

**The Companies Acts 1985 to 1989
COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL
ARTICLES OF ASSOCIATION**

OF

Derby & Derbyshire Local Medical Committee Limited

GENERAL

The Regulations contained in 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 shall not apply to the Company.

In these presents the words standing in the first column of the Table 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

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.

Month

Calendar month.

The Act

The Companies Act 1985 as amended by the Companies Act 1989.

The Board

The board of directors for the time being of the Company.

The Chairman

The Chairman of the Board for the time being of the Company

The Company

The above-named Company.

The Office

The registered office of the Company.

These presents

These Articles of Association, and the regulations of the Company from time to time in force.

The United Kingdom

Great Britain and Northern Ireland.

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 section 722 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 the Board shall admit to membership in accordance with the provisions hereinafter contained shall be members of the Company.
4. Membership of the Company shall be limited to the members of Derbyshire Local Medical Committee for the time being or such other persons as the Company may from time to time determine save and except those members of the Committee co-opted who are non voting members.

GENERAL MEETINGS

5. The Company shall hold a General Meeting in every calendar year at 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 in compliance with Section 366(3) of the Act.
6. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.
7. The Board may whenever they think fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by section 368 of the Act.
8. At least Twenty-one days' notice in writing of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and at least fourteen 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 meeting, and in the case of special business the general nature of that business, shall be given in 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; but with the consent of all the members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Act in the

case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those members may think fit.

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 also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Board and of the Auditors, the election of members of the Board in the place of those retiring, and the appointment of, and the fixing of the remuneration of, the Auditors.
11. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as otherwise provided in these presents, one third of the number of members 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.

VOTES OF MEMBERS

20. Subject to Articles 21 – 27 inclusive, every member shall have one vote.
21. 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.
22. 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.
23. The instrument appointing a proxy shall be in writing and signed by the appointer or his attorney duly authorised in writing.
24. 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.
25. 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.
26. 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 Extraordinary, 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 ."

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

BOARD

28. Unless otherwise determined by a General Meeting, the members of the Board shall be the Chairman, the Treasurer, Deputy Chairman and Secretary for the time being of the Committee.
29. The Chairman shall not hold office beyond his period of membership of the Board and no person may serve more than 8 years as Chairman without a break of at least three years.
30. 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. Any member so appointed shall retain his office only until the next Annual General Meeting, but he or she shall then be eligible for re-election.
31. 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 save and except a Lay Secretary of the Committee.

POWERS OF THE BOARD

32. 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.

33. Subject to Article 44, 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 3. If the members of the Board shall at any time be reduced in number to fewer than 3, it shall be lawful for them to act as the Board only for the purposes of admitting persons to membership of the Company, filling vacancies in their body, or summoning a General Meeting, but not for any other purpose.

SECRETARY

34. Subject to the provisions of the Act, the Secretary shall be appointed by the Board for such time, at such remuneration and upon such conditions as it may think fit, and any Secretary so appointed may be removed by the Board. The provisions of sections 283 and 286 of the Act shall apply and be observed. The Board may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting

DISQUALIFICATION OF MEMBERS OF THE BOARD

35. The office of a member of the Board shall be vacated:-
- 35.1 If a receiving order is made against him or he makes any arrangement or composition with his creditors.
 - 35.2 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.
 - 35.3 If he ceases to be a member of the Company.
 - 35.4 If by notice in writing to the Company he resigns his office.
 - 35.5 If he becomes prohibited from holding office by reason of any order made under the Act.
 - 35.6 If he ceases to be a member by virtue of any provision of the Act or is removed from office by a resolution duly passed pursuant to the Act.
 - 35.7 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.
 - 35.8 If he shall cease for any reason to be a member of the Derbyshire Local Medical Committee.

ROTATION OF MEMBERS OF THE BOARD

36. Each elected member shall hold office for a period of 4 years, except that a member elected to fill a vacancy created by virtue of Article 39 retain 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. Elections shall take place on a 4 yearly basis..
37. Every term of office shall commence at the announcement of the outcome of the vote/ballot which shall take place at the outset of the Annual General Meeting and end at the commencement of each relevant Annual General Meeting or earlier if the member ceases to be a member of the Company.
38. 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.
39. 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.
40. In addition and without prejudice to the provisions of section 303 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

41. 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, or if not a whole number, the next higher whole number, of the membership of the Board from time to time. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote.
42. 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.
43. 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 be 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.

44. 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.
45. 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.
46. All acts bona fide 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.
47. 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.
48. 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

49. The Board shall cause accounting records to be kept in accordance with the requirements of the Act.
50. The accounting records shall be kept at the 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.
51. 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.
52. At the Annual General Meeting in 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

53. 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.
54. 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.
55. The Company and its directors shall maintain and adhere to the anti-conflict policy document produced and from time to time amended.

NOTICES

56. A notice may be served by the Company upon any member, either personally or by sending it through the post in a prepaid first class letter, addressed to such member at his registered address as appearing in the register of members.
57. Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Company an address within the United Kingdom at which notices may be served upon him or her, shall be entitled to have notices served upon him or her at such address, but, save as aforesaid and as provided by the Act, only those members who are described in the register of members by an address within the United Kingdom shall be entitled to receive notices from the Company.
58. Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter.

WINDING UP

59. Clause 7 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

60. Subject to section 310 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 proceedings (whether civil or criminal) in which judgment is given in his favour or he is acquitted or in connection with any application under section 144(3) or (4) or section 727 of the Act in which relief is granted to him by the Court, and no other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of his duties or in relation to them.

61. Pursuant to section 310(3) of the Act the Company may purchase and maintain indemnity insurance cover for any director or other officer of the Company. (see comments on the Agreement).

NAMES AND ADDRESSES AND DESCRIPTION OF SUBSCRIBERS

(Company Secretary) _____

Address:

(Company Director) _____

Address:

(Company Director) _____

Address:

DATED this [] day of [] 2007

Witness to the above signatures:-

Name: Signature: _____

Address: