the members of the Board may elect a new Chairman in accordance with Article 37.
59. A meeting of the Board at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Company for the time being vested in the Board generally.
60. The Board may delegate any of its powers to committees consisting of such member or members of the Board as it thinks fit, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Board. The meetings and proceedings of any such committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Board so far as applicable and so far as the same shall not be superseded by any regulations made by the Board.
61. All bona fide acts done by any meeting of the Board or of any committee of the Board, or by any person acting as a member of the Board, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member 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 member of the Board.
62. The Board shall cause proper minutes to be made of all appointments of officers made by the Board and of the proceedings of all meetings of the Company and of the Board and of committees of the Board, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the chairman of such meeting, or by the chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.
63. A resolution in writing signed by all the members for the time being of the Board or of any committee of the Board who are entitled to receive notice of a meeting of the Board or of such committee shall be as valid and effectual as if it had been



passed at a meeting of the Board or of such committee duly convened and constituted.

ACCOUNTS

64. The Board shall cause accounting records to be kept in accordance with the requirements of the Act.
65. The accounting records shall be kept at the registered office, or, subject to the provisions of the Act, at such other place or places as the Board shall think fit, and shall always be open to the inspection of the officers of the Company.
66. The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of members not being officers of the Company, and no member (not being an officer) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Board or by the Company in General Meeting.
67. At the General Meeting (the "Annual General Meeting") every year the Board shall lay before the Company a proper income and expenditure account for the period since the last preceding account made up to a date not more than 9 months before such meeting together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Board and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty-one clear days before the date of the meeting, subject nevertheless to the provisions of the Act, be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The Auditors' report shall be open to inspection.

AUDIT

68. Once at least in every year the accounts of the Company shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.
69. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act, the members of the Board being treated as the directors mentioned in those provisions.

NOTICES

70. Any notice, document or other information shall be deemed served on or delivered to the intended recipient:
 - 70.1 if properly addressed and sent by prepaid United Kingdom first class post to an address in the United Kingdom, 48 hours after it was posted;



- 70.2 if properly addressed and delivered by hand, when it was given or left at the appropriate address;
- 70.3 if properly addressed and sent or supplied by electronic means, one hour after the document or information was sent or supplied; and
- 70.4 if sent or supplied by means of a website, when the material is first made available on the website or (if later) when the recipient receives (or is deemed to have received) notice of the fact that the material is available on the website.

For the purposes of this article 70, no account shall be taken of any part of a day that is not a working day.

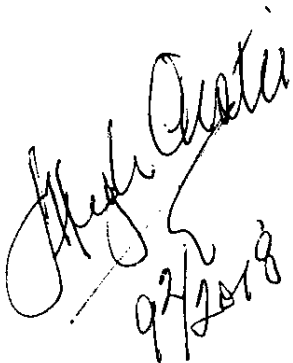
- 71. In proving that any notice, document or other information was properly addressed, it shall be sufficient to show that the notice, document or other information was delivered to an address permitted for the purpose by the Act.

WINDING UP

- 72. Clause 9 of the Memorandum of Association relating to the winding up and dissolution of the Company shall have effect as if the provisions thereof were repeated in these Articles.

INDEMNITY

- 73. Subject to section 232 of the Act, every director or other officer of the Company shall be indemnified out of the assets of the Company against all losses or liabilities incurred by him in the execution of his duties or in relation to them, including any liability incurred by him in defending any civil or criminal proceedings, in which judgment is given in his favour or in which he is acquitted or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part or in connection with any application in which the court grants him, in his capacity as a relevant officer, relief from liability for negligence, default, breach of duty or breach of trust in relation to the Company's Affairs.
- 74. Article 73 does not authorise any indemnity to the extent that such indemnity would be prohibited or rendered void by any provision of the Act or by any other provision of law and any such indemnity is limited accordingly.
- 75. Pursuant to section 233 of the Act the Company may purchase and maintain indemnity insurance cover for any director or other officer of the Company.



A handwritten signature in black ink, appearing to read 'Mark Austin', is written over the date '9/2/09'.