

No. of Certificate

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Form No. 41.

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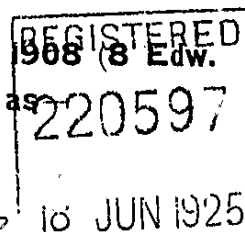
"The Companies Acts, 1908 to 1917."

5/12

Declaration of Compliance

WITH THE REQUIREMENTS OF THE COMPANIES ACTS.

Made pursuant to S. 17 (2) of the Companies (Consolidation) Act, 1908 (8 Edw. VII., c. 69), on behalf of a Company proposing to be Registered as



THE Nature Care Association of Great

Britain & Ireland,

, LIMITED.

Presented for Registration by

PUBLISHED AND SOLD BY

ALFRED H. ATKINS, Limited,

Joint-Stock Companies' Registration Agents, Stationers & Printers,

27 & 28 FETTER LANE, FLEET STREET, LONDON, E.C.4.

I, the undersigned, James Charles Howard
of 11 Drumehugh Gardens
Edinburgh

(a) Here insert:
"A Solicitor of the
"High Court engaged
"in the formation,"
or
"Director" or
"Secretary" named
"in the Articles of
"Association."

Do solemnly and sincerely declare that I am (a) a Director
named in the Articles of Association

of ~~the~~ nature lease Association of
Great Britain & Ireland

....., LIMITED,

and that all the requirements of the Companies (Consolidation) Act,
1908, in respect of matters precedent to the registration of the said
Company and incidental thereto have been complied with. And I make
this solemn Declaration conscientiously believing the same to be true,
and by virtue of the provisions of the "Statutory Declarations Act, 1835."

James Charles Howard

Declared at Edinburgh

the tenth day of June

One thousand nine hundred and twenty five

before me

A. Costa
Justice of the Peace
for the County of the
City of Edinburgh



"The Companies Acts 1908 to 1917."

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL.

Memorandum of Association

OF THE

NATURE CURE ASSOCIATION OF GREAT BRITAIN & IRELAND, LIMITED.



1. The Name of the Company (hereinafter called "the Association") is the "NATURE CURE ASSOCIATION OF GREAT BRITAIN & IRELAND, LIMITED."

2. The Registered Office of the Association will be situate in England.

3. The Objects for which the Association is established are:—

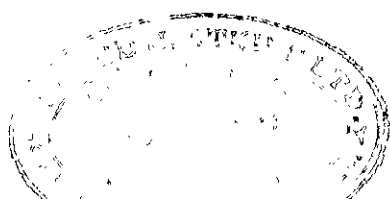
(A) To acquire and take over, on such terms and conditions in all respects as may be agreed, the whole or any part of the assets, obligations, and liabilities of the unincorporated Association known as "THE NATURE CURE ASSOCIATION OF GREAT BRITAIN & IRELAND"; and to continue and carry out its beneficent purposes, work and methods; and accordingly to promote and encourage the study of, improve and elevate the technical and general knowledge relating to true Nature-cure and Health-maintenance principles and practice in their application to personal and public health, also in connection with agriculture, vegetarian, fruit and other food production or preparations, and all branches of technical and commercial industry and manufacture, and whether on the same lines as hitherto followed by the said unincorporated Association or with such modifications, extensions and improvements as the Association or its Executive Council may from time to time approve and determine.

(B) To encourage the discovery, investigate, test and make known, the nature and merits of any new or modified improved form of treatment or practice, or any innovation claimed to be an enlightened and advanced method or practice, in relation to the Nature Cure principles of the healing art and, if and when approved by the Association, to engage in propaganda, advocate, promote and practise the same.

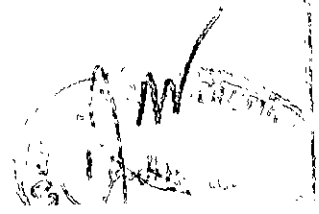
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Attest
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- (c) To safeguard, defend and support the character, status and general interests of Members of the Association and others entitled to benefit (whether classified as Practitioner Members, Fellows or otherwise) and to impart, periodically or otherwise, information on any subjects relating to Nature Cure, advise, and otherwise assist Members in regard to any matters, procedure, questions or things whatsoever appertaining to their practices, professional and business operations and otherwise generally act for the mutual benefit and advancement of the Association's Members and others as aforesaid.
- (d) To initiate, educate, train, coach and examine students, operators, instructors, nurses, and assistants, for or in relation to any Nature Cure, health restorative and maintenance or other department of the healing art in which the Company is actively engaged or otherwise interested, and, so far as may be lawful, to grant and issue diplomas, certificates, prizes and distinctions, and the like, in regard to proficiency, experience and otherwise; to organise and control colleges, training institutions, instruction classes and centres, tuition by correspondence and to deliver lectures and give demonstrations; also to further the Association's interests by utilizing the services of cinemas, radio broadcasting and the like.
- (e) To promote honourable practice; to discourage and repress malpractices; to decide all questions of professional usage and courtesy between and amongst Nature Cure practitioners; to inaugurate and maintain a roll or panel of the Association's Practitioner Members and Fellows and, if and when deemed expedient, to take proceeding against those who wrongfully pose as Members or Fellows of the Association.
- (f) To promote and establish any schemes or arrangements for the benefit or protection of Members, including insurance against sickness, disabilities, persecution, vindictive or other prosecutions, financial losses, and the like; to compensate Members of good standing who have been victimised in the course of or as a result of carrying out their professional duties; and to provide, or assist in providing, legal and other aid.
- (g) To acquire, by purchase, lease or otherwise, any lands, farms, buildings, and/or other property, real and personal, which the Association may think it expedient to acquire, on such terms and conditions as may be agreed, and to re-sell, underlease or sub-let, or otherwise dispose of the same or any part thereof; to erect bungalows, huts, sanatoria and other buildings or structures for any

of the purposes of the Association upon land purchased, rented or leased; and to alter or add to any such bungalows or other buildings or erections as aforesaid; also to provide and deal in any agricultural, horticultural or other machinery, appliances or equipment.

- (H) To buy, sell, deal in and generally trade with any of the apparatus, appliances, remedies, books, periodicals, charts, goods or any other things of a kindred nature used by Nature Cure practitioners or which may be found to be in any way advantageous to the objects of the Association.
- (I) To procure, grow, condition, compound, prepare, supply and sell, goods, commodities and articles for food or use, according to Nature Cure principles and practice.
- (J) To establish, conduct and manage sanatoriums, hydros, spas or other institutes for the diagnosis and treatment, on Nature Cure principles, of diseased, unhealthy or ailing conditions, with power to provide and maintain any institutions, gymnasiums and other buildings or resorts for healthy people and for convalescents; also to encourage the formation, establishment and maintenance of Health Associations and to assist in such endeavours.
- (K) To consider and decide, from time to time, concerning the equipment and other qualifications of any training or other institutions where the principles and routine of Nature Cure are taught or practised; to carry out periodical or other inspections and grant Certificates as to proficiency; also to compile and keep a Register of such Training Institutions as are approved by the Association, and to advertise the same in the Official Journal of the Association, or otherwise, on such terms and conditions as may be agreed; and to revise and keep such Register in an up-to-date condition.
- (L) To consider, originate and promote improvements in the Law or in the administration thereof; and to support or oppose alterations therein; to petition Parliament; to communicate with medical, hydropathic and other bodies anywhere in Great Britain or elsewhere, with a view to concerted action in regard to legislative and other matters appertaining to public health or to human diseases and ailments generally, and Nature Cure principles in particular.
- (M) To subscribe to, become a Member of, co-operate, amalgamate or become affiliated with, any other Association, Society or other body in Great Britain or elsewhere (whether Incorporated or not), whose objects are

altogether or in part similar to those of this Association, and to procure from and communicate to any such Associations or other bodies such information as may be likely to enhance or further the objects of the Association.

- (N) To produce, edit, print and publish journals, newspapers, magazines, periodicals, brochures, pamphlets, and other literature of any description dealing with the general tenets and principles of healing by Nature Cure methods, or any subject matter ancillary thereto or that may in any way be of benefit and assistance to the Members of the Association; and to do the like in regard to cinema films, gramophones, records, and other scientific instruments and sundries.
- (O) To protect or advance the objects and interests of the Association, its Members or others by promoting, organising and holding conferences, congresses and the like, including also efforts by means of deputations, and whether on the Association's own account or in co-operation with others.
- (P) To provide, for members and others, reading, correspondence and other rooms, accommodation and conveniences; also to form, establish and maintain a reference, circulating or other library, including also any collections of pictures, designs, models, exhibits and other articles of interest; and to adopt and carry out any such publicity measures as may be deemed advantageous by way of propaganda work in connection with the objects of the Association.
- (Q) To admit any persons (whether eligible, or not, for membership) to be associates or honorary members of the Association, on such terms and conditions, and to confer on them such rights and privileges, as may be deemed expedient.
- (R) To collect and receive from Members of the Association such entrance fees and periodical and other subscriptions as may from time to time be determined; also to invite, collect, or receive regular or other donations or financial support from persons who are not Members.
- (S) To procure information for members as to the standing and responsibility of parties with whom they propose to transact business; and to collect debts for members upon such terms as may be determined.

- (t) To sell, manage, lease, mortgage, dispose of, or otherwise deal with all or any part of the property of the Association.
- (u) To promote any other Association or Company for the purpose of acquiring all or any of the property and liabilities of this Association, or for any other purpose which may seem directly or indirectly calculated to benefit this Association.
- (v) To borrow, raise or secure money in such manner as the Association shall think fit, and in particular by the issue of bills of exchange, promissory notes, bonds, debentures, or debenture stock, perpetual or otherwise, charged upon all or any of the Association's property (both present and future).
- (w) To invest and deal with the moneys of the Association not immediately required upon such securities and in such manner as may from time to time be determined; and to lend money to such persons and on such terms as may seem expedient, and to guarantee the performance of contracts by any such persons.
- (x) To apply for, purchase, or otherwise acquire any patents, brevets d'invention, licences, concessions, trade marks, and the like, conferring an exclusive or non-exclusive or limited right to use, or any secret or any other information as to any invention which may seem capable of being used for any of the purposes of the Association.
- (y) To carry on any other business or operations which may seem to the Association capable of being conveniently carried on in connection with the above, or calculated directly or indirectly to enhance the value of or render profitable any of the Association's property or rights.
- (z) To draw up or make, and from time to time supplement, repeal, or vary, Bye-laws or Rules for regulating the business affairs of the Association; provided always that no Bye-law or Rule shall be made under this power which would amount to such an addition or alteration of the Association's Articles of Association as could only legally be made by a Special Resolution passed and confirmed in accordance with Section 69 (2) Companies (Consolidation) Act, 1908.
- (AA) To pay all or any expenses incurred in connection with the formation, promotion and incorporation of the Association, or to contract with any person, firm or Company to pay the same.

- (nn) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

AND it is hereby agreed and the intention is that the objects specified in each paragraph of this clause shall be in no wise limited or restricted by reference to, or inference from, the terms of any other paragraph or the name of the Association; provided always that the objects of the Company shall not extend to any of the purposes mentioned in Section 16 of the Trade Union Act Amendment Act, 1876.

4. The Association shall not have a Capital divided into Shares, nor shall its undertaking be divided into Shares or Stock; and no person shall have any right to participate in the divisible profits (if any) of the Association.

5. The liability of the Members is Limited.

6. Every Member of the Association undertakes to contribute to the assets of the Association 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 Association 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 the contributories amongst themselves such amount as may be required, not exceeding Five Pounds.

Wt, the several persons whose Names, Addresses and Descriptions are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association.

Names, Addresses and Descriptions of Subscribers.

James Charles Thomson, Author & Natural
Cure Practitioner

11 Drumshugh Gardens Edinburgh

Jessie Robertson Thomson, Author & Natural
Cure Practitioner, 11 Drumshugh Gardens, Edinburgh

Milton Robert Powell

Lecturer and Natural Cure Practitioner.

"Highlands", 117 Colwyn Road, Northampton.

Bertha Powell. Author and Natural - Cure Practitioner
"Highlands" 117 Colwyn Rd. Northampton.

Joseph Allen Patterson. Author and Natural Cure Practitioner
Therapeutic Institute. 18 King's Road Pidgey Park
Manchester.

Lilian Patterson. Natural Cure Practitioner
Therapeutic Institute, 18 King's Rd
Pidgey Park Manchester

Ernest John
Savage
(better
known as)

Edgar Saxon, Bookseller, author & Natural Cure
Practitioner
56 Wigmore Street, London W.1.

Dated the 16th day of June, 1925.

Witness to the above Signatures: of James Charles Thomson and
Jessie Robertson Thomson.

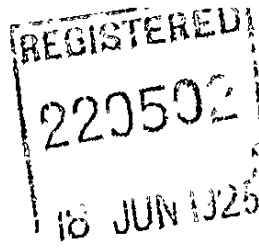
~~James~~ - Jessie Ritchie Scott, Secretary.
11. Drumshugh Gardens, Edinburgh.

Witness to the above signatures of Milton Robert Powell &
Bertha Powell:-
Bather Benson Watts

Doncaster, 17 Dallington Road Northampton
Witness to the above signatures of Joseph Allen Patterson &
Lilian Patterson:-
Edward Jones, Foreman Electrician

38 Park St. Brighton Hill
Witness to the above signature of Ernest John Savage (known as
Edgar Saxon):-
Margaret Passmore

205 Fernside Road, Crouch End, N.8.
Secretary.



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"THE COMPANIES ACTS 1908 TO 1917."

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL.

Articles of Association

OF THE

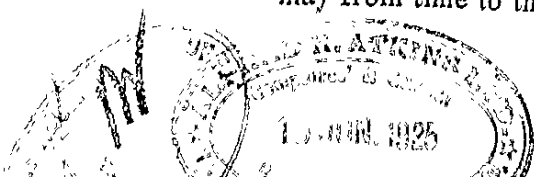
Nature Cure Association of Great Britain & Ireland, LIMITED.

IT IS AGREED AS FOLLOWS—

PRELIMINARY.

1. In these Articles, unless there is something in the subject matter or context repugnant thereto, words importing persons shall include corporations; words importing the singular number shall include the plural number; words importing the plural number shall include the singular; words importing the masculine gender shall include the feminine; the word "month" shall mean a calendar month. The expression "The Association" shall mean THE NATURE CURE ASSOCIATION OF GREAT BRITAIN & IRELAND, LIMITED; "The Office" means the Registered Office for the time being of the Association; the word "Members" shall include Practitioner Members and Fellows, but not Associates or Honorary Fellows, and shall mean Member of the Association as defined by Section 24, Companies (Consolidation) Act, 1908, and liable under the "Guarantee" clause (6) of the Memorandum of Association; "In writing" means written, typewritten or printed, or a combination of these modes; "The Statutes" means The Companies Acts, 1908 to 1917 and every other Act for the time being in force affecting the Association; "These presents" means the Association's Memorandum and Articles of Association; "Examination Board" means the persons or person from time to time selected and appointed by the Council to examine and judge as to the knowledge, qualifications and fitness of Applicants for election as Practitioner Members and Fellows, or as other Members of the Association; "Associates" shall mean persons who, although not members, are in sympathy with the aims and purposes of the Association and subscribe to its funds and have been admitted as provided by the Articles of Association.

2. For the purposes of Registration, the number of Members of the Association is declared not to exceed Two hundred, but the Council may from time to time Register an increase of Members.



3. These presents shall be construed with reference to the provisions of the Statutes, and terms used in these presents shall be taken as having the same respective meanings as they have when used in the Statutes.

4. The Association is established for the purposes set forth in the "Objects" Clause in the Memorandum of Association.

MEMBERS AND HONORARY FELLOWS.

5. Until otherwise determined by the Association in General Meeting, Members shall be divided into two grades, viz., "PRACTITIONER MEMBERS" and "FELLOWS."

A PRACTITIONER MEMBER shall (a) be a person of either sex, age 18 years or upwards; and (b) have passed such examinations as the Council may from time to time prescribe.

A FELLOW shall (a) have been a Practitioner Member for a period of at least one year, and who has conducted himself to the entire satisfaction of the Council, and shall have passed such further (advanced) examinations as the Council may from time to time prescribe; (b) and in addition (1) have previously and continuously undergone a course of training in some recognised Nature Cure Institution and, supplementary to that, have either been engaged in practice on his own account, or held a post as operator in some recognised Institution as aforesaid, for a period, altogether, of at least seven years previous to sitting for his "Fellow Award" examination, or (2) have been previously and continuously engaged in practice, either on his own account or held a post as operator in some recognised Nature Cure Institution for a period of at least seven years. The required period of training and/or practice may from time to time be altered as prescribed by the Council.

6. In addition to the two grades of Members, there may be "HONORARY FELLOWS," who may be selected and elected from amongst those persons who, either in the British Isles, the British Dominions, or elsewhere, have in any way rendered distinguished service to the cause of Nature-Cure or Health-maintenance, or in connection with Welfare endeavour, or have attained distinction as Scientists, or otherwise. No one shall become an Honorary Fellow unless and until elected by a unanimous vote of the Council.

7. Honorary Fellows and Associates shall not be Members in the Statutory sense, and shall accordingly be exempt from the provisions of Clause 6 of the Memorandum of Association. They shall not be entitled to have notice of or be present at the General Meetings of the Association, or to vote for the election or appointment or removal of any Member of the Council or any other officials of the Association. But otherwise they shall be entitled to all such rights and privileges as the Council may from time to time confer upon Honorary Fellows.

8. The Subscribers to the Memorandum of Association and such other persons as shall be admitted to membership in accordance with these presents, and no others, shall be Members of the Association, and shall be entered in the Register of Members accordingly.

9. Any person who is desirous of becoming a Member shall send or deliver to the Secretary an application in writing, framed in such terms as the Council may from time to time determine, and signed by him, wherein he shall undertake, if elected, to conform to and abide by these presents, and all Rules and Regulations of the Association from time to time in force. Such application in the case of an Institution may be made by any Members of its Council or other executive body purporting to have the requisite authority for that purpose.

10. The Secretary shall lay all applications for Membership before the Council (or if the Council shall at any time appoint a Committee to deal with applications, then before such Committee); and he shall, as early as practicable, make the necessary arrangements for the examination by the Examination Board as to the qualifications and fitness, or otherwise, of all such applicants for election as Practitioner Members or Fellows of the Association as shall have been provisionally passed, either by the Council or Committee as aforesaid, to take their examination.

11. So soon as may be after each examination has been held, the Secretary of the Examinations Board shall report as to the results of the examination, and place the same, by post or otherwise, before the Council (or Committee, as the case may be) to be formally considered and, if confirmed, approved at their next meeting. The election or rejection of the candidates shall be decided by a majority of at least three-fourths of the Councilmen (or Committeemen).

12. In order to defray, either wholly or in part, the expenses incurred by reason of the examinations from time to time organised and held, the Council may, whenever they deem it expedient, fix a scale of fees to be paid by the various candidates for membership, and may from time to time revise any such scale of fees. And they may at any time seek and engage the co-operation, services, or advice of Examiners, Professors or Lecturers, whether members of the Association or not, and upon such terms and conditions in all respects as may be agreed.

13. The Council shall have power if, in their absolute discretion, they consider it desirable so to do, to assign or transfer a Member to a class or grade of membership other than that to which he may originally, or at any time, or from time to time, have been elected, transferred or assigned.

ENTRANCE FEES AND SUBSCRIPTIONS.

14. Until otherwise determined by a resolution of the Council, the following provisions shall have effect:—All Members shall pay an entrance fee and a yearly subscription. Each Practitioner Member shall pay an entrance fee of Two guineas and an annual subscription of One guinea. Each Fellow shall pay an entrance fee of Five guineas and an annual subscription of One guinea. All subscriptions shall be payable in advance.

15. The annual or other regular subscriptions may at any time, by direction of the Council, be augmented by emergency or other special contributions, either of uniform amount, or varying according to the value or extent of the services rendered or business negotiated or undertaken by the Association on behalf of any of its respective Members. The rates, modes and times for payment and other details relating to regular or special contributions shall be from time to time determined by the Council.

TERMINATION OF MEMBERSHIP. (Including Retirement and Expulsion.)

16. A Member shall cease to be a Member :—

- (i) In the case of a member being an insolvent or discredited Institution or Association, on proof of the insolvency or unworthiness of such Institution or Association; and in case of a Member who is an individual, on his bankruptcy, insolvency, insanity or death.
- (ii) On his failure in any year to pay his annual subscription within thirty days of the date when payment becomes due, and of which he shall have had formal notice. On the termination of Membership, the Member's Certificate shall be surrendered to the Association forthwith.
- (iii) If he be excluded from the Association under Article 17 hereof or withdraws under Article 18 hereof.
- (iv) If he be convicted of an indictable offence.

17. The Council may, by Resolution passed by a majority of at least three-fourths of their Members then present and voting, expel any Member from the Association if, in their absolute discretion, they consider it is desirable in the interests of the Association so to do, and thereupon the said Member shall cease to be a Member. Provided always, that no Member shall be expelled as aforesaid unless and until he has had notice in general terms of matters which, in the opinion of the Council, render his expulsion desirable and has had an opportunity of appearing before the Council and showing cause why he should not be so expelled.

18. Any Member shall be at liberty to withdraw from the Association by giving to the Association at least three calendar months' notice, in writing, of his intention so to do, and upon the expiration of such notice, or its earlier formal acceptance by the Council, he shall cease to be a Member.

19. The rights and privileges of a Member as such are not transferable. Subject as hereinafter mentioned, a person who has ceased to be a Member shall, nevertheless, remain liable under Clause 6 of the Memorandum of Association and likewise for any arrears of subscription and other debts (if any) due to the Association at the date when he ceased to be a Member, but he shall not be entitled to recover from the Association any monies paid to the Association by way of entrance fees and/or annual subscriptions, or to participate in any way in the funds of the Association.

X 20. The Council may, in their discretion, re-admit to membership any person who has ceased to be a Member, upon such terms and conditions, in all respects, as they think expedient.

ASSOCIATES.

21. The Executive Council may at any time admit as "Associates" persons (of either sex) of the general public who are in sympathy with the aims and purposes of the Association and who subscribe to its funds, whether periodically or otherwise, such sum, at least, as may from time to time be stipulated by the Executive Council as the minimum subscription. Associates shall not be members in the Statutory sense, and accordingly they shall not be liable to the Members' "Guarantee," nor shall they be entitled to receive Notice of, or to be present, or to vote, at either General or Council Meetings. These restrictions shall not apply to Conferences to which the Council may at any time invite Associates to attend. The Council may confer upon the Secretary, or any other individual official of the Association, full and unfettered, or conditional, authority to consider any applications received from persons desirous of becoming Associates, and also to decide and complete either their admission or exclusion.

RIGHT OF MEMBERS.

22. Subject as hereinafter in these presents provided for the general management of the business of the Association, the Council shall have power in their absolute discretion to define, assign to, limit, revise and promulgate to all concerned, the rights, privileges, benefits, liabilities and obligations of the various grades of Members as defined in Clause 5 hereof, and their decision in regard to any such matters shall be final and binding on all members.

23. Each member whose fees and subscriptions and other Membership obligations (if any) to the Association are not in arrear (hereinafter for brevity called "in good standing") shall be entitled to a free copy of the Association's Official Journal; and also to a copy (either free or on reduced terms) of such other of the Association's periodicals or special publications as the Council may from time to time determine.

24. Each Member who is in good standing shall be entitled to participate in all such privileges, benefits, concessions, and the like, from time to time granted to or procurable by the Association in connection with travelling and hotel accommodation, reduced fares and tariffs, passes, admission to conferences, congresses, and the like, affiliation with other Associations or bodies and any other advantages whatsoever.

GENERAL MEETINGS.

25. The first General Meeting of the Association shall be held at such time within not less than one month nor more than three months from the Incorporation of the Association and at such place as the Council may determine.

26. Subsequent General Meetings shall be held once in every year at such time and place as may be determined by the Council, provided that every General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding meeting.

27. The above-mentioned General Meetings shall be called Ordinary Meetings. All other General Meetings shall be called Extraordinary Meetings:

28. The Council may convene an Extraordinary Meeting whenever they think fit.

29. The Council shall call an Extraordinary Meeting whenever a requisition in writing, signed by not less than one-tenth in number of the members of the Association, and stating fully the objects of the meeting, shall be deposited at the office of the Association. A requisition may consist of several documents in like form, each signed by one or more requisitionists.

30. If the Council within fourteen days after the deposit of any such requisition, do not issue notices calling a meeting in accordance therewith for a day not more than twenty-one days after such deposit, the requisitionists, or a majority of them, may themselves convene an Extraordinary Meeting for the business described in the requisition, to be held at such time within three months from the date of such deposit and at such place as they think fit.

31. If at any such meeting a resolution requiring confirmation at another meeting is passed, the Council shall forthwith convene a further Extraordinary Meeting for the purpose of considering the resolution, and if thought fit of confirming it as a Special Resolution, and if the Council do not convene such further meeting within seven days from the date of the passing of the first resolution the requisitionists or a majority of them may themselves convene the meeting. All meetings convened by requisitionists under this and the preceding Article shall be convened in the same manner as nearly as possible as that in which meetings are to be convened by the Council.

32. Seven days' notice at the least, specifying the place, the day and the hour of meeting, and in the case of special business the general nature of such business, shall be given in manner hereinafter mentioned to such members of the Association as are under the provisions of these presents entitled to receive notices from the Association. But the accidental omission to give notice to, or the non-receipt of such notice by, any member shall not invalidate any resolution passed, or proceeding had, at any such meeting. With the consent in writing of all the members for the time being a General Meeting may be convened on a shorter notice than seven days, and in any manner they may think fit.

PROCEEDINGS AT GENERAL MEETINGS.

33. All business shall be deemed special that is transacted at an Extraordinary Meeting, and all that is transacted at an Ordinary Meeting shall also be deemed special, with the exception of the consideration of the accounts, and the ordinary reports of the Council and of the Auditors, and the election of members of the Council and other officers in the place of those retiring by rotation.

34. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. For all purposes the quorum shall be three members personally present.

35. 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 in the next week, at the same time and place, or at such other place as the Chairman shall appoint, 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.

36. The Chairman, with the consent of any meeting at which a quorum is present, may adjourn a meeting from time to time and from place to place, as the meeting shall determine. Whenever a meeting is adjourned for ten 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. No business shall be transacted at any adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.

37. The President (or, in his absence, one of the Vice-Presidents) of the Council shall preside at every General Meeting, but if at any meeting neither of such officers is present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the members present shall choose some other member of the Council, or if no such member be present, or if all the members of the Council present decline to take the chair, they shall choose some member of the Association who shall be present to *preside*.

38. At all General Meetings a resolution put to the vote of the meeting shall be decided on a show of hands by a majority of the members present in person and entitled to vote, unless before or upon the declaration of the result of the show of hands a poll be demanded by the Chairman or by at least three members present in person and entitled to vote, and unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has been carried, or has been carried by a particular majority, or lost, or not carried by a particular majority, shall be conclusive, and an entry to that effect in the minute book of the Association shall be conclusive evidence thereof, without proof of the number or proportion of the votes recorded in favour of or against such resolution.

39. If a poll be demanded in manner aforesaid, it shall be taken forthwith or at such other 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.

40. No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.

41. In the case of an equality of votes, either on a show of hands or at the poll, the Chairman of the meeting shall be entitled to a second, or casting vote.

42. The demand of 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.

43. Subject as hereinafter provided, every Member of the Association shall be entitled to one vote only, save and except as provided under Clause 41 hereof. Honorary Fellows and Associates shall not be entitled to any vote.

44. If any member be a lunatic, idiot, or *non compos mentis*, he may vote by his committee, receiver, *curator bonis* or other legal curator, and such last-mentioned persons may give their votes either personally or by proxy.

45. Save as herein expressly provided, no person other than a member duly registered, and who shall have paid every subscription and other sum (if any) which shall be due and payable to the Association in respect of his membership, shall be entitled to be present or to vote on any question either personally or by proxy, or as proxy for another member, at any General Meeting.

46. Votes may be given either personally or by proxy. On a show of hands a member present only by proxy shall have no vote, but a proxy for a company or corporation may vote on a show of hands. Except in the case of a company or corporation no person shall act as a proxy who is not entitled to be present and vote in his own right.

47. The instrument appointing a proxy shall be in writing under the hand of the appointor, or if such appointor is a corporation under their common seal, if any, and, if none, then under the hand of some officer duly authorised in that behalf.

48. The instrument appointing a proxy shall be deposited at the office at least forty-eight hours before the time appointed for holding the meeting at which the person named in such instrument proposes to vote otherwise the person so named shall not be entitled to vote in respect thereof. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

49. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death of the principal or revocation of the proxy, provided that no intimation in writing of the death or revocation shall have been received at the office one hour at least before the time fixed for holding the meeting.

50. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit—

" I, ,
 " of ,
 " a member of THE NATURE CURE ASSOCIATION OF ,
 " GREAT BRITAIN & IRELAND, LIMITED, and entitled ,
 " to votes, hereby
 " appoint ,
 " of ,
 " another member of the Association, and failing him ,
 " of ,
 " another member of the Association, to vote for ,
 " me and on my behalf at the [Ordinary or
 " Extraordinary, as the case may be] General Meeting
 " of the Association to be held on the ,
 " day of ,
 " and at every adjournment thereof.

" As witness my hand this day of 192 ."

EXECUTIVE COUNCIL.

51. The Executive Council of the Association (hereinafter, for brevity, called "the Council," and members of it "Councilmen") shall consist of not less than four Members of the Association, and shall include the President and the Honorary Secretary. Save and except persons constituting the Council during the first year after the date of Incorporation of the Association, no person who is not either a Fellow or Practitioner Member shall at any time be eligible to serve or hold a position on the Council.

52. The first Councilmen of the Association shall be the persons hereinafter named, that is to say:—JAMES CHARLES THOMSON (President), JOSEPH ALLEN PATTREIQUX, ERNEST JOHN SAVAGE (better known by his nom-de-plume, EDGAR JAMES SAXON) and MILTON ROBERT POWELL.

53. The Council may at any time elect or appoint such of the Members of the Association, or any Associates, as they may think fit to constitute advisory, emergency or standing Committees to assist in the direction or management of the affairs of the Association or for such duties or purposes as the Council may deem necessary or desirable in the interests of the Association, and the Council may delegate any of their powers to Committees, and every Committee so formed shall conform to any regulations imposed on it by the Council.

54. The Council may from time to time and at any time appoint any Fellow or Practitioner Member of the Association as a member of the Council, either to fill a casual vacancy or by way of addition to the Council, provided that the prescribed maximum be not thereby exceeded. Any member so appointed shall retain his office only until the next Ordinary General Meeting, but he shall then be eligible for re-election.

55. Until otherwise determined by the Association in General Meeting, no remuneration shall be payable to the members of the Council, save and except for any special services rendered pursuant to the provisions of Clause 12 hereof.

56. The business of the Association shall be managed by the Council who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Association as they think fit, and may exercise all such powers of the Association, and do on behalf of the Association all such acts as may be exercised and done by the Association, and as are not by the statutes or by these presents required to be exercised or done by the Association in General Meeting, subject nevertheless to any regulations of these presents, to the provisions of the statutes, and to such regulations, being not inconsistent with aforesaid regulations or provisions; as may be prescribed by the Association in General Meeting, but no regulation made by the Association in General Meeting shall invalidate any prior act of the Council which would have been valid if such regulation had not been made.

57. The continuing members of the Council may act notwithstanding any vacancy in their body; provided always that in case the Councilmen shall at any time be reduced below the regular minimum it shall nevertheless be lawful for them to act as the Council for the purpose of filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.

58. The Council may from time to time by resolution appoint a temporary substitute for the Secretary, and any person so appointed shall for all the purposes of these presents be deemed during the term of his appointment to be the Secretary.

59. The seal of the Association shall not be affixed to any instrument except by the authority of a resolution of the Council, and in the presence of at least two Councilmen, and of the Secretary, and the said Councilmen and Secretary shall sign every instrument to which

the seal shall be so affixed in their presence, and in favour of any vendor or purchaser or other person bona fide dealing with the Association such signatures shall be conclusive of the fact that the seal has been properly affixed.

60. Until otherwise determined by resolution of the Council, cheques on the Association's bankers shall be signed by the Honorary Secretary or Treasurer, provided that the amount of each cheque does not exceed the sum of £10. For any sum in excess of £10, the prior consent (in writing) of the President, or some other Councilman, must be obtained. The Association's banking account shall be kept with such banker or bankers as the Council shall from time to time determine.

DISQUALIFICATION OF MEMBERS OF THE COUNCIL.

61. The office of a member of the Council shall be vacated—
- (A) If he ceases to be a member of the Association.
 - (B) If a receiving order is made against him or he makes any arrangement or composition with his creditors.
 - (C) If he be found lunatic or become of unsound mind.
 - (D) If he be convicted of an indictable offence.
 - (E) If by at least one month's notice in writing to the Association he resigns his office.

PROCEEDINGS OF THE COUNCIL.

62. The Council may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, three shall be a quorum. 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.

63. On the request of the President or any three members of the Council, the Secretary shall, at any time, summon a meeting of the Council by notice served upon the several Councilmen. A member of the Council who is absent abroad shall not be entitled to notice of a meeting.

64. The Council shall from time to time elect a Chairman who shall preside at all meetings of the Council at which he shall be present, and may determine for what period he is to hold office, but if no such Chairman be elected, or if at any meeting the Chairman be not present within ten minutes after the time appointed for holding a meeting, the Councilmen present shall choose some one of their number to be Chairman of the meeting.

65. A meeting of Councilmen for the time being at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Association for the time being vested in the Council generally.

66. The meetings and proceedings of any such committees shall be governed by the provisions of these presents 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 as aforesaid.

67. All acts bonâ fide done by any meeting of the Council or of any committee of the Council, or by any person acting as a member of the Council, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment 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 and was qualified to be a member of the Council.

68. The Council shall cause proper minutes to be made of the proceedings of all meetings of the Association and of the Council and of Committees of the Council, and all business transacted at such meetings, and any such minute 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 conclusive evidence without any further proof of the facts therein stated.

RESOLUTIONS WITHOUT MEETINGS.

69. Any resolution passed by the Council, of which notice shall be given to the members for the time being entitled to vote in the manner in which notices are hereinafter directed to be given, and which shall, within 21 days after it shall have been so passed, be ratified and confirmed in writing by not less than three-fourths of such members, shall be as valid and effectual as a resolution of the Association duly passed at a General Meeting, but this Article shall not apply to any resolution passed in respect of any matter which under the statutes or these presents ought to be dealt with by Special or Extraordinary Resolution.

70. A resolution in writing signed by all the members for the time being of the Council or of any Committee of the Council shall be as valid and effectual as if it had been passed at a Meeting of the Council or of such Committee duly convened and constituted.

ROTATION OF MEMBERS OF THE COUNCIL.

71. At the Ordinary General Meeting to be held in the year 1926, and in every subsequent year, one-third of the Councilmen for the time being, or if their number is not a multiple of three, then the number nearest to but not exceeding one-third, shall retire from office. A retiring Councilman shall retain his office until the dissolution or adjournment of the meeting at which his successor is elected or it is determined not to fill his place.

72. The Councilmen to retire shall be those who have been longest in office since their last election or appointment. As between members of equal seniority, the members to retire shall, in the absence of agreement, be selected from among them by ballot. The length of time a member has been in office shall be computed from his last election or appointment. A retiring Councilman shall be re-eligible.

73. The Association may from time to time in General Meeting increase or reduce the number of Councilmen, and determine in what rotation such increased or reduced number shall go out of office, and may make the appointments necessary for effecting any such increase.

74. The Association may by Extraordinary Resolution remove any Councilman before the expiration of his period of office, and may by an Ordinary Resolution appoint another member in his stead; but any person so appointed shall retain his office so long only as the member in whose place he is appointed would have held the same if he had not been removed.

75. Until otherwise determined by a Resolution of the Association in General Meeting, the election of Members of the Association to fill vacancies resulting from the annual retirement of Councilmen shall be by Postal Ballot.

76. The vacated offices of Members of the Council shall be filled by electing a like number of persons, and the following shall be the mode of election:—The President shall fix the date of election, to take place a fortnight at least prior to the annual meeting, and a notice shall be sent by the Secretary to all the Members of the Association setting forth particulars and the date of the election, accompanied by a nomination paper, stating the names of the retiring Members, or the Members whose places are to be filled, distinguishing those who are eligible for re-election. Candidates for election must be nominated for election, in writing, fourteen days before the day of election. Each person nominated shall be required to indicate his assent to nomination. Voting papers giving a list of persons nominated, together with a statement of attendance of each member of the Council during the preceding year, shall be served upon every Member of the Association, intimating the last day upon which voting papers shall be returned.

77. The Council shall appoint one or more scrutineers as they think fit, who shall report the result shown by such voting papers, as soon as possible after the conclusion of voting. In case the number of nominations shall be equal or less than the number of vacancies, then those Members who are nominated shall be duly elected without voting, and if the number of nominations shall be less than the number of vacancies, the Council shall fill up the remaining vacancies. A Member shall vote for as many candidates as there are vacancies to be filled and no more, but no single voting paper shall contain more than one vote for any one candidate. Voting papers containing more or less votes than there are vacancies shall be invalid. In case of equality of votes, the President, or, in his absence, the Chairman of the then existing Council, shall have the casting vote. The nomination and voting papers must be delivered at the Registered Office of the Association.

78. No canvassing shall take place in connection with any election of any Standing Council. Any candidate by whom or on whose behalf, whether with or without the knowledge of such candidate, canvassing shall take place, shall be liable to be disqualified for election at the election in connection with which the canvassing shall have taken place. The Council shall determine the question as to whether any such disqualification has taken place.

HONORARY SECRETARY AND HONORARY TREASURER.

79. The beforenamed ERNEST JOHN SAVAGE (better known by his nom-de-plume EDGAR JAMES SAXON) shall be the first Honorary Secretary of the Association and shall continue to hold such office until otherwise determined by resolution of the Council, or until he resign after giving at least one month's notice in writing to the Council.

80. The Honorary Secretary shall regularly undertake and perform the functions and render all the services customarily rendered by persons acting in a Secretarial capacity for Guarantee or other Companies or Societies like this Association, in regard to the correspondence, attendance at the General Meetings of the Association, also Council and Committee Meetings, and recording the minutes of proceedings thereat, supervising the proper keeping of the Books and Accounts of the Association and controlling the clerical staff. In thus performing his Secretarial duties, he shall at all times conform to such directions as the Council may from time to time deem fit to issue.

81. The before-named ERNEST JOHN SAVAGE (better known by his nom-de-plume EDGAR JAMES SAXON) shall be the first Honorary Treasurer of the Association and shall continue to hold such office until otherwise determined by resolution of the Council, or until he resign after giving at least one month's notice in writing to the Council.

ACCOUNTS.

82. The Council shall cause true accounts to be kept—

- (A) Of the assets of the Association.
- (B) Of the sums of money received and expended by the Association and the matters in respect of which such receipts and expenditure take place.
- (C) Of the credits and liabilities of the Association.

The books of account shall be kept at the office, or at such other place or places as the Council shall think fit.

83. The Association in General Meeting, or the Council, may from time to time make reasonable conditions and regulations as to the time and manner of the inspection of the accounts and books of the Association, or any of them, and subject to such conditions and regulations the accounts and books of the Association shall be open to the inspection of members at all reasonable times during business hours.

84. Once at least in every year the Council shall lay before the Association in General Meeting a statement of the income and expenditure for the past year made up to a date not more than three months before such meeting. A balance sheet shall be made out in every year and laid before the Association in General Meeting. Every such balance sheet shall be accompanied by a report of the Council as to the affairs of the Association generally, and a proper copy of such statement, balance sheet and report shall seven days at least before the meeting be served on the members in the manner in which notices are hereinafter directed to be served.

AUDIT.

85. Once at least in every year the accounts of the Association shall be examined and the correctness of the statement and balance sheet ascertained by one or more properly qualified Auditor or Auditors.

86. The provisions of Sections 112 and 113 of the Companies (Consolidation) Act, 1908, in regard to audit and Auditors, shall apply in the same manner as if such sections were applicable to the Association, the first meeting being treated as the Statutory Meeting, the Council as the Directors and the members as the shareholders mentioned in those sections.

NOTICES.

87. A notice may be served by the Association upon any member, either personally or by sending it through the post in a prepaid letter, addressed to such member at his registered address as appearing in the register of members.

88. Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Association an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but, save as aforesaid, no member other than a member described in the register of members by an address within the United Kingdom shall be entitled to receive any notice from the Association.

89. 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.

MISCELLANEOUS

90. If at any time as a result of the business operations of the Association there shall be an excess of subscriptions or other receipts over management expenses and sufficient, in the opinion of the Council, to be distributed, the Council may (after providing for a Reserve Fund), if they deem fit, give or transfer, such surplus subscriptions or other receipts, or so much thereof as they consider expedient, either to some other Association or Organization having Objects similar to the Objects of the Association, or to one or more Charities, as may be determined by the Members of the Association in General Meeting.

91. Every Member of the Council and of any Committee, and any other officer or servant of the Association, shall be indemnified by the Association against all costs, losses, and expenses, which any such member, officer, or servant may incur or become liable for in any way in the execution of his office or trusts, except the same shall be incurred or occasioned by his own wilful act or default; and none of the said

members, officers, and servants shall be answerable for any act or default or any other of them, or for joining in receipts for the sake of conformity, or for any loss, misfortune, or damage which may happen in the execution of his office or in relation thereto, except the same shall happen by his own wilful act or default.

92. The appointment of Bankers, Solicitors and Accountants of the Association, and the method of signing cheques and the like, shall from time to time be determined by the Council.

93. In case any matter shall at any time arise not provided for in these presents or in any of the rules or regulations of the Association for the time being, or in case of any doubt as to their interpretation, the same shall (subject at all times to the Statutes, and these presents) be determined by a majority of the Council, whose decision shall be final.

94. If upon the winding-up or dissolution of the Association 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 Association, but shall be given or transferred either to some other Association or Organization having Objects similar to the Objects of the Association, or to one or more Charities, as may be determined by the Members of the Association in General Meeting.

Names, Addresses and Descriptions of Subscribers.

James Charles Thomson, Author & Nature
Cure Practitioner, 11 Drumsheugh
Garden Edinburgh

Jessie Robertson Thomson, Author & Nature
Cure Practitioner, 11 Drumsheugh Gardens,
Edinburgh

Milton Robert Powell
Lecturer and Nature Cure Practitioner
"Highlands" 117, Colwyn Rd., Northampton.

Bertha Powell, Author and Nature Cure Practitioner.
"Highlands" 117 Colwyn Rd. Northampton.

Joseph Allen Patteiroix
Author and Nature Cure Practitioner
Therapeutic Institute, 18 King's Road, Pledgley Park
Manchester

Lilian Patteiroix
Nature Cure Practitioner.

Therapeutic Institute 18 King's Rd.
Pledgley Park, Manchester

Ernest John Savage

better known as } Edgar J. Saron Bookseller, author
Nature Cure Practitioner

Dated the 16th day of June, 1925.

Witness to the above Signatures of James Charles Thomson and
Jessie Robertson Thomson

Name :- Annie Ritchie Scott : Secretary.
Address & Occupation :- 11 Drumsheugh Gardens, Edinburgh.

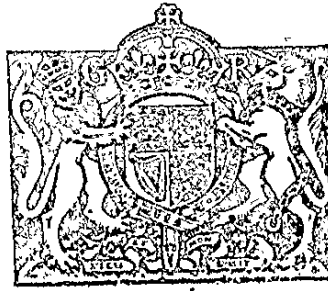
Witness to the above signatures of Milton Robert Powell & Bertha Powell :
Cathie Emerson-Watts
Housekeeper 17 Dallington Rd Northampton

Witness to the above signatures of Joseph Allen Patteiroix & Lilian Patteiroix :
Edward Jones
Foreman Electrician 38 Bank St Blackham Hill
Manchester

Witness to the signature of Ernest John Savage (known as Edgar J. Saron) :
Margaret Passmore,
205 Ferme Park Rd. South End, N.S.
Secretary.

DUPLICATE FOR THE FILE.

No. 206710



Certificate of Incorporation

I Hereby Certify, That the

NATURE CURE ASSOCIATION OF GREAT BRITAIN & IRELAND, LIMITED

is this day Incorporated under the Companies Acts, 1908 to 1917, and that the Company is
Limited.

Given under my hand at London this eighteenth day of June One

Thousand Nine Hundred and twenty-five

Fees and Deed Stamps £ 7. 10. 0

Stamp Duty on Capital £ N11

M. J. Whittam
Assistant Registrar of Joint Stock Companies.

Certificate
received by

Alfred H. Atkins Esq
27 Zetter Lane EC

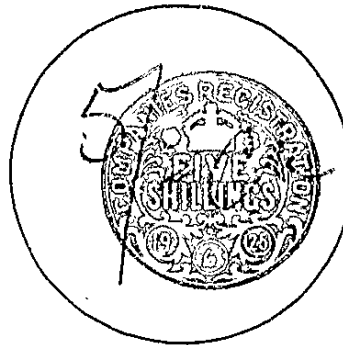
Date

June 18/25

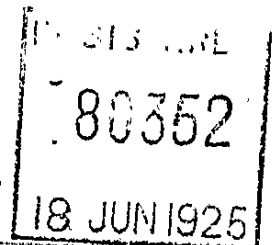
Certificate No. 286710

Form No. 44a.

"THE COMPANIES ACTS, 1908 to 1917."



A 5s.
Companies
Registration
Fee
Stamp
must be
impressed
here.



Declaration made on behalf of the

*Nature Cure Association of Great Britain
and Ireland* **Limited,**

(which is a Company that has filed with the Registrar of Joint Stock Companies a
Statement in lieu of prospectus), that the conditions of s. 87 (1) of the Companies
(Consolidation) Act, 1908 (8 Edw. 7. ch. 69), have been complied with.

Presented for Registration by



PUBLISHED AND SOLD BY

ALFRED H. ATKINS, LIMITED,

Joint-Stock Companies' Registration Agents, Stationers & Printers,
27 & 28 Fetter Lane, Fleet St., London, E.C.

Telephone: "HOLBORN 495." Telegrams: "PAINSTAKING, LONDON."

(a) Insert here
"the Secretary," or
"a Director."

I Ernest John Savage (better known
as Edgar J. Saxoni) of
56 Wigmore Street, London, W.1.

being (a) the Honorary Secretary of the
Nature Cure Association of Great
Britain & Ireland

Limited.

do solemnly and sincerely declare:—

That the amount of the Share Capital of the Company other than
that issued or agreed to be issued as fully or partly paid up otherwise
than in cash is £ nil

That the amount fixed by the Memorandum or Articles of
Association and named in the Statement in lieu of prospectus as the
minimum subscription upon which the Company may proceed to allotment
is £ nil

That shares held subject to the payment of the whole amount thereof
in cash have been allotted to the amount of £ nil

That every Director of the Company has paid to the Company on
each of the shares taken or contracted to be taken by him and for which
he is liable to pay in cash, a proportion equal to the proportion payable
on application and allotment on the shares payable in cash.

And I make this solemn declaration conscientiously believing the
same to be true, and by virtue of the provisions of the Statutory
Declarations Act, 1835.

Declared at 21 Wigmore Street
Regent's Square in the County
of London
the 18th day of June
one thousand nine hundred and twenty-five
before me, Joseph W. Mansdale
A Commissioner for Oaths.

Ernest John Savage

DUPLICATE FOR THE FILE.

No. 20710



Certificate under s. 87 (2) of the Companies (Consolidation) Act, 1908 (8 Edw. 7, c. 69), that a Company is entitled to commence business.

I hereby Certify, That the

NATURE CURE ASSOCIATION OF GREAT BRITAIN & IRELAND, LIMITED

which was incorporated under the Companies Acts, 1908 to 1917, on the eighteenth day of June 1925, and which has this day filed a statutory declaration in the prescribed form that the conditions of s. 87—1 (a) and (b) of the Companies (Consolidation) Act, 1908, have been complied with, is entitled to commence business.

Given under my hand at London this eighteenth day of June
One Thousand Nine Hundred and twenty-five.

M. White
Assistant Registrar of Joint Stock Companies.

Certificate received by

Alfred H. Atkins Esq
per att
27 Fetter Lane
F.C.

Date June 22/1925



COMPANY LIMITED BY SHARES.

Special Resolutions

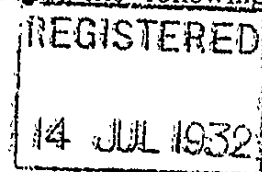
(Pursuant to Sections 117(2) & 118 Companies Act, 1929)

OF

THE NATURE CURE ASSOCIATION OF GREAT BRITAIN & IRELAND, LIMITED.

Passed the 7th day of July, 1932.

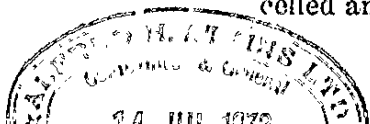
At an EXTRAORDINARY GENERAL MEETING of the Members of the above-named Company, duly convened, and held at No. 60, WARWICK GARDENS, KENSINGTON, W.14, on the 7th day of July, 1932, the following SPECIAL RESOLUTIONS were duly passed:—



RESOLVED:—

(1). "That, it being the duly considered and unanimous opinion of the Executive Council that the paramount interests of the Association will be best served if its membership is entirely restricted to Practitioner Members and Fellows, the Association's practice of electing and admitting Laymen, as "Associates," or otherwise, be now discontinued and accordingly that the Lay section be, and is henceforth, wholly and irrevocably closed."

(2). "That all the Associates and other Laymen (if any), whose names are at present on the Association's Register, be requested, by notice in writing, to retire from the Association and to accept the invitation of the British Health and Nature Cure Society, of 25 Lime Street, London, E.C.3, to become members of that Organization; and furthermore that after the expiration of 14 days from the date of such notice, the affiliation, enrolment or other connection whatsoever with the Association of all such Associates and other Laymen (if any) shall forthwith be cancelled and be at an end."



(3). "That the Articles of Association be, and they are hereby, amended as follows, that is to say, by:—

(a) 'Deleting the words *'but not Associates or Honorary Fellows'* from the eleventh line of Article 1; also deleting the last 4 lines, commencing with the word *'Associates'* from the same Article.'

(b) 'Deleting the words *"and Associates"* from the first line of Article 7.'

(c) 'Deleting Article 21 and its heading *'Associates.'* The gap thus created in the Articles shall remain unfilled.'

Milton Powell
Hon. Secretary.

Filed at the Companies Registration Office
on the 14th day of July, 1932.

THE NATURE CURE ASSOCIATION OF GREAT BRITAIN & IRELAND *incorporated*
~~IN AMALGAMATION WITH~~

~~The British Association of Naturopaths, Limited.~~

Registered Office: CITY HOUSE, 158-160, CITY ROAD, LONDON, E.C.1.

FOUNDED 1929

INCORPORATED 1934

10-26
Hon. Treasurer:
PERCIVAL E. SCARR, N.D., D.O.,
11, Sheep Street,
Northampton.

Hon. Secretary:
PERCIVAL E. SCARR, N.D., D.O.



Hon. Secretary:
ARCHER H. RULE,
158, City Road,
LONDON, E.C.1.

Telephone)
Telegrams)
Sturminster 2005 (two lines) HASTINGS 1490.

SECRETARY'S OFFICE:

27, Lower Park Road,
Hastings, Sussex.

No 206710 / M

THE COMPANIES ACT, 1929.

COMPANY LIMITED BY GUARANTEE.

SPECIAL RESOLUTION

- of -

NATURE CURE ASSOCIATION OF GREAT BRITAIN AND IRELAND LIMITED

Passed the Nineteenth day of February 1946.

At an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held at 33 Finsbury, George Street, London, W.I., on the Nineteenth day of February 1946 the sub-joined SPECIAL RESOLUTION was duly passed, viz:-

RESOLUTION

"That subject to the approval of the Board of Trade, the name of the Company be changed to "BRITISH NATUROPATHIC ASSOCIATION LIMITED" with application for permission to dispense with the word "Limited"."

ues
1946
1946
A. Kathleen Montgomery

Chairman.

February 19th 1946.

410
71492



REGISTERED

8 MAR 1946

205710/33
It is requested that any reply to this letter may be addressed to The Assistant Secretary, Insurance and Companies Dept., Romney House East, Tufon Street, S.W.1. (Telephone Number: Abbey 3801), and that the following number may be quoted:—

COS.1250/46



B
[C.D.39.]

BOARD OF TRADE,

29th March 1946

Your reference:— ANR/MF

Gentlemen,

NATURE CURE ASSOCIATION OF GREAT BRITAIN AND IRELAND, LIMITED

With reference to your application of the

8th March 1946

I am directed by the Board of Trade to inform you that they approve the name of the above-named company being changed to

BRITISH NATUROPATHIC ASSOCIATION LIMITED

REGISTERED

17 APR 1946

This communication should be tendered to the Registrar of Companies, Bush House, (S.W. Wing), Strand, W.C.2, as his authority for entering the new name on the Register, and for issuing his certificate under Section 19 (4) of the Companies Act, 1929. A Postal Order for 5/- made payable to the Commissioners of Inland Revenue, must at the same time be forwarded to the Registrar in payment of the registration fee.

I am, Gentlemen,

Your obedient Servant,

Messrs. Rule & Cooke,
City House,
158-160, City Road,
London, E.C.1.

7251 Wt 25684/6210 9/44 FA Gp 744

17 APR 1946
Jewell
B2074

DUPLICATE FOR THE FILE

No. 206710



Certificate of Change of Name.

I hereby Certify That

NATURE CURE ASSOCIATION OF GREAT BRITAIN & IRELAND, LIMITED

having, with the sanction of a Special Resolution of the said Company and with the approval of the BOARD OF TRADE, changed its name, is now called

BRITISH NATUROPATHIC ASSOCIATION LIMITED

and I have entered such new name on the Register accordingly.

Given under my hand at London, this **Seventeenth** day of **April**
One Thousand Nine Hundred and **Forty-six**.

Assistant Registrar of Companies.

Certificate received by **Pot**

Date

24 APR 1946

THE COMPANIES ACT 1929

COMPANY LIMITED BY GUARANTEE.
and not having a share capital.



SPECIAL RESOLUTION

- of the -

BRITISH NATUROPATHIC ASSOCIATION LIMITED

REGISTERED
22 NOV 1947

Passed the 25th day of October 1947.

At an EXTRAORDINARY GENERAL MEETING of the above named Company duly convened and held at the Mayfair Hotel Berkeley Street, London, W.1. on the 25th day of October 1947, the subjoined SPECIAL RESOLUTION was duly passed viz :-

RESOLUTION

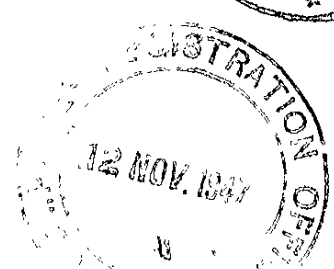
"To pass revised Articles of Association -
as copy - or any alteration made in meeting!"

WILFRED SLEIGH

Chairman.

Secretary

Perival Sears



#397

THE COMPANIES ACT 1929

Company Limited by Guarantee and not having a Share Capital

ARTICLES OF ASSOCIATION
of the
BRITISH NATUROPATHIC ASSOCIATION LIMITED

PRELIMINARY.

1.

In these Articles unless there be something in the subject matter or context inconsistent therewith or repugnant thereto.

"The Act" means the Companies Act 1929.

"The Association" means the British Naturopathic Association Limited.

"The Office" means the Registered Office for the time being of the Association.

"Members" means Members of the Association as defined by the Act and liable under the Guarantee clause 6 of the Memorandum of Association and includes Practitioner Members.

"These presents" means the Association's Memorandum and Articles of Association.

"Examination Board" means the person or persons from time to time selected and appointed by the Council to examine and judge as to the knowledge, qualifications and fitness of Applicants for Election as Practitioner Members or as other Members of the Association.

"In writing" means written, typewritten, printed, lithographed or stencilled, or partly one and partly another, and other modes of representing or reproducing words in visible form.

"Naturopathy" includes Nature Cure.

"Naturopathic" includes practice of Nature Cure.

"Naturopath" includes Nature Cure Practitioner.

"Secretary" means the person for the time being holding the office of Secretary of the Association or any person temporarily appointed to or acting in such office or acting as substitute for the Secretary.

"Month" means a calendar month.

COMPANIES ACT 1929
NOV 1947

Words importing the singular number include the plural and vice versa.

Words importing the masculine gender include the feminine.

Words importing persons include Corporations.

2. These presents shall be construed with reference to the Act or any statutory modification thereof, and terms used in these presents shall be taken as having the same respective meaning as they have when used in the Act or such statutory modification thereof.

3. The Association is established "for the purposes expressed in the Memorandum of Association.

MEMBERSHIP.

4. For the purpose of Registration the number of Members of the Association is declared not to exceed One thousand members but the Council may from time to time register an increase of Members.

5. Until otherwise determined by the Association in General Meeting there shall be two classes of Members, namely

"PRACTITIONER MEMBERS" and "STUDENT ASSOCIATES".

- (a) A PRACTITIONER MEMBER shall be a person of either sex aged 21 years and upwards who shall have passed such examination as the Council may from time to time prescribe or shall have been exempted by the Council from taking such examination, and is engaged in full-time practice as a Naturopath.

- (b) A STUDENT ASSOCIATE shall be a person who is a registered student of a Naturopathic College or School approved by the Council of the Association who shall have furnished such references and paid such fee as may from time to time be required by the Council.
A Student Associate may attend the General Meetings of the Association but shall not be entitled to vote thereat, nor to hold office, nor to receive the Association's Certificate, nor to use the Association's name or its abbreviations in any way whatsoever, but otherwise shall have all the privileges of a Member and shall be subject to the regulations governing members.

6. In addition to the said two classes of Members the Council may by a unanimous vote elect "HONORARY MEMBERS" from amongst those persons who either in the British Isles, the British Dominions or elsewhere, have in any way rendered distinguished service to the cause of Naturopathy or Health-Maintenance, or in connection with Welfare endeavour, or have attained distinction as Scientists or otherwise.

7. Honorary Members shall not be Members of the Association within the meaning of the Act and shall be exempt from the provisions of Clause 6 of the Memorandum of Association. They may attend at General Meetings of the Association and take part in the discussions but shall not be entitled to vote.

8. The Council may, by Resolution passed by a majority of at least three-fourths of the members of the Council, then present and voting, elect any member upon his retirement from practice, a Life Member of the

Association with full rights and privileges, and suspend further payment of the Annual Subscription.

9. The subscribers to the Memorandum of Association and such other persons as shall be admitted to membership in accordance with these presents shall be entered in the Register of Members and shall thereupon be entitled to describe themselves as "Registered Naturopaths".
10. Any person who is desirous of becoming a Member of the Association shall send or deliver to the Secretary at the office of the Association an Application in writing in such form as the Council may from time to time determine, and signed by him and shall undertake, if elected, to conform to and abide by these presents and all Rules and Regulations of the Association from time to time in force.
11. The Secretary shall lay all applications for Membership before the Council (or if the Council shall at any time appoint a Committee to deal with applications then before such Committee). The Council (or Committee) shall determine whether or not each of such Applicants shall take the examination or examinations of the Association or shall be exempted therefrom.
12. The Secretary shall make the necessary arrangements for the examination by the Examination Board appointed by the Council as to the qualifications and fitness of all such Applicants for election as Practitioner Members of the Association as shall not have been exempted by the Council.
13. As soon as each examination has been held the Examination Board shall report the results of such examination to the Secretary and he shall place the same before the Council and each Application shall then be considered at the next meeting of the Council. The election of a candidate to membership shall be decided by a majority of at least three-fourths of the Council members then present and voting.
14. The Council may make Regulations for the holding of such Examinations and may fix a scale of fees to be paid by the various candidates for membership and may from time to time revise such Regulations and such scale of fees. The Council may at any time engage the co-operation, services or advice of Examiners, Professors or Lecturers, whether members of the Association or not, and upon such terms and conditions as they may determine.
15. The Council shall have power if, in their absolute discretion they consider it desirable so to do, to assign or transfer a member to a class of membership other than that to which he may originally, or at any time, or from time to time, have been elected, transferred or assigned.

ENTRANCE FEES AND SUBSCRIPTIONS.

16. Every member (other than an Honorary Member) shall pay such Entrance Fee and such Annual Subscription as the Association in General Meeting may from time to time prescribe.
17. The Entrance Fee and first Annual subscription of a Member shall be payable within fourteen days of Notice of his election and thereafter the Annual Subscription of every member shall be due and payable on the First day of January in each year. Any person admitted to membership after the Thirty-first day of March in any year, shall pay the appropriate portion of his first Annual Subscription to synchronize payment to the end of the Association's financial year.

18. The Council shall have power to charge special contributions for services rendered or business negotiated or undertaken by the Association on behalf of any of its Members and shall have power to determine from time to time the rates, modes and times of payment relating to such special contributions.

19. The Council may suspend the payment of the Annual Subscription in respect of any member who has joined His Majesty's Forces during any period of war, but not exceeding one year after termination of his service, and such member shall retain, during suspension of his subscription, his full rights as a member.

RETIREMENT, SUSPENSION and EXFULSION of MEMBERS.

20. A member may withdraw from the Association by giving to the Secretary of the Association at least three calendar months notice in writing of his intention so to do, and upon the expiration of such notice or its acceptance by the Council prior to such date of expiration he shall cease to be a member.

21. A Member shall cease to be a Member

- (a) If a Receiving Order is made against him or he makes any arrangement or composition with his creditors.
- (b) If he be found lunatic or become of unsound mind.
- (c) If he be convicted of an indictable offence.
- (d) If he shall fail to pay the Entrance Fee or the Annual Subscription in any year within thirty days of the date when payment becomes due and of which he shall have had notice.

PROFESSIONAL CONDUCT.

22. If it shall come to the knowledge of the Council that any member of the Association has been, or is suspected of being, guilty of conduct deemed to be dishonourable or gravely unprofessional or unbecoming of a Naturopath, a report shall be laid before the next meeting of the Council, and a Special Meeting may be called for this purpose if necessary. If in the opinion of the Council the alleged offence is derogatory to the dignity or honour of the profession or contrary to the interests of the Association or renders the member unfit to remain a member, the member so accused shall be informed in writing of the nature of the alleged offence and shall be requested to appear before the Council to give an explanation thereof. The member shall be entitled to tender oral evidence by himself or witnesses or evidence of any other nature relative to the charge made against him. If unable or prevented in any way from being present in person he may make a statement in writing signed by him, as also may his witnesses. If the member neither attends in person nor sends a written statement or furnishes other evidence, the Council shall deal with the complaint in such manner as they think fit according to the evidence in their possession, and if in their opinion the accusation is proved, the Council may by a vote of the majority censure, suspend for a period not exceeding six months, or expel the said member from the Association in accordance with these articles.

23. Any member censured, suspended or expelled by the Council may appeal to the members for restitution of his rights and privileges, at the next General Meeting upon giving not less than twenty-eight clear days' notice of such his intention to the Secretary. Upon any appeal the member shall appear in person and may produce witnesses and evidence of any other nature relative to his appeal, as he may desire.

24.

The rights and privileges of a Member are not transferable. Subject as hereinafter mentioned, a person who has ceased to be a member shall surrender forthwith his certificate of membership to the Secretary but shall, nevertheless, remain liable under Clause 6 of the Memorandum of Association and likewise for any arrears of subscription and other debts (if any) due to the Association at the date when he ceased to be a member, but he shall not be entitled to recover from the Association any monies paid to the Association by way of entrance fees and/or annual subscriptions or to participate in any way in the funds of the Association.

25.

In respect of any censure, suspension or expulsion of any Member, any statement made in good faith at a Council or General Meeting in relation thereto, no claim for damages shall lie against the Association or any member thereof, and the acceptance by a Member of the Association's Certificate shall be deemed to constitute an agreement to that effect.

26.

The Council may, in their discretion, re-admit to membership any person who has ceased to be a Member, upon such terms and conditions, in all respects as they think expedient.

RIGHTS OF MEMBERS.

27.

Subject as hereinafter provided for the general management of the business of the Association, the Council shall have power in their absolute discretion to define, assign to, limit, revise, and promulgate to all concerned, the rights, privileges, benefits, liabilities and obligations of the various grades of members as defined in Clauses 5, 6 and 7 hereof and their decision in regard to such matters shall be final and binding on all Members.

28.

Each member whose fees, subscriptions, and other Membership obligations (if any) to the Association are not in arrear shall be entitled to a free copy of the Association's Official Journal, and also to a copy of such other of the Association's periodicals or special publications, either free or on such reduced terms as the Council may from time to time determine.

29.

Each member, as aforesaid, shall be entitled to participate in all such privileges, benefits, concessions and the like, from time to time granted to or procurable by the Association in connection with travelling and hotel accommodation, reduced fares and tariffs, passes, admission to conferences, congresses, and the like, affiliation with other Associations or bodies and any other advantages whatsoever.

GENERAL MEETINGS.

30.

A General Meeting shall be held once in every calendar year at such time and place as may be determined by the Council, provided that each General Meeting shall be held not more than fifteen months after the holding of the last preceding General Meeting.

31.

The above-mentioned General Meetings shall be called Ordinary Meetings. All other General Meetings shall be called Extra-ordinary Meetings.

32.

The Council may convene an Extraordinary General Meeting whenever they think fit.

33.

The Council shall call an Extraordinary General Meeting whenever a requisition in writing signed by not less than one-tenth in number of the Members of the Association, and stating fully the objects of the meeting, shall be deposited at the office of the Association. A requisition may consist of several documents in like form, each signed by one or more Members.

34. If within fourteen days after the deposit of any such requisition with the Secretary of the Association the Council do not issue notices calling a meeting in accordance therewith for a day not more than twenty-one days after such deposit, the requisitionists or a majority of them, may themselves convene an Extraordinary Meeting for the business described in the requisition, to be held at such time within three months from the date of such deposit and at such place as they think fit.

35. If at any such meeting a resolution is passed requiring confirmation at another meeting, the Council shall forthwith convene a further Extraordinary Meeting for the purpose of considering the resolution, and if thought fit of confirming it as a Special Resolution, and if the Council do not convene such further meeting within seven days from the date of the passing of the first resolution, the requisitionists or a majority of them may themselves convene the meeting. All meetings convened by requisitionists under this and the preceding article shall be convened in the same manner as nearly as possible as that in which meetings are to be convened by the Council.

36. Seven days notice at the least, specifying the place, day and hour of meeting, and in the case of special business, the general nature of such business, shall be given in manner hereinafter mentioned to such Members of the Association as are under the provisions of these presents entitled to receive notices from the Association. But the accidental omission to give notice to, or the non-receipt of such notice by, any Member shall not invalidate any resolution passed, or other proceedings at any such meeting. With the consent in writing of all the Members for the time being a General Meeting may be convened on a shorter notice than seven days, and in any manner they may think fit.

PROCEEDINGS AT GENERAL MEETINGS

37. All business shall be deemed special that is transacted at an Extraordinary Meeting; and all that is transacted at an Ordinary Meeting shall also be deemed special, with the exception of the consideration of the accounts, and the ordinary reports of the Council and of the Auditors, and the election of members of the Council and other officers in the place of those retiring by rotation.

38. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. For all purposes the quorum shall be seven members personally present.

39. If within half an hour of 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 in the next week, at the same time and place, or at such other place as the Chairman shall appoint, 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.

40. The Chairman with the consent of any meeting at which a quorum is present, may adjourn a meeting from time to time and from place to place, as the meeting shall determine. Whenever a meeting is adjourned for ten 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. No business shall be transacted at any adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.

41. The President (or in his absence the Vice-President) shall preside at every General Meeting, but if at any meeting neither of such Officers is present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside the Members present shall choose some other member of the Council, or if no such member be present, or if all the members of the Council present decline to take the chair, they shall choose some Member of the Association who shall be present to preside.

42. At all General Meetings a resolution put to the vote of the meeting shall be decided on a show of hands by a majority of the Members present in person and entitled to vote unless before or upon the declaration of the result of the show of hands a poll be demanded by the Chairman or by at least three Members present in person and entitled to vote; and unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has been carried or has been carried by a particular majority, or lost, or not carried by a particular majority, shall be conclusive, and an entry to that effect in the Minute Book of the Association shall be conclusive evidence thereof, without proof of the number or proportion of the votes recorded in favour of or against such resolution.

43. If a poll be demanded in manner aforesaid, it shall be taken forthwith or at such other 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.

44. No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.

45. In the case of an equality of votes, either on a show of hands, or at a poll, the Chairman of the meeting shall be entitled to a second or casting vote.

46. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll shall have been demanded.

VOTES OF MEMBERS.

47. Subject as hereinafter provided, every Member of the Association shall be entitled to one vote only, save and except as provided under Clause 45 hereof. Honorary Members and Student Associates shall not be entitled to vote.

48. Save as herein expressly provided, no person other than a Member duly registered, and who shall have paid every subscription and other sum (if any) which shall be due and payable to the Association in respect of his membership unless he shall be exempt under the provisions of Articles 8 and 19 shall be entitled to be present or to vote on any question either personally or by proxy, or as proxy for another Member, at any General Meeting.

49. Votes may be given either personally or by proxy. The instrument appointing a proxy shall be in writing under the hand of the appointor and shall be deposited at the office of the Association at least forty-eight hours before the time appointed for holding the meeting at which the person named in such instrument proposes to vote, otherwise the person so named shall not be entitled to vote in respect thereof. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

50. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death of the principal or revocation of the proxy, provided that no intimation in writing of the death or revocation shall have been received at the office of the Association one hour at least before the time fixed for holding the meeting.

51. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit:

"I
"of
"a Member of The British Naturopathic Association Limited
"and entitled to vote hereby appoint
".....
"of
"another member of the Association, and failing him
".....
"another member of the Association, to vote for me and on
"my behalf at the Ordinary (or Extraordinary) General
"Meeting of the Association to be held
"On the day of
"..... and at every adjournment
"thereof.
"As witness my hand this day of 19.....

EXECUTIVE COUNCIL.

52. The Executive Council of the Association (herein called the Council) shall consist of not less than four nor more than six elected members of the Association. The President, Vice-President, Past-President, Secretary, Treasurer and the Editor of the Journal (if a Practitioner, Member or Life Member) of the Association shall be ex officio members of the Council.

53. The Members of the Council shall be elected by ballot at the first Annual General Meeting of the Association, and thereafter in every subsequent year one-third of the Council members for the time being, or if their number is not a multiple of three, then the number nearest to but not exceeding one-third shall retire from office in rotation according to their length of office since their last election, but shall be eligible for re-election. In case of equal length of office the number to retire shall be determined by lot. At each Annual General Meeting a number equal to the number of those retiring shall be elected, unless it is determined at the meeting to elect a lesser number.

54. Nominations for the office of Council Member shall be in writing signed by two members entitled to vote and shall be delivered to the Secretary twenty-eight days before the date fixed for the Annual General Meeting.

55. The Council may fill any casual vacancy in the elected members by electing a Member of the Association to fill the same; any person so appointed shall retain office only until the next Annual General Meeting of the Association but shall then be eligible for re-election.

56. The continuing members of the Council may act notwithstanding any vacancy in their body; provided that in case their number shall be reduced below four it shall nevertheless be lawful for them to act as the Council for the purpose of filling up vacancies in their number or of summoning a General Meeting but not for any other purpose.

57.

The office of a member of the Council shall cease

- (a) If he resigns his office by at least one month's notice in writing to the Secretary of the Association.
- (b) If he ceases to be a Member other than a Life Member of the Association.
- (c) If he absents himself from three consecutive meetings of the Council to which he has been summoned without such absence being excused by the Council.
- (d) If a receiving order is made against him or he makes any arrangement or composition with his creditors.
- (e) If he becomes lunatic or of unsound mind.
- (f) If he be convicted of an indictable offence.

58.

The Association may by Extraordinary Resolution remove any Council member before the expiration of his period of office and may by Ordinary Resolution appoint another member in his stead to hold office until the member in whose place he is appointed would have retired, provided that notice of the Extraordinary Resolution intended to be proposed shall be given to the member and he shall be given an opportunity of attending such meeting and showing cause why he should not be removed before such Resolution is voted upon.

POWERS AND PROCEEDINGS OF THE COUNCIL.

59.

The business of the Association shall be managed by the Council who may pay all such expenses of the Association as they think fit, and may exercise all such powers of the Association and do on behalf of the Association all such acts as may be exercised and done by the Association and as are not by the Statutes or by these presents, required to be exercised or done by the Association in General Meeting and are not inconsistent with such statutes or these presents or are not prescribed by the Association to be done in General Meeting.

60.

The Council may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined a quorum shall be one-third of their number.

61.

The President (or in his absence the Vice President) shall preside at every Council Meeting. In their absence at any meeting the members present may choose one of their number to act as Chairman of such meeting. All questions arising at a meeting of the Council shall be decided by a majority of votes. Each member of the Council shall have one vote. In case of equality of votes the Chairman of the meeting shall have a second or casting vote.

62.

The Secretary shall summon a meeting of the Council when required to do so by the President, the Chairman or any three members of the Council.

63.

The Council shall cause proper Minutes to be made of the proceedings of all meetings of the Association and of the Council and of committees of the Council and any such minute of any meeting, if purporting to be signed by the Chairman of that or the next succeeding meeting shall be conclusive evidence without any further proof of the facts therein stated.

64. A resolution in writing signed by all the members for the time being of the Council or of any committee of the Council shall be as valid and effectual as if it had been passed at a meeting of the Council or of such Committee duly convened and constituted.

65. The seal of the Association shall not be affixed to any instrument except by the authority of a resolution of the Council and in the presence of two Council members and the Secretary who shall sign such instrument to which the said seal is affixed.

66. The Council shall appoint the Bankers, Solicitors and Accountants of the Association and shall determine the method of signing cheques and the like from time to time. Until otherwise determined by resolution of the Council cheques of the Association's bankers not exceeding £50 shall be signed by the Treasurer or Acting Treasurer. For any sum in excess of £50 the prior consent in writing of the President or two other members of the Council shall be obtained. All payments made since the previous meeting of the Council shall be reported by the Treasurer or Acting Treasurer at the next meeting of the Council.

67. The Council shall have power to reimburse any Officer member of the Council or member of the Association in respect of reasonable travelling expenses incurred in attending meetings of the Council and Committees appointed by the Council but no other remuneration shall be payable except for services rendered until otherwise determined by the Association in General Meeting.

68. The Council may at any time appoint such of the Members of the Council or of the Association to constitute a Committee or Committees for such duties or purposes as the Council may deem necessary or desirable in the interests of the Association and may prescribe the duties of and delegate to such Committees such of the Council's powers as it may think fit. Every Committee so appointed shall report its proceedings to the next meeting of the Council.

69. All acts done bona fide at any meeting of the Council or of any Committee or by any person acting as a member of the Council, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment of any such member or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Council.

OFFICERS.

70. The Officers of the Association shall be a President, Vice-President, Past-President, Treasurer and Secretary (who may also be the Registrar of the Association for the purpose of granting Certificates to members) and such other officers as the Association may from time to time find necessary to appoint. They shall be elected annually at the Annual General Meeting and hold office for one year provided that the retiring President shall become the Past-President and the retiring Vice-President shall become President for the next succeeding year without election.

71. Nominations for the office of Vice-President, Secretary and Treasurer shall be in writing signed by two Members entitled to vote and shall be delivered to the Secretary twenty-eight days before the date fixed for the Annual General Meeting. The election of such officers shall be by ballot and shall precede the election of members of the Council.

72. If the office of President shall become vacant between one Annual General Meeting and the next it shall be filled by the Vice-President. The Council may appoint another member as Vice-President until the next Annual General Meeting. The Vice-President so elected shall not succeed nor ipso facto become President but shall be eligible for election to that office.

73. The Secretary shall regularly undertake and perform the functions and render all the services customarily rendered by a Secretary of a Company or Society in regard to correspondence, attendance at Meetings of the Association Council and Committees, and shall record the minutes and proceedings, supervise the proper keeping of books and accounts of the Association and control the clerical staff. He shall at all times conform to the directions of the Council.

74. The Treasurer shall receive all subscriptions and other monies payable to the Association (for which his receipt in writing shall be a sufficient discharge) and shall pay the same to the Association's Bankers. He shall make all payments on behalf of the Association, keep proper accounts and conduct the financial affairs of the Association in accordance with the directions of the Council.

75. During the absence of or temporary vacancy in the office of Secretary or Treasurer the Council may by resolution appoint a person to fill either of such offices and any person so appointed shall for the purpose of these presents be deemed to be the Secretary or Treasurer respectively until the next Annual General Meeting of the Association.

ACCOUNTS.

76. The Council shall cause true accounts to be kept

- (a) of the assets of the Association
- (b) of the sums of money received and expended by the Association and the matters in respect of which such receipts and expenditure take place.
- (c) of the credits and liabilities of the Association.

The books of account shall be kept at the office of the Association or at such place or places as the Council may determine.

77. The Council 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 Association or any of them shall be open to the inspection of Members not being Council Members and no Member (not being a Council Member) shall have any right of inspecting any account or book or document of the Association except as conferred by statute or authorised by the Council or by the Association in General Meeting.

78. Once at least in every year the Council shall lay before the Association in General Meeting a Statement of the Income and Expenditure for the past year and a Balance Sheet duly audited by the Auditors of the Association. Every such statement of the Income and Expenditure and Balance Sheet shall be accompanied by a Report of the Council as to the affairs of the Association generally, and a proper copy of such Statement, Balance Sheet and Report shall be sent seven days at least before the date of such meeting to all members in the manner in which notices are directed to be served.

79. The financial year of the Association shall end on the 31st day of December in each year.

AUDIT.

80. Once at least in every year the accounts of the Association shall be examined and the correctness of the Statement and Balance Sheet ascertained by one or more properly qualified Auditors of the Association.

81. The provisions of Sections 132, 133 and 134 of the Companies Act 1929 in regard to audit and auditors shall apply in the same manner as if such sections were applicable to the Association, the first meeting being treated as the Statutory Meeting, the Council as the Directors, and the Members as the shareholders mentioned in those sections.

NOTICES

82. A notice may be served by the Association upon any Member either personally or by sending it through the post in a prepaid letter addressed to such Member at his registered address as appearing in the Register of Members.
83. Any Member described in the register of members at an address not within the United Kingdom who shall from time to time give to the Association an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but, save as aforesaid no Member other than a Member described in the Register of Members by an address within the United Kingdom shall be entitled to receive any notice from the Association.
84. 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 as a prepaid letter.

FUNDS.

85. If at any time as the result of the operations of the Association there shall be an excess of subscriptions or other receipts over management expenses, the Council may (after providing for such Reserve Fund as it may consider necessary) if they deem fit, give or transfer such surplus or so much thereof as they think expedient, either to some other Association or Organization having Objects similar to the Objects of this Association, or to one or more Charities as may be determined by the Members of the Association in General Meeting.

INDEMNITY

86. Every Member of the Council and of any Committee and any other officer or servant of the Association, shall be indemnified against all costs losses and expenses, which any such member officer or servant may incur or become liable for in any way in the execution of his office or trusts, except the same shall be incurred or occasioned by his own wilful act or default and none of the said members, officers or servants shall be answerable for any act or default of any other of them, or for joining in receipts for the sake of conformity, or for any loss or misfortune, or damage which may happen in the execution of his office or in relation thereto, except the same shall happen by his own wilful act or default.

QUESTIONS ARISING.


87. In case any matter shall arise at any time not provided for in these presents or in any of the rules or regulations of the Association for the time being or in case of any doubt as to their interpretation, the same shall (subject to the Statutes and these presents) be determined by a majority of the Council whose decision shall be final.

WINDING-UP.

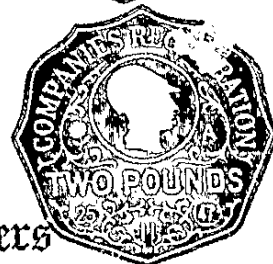
88. If upon the winding-up or dissolution of the Association there remains after the satisfaction of all its debts and liabilities, any

property whatsoever, the same shall not be paid to or distributed among the Members of the Association but shall be given or transferred either to some other Association or Organization having objects similar or related to the objects of this Association or to one or more charities as may be determined by the Members of the Association in General Meeting.

I Certify these to be a true copy of the Articles of Association adopted at the meeting held on the 25th October, 1947.


.....
Secretary.

THE COMPANIES ACT, 1929.



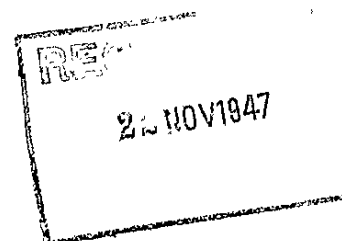
Notice of Increase in Number of Members

Pursuant to Section 7 (3).

Insert the
Name
of the
Company.

BRITISH NATUROPATHIC ASSOCIATION

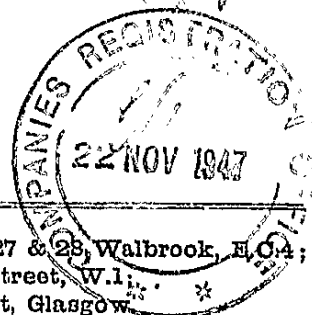
LIMITED.



NOTE.—This Notice must be forwarded to the Registrar of Companies within 15 days after the Increase was resolved on or took place.

Presented by

RULL & COOKE,
SOLICITORS,
103-100, CITY ROAD, LONDON, E.C.1



The Solicitors' Law Stationery Society, Limited, 22 Chancery Lane, W.C.2; 27 & 28, Walbrook, E.C.4;
49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1; 15 Hanover Street, W.1;
19 & 21 North John Street, Liverpool, and 66 St. Vincent Street, Glasgow.
PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS.

NOTICE

of Increase in the Number of Members of BRITISH

NATUROPATHIC ASSOCIATION LIMITED

TO THE REGISTRAR OF COMPANIES.

BRITISH NATUROPATHIC ASSOCIATION LIMITED

.....hereby gives you notice

pursuant to Section 7 (3) of the Companies Act, 1929, that by (a) a Special

Resolution of the Company dated the 25th day of October 1947
to pass revised Articles of Association that by revised Article#
No.4

the number of Members in the Company has been increased by the addition thereto of

Eight Hundred.....Members

beyond the present registered number of Two Hundred

(Signature).....

Robert E. Sears

(State whether Director or Manager or Secretary).....Secretary

Dated the.....day of }

18th
November.....1947 }

(a) "Ordinary," "Extraordinary" or "Special,"

NOTE.—This margin is reserved for binding, and must not be written across.

41



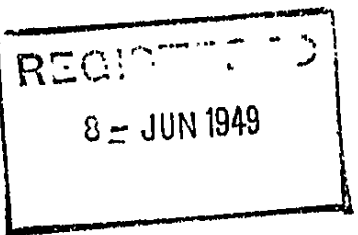
THE COMPANIES ACT 1948.

Company Limited by guarantee and not
having a share capital.

SPECIAL RESOLUTION

- of -

BRITISH NATUROPATHIC ASSOCIATION
LIMITED.



Passed the 14th day of May, 1949.

At an EXTRAORDINARY GENERAL MEETING of the Members of the above-named Company, duly convened, and held at The Mayfair Hotel, Berkeley Street in the County of London on the 14th day of May 1949, the following SPECIAL RESOLUTION was duly passed :-

"That the Company's Articles of Association be altered as set out in the Schedule hereto."

Milton Powell
Chairman.

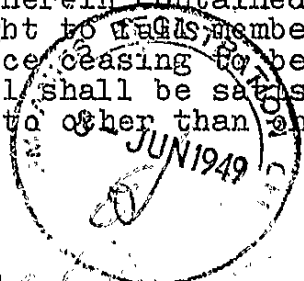
THE SCHEDULE

ADD TO ARTICLE 5 (a):- (in second line of Article alter word "two" to "three")

"Full-time" practice shall be deemed to mean that the primary occupation shall be the practice of Naturopathy, whether on own account or as an assistant. A Practitioner-Member shall not be otherwise gainfully employed in any business or calling which, in the opinion of the Executive Council, is ethically incompatible with the practice of Naturopathy or derogatory to the dignity or honour of the Association.

Notwithstanding anything to the contrary herein contained, a Member shall not be deprived of the right to remain a member by reason of his Naturopathic practice, ceasing to be his primary occupation, unless the Council shall be satisfied that such part-time practice is due to other than one or more of the following reasons:

1568



(i) Age, health or disability.

(ii) The holding of any office in the Association or being engaged in any work which, in the opinion of the Council, is for the benefit of or in the interests of the Association.

The Council shall have absolute discretion as to the period or periods for which the provisions of this Article may be suspended insofar as they relate to "full-time" practice.*

IN ARTICLE 5 (b) and throughout these Articles, delete the words "Student Associate" and substitute the words "Registered Student."

ADD TO ARTICLE 5:-

(c) ASSOCIATE MEMBER. An Associate Member shall be a person who shall have passed such examination as the Council may from time to time prescribe, or shall have been exempted by the Council from taking such examination, but who is not engaged in full-time practice as defined in Article 5 (a) above. An Associate Member shall be allowed to engage in such other part-time occupation as the Council may approve, for a period not exceeding two years from the date of acceptance as an Associate Member. At the end of this period, the Associate Member shall satisfy the Council that he or she is eligible to be elected a Practitioner-Member as defined in (a) above, or otherwise shall forfeit his or her membership in the Association. An Associate Member may attend the General Meetings of the Association, but shall not be entitled to vote thereat, or to hold office, or to receive the Association's Certificate, or to use the Association's name or its abbreviations in any way whatsoever, except the letters "A.M.B.N.A." after his name, but otherwise shall have all the privileges of a full member and be subject to the other regulations governing members.*

ADD TO ARTICLE 63:-

*So far as is possible, the Minutes of any meeting shall be read at the next succeeding meeting and shall be signed as being a true record after being passed by a majority of members present at the meeting to which the Minutes refer.

AMEND ARTICLE 22 as follows:-

Begin:- *If it shall come to the knowledge of the Secretary or any member of the Council, etc.....

Add after words "in accordance with these Articles" at end of Article, the following:- If a charge shall have been made by one Member against another Member, it shall be the duty of the Member making the charge, to produce either personal or written evidence to substantiate such charge and if he or she shall fail to do so before a date specified by the Council, the Council shall dismiss the allegation as unproved.

ADD TO ARTICLE 41:-

If at any meeting, any controversial matter shall arise in which the President or other person presiding at the meeting, shall be interested as one of the parties concerned in such controversy, he shall retire from the Chair during the discussion of such matter and his place shall be filled as hereinbefore provided.

ARTICLE 70 - Prior to words "They shall be....." in the 5th line of the Article add "With the exception of the Secretary they....."

ADD TO THE ARTICLE 70.

"The Secretary shall be appointed by the Council for such term at such remuneration and upon such conditions as the Council may think fit; and any Secretary so appointed may be removed by the Council.

The Council 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."

ARTICLE 71 shall be altered to exclude the word "Secretary" in the first line thereof.

No. of Company, 206710 /56

The Companies Act, 1948

COMPANY LIMITED BY GUARANTEE AND NOT HAVING
A SHARE CAPITAL



Special Resolution

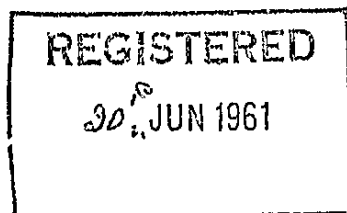
OF

BRITISH NATUROPATHIC ASSOCIATION LIMITED

Passed 10th June, 1961

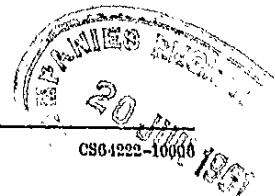
AT an EXTRAORDINARY GENERAL MEETING of the members of the above-named Company, duly convened, and held at Frazer House, 6 Netherhall Gardens, Hampstead, N.W.3, in the County of London, on the 10th day of June, 1961, the following RESOLUTION was duly passed as a SPECIAL RESOLUTION, namely :—

That the name of the Company be changed to "BRITISH NATUROPATHIC AND OSTEOPATHIC ASSOCIATION LIMITED."



L. Glazebrook
Secretary.

L GLAZEBROOK



Company Number 206710

B

Reference: C.R. 98/1137/61

COMPANIES ACT, 1948



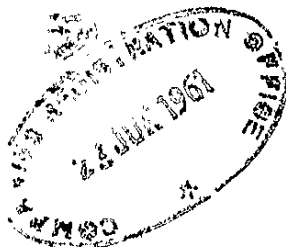
BRITISH NATUROPATHIC ASSOCIATION Limited

Pursuant to the provisions of Sub-Section (1) of Section 18 of the Companies Act, 1948, the Board of Trade hereby approve of the name of the above-named Company being changed to BRITISH

NATUROPATHIC AND OSTEOPATHIC ASSOCIATION LIMITED

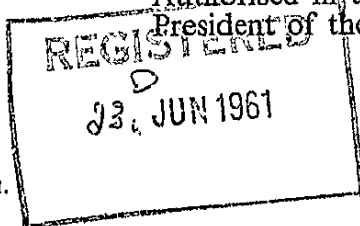
Signed on behalf of the Board of Trade

this twenty-third day of June 19 61



G. J. Mann

Authorised in that behalf by the
President of the Board of Trade



No. C. 60.

Wt. 45382/2698, 3M. 11/60, B.L. & Co. Ltd. Gp. 891.

DUPLICATE FOR THE FILE.

206710 / 57



Certificate of Incorporation on Change of Name

Whereas

BRITISH NATUROPATHIC ASSOCIATION LIMITED

was incorporated as a limited company under the

Companies Acts, 1908 to 1917,

on the eighteenth day of June, 1925

And whereas by special resolution of the Company and with the approval of the Board of Trade it has changed its name.

Now therefore I hereby certify that the Company is a limited company incorporated under the name of

BRITISH NATUROPATHIC AND OSTEOPATHIC ASSOCIATION LIMITED

Given under my hand at London, this twenty-third day of

June One thousand nine hundred and sixty one.

Certificate received by

Morton Lore Botterell & Co. A. J. Mann

Assistant Registrar of Companies.

Date

28th June 1961

10/59
The Companies Act, 1948



Special Resolution

OF

BRITISH NATUROPATHIC AND OSTEOPATHIC ASSOCIATION LIMITED.

Passed 7th October, 1961

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, held on the 7th October, 1961, the following RESOLUTION, which was proposed as a SPECIAL RESOLUTION, was duly passed, namely :—

RESOLUTION

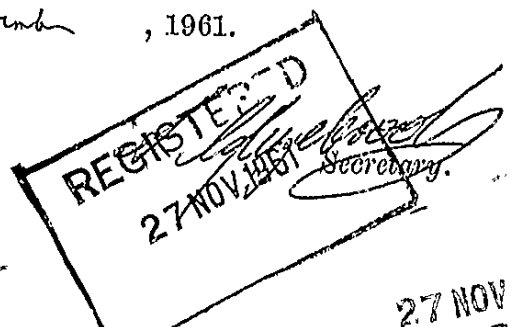
“ That the Articles of Association be amended by deleting the second sentence of Article 52, and substituting therefor the following sentence, namely :—

‘ The President, Vice-President and Past President, Secretary, Treasurer, and Editor of the Journal (if a practitioner member or Life member of the Association) and the Dean, or Vice-Dean, or a Governor of the British College of Naturopathy and Osteopathy Limited duly nominated by the Council of that body (subject in each case to the Dean, Vice-Dean or Governor being a practitioner member, or a Life member of the Association and the nomination being ratified by the General Meeting of the Association) shall be *ex officio* members of the Council.’ ”

Dated this 24 day of November, 1961.

51

X Notk. Rev. Robert & R. R. R. X



27 NOV 1961

206710/61.



The Companies Act, 1948



COMPANY LIMITED BY GUARANTEE

Special Resolution

OF

BRITISH NATUROPATHIC AND OSTEOPATHIC ASSOCIATION LIMITED

Passed 5th October, 1963

25 OCT 1963

AT an EXTRAORDINARY GENERAL MEETING of the above-named Association, duly convened, and held on the 5th day of October, 1963, the following RESOLUTION was duly passed as a SPECIAL RESOLUTION, namely :—

RESOLUTION

That the Articles of Association of the Association be altered in manner following, that is to say :—

(A) By deleting the existing Article 22, and substituting therefor a new Article, to be numbered 22, as follows :—

"22. If any member shall, in the opinion of the Council be guilty, or if any member shall be accused of

NORTON ROSE-BOTTELL & CO. LTD.,
KEMPSON HOUSE, CANON MILLS ST., E.C.3

dishonourable conduct, or of conduct which in the absence of satisfactory explanation would be derogatory to the Association, or calculated to bring the Association into disrepute, or which would render the member unfit to remain a member, or if any member shall fail to conform to any code of conduct, rules or regulations prepared by the Council, pursuant to the powers vested in the Council, or approved by the members in General Meeting, or if any complaint shall be made against any member in respect of any of the foregoing matters, then the Council shall cause to be sent to such member at his last registered address, either through the Post Office or by delivering the same personally, a statement in writing of the conduct imputed to him, and affording him an opportunity of giving an explanation to the Council, either by attending personally, or in writing as he may elect. A special meeting of the Council shall be convened for the purpose of considering the conduct of the member in question or any complaint (as the case may be) and the member shall be given not less than fourteen days notice in writing of such meeting, and notifying him that he shall be entitled to tender oral evidence, by himself and any witness whom he may desire to call, and to submit any evidence relative to the charge made against him, and that in the event of his not electing to attend personally he shall have the right to submit statements in writing signed by any witnesses in addition to his own statement giving his explanation. A quorum at any such special meeting of the Council shall be four members present in person, and the Council shall be entitled in the absence of any evidence tendered by or on behalf of the member, either in person or in writing (as the case may be) to deal with the matter on such evidence or other material in their possession (including any evidence and explanations afforded by or on behalf of the member) the Council shall, if in their opinion, as evidenced by a vote of not less than two-thirds of the members of the Council present at such special meeting, the charge against the member has been proved, be empowered to censure such member or suspend him for a period not exceeding six months or

such further period not exceeding two years as the Council may determine from the exercise of all rights and privileges of a member, or expel the member from membership of the Association, with like power to the Council at a like meeting and a like majority to revoke or modify such decision subject to such forms and conditions (if any) as they think fit."

(B) That there be inserted after the existing Article 69 a new Article to be numbered 69A as follows :—

"69A. The Council may prepare and settle any Code of Conduct, Bye-laws, Rules or Regulations governing conduct of members and prescribing, if the Council think it desirable or necessary so to do, what matters shall be deemed to be dishonourable or conduct derogatory or contrary to the interests of the Association or such as to render any member unfit to continue as a member, and may make such Bye-laws, Rules and Regulations as they consider to be in the interests of the Association for regulating its affairs and any matters relating to membership of the Association. The Council may, if it thinks fit, submit any such Code of Conduct, Bye-laws, Rules or Regulations to the members in General Meeting for approval, and if so submitted and approved by a majority of the members present at any General Meeting at which the same are considered, the same shall be binding on all members, but so that if the Council, pursuant to the powers vested in it by this Article, formulate any such Code of Conduct, Bye-laws, Rules or Regulations with the intention that they shall be binding on the members, without submitting them to the members in General Meeting, then the same shall be binding but in such event the Council shall give notice to every member for the time being of the Association of the making thereof, and any member shall be entitled to a copy without payment on making application to the Secretary for such copy."

Leonard Glazebrook
Secretary.

COMPANY LIMITED BY GUARANTEE

OF

BRITISH NATUROPATHIC AND OSTEOPATHIC ASSOCIATION LIMITED

Passed May 1st, 1971

AT AN EXTRAORDINARY GENERAL MEETING of the above-named Association convened, and held at the Royal Hotel Clacton-on-Sea on the first day of May 1971, the subjoined SPECIAL RESOLUTION was duly passed, viz:-

RESOLUTION

That the Memorandum and Articles of Association be amended in manner following, that is to say:-

(a) By deleting the existing subclause 3(d) and substituting therefor a new subclause to be numbered 3(d) as follows:

3 (d). To initiate, educate, train, coach and examine students, operators, instructors, nurses and assistants, for or in relation to any Nature Cure, Naturopathic, Osteopathic health restorative and maintenance or other department of the healing art in which the Company is actively engaged, or otherwise interested, and, so far as may be lawful, to grant and issue diplomas, certificates, prizes and distinctions, and the like, in regard to proficiency, experience and otherwise; to organise and control colleges, training institutions, instruction classes and centres, tuition by correspondence and to deliver lectures and give demonstrations; to maintain a register of naturopaths and osteopaths and (if thought fit) registers of nurses and persons in other auxiliary services to naturopathy and osteopathy and to provide for the qualifications and conditions necessary for a person's name to be entered and maintained on any register and for suspension or expungement of a person's name from the register; also to further the Association's interests by utilising the services of cinemas, radio, television and the like.

(b) By deleting the existing subclause 3(j) and substituting therefor a new subclause to be numbered 3(j) as follows:

3 (j). To establish, conduct and manage clinics, sanatoria, hydros spas and other institutes for the diagnosis and treatment of Nature Cure, Naturopathic and Osteopathic principles of disease, unhealthy or ailing conditions, with power to provide and maintain any institutions, gymnasiums and other buildings or resorts for healthy people and for convalescents; also to encourage the formation and establishment and maintenance of Health Associations and to assist in such endeavours.

Signature

Secretary.

CERTIFICATE

WE CERTIFY that, to the best of our knowledge and belief, the conditions mentioned in subsection (2) of section one hundred and twenty-nine of the Companies Act 1948 are satisfied at the date of this certificate and have been satisfied at all times since the 1st July 1948.

Dated this 2nd day of May 1971

Secretary

Company No. 206710

96
THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

RESOLUTIONS

of

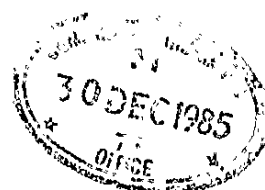
BRITISH NATUROPATHIC AND OSTEOPATHIC ASSOCIATION LIMITED

At an Extraordinary General Meeting of the Company duly convened and held at Ladbroke Clive Hotel, Primrose Hill Road, London NW3 3NA on the 12th day of October 1985 at 10.30 am the following resolutions were duly passed as Special Resolutions of the Company.

SPECIAL RESOLUTIONS

1. THAT the objects of the Company be altered by deleting the whole of Clause 3 of its Memorandum of Association and by substituting in lieu thereof Clause 3 as set out in the print of the Memorandum of Association produced to this Meeting and for the purposes of identification initialled by the Chairman thereof.
2. THAT the Memorandum of Association be further amended by the deletion of Clause 4 and by the insertion therein of Clauses 4, 5 and 8 as set out in the print of the Memorandum of Association produced to this Meeting and that the Clauses be renumbered accordingly.
3. THAT the rules and regulations contained in the print of the Articles of Association produced to this Meeting and for the purposes of identification initialled by the Chairman be and are hereby adopted as the New Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association.

D. Gale
President and Chairman



Company No. 206710

THE COMPANIES ACT 1929
THE COMPANIES ACTS 1948-1981
THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

THE BRITISH NATUROPATHIC
AND
OSTEOPATHIC ASSOCIATION LIMITED

MEMORANDUM OF ASSOCIATION
(AMENDED BY SPECIAL RESOLUTION PASSED ON 12th OCTOBER 1985)

ARTICLES OF ASSOCIATION
(ADOPTED BY SPECIAL RESOLUTION PASSED ON 12th OCTOBER 1985)

STANDING ORDERS

INCORPORATED THE 18th JUNE 1925



THE BRITISH NATUROPATHIC AND OSTEOPATHIC ASSOCIATION LIMITED

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Company Number:-206710

The Companies Acts 1929 to 1985

Company Limited by Guarantee and not having a Share Capital

MEMORANDUM OF ASSOCIATION
of
THE BRITISH NATUROPATHIC AND OSTEOPATHIC ASSOCIATION LIMITED

Name

1. The Name of the Company (hereinafter called "The Association") is The British Naturopathic and Osteopathic Association Limited. ✓

Registered Office

2. The Registered Office of the Association will be situate in England. ✓

Main Objects

3. The objects for which the Association is established are:-
 - (a) To establish and maintain standards of education for practitioners and to provide for the inspection of Colleges of naturopathy and osteopathy for the protection and benefit of the public.
 - (b) To keep registers of persons qualified to practise naturopathy and osteopathy in conformity with the standards of the Association and to grant such persons the right to use after their names any letters or additions showing that they are admitted to membership of the Association.
 - (c) To supervise for the protection and benefit of the public and of practitioners the ethical behaviour and professional conduct of the persons for the time being admitted to the said registers; and to censure, fine or cancel the registration of, and remove from the said registers, any person whose behaviour or conduct may, in the opinion of the Executive Council of the Association, have failed to conform to the standards of the Association.
 - (d) To promote the progress of the healing arts and relieving the sick and preserving the health of members of the public by, in particular, encouraging the progress of naturopathy and osteopathy on the lines of sound knowledge and practice and to improve the educational standards of its members by encouraging continuing post-graduate education.
 - (e) To promote, assist, approve, co-operate with, or arrange for union or alliance with any universities, colleges, schools, hospitals, clinics or naturopathic or osteopathic bodies, institutions or establishments which conform, or propose to conform with the standards of the Association in the matter of naturopathic and osteopathic education, research or practice.
 - f) To provide for and promote education into and investigation and research into the science and art of naturopathy and osteopathy and to disseminate the results of such research.
 - (g) To safeguard, defend and support the character, status and general interests of members of the Association and others entitled to benefit

and to impart periodically or otherwise, information on any subjects relating to naturopathy and osteopathy; to advise and otherwise assist members in regard to any matters, procedure, questions or things whatsoever appertaining to their practices, professional and business operations and otherwise generally act for the mutual benefit and advancement of the Association's members and others as aforesaid.

- (h) To promote and establish any schemes or arrangements for the benefit or protection of members, including insurance against sickness, disabilities, vindictive or other prosecutions, financial losses and the like; to compensate members of good standing who have been victimised in the course of or as a result of carrying out their professional duties, and to provide, or assist in providing, legal and other aid.
- (i) To pursue the objects of the Association in the United Kingdom and if thought fit, in any other part of the world.

Powers

4. Subject to the provisions of Clause 5 below, the Association may exercise the following powers, but only in the furtherance of its objects as set out in Clause 3 above:-

- (a) To provide by purchase, the taking on lease, or by exchange, hire or otherwise to acquire, endow, furnish and fit out with all necessary furniture and other equipment, and maintain and manage such buildings and other premises as may from time to time be required.
- (b) To purchase, take in exchange, hire or otherwise acquire any personal property and rights or privileges necessary or convenient for the promotion of its objects.
- (c) To construct, maintain and alter any buildings necessary or convenient for the work of the Association.
- (d) To purchase or otherwise acquire land or lands for any estate or interest.
- (e) To let any part or parts of any land or buildings belonging to the Association.
- (f) To sell, let, mortgage, dispose of, or turn to account all or any of the property or assets of the Association as may be thought expedient with a view to the promotion of its objects.
- (g) To undertake and execute any charitable trusts which may be lawfully undertaken by the Association and which may be conducive to its objects.
- (h) To borrow or raise money for the purposes of the Association on such terms and on such security as may be thought fit.
- (i) To lend money with or without security and to invest the monies of the Association not immediately required for its purpose in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) as may for the time being be imposed or required by law.
- (j) To draw, make and accept bills of exchange, promisory notes and other negotiable instruments.

- (k) To employ all such Officers and servants as may be required for the purposes of the Association.
- (l) To collect and receive from members of the Association such entrance fees and periodical and other subscriptions as may from time to time be determined.
- (m) To publicise the objects of the Association, to conduct appeals, to solicit, advertise or otherwise request, and to hold and make use of donations or contributions in specie or property of any kind and to invite, collect or receive regular or other donations or financial support from persons who are not members, for the purposes of the Association and in the furtherance of its objects.
- (n) To give pensions and annuities or to provide charitable assistance to ex-Officers and ex-servants of the Association, or their widows or dependents.
- (o) To aid the understanding and use of naturopathy and osteopathy, hence:-
 - (i) To provide an information centre and to disseminate knowledge about naturopathy and osteopathy, its standards of practice and practitioners recognised by the Association to the general and professional public.
 - (ii) To act as a centre and stimulus for people undertaking research which concerns naturopathy and osteopathy.
 - (iii) To encourage professional and social relationships among the members.
 - (iv) To conduct lectures, classes, symposia, television and radio broadcasts, produce films and recordings, publish memoranda, books, periodicals and other literature, and to adopt all such other means as may be considered appropriate for the wider information and education of the public in the science and art of naturopathy and osteopathy.
 - (v) To print, publish, circulate, sell, buy, manage or support books, literature or any other media, and to hold conferences which may promote the objects for which the Association is formed.
- (p) To establish and conduct charitable institutions, colleges, schools and centres for the education and training of the principles and practice of naturopathy and osteopathy, and to appoint professors, lecturers, demonstrators and other academic or administrative or clerical staff, to conduct tests and examinations, and to award degrees, diplomas, certificates and other indices of distinction, and to keep records of those persons qualified to practice naturopathy and osteopathy.
- (q) To form or otherwise acquire and to maintain, extend or improve, libraries, clinics, sanatoria and the like and to provide and carry out all services incidental or ancillary thereto.
- (r) To promote the objects of the Association both within and outside the United Kingdom and to form, acquire, promote or affiliate with any charitable organisation or corporate body having objects similar to the objects of the Association.
- (s) To establish and support or aid in the establishment and support of any

other charitable association and institution and to expend, subscribe or guarantee money for charitable purposes.

- (t) To take any gift of property whether subject to any special trust or not, for any one or more of the objects of the Association.
- (u) To raise or borrow money on any terms or conditions upon the security of debenture stock, debentures, mortgages of, or charges upon, all or any of the property or assets of the Association, present or future, or without any such security, and to make, accept, endorse and execute promissory notes, bills of exchange and other negotiable instruments, and to issue and grant receipts and acknowledgments of monies received or held on deposit or otherwise.
- (v) To invest in any manner authorised by the Articles of the Association, monies not immediately required for the purposes of the Association and to lend monies at interest upon securities or otherwise. Provided always that monies subject or representing property subject to the jurisdiction of the Charity Commissioners for England and Wales shall be invested only in such securities and with such sanction (if any) as may for the time being be prescribed by law.
- (w) To draw up or make, and from time to time supplement, repeal or vary, Bye-laws or Rules for regulating the business affairs of the Association; provided always that no Bye-law or Rule shall be made under this power which would amount to such an addition or alteration of the Association's Articles of Association as could only legally be made by a special Resolution passed and confirmed in accordance with the Companies Act 1985.
- (x) To pay all or any expenses incurred in connection with the formation, promotion and incorporation of the Association, or to contract with any person, firm or company to pay the same.
- (y) To do all such lawful things as are incidental or conducive to the attainment of any of the above objects, and to further the Association.

Provisos

- 5. (a) In case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with or invest the same in such manner as allowed by law having regard to such trusts.
- (b) The objects of the Association shall not extend to the support with its funds of any object or endeavour to impose on, or procure to be observed by its members or others, any regulation, restriction or condition which if an object of the Association would make it a Trade Union.
- (c) In case the Association shall take or hand any property subject to the jurisdiction of the Charity Commissioners for England and Wales the Association shall not sell, mortgage, charge or lease the same without such authority, approval, consent as may be required by law, and as regards any such property, the Executive Council of the Association shall be chargeable to any such property that may come into their hands and be answerable and accountable for their own acts, receipts, neglects and defaults and for the due administration of such property in the same manner and to the same extent as such Executive Council would have been if no incorporation had been effected, and the incorporation of the Association shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over

such Executive Council but they shall as regards to any such property be subject jointly and separately to such control or authority as if the Association were not incorporated.

- (d) The income and property of the Association 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 how ever by way of profit, to members of the Association.
- (e) No member of the Executive Council shall be appointed to any office of the Association paid by salary or fees or receive any remuneration or other benefit in way of money or money's worth from the Association.
- (f) Nothing herein shall prevent the payment in good faith by the Association:-

- (i) of reasonable and proper remuneration to any member, Officer or servant of the Association (not being a member of the Executive Council) for any services rendered to the Association;
- (ii) of interest on money lent by any member of the Association or of the Executive Council;
- (iii) of reasonable and proper rent for premises demised or let by any member of the Association or of its Executive Council;
- (iv) of fees, remuneration or other benefit in money or money's worth to any company in which a member of the Executive Council may hold shares not exceeding 10% of the capital;
- (v) of out-of-pocket expenses of any member of the Executive Council.

Limited Liability

6. The liability of the members is limited.

Liability to extent of guarantee

7. Every member of the Association undertakes to contribute to the assets of the Association in the event of the same being wound up during the time he is a member or within one year afterwards for payment of the debts and liabilities of the Association contracted before the time at which he ceased to be a member, and of the costs and charges and expenses of the winding up and for the adjustment of the rights of the contributories among themselves such amount as may be required, but in any case not exceeding £5 (five pounds).

Surplus assets not to be distributed among members

8. If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid or distributed among the members of the Association but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Association, and shall prohibit the distribution of its or their income and property among members to an extent at least as great as is imposed on the Association under or by virtue of Clause 5 hereof, such institution or institutions to be determined by the members of the Association at or before the time of dissolution, and if and so far as effect cannot be given in such provision, then to some other charitable object.

We, the several persons whose names, addresses and descriptions are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

JAMES CHARLES THOMSON, Author and Nature Cure Practitioner,
11 Drumseigh Gardens, Edinburgh

JESSIE ROBERTSON THOMSON, Author and Nature Cure Practitioner,
11 Drumseigh Gardens, Edinburgh

MILTON ROBERT POWELL, Lecturer and Nature Cure Practitioner,
"Highlands, 117 Colwyn Road, Northampton

BERTHA POWELL, Author and Nature Cure Practitioner,
Highlands, 117 Colwyn Road, Northampton

JOSEPH ALLEN PATTREIOUX, Author and Nature Cure Practitioner,
Therapeutic Institute, 18 Kings Road, Sedgley Park, Manchester

LILLIAN PATTREIOUX, Nature Cure Practitioner,
Therapeutic Institute, 18 Kings Road, Sedgley Park, Manchester

EDGAR J SAXON, Bookseller, Author and Nature Cure Practitioner,
56 Wigmore Street, London W.1.

DATED the 10th day of June, 1925

WITNESS to the above signatures of James Charles Thomson and Jessie Robertson Thomson:-

Annie Ritchie Scott, Secretary
11 Drumseigh Gardens, Edinburgh

WITNESS to the above signatures of Milton Robert Powell and Bertha Powell:-

Esther Everson-Watts, Housekeeper
17 Dallington Road, Northampton

WITNESS to the above signatures of Joseph Allen Pattreiouex and Lillian Pattreiouex:-

Edward Jones, Foreman Electrician
38 Bank Street, Cheetham Hill, Manchester

WITNESS to the above signature of Ernest John Savage (known as Edgar J Saxon):-

Margaret Passmore, Secretary
205 Ferme Park Road, Crouch End, N.8.

Company Number:-206710

The Companies Act 1985

Company Limited by Guarantee and not having a Share Capital

ARTICLES OF ASSOCIATION
of
THE BRITISH NATUROPATHIC AND OSTEOPATHIC ASSOCIATION LIMITED

Interpretation

1. In these Articles "the Act" means the Companies Act, 1985. "The Association" means the above named Company. "The Council" means the Executive Council of the Association. "Writing" includes printing, lithography, photography and other modes of representing and reproducing words in a visible form. "The United Kingdom" means Great Britain and Northern Ireland. "The Seal" means the Common Seal of the Association. "The Secretary" means the person appointed to perform the duties of the Secretary of the Association.

Subject as aforesaid any words or expressions defined in the Act or any Statutory modification thereof shall where not inconsistent with the subject or context bear the same meaning in these Articles.

In these Articles the masculine shall include the feminine and the singular the plural.

Number of Members

2. The number of members with which the Association proposes to be registered is 1000 but the Council may from time to time register an increase of members.

Classification of Members

3. (a) The members of the Association at the date of adoption of these Articles of Association shall be members of the Association and classified as Fellows, Honorary Fellows, Ordinary Members, Honorary Life Members and Student Members.

(b) Such other persons as the Council shall hereafter admit to membership shall be members of the Association, classified as provided in these Articles.

(c) Every applicant for membership shall sign an undertaking to observe the Rules of the Association.

Categories of Members

4. The membership of the Association shall be divided as follows:-

- (a) Fellows shall comprise any member of the Association who is not less than twenty-five years of age and who is of good moral character; and who having been a Ordinary Member of the Association for not less than five years, has submitted a satisfactory thesis to the Council and has been examined on it; providing that a Fellow may by the unanimous vote of the Council be elected notwithstanding that he does not otherwise qualify by length of membership for such election, or has not submitted any thesis.

- (b) **Honorary Fellows** shall comprise any person, whether otherwise a member of the Association or not, as being of good moral character, who may be elected by a unanimous vote of the Council in recognition of his contribution to the development of the science and art of naturopathy and/or osteopathy, whether as a practitioner, scientist or writer. Honorary Fellows shall not be members of the Association within the meaning of the Act and shall be exempt from the provisions of Clause 7 of the Memorandum of Association. They may attend at General Meetings of the Association and take part in the discussions but shall not be entitled to vote.
- (c) **Ordinary Members** shall comprise any person who is not less than twenty-one years of age and is of good moral character who shall have passed the appropriate examinations of the Association and satisfied the Council as to his adequate knowledge of the theory and practice of naturopathy and/or osteopathy, and is engaged in practice as a naturopath and/or osteopath. An Ordinary Member shall not be otherwise gainfully employed in any other business or calling which, in the opinion of the Council, is ethically incompatible with the practice of naturopathy or osteopathy or derogatory to the dignity or honour of the Association.
- (d) **Honorary Life Members** shall comprise of any Ordinary Member of the Association who may be elected by unanimous vote of the Council on his retirement from practice in recognition of his services to naturopathy and/or osteopathy or to the Association and shall enjoy full rights and privileges of the Association.
- (e) **Student Members** shall comprise any person who is a registered student of a naturopathic and/or osteopathic college or school approved by the Council of the Association who shall have furnished such references and paid such fees as may from time to time be required by the Council. A Student Member may attend the General Meetings of the Association as an observer, but shall not be entitled to speak except at the invitation of the chairman, nor shall he be entitled to vote thereat nor to hold office nor to receive the Association's Certificate nor to use the Association's name or its abbreviations in any way whatsoever, nor be eligible for protection under the Association's professional indemnity group insurance policy but otherwise shall have all the privileges of a member and shall be subject to the regulations governing members.
- (f) Existing members of the Association are automatically eligible for membership in the relevant category, providing that Practitioner Members shall be classified as Ordinary Members, Registered Students be classified as Student Members and Honorary Members be classified as Honorary Life Members, and will so be registered by the Council.

Qualification for Membership/Examinations

5. Any person who is desirous of becoming a member of the Association shall send or deliver a letter to the Secretary at the Registered Office of the Association, an application in writing in such form as the Council may from time to time determine, and signed by him, and he shall undertake, if elected, to conform and abide by these Articles, the Code of Ethics and all Byelaws, Rules and Regulations of the Association from time to time in force.

6. The Secretary shall lay all applications for membership before the Council (or if the Council shall at any time appoint a committee to deal with applications then before such committee). The Council (or committee) shall determine whether or not each of such applicants shall take the examination or examinations of the Association or shall be exempted therefrom.
7. The Secretary shall make the necessary arrangements for the examination by the Examination Board appointed by the Council as to the qualifications and fitness of all such applicants for election as members of the Association as shall not have been exempted by the Council.
8. As soon as each examination has been held the Examination Board shall report the results of such examination to the Secretary and he shall place the same before the Council and each application shall then be considered at the next meeting of the Council. The election of a candidate to membership shall be decided by a majority of at least three-fourths of the Council members then present and voting.
9. The Council shall make regulations for the holding of such examinations and may fix a scale of fees to be paid by the various candidates for membership and may from time to time revise such regulations and such scale of fees. The Council may at any time engage the co-operation, services or advice of examiners, professors or lecturers, whether members of the Association or not, and upon such terms and conditions as they may determine.
10. The Council shall have power if, in their absolute discretion they consider it desirable to do so, to assign or transfer a member to a class of membership other than that to which he may originally, or at any time, or from time to time, have been elected, transferred or assigned.
11. The Council may from time to time make, revoke or vary regulations laying down standards of education and training required as a qualification for membership and may within six months after election declare void the election of any member who shall not have complied with the regulations for the time being in force, or with the provisions of these Articles.

Admission and Re-admission of Members

12. Election to membership shall take place as often as may be considered desirable and they shall be made by the Council whose decision shall be final.
13. Election and re-election to the Association shall be made according to rules laid down by the Council and on forms approved by the Council. Such rules and/or forms may be varied at the discretion of the Council..
14. The Council shall send a notice of election or re-election or refusal thereof to each person whose application for election has been considered by the Council. The Council shall be under no obligation to give reasons for the refusal to elect any person.
15. Subject to such regulations as the Council may from time to time subscribe, the Council shall issue to each member so entitled a Certificate of Membership. Every such Certificate shall be in such a form as shall from time to time be provided by the Council and shall remain the property of, and shall on demand by the Council or on resignation or expulsion of a member or termination of his membership, be returned to the Council.

16. A person whose membership of the Association has been terminated or who has been expelled from the Association for any reason; or who has resigned from the Association or whose membership has otherwise ended for any reason whatsoever, shall not be entitled to automatic re-election to the Association. Any such person may submit an application for election, but the acceptance or rejection of that application will rest with the Council whose decision shall be final. If re-elected such person, as a condition for registration in accordance with Article 11, may be required to pay the registration fee fixed pursuant to Article 17 and shall pay all sums due from him to the Association as specified in Article 22.

Fees and Subscriptions

17. Every person elected for the first time as a member shall after the date of adoption of these Articles pay a registration fee of such sum as the Council may from time to time determine.
18. Every member shall pay the fees subscribed by the regulations for the time being in force, together with the amount of his current subscription or the prescribed proportion thereof for the current membership year.
19. Every member shall pay an annual subscription to be due on the first day of January each year. The amount of the subscription shall from time to time be fixed by the Association in General Meeting, provided however that Honorary Life Members and Honorary Fellows shall not be required to pay any subscription. The annual subscription for an Ordinary Member who permanently resides and practises overseas and student member may be a different sum than that fixed for a practitioner member in practice in the United Kingdom.
20. If any member fails to pay his annual subscription in full by the first day of February in the year that it is due in accordance with the requirements of Articles 18 and 19 the Council may resolve that his membership of the Association shall be terminated, and such a member shall cease to be a member forthwith. The Council shall give notice in writing to such a person informing him of its decision. Nothing herein shall entitle a defaulting member to notice of the fact that the membership be terminated pursuant to this Article or shall prevent such a person subsequently applying again for membership of the Association not less than one year after termination, subject to the provisions of Article 16.
21. The Council may at its discretion reduce or remit the annual subscription or the arrears of the annual subscription of any member, and in doing so make any enquiries it deems necessary.
22. No fee or subscription shall be returnable in the event of the election of any person to membership being declared void, or of his otherwise ceasing to be a member of the Association. He shall unless the Council otherwise determines remain liable to pay the Association any sums that shall have become due from him before he ceased to be a member, which shall (without limitation) include any fine imposed on him in accordance with any provisions of these Articles and any outstanding subscriptions.

Rights and Privileges of Members

23. Ordinary and Honorary Life Members shall be entitled to use the authorised abbreviation "M.B.N.O.A.", or in the case of Fellows "F.B.N.O.A." and use the title "Registered Naturopath" or "Registered Naturopath and Osteopath" as applicable.

24. The Council may admit and register as members those persons who shall have:-
- (a) Signed an application for membership.
 - (b) Satisfied the Council as to their suitability for membership.
 - (c) Been admitted by the Council to membership of the Association.
 - (d) Paid such fees as may from time to time be prescribed by these Articles or in accordance with the powers given by these Articles.
25. Except as otherwise provided in these Articles, election to membership or to any class of membership, shall be by a majority vote of those present and voting at any meeting of the Council.
26. Every member shall on admission to membership be furnished with a copy of the Memorandum and these Articles, and shall be entitled on payment of an appropriate fee to be furnished with any additional copies of the Regulations of the Association for the time being in force.
27. Every member shall, subject to the provisions of Article 115, have the right to attend the General Meetings and subject to the provisions of Article 5 to vote thereat, and to take part in the proceedings thereof.
28. Ordinary Members shall be entitled to inspect, at all reasonable times, at the Registered Office, the books and documents of the Association and to participate in all the privileges and advantages provided by the Association for members in accordance with the objects stated in the Memorandum of Association.
29. The rights and privileges of every member shall be personal to himself and shall not be transferable or transmittable by his own act or by operation of law.
30. A member shall cease to be a member if:
- (a) by notice in writing to the Council he resigns his membership;
 - (b) if he is expelled from membership;
 - (c) if his membership is terminated by the Council in accordance herewith;
 - (d) if a Receiving Order is made against him or he makes any arrangement or composition with his creditors;
 - (e) if he be found lunatic or become of unsound mind;
 - (f) if he be convicted of an indictable offence.
31. A member wishing to retire from membership may do so by giving notice in writing of such his intention, by leaving the same for or addressing it by pre-paid ordinary post to the Secretary of the Association. The Secretary shall forthwith send notice of acknowledgement to the member, whose notice of retirement shall take effect six months after the date of actual receipt by the Secretary. Provided that the Council may resolve that any notice of retirement shall take effect on some earlier date after receipt; the notice of any such resolution shall be given forthwith to a retiring member.

General Meetings

32. The Association shall hold a General Meeting in every calendar year as its Annual General Meeting during May or such other near date and at such time and place as the Council shall determine and shall specify the meeting as such in the notices calling it. Not more than fifteen months shall elapse between the date of one Annual General Meeting and that of the next.
33. All General Meetings of the Association other than Annual General Meetings shall be called Extraordinary General Meetings.
34. The Council may whenever they think fit convene an Extraordinary General Meeting. An Extraordinary Meeting shall also be convened on such requisition or in default may be convened by such requisitionists as provided by Section 368 of the Companies Act, 1985.
35. Subject to the provisions of the Act relating to Special Resolutions, twenty-one days' notice at the very least of every Annual General Meeting and fourteen days' notice at the very least of every Extraordinary 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 as are under these Articles or under the Act entitled to receive such notices from the Association; but with the consent of all the members entitled to receive notices thereof, or of such proportion thereof as is prescribed by the Act in the case of Extraordinary General Meetings, a meeting may be convened by such notice as those members may think fit.
36. Whenever a General Meeting is adjourned for seven days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting except that the notice need be a three clear days' notice only and need not specify the nature of the business to be transacted.
37. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceedings had, at any meeting.

Proceedings at General Meetings

38. All business shall be deemed special that is transacted at an Extraordinary General Meeting; also all that is transacted at an Annual General Meeting with the exception of the consideration of the accounts, balance sheets and the reports of the Council and Auditors, the election of members of the Council and the appointment of the Auditors.
39. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as herein otherwise provided nine members present in person shall be a quorum.
40. If within half an hour of the time appointed for the meeting a quorum is not present the meeting if convened upon the requisition of members shall be dissolved; in any other case it shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Council may determine, and if at the adjourned meeting a quorum is not present within half an hour from the

time appointed for the meeting the members present shall be a quorum.

41. At all General Meetings the President or in his absence the Vice-President shall preside, but if neither the President nor the Vice-President is present within fifteen minutes after the time appointed for the holding of the meeting or if both the above Officers are unwilling to act, one of the members of the Council present shall be elected to act as chairman of that meeting.
42. If at any meeting no member of the Council is willing to act as chairman or if no member of the Council is present fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be chairman of the meeting.
43. The chairman 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 the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
44. 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 on the declaration of the result of the show of hands) demanded by the chairman or by at least three members present in person or by proxy or by any member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting. Unless a poll be so demanded, a declaration by the chairman that a resolution has by a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of proceedings of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.
45. Except as provided in Article 44 if a poll is duly demanded it shall be taken in such a manner as the chairman directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
46. In the case of an equality of votes whether on a show of hands or on a poll the chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.
47. A poll demanded on any question shall be taken at such time as the chairman of the meeting directs and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

Votes of Registered Members

48. Subject as provided by Articles 4 and 73 every member shall have one vote. On a poll votes may be given either personally or by proxy. An instrument appointing a proxy may be in the usual common form or such other form as the Council may approve. Any such proxy shall be under the hand of the appointer.

49. No person shall act as a proxy unless he is entitled in his own right to be present and vote at the meeting at which he acts as proxy.
50. The instrument appointing a proxy shall be deposited at the Registered Office not less than forty eight hours before the time for holding the meeting in question and in default the instrument of proxy shall not be treated as valid.
51. An instrument appointing a proxy (which shall be deemed to confer authority to demand or join in demanding a poll) shall be in the following form or form as near thereto as circumstances will admit:-

"I.....
of.....
in the County of.....
being a member of The British Naturopathic and Osteopathic Association
hereby appoint the person who shall act as the chairman of the meeting
as my proxy to vote for me on my behalf at the General Meeting of the
Association to be held on the.....day of19..., and at
any adjournment thereof.

This form to be used in favour of/against the resolution(s).

Unless otherwise instructed the proxy will vote as he thinks fit.

Signed this.....day of19..."

52. 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 the revocation of the proxy or of the authority under which the proxy was executed provided that no intimation in writing of such death, insanity or revocation as aforesaid shall have been received by the Association at its Registered Office before the commencement of the meeting or adjourned meeting at which the proxy is used.

Officers of the Association

53. The Officers of the Association shall be a President, Vice-President, Past-President, Treasurer and Secretary (who may also be the Registrar of the Association for the purpose of granting Certificates to members) and such other Officers as the Association may from time to time appoint.
54. With the exception of the Secretary the Officers of the Association, who shall have served not less than three years as elected Council members before being eligible as Officers, shall be elected annually at the Annual General Meeting and hold office for one year providing that the retiring President shall become the Past-President and the retiring Vice-President shall become President for the next succeeding year without election.
55. Nominations for the office of Vice-President and Treasurer shall be in writing signed by two members entitled to vote and shall be delivered to the Secretary twenty-eight days before the date set for the Annual General Meeting. The election of such Officers shall be by ballot and shall precede the election of members of the Council.
56. If the office of President shall become vacant between one Annual General Meeting and the next, it shall be filled by the Vice-President. The Council may appoint another member as Vice-President until the next Annual General Meeting. The Vice-President so elected shall not succeed nor ipso

facto become President but shall be eligible for election to that office.

57. The Association may from time to time by special resolution create additional offices either on a permanent or on an ad hoc basis and shall elect the holders of such additional offices in like manner as new Officers.

The Secretary

58. The Secretary, who need not be a member of the Association, shall be appointed by the Council for such term at such remuneration and upon such conditions consistent with the provisions of Clause 4 (section k) of the Memorandum of Association or as the Council may think fit; and any Secretary so appointed may be removed by the Council. The provisions of Section 283 and 284 of the Act shall apply and be observed.
59. The Council may from time to time by resolution appoint an assistant, deputy or Honorary Secretary and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.
60. The Secretary shall regularly undertake and perform the functions and render all the services customarily rendered by a Secretary of a Company or Society in regard to correspondence, attendance at meetings of the Association, the Council and Committees, and shall record the minutes and proceedings, supervise the proper keeping of books and accounts of the Association and control the clerical staff. He shall at all times conform to the directions of the Council.

The Treasurer

61. It shall be the duty of the Treasurer to receive and collect the fees and subscriptions payable by the members and all other monies receivable on account of the Association, and to make all payments on behalf of the Association. He shall be empowered to issue receipts on behalf of the Association, and shall keep the cash, draw all cheques and endorse cheques when necessary. He shall pay all monies receivable on account of the Association into the Bank to the credit of the account of the Association from time to time. He shall keep a cash book in which he shall enter all receipts and payments and he shall balance the same in time for each meeting of the Council, and then produce the same together with his authorities and vouchers and the Bank pass book. He shall make out and prepare for the Auditors an annual Balance Sheet completed up to 31st March for the year then expiring. The Treasurer shall attend the audit if required and shall produce to the Auditors the said Balance Sheet and render all assistance and information in his power to the Auditors, and shall produce all books, paper and vouchers to them and (at all other times) when directed by the Council or General Meeting. All payments made since the previous meeting of the Council shall be reported by the Treasurer or Acting Treasurer at the next meeting of the Council.
62. During the absence of or temporary vacancy in the office of Treasurer, the Council may by resolution appoint a person to fill the office and any person so appointed shall be deemed to be the Treasurer until the next Annual General Meeting of the Association.

The Council

63. The business of the Association shall be conducted by a Council consisting of the President, Past President, Vice President, Treasurer, Dean of the

British College of Naturopathy and Osteopathy and any other Officers of the Association together with not less than four and not more than six elected members, all of whom shall have a vote and such additional persons as the Council may from time to time co-opt. No person shall be qualified to be an elected member of the Council unless he is a member of the Association but any person whether or not a member of the Association may be co-opted. No member shall hold more than one elected Office.

64. On the co-option of a member, the Council may determine for what period a co-opted member shall remain a member of the Council and what limitations (if any) there shall be on his right to vote at meetings of the Council. Notwithstanding any prior determination of the period for which he is to be a member of the Council, a co-opted member shall cease to be a member of the Council if the Council shall so resolve.
65. No person shall be eligible for election or co-option to the Council for a period of two years who has been found guilty of an offence of proscribed conduct or other professional misconduct which has been dealt with by the P.E.S.C..
66. If any member of the Council has had his membership of the Association terminated or is for any reason expelled as a member of the Association, his membership of the Council shall thereby automatically cease.
67. Any member of the Council who is found by the Council to have disclosed to non-members of the Council matters confidential to it without its prior consent, shall resign if asked to do so by the chairman at a meeting of the Council at which the member in question has had an opportunity to be present and to speak in his own defence, and at which the Council has voted instructing the chairman so to request, and if he fails to resign may be dismissed from the Council by the chairman. The quorum for a meeting of the Council for the purpose of the Article shall be six.
68. A member of the Council who has been dismissed in accordance with Article 67 may not be re-elected as a member of the Council at any Annual General Meeting of the Association nor be co-opted as a member of the Council within a period of three years from the period of his dismissal.
69. At the Annual General Meeting in every year, one third of the elected members of the Council or, if their number is not a multiple of three, the number nearest to but no greater than one third shall retire from office. A member of the Council retiring at a meeting shall retain office until the close or adjournment of the meeting. The elected members of the Council to retire in every year shall be those who have been longest in office since their last election or appointment, but as between persons who became or were last re-elected members of the Council on the same day, those to retire shall (unless they otherwise agree amongst themselves) be determined by lot. A retiring member shall be eligible for re-election.
70. The Association at a meeting at which a member of the Council retires in manner aforesaid shall fill up the vacated office by electing a person thereto unless at such meeting it is expressly resolved not to fill up such vacated office.
71. No person shall be eligible for the office of an elected member of the Council at any Annual General Meeting unless not less than twenty eight clear days before the day appointed for the meeting there shall have been given to the Registrar notice in writing by two members duly qualified to be present and vote at the meeting for which such notice is given of their intention to propose such person for election, and also notice in writing

signed by the person to be proposed of his willingness to be elected.

72. Each member shall receive with his notice convening an Annual General Meeting, instructions to submit to the Registrar nominations for those positions on the Council due to be re-elected at least twenty eight clear days before the Annual General Meeting.
73. On the election of members of the Council pursuant to the foregoing Articles every member shall have as many votes as there are vacancies but shall not give more than one vote to any candidate. Those candidates who being equal in number to the number of vacancies receive the largest number of votes shall be deemed to be elected and in the case of an equality of votes the chairman of the meeting shall where necessary have a second or casting vote. A vote for a candidate on the ballot paper shall be signified by a cross against that candidate's name.
74. If any elected member of the Council is absent from three consecutive meetings thereof the Council shall in the absence of an explanation deemed reasonable by the Council have power to declare his office vacant. Any elected member of the Council desirous of vacating his office may send in his resignation in writing to the Council. Any vacancy in the elected members of the Council, whether arising from death, resignation, or non-attendance as aforesaid, or otherwise, between the Annual General Meetings of the Association may be filled up at the meeting of the Council next following that at which the vacancy is declared, and the term of office of any member so appointed shall be until the next Annual General Meeting of the Association.
75. The Association may by Extraordinary Resolution remove any Council member before the expiration of his period of office and may by Ordinary Resolution appoint another member in his stead to hold office until the member in whose place he is appointed would have retired, provided that notice of the Extraordinary Resolution intended to be proposed shall be given to the member (that it is proposed to remove) and he shall be given the opportunity of attending such meeting and showing cause why he should not be removed before such Resolution is voted upon.

Proceedings of the Council

76. The Council shall meet together and adjourn at such time and as often as is necessary for the proper conduct and discharge of the affairs of the Association. Special meetings of the Council shall also be held at any time on a requisition to the Secretary by the chairman or two other members of the Council. The Secretary shall give at least fourteen days notice of any Council Meeting to all members of the Council.
77. The Council shall meet at least four times in every year.
78. Questions arising at any Council Meeting shall be decided by a majority of votes. Subject to Article 64 each member present shall have one vote and in the case of an equality of votes the chairman shall have a second or casting vote.
79. The President of the Association, or failing him the Vice-President, or if he is not present within five minutes after the time appointed for holding the meeting, another member of the Council, to be elected by the majority of the members of the Council present at the meeting, shall be chairman of each meeting of the Council.

80. The quorum necessary for the transaction of business of the Council shall be one half of the members thereof (a fraction being disregarded). The chairman of each meeting of the Council shall have a casting vote.
81. The continuing members of the Council may act notwithstanding any vacancy in their body but if and so long as their number is reduced below the number fixed by or pursuant to these Articles as the necessary quorum of the Council the continuing members or member of the Council may act for the purpose of increasing the number of members of the Council to that number or of summoning a General Meeting of the Association but for no other purpose.
82. Except as otherwise herein provided questions arising at any meeting of the Council shall be decided by a majority of votes.
83. A member of the Council may, and on the request of a member of the Council the Secretary shall, at any time summon a meeting of the Council by notice served upon the several members of the Council. A member of the Council who is absent from the United Kingdom shall not be entitled to notice of a meeting.
84. A meeting of the Council at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Association for the time being vested in the Council generally.
85. A resolution in writing signed by all the members for the time being of the Council or of any Committee of the Council shall be as valid and effectual as if it had been passed at a meeting of the Council or of such Committee duly convened and constituted.
86. All acts bona fide done by any meeting of the Council or of any committee of the Council shall, notwithstanding it be afterwards discovered that there was some defect in the appointment 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 and was qualified to be a member of the Council.
87. (a) The Council shall have power to appoint sub-committees of its members as it considers necessary and desirable and may delegate any of its powers to such sub-committees. Any sub-committee so formed shall in the exercise of the powers so delegated conform to any requirements that may be imposed upon it by the Council.
- (b) A sub-committee may elect a chairman of its meetings. If no such chairman is elected, or if at any meeting the chairman is not present within fifteen minutes after the time appointed for holding the same the members present may choose one of their number to be chairman of the meeting.
- (c) A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes, the chairman shall have a second or casting vote.
- (d) The Council may delegate to any Officers or Council members the day-to-day management of any part of the affairs of the Association.

88. A person may be appointed, elected or co-opted as a member of the Council notwithstanding that he may have attained the age of seventy, and no member of the Council shall be required to retire or vacate his office by reason of his attaining or having attained the age of seventy or any other age.
89. Any member of the Council shall be deemed to have vacated his office if he becomes bankrupt or of unsound mind, or if he resigns his office by notice in writing to the Association or if being an elected member he ceases for any cause to be a member of the Association.
90. The Council shall appoint the Bankers, Solicitors and Accountants of the Association and shall determine the method of signing cheques and the like. The Council shall cause proper minutes to be made of the proceedings of all meetings of the Association and of the Council and of any sub-committees of the Council. Separate minute books shall be kept for meetings of the Council and of the Members, wherein shall be entered a faithful record of the proceedings thereat, which shall be presented to the next meeting, and if passed as correct, shall be signed by the chairman thereof.

The Seal.

91. The Seal shall be of such design as the Council shall determine, and shall be kept in such custody and affixed in such manner as the Council shall determine or as the regulations of the Association shall from time to time provide; provided that every instrument to which the Seal shall be affixed shall be signed by at least two members of the Council, and shall be counter-signed by the Secretary and further provided that the Seal shall be fixed to every degree, diploma, certificate or other index of distinction awarded by the Association.

Regulations

92. Every member of the Association shall comply with the Regulations and Code of Ethics of the Association for the time being in force.
93. Regulations of the Association may provide for the procedure to be followed in the nomination and election of candidates for the Council, including the manner of resolving any tied or disputed election; but the number of new Council members to be elected shall equal the number of Council members then vacating their office unless the Association resolved prior to the election to increase or decrease the number of Council members within the limits laid down in Article 63.
94. The Council is the governing body of the Association and the affairs of the Association shall be managed by the Council, who may pay all expenses incurred in promoting and registering the Association, and may exercise all such powers and pursue all such objectives of the Association as are not by the Act nor by these Articles required to be exercised by the Association in General Meeting (subject nevertheless to the provisions of the Act and of these Articles). The Association may however subject to the Act and these Articles give direction to the Council in General Meeting, to which (if intra vires the Association) the Council shall conform; but no such direction shall invalidate any prior act of the Council which would have been valid if no such direction had been given.
95. The Council may issue and publish regulations in respect of the matters for which these Articles expressly provide, and generally for the regulation (subject to the Memorandum and these Articles) of the rights

and obligations of members and for the better and more convenient management of the Association and the conduct of its affairs." Every such regulation of the Association shall bear the date upon which it is published shall take effect at the time for which each regulation provides, being not earlier than the date of publication, or if no time is provided, upon the date of publication.

96. The Council shall have power to consider and decide all matters not provided for by these Articles.

Professional Misconduct.

97. In this section and subsequently, unless there is something in the subject or context inconsistent therewith the following words shall have the meanings here assigned to them:-

"the P.E.S.C." means a Professional Ethics Sub-Committee consisting of not less than three nor more than five members of the Council appointed by the chairman of the Council provided however that if insufficient members of the Council are eligible to be members of the P.E.S.C. in accordance with the provisions of Article 109, the chairman of the Council may appoint Members to the P.E.S.C. to make good any deficiency. If after the first hearing, the membership of the P.E.S.C. shall fall below five, for any reason whatsoever, the chairman of the Council shall not appoint members to the P.E.S.C. to make good deficiency for the purpose of further or adjourned hearings, and the remainder of the members of the P.E.S.C. who sat at the first hearing shall be deemed to be a properly constituted P.E.S.C. for further or adjourned hearings provided that their number does not fall below three.

"the P.E.C." means the Professional Ethics Committee which shall consist (subject to Article 109) of the Officers appointed pursuant to Articles 53 to 57 and of all members of the Council for the time being, provided that the Officers and members of the Council who constitute the quorum for the final hearing shall also sit for any further or adjourned hearing and if their number falls below the quorum for any reason whatsoever the remainder of the members who sat at the final hearing shall be deemed to be properly constituted P.E.C. for such further or adjourned hearings provided that their number does not fall below three.

"proscribed conduct" means professional or ethical misconduct which transgresses the Code of Ethics of the Association and such other misconduct as may reasonably be determined by the Council to be professional or ethical misconduct.

"the first hearing" means the date, time and place proposed for the first consideration by the P.E.S.C. of an allegation of proscribed conduct.

"the final hearing" means the date, time and place proposed for the last consideration by the P.E.C. of an allegation of proscribed conduct.

98. If the chairman of the Council (or in his absence the person for the time being acting as chairman of the Council) is notified or becomes aware that a member ("the member concerned") is alleged to have conducted himself in a manner which might constitute proscribed conduct he will appoint the P.E.S.C..

99. In determining whether conduct amounts to proscribed conduct, regard shall be had to any directions, advice or statements issued or made by or on behalf of the Council concerning the conduct and behaviour of members whether of a general or specific nature, and of any Code of Ethics adopted by the Council or by the members in General Meeting.
100. The P.E.S.C. shall serve on the member concerned written notice of the allegation made against him:-
- (a) including reasonably full details of the complaint made against him;
 - (b) informing the member concerned of the first hearing which shall be not less than 15 days after the date of service of the notice specified in this Article; and
 - (c) notifying him of his right to submit:-
 - (i) a full written statement of evidence on his own behalf; and
 - (ii) a written evidence to submit oral evidence on his own behalf if he wishes to do so and informing him that such statement should be in full bearing in mind the discretion of the P.E.S.C. to refuse oral evidence, and that such statement and/or request must be served on the P.E.S.C. not more than fourteen days after service on the member concerned of the notice specified in this Article.
101. The decision whether to accept oral evidence at the first hearing shall be in the absolute discretion of the P.E.S.C. who shall, before the date of the first hearing, or any adjourned or postponed date, notified in accordance with Article 100 (notice of allegation), Article 102 (notice of further evidence) or Article 104 (notice of postponement or adjournment), serve on the member concerned notice of such decision. In considering whether to accept a request by the member concerned to submit oral evidence in his own behalf, the P.E.S.C. shall have regard (inter alia) to whether any oral evidence is being submitted in support of the allegation against him.
102. The P.E.S.C. or the P.E.C. may call for such further evidence as it may require to be submitted before the first hearing or the final hearing respectively (or any adjournment or postponement of either of them) provided that it serves on the member concerned a written notice including reasonably full details of such further evidence and notifying him of his right to submit:-
- (a) in the case of the P.E.S.C., a written reply to such further evidence, and a written request to give oral evidence in reply to such further evidence if he wishes to do so;
 - (b) in the case of the P.E.C., written notice of his intention to be heard in reply to such further evidence, or if he does not wish to be heard, a written reply to such further evidence;
- such reply and/or request and/or notice to be served on the P.E.S.C. or the P.E.C. as the case may be not more than fourteen days after service on the member concerned of such notice of further evidence. If there are less than fourteen clear days between the service of such notice of further evidence and the date (or adjourned or postponed date) of the first hearing or the final hearing as the case may be the P.E.S.C. or the P.E.C. as the case may be shall postpone or adjourn such hearing and give notice

thereof in accordance with Article 104 at the same time as it serves the notice of further evidence as specified in this Article.

103. If the member concerned shall fail to serve on the P.E.S.C. or the P.E.C., as the case may be, a statement and/or reply and/or notice in accordance with Article 100 (reply to notice of allegation), Article 102 (reply to notice of further evidence) or Article 115 (reply to notice of final hearing), the P.E.S.C. or the P.E.C. may after expiry of the time for service permitted by such Article, proceed to the first hearing or the final hearing respectively without considering any written evidence which could have been included in such statement and/or reply and/or notice, and in the absence of the member concerned (if a request to give oral evidence has not already been accepted by the P.E.S.C. or an intention to be heard has not already been notified to the P.E.C.).
104. The P.E.S.C. or the P.E.C. may adjourn or postpone (more than once if necessary) the first hearing or the final hearing respectively for such period as it thinks fit provided that at least fifteen days before the new date fixed for such hearing it serves written notice of the new date, time and place for such hearing on the member concerned.
105. The P.E.S.C. shall at the time and place and on the date notified for the first hearing or any duly notified postponement or adjournment thereof meet to decide whether a case of proscribed conduct has been made out against the member concerned. If it finds that a case has not been made out against the member concerned, the P.E.S.C. shall dismiss the case. If it finds that a case has been made out and that if proved it might lead to the expulsion of the member concerned, the P.E.S.C. shall not hear the matter but shall require the chairman of the Council to convene a meeting of the P.E.C.. If it finds that a case has been made out, but considers the complaint to be of a less serious nature, then it shall hear the matter, and if it finds the case proved, it shall:-
- (a) impose no punishment; or
 - (b) censure the member concerned; or
 - (c) censure and fine the member concerned a sum not exceeding £500.00, requiring him to pay such sum within a specified period which shall be not less than twenty-eight days.
- The requirements of this Article shall be without prejudice to the power of the P.E.S.C. to adjourn the first hearing.
106. The P.E.S.C. shall not more than fourteen days after the first hearing serve written notice on the member concerned of its decision and submit a written report to the chairman of the Council and the Registrar. If the P.E.S.C. has decided to require the chairman of the Council to convene a meeting of the P.E.C., such written notice shall so inform the member concerned. If the P.E.S.C. has decided to fine the member concerned, such written notice shall state the fine and the period within which the member concerned is required to pay such a fine, and shall inform him of his right to appeal to the P.E.C.
107. If the member concerned intends to appeal to the P.E.C. against a fine imposed by the P.E.S.C., he shall, not more than fourteen days after service on him of written notice of the decision of the P.E.S.C. in accordance with Article 105, serve upon the P.E.S.C. written notice of his intention to appeal. If the member concerned fails to serve such notice within such time, his right to appeal shall be lost.

108. If the P.E.S.C. shall have received notice of appeal in accordance with Article 107, it shall require the chairman of the Council to convene a meeting of the P.E.C., and not more than fourteen days after so requiring, shall serve on the member concerned notice of the fact that it has done so.
109. Any person about whose conduct a complaint has been made or who has lodged a complaint against a member or who is likely to be called upon to give evidence in relation to any such complaint or who is directly interested in its outcome shall not be eligible to sit on the P.E.S.C. or the P.E.C. at which a complaint has been made or who has lodged a complaint against a member or who is likely to be called upon to give evidence in relation to any such complaint or who is directly interested in its outcome shall not be eligible to sit on the P.E.S.C. or the P.E.C. at which any such complaint is considered and no member of the P.E.S.C. which considers such a complaint shall be eligible to sit on the P.E.C. in respect of the same complaint.
110. Notices to be served in connection with any procedure relating to proscribed conduct shall be served in accordance with Article 136 (notices) save that any reference therein to "prepaid first class post" shall be deemed to read "prepaid first class recorded delivery post".
111. The P.E.C. shall have vested in it all the powers and discretions conferred upon the Council by the Memorandum of Association or by these Articles so far as they relate to any disciplinary action to be taken against a member or the reason therefor.
112. A quorum of the P.E.C. shall consist of five members of the P.E.C. who may be assisted by a Legal Assessor who shall be a barrister or solicitor of not less than 10 years' standing. If sufficient members of the P.E.C. are not available or eligible to form a quorum, sufficient additional members may be appointed by the Council as members of the P.E.C. to constitute such quorum. Unless otherwise directed by the President or in his absence the chairman of the Council, not more than seven members of the P.E.C. shall sit for the hearing of any case. Selection of the members of the P.E.C. to sit at each hearing shall be made by the Council. The Secretary of the Council shall act as Clerk to the P.E.C..
113. The member concerned shall have the right to be heard by the P.E.C. if he so desires, either personally or by his counsel or solicitor or by a lay representative (which lay representative must be a member), or if he does not so desire, to submit a statement in writing.
114. The member concerned may not less than seven days before the date for the first hearing or the final hearing (but not an adjourned or postponed first hearing or final hearing) notified to him, serve on the P.E.S.C. or the P.E.C. (as the case may be) a request for further time in which to prepare his case. The P.E.S.C. or the P.E.C. (as the case may be) shall on receipt of such a request adjourn or postpone the first hearing or the final hearing respectively for a period of at least fifteen days from the date of the request for further time, in accordance with Article 104.
115. The P.E.C. shall serve on the member concerned written notice informing him of the final hearing, which shall be not less than fifteen days after the date of service of such notice, and notifying the member concerned of his right to submit:-
- (a) notice of his intention (if any) to be heard in person or by his counsel, solicitor or representative; or

(b) if he does not so intend, a written statement of evidence in his own behalf,

such notice or statement to be served on the P.E.C. not more than fourteen days after service on the member concerned of the notice specified in this Article.

116. The P.E.C. shall at the time and place and on the date notified for the final hearing or any duly notified postponement or adjournment thereof meet to determine the case. In considering the case, a conviction of any offence or any finding of fact by a Court of competent jurisdiction or of any other relevant professional tribunal shall be binding on the P.E.C.. After hearing all the evidence presented for and against the member concerned, the P.E.C. shall determine whether he has been guilty of proscribed conduct. If it finds that he has not been guilty of proscribed conduct, it shall dismiss the case. If it finds that he has been guilty of proscribed conduct it shall:-

(a) impose no punishment; or

(b) censure the member concerned; or

(c) censure and fine the member concerned a sum not exceeding £800.00, requiring him to pay such sum within a specified period which shall be not less than twenty-eight days; or

(d) censure and expel the member concerned from the Association, and if it thinks fit, prescribe a period of time during which no application for his re-election shall be considered; or

(e) censure and fine the member concerned a sum not exceeding £800.00, requiring him to pay such sum within a specified period which shall be not less than twenty-eight days and expel him from the Association, and if it thinks fit, prescribe a period of time during which no application for his re-election shall be considered.

The P.E.C. shall not more than fourteen days after the final hearing serve written notice on the member concerned of its decision which will be final and binding on all parties and it shall submit a written report to the chairman and Registrar of the Council.

The requirements of this Article shall be without prejudice to the power of the P.E.C. to adjourn the final hearing.

117. No member who has been fined shall, for so long as his fine remains unpaid, be entitled to attend or take part in the meetings of the Association or to receive the Association's printed papers nor shall he be entitled to vote.

118. If any member on whom a fine has been imposed in accordance with Article 104 or 116 shall fail to pay such fine in full within the period required for payment thereof, the Council may resolve that his membership of the Association be terminated, whereupon he shall cease to be a member forthwith, and if it thinks fit, the Council may prescribe a period of time during which no application for re-election of the member concerned shall be considered. Nothing herein shall entitle the member concerned to notice of the intention of the Council to consider such a resolution.

119. A person who has been expelled from the Association in accordance with Article 116 or whose membership has been terminated in accordance with Article 118, may apply for re-election to the Association, providing that such application is made after any period which has been prescribed in accordance with such Articles and subject to the provisions of Article 16 (re-election following termination of membership or expulsion from the Association).

120. The P.E.C. shall have power to make or vary rules for any matters or procedures relating to proscribed conduct which are not covered by these Articles.

Examination of Fitness

121. If the chairman of the Council (or in his absence the person for the time being acting as chairman of the Council) is notified or becomes aware that a member (hereinafter referred to as "the practitioner") may be unfit by reason of ill-health properly to carry on his practice, he will appoint two members of the Council (hereinafter referred to as "the two members") to interview the practitioner.

122. The two members shall require the practitioner to meet them for an interview at a date and time agreed between them and the practitioner, and the practitioner shall attend such interview.

123. Following the interview referred to in Article 122 the two members may require the practitioner to submit to a medical examination or examinations by two examiners, to be selected jointly by the two members and the practitioner, or in the absence of agreement to be nominated by the chairman of the Council.

124. If following the examination(s) referred to in Article 123, such medical examiners pass the practitioner as fit, or the practitioner agrees to comply and complies with any conditions imposed by such medical examiners (as to his hours of practice or otherwise), no further action shall be taken, provided that the two members may from time to time (but not more often than once in any period of three calendar months) interview the practitioner in order to monitor his progress, and may at any time require the practitioner to submit to further medical examination, in the manner set out in Article 123.

125. If the practitioner shall fail to agree a date and time for the interview referred to in Article 122, shall refuse to attend such interview, or to comply with any conditions imposed by the medical examiners referred to in Article 124, the two members shall so inform the Council and the Council after considering the matter may direct the chairman to serve, and the chairman shall serve, on the practitioner notice in writing requiring him to attend such interview and/or comply with such conditions and informing him that if he fails to do so within twenty-eight days after service of such notice, the chairman of the Council shall terminate his membership of the Association.

126. If the practitioner does not comply with a notice served under Article 125 within twenty-eight days after service thereof, the chairman shall terminate his membership of the Association.

127. A practitioner whose membership has been terminated in accordance with Article 126 may apply for re-election to the Association providing that he

has first complied with the relevant notice served on him under Article 126, and subject to the provisions of Article 16 (re-election following termination of membership or expulsion from the Association).

Accounts

128. The Council shall cause accounting records to be kept in accordance with the Act.
129. The accounting records shall be kept at the Registered Office of the Association, or subject to Section 222 of the Act at such other place or places as the Council shall think fit and shall always be open to the inspection of the members of the Council.
130. Subject to any reasonable restrictions which may be imposed by regulations for the time being in force as to the time and manner of inspection, the accounts of the Association shall be open to the inspection of members.
131. The Council shall from time to time in accordance with Sections 224, 227, 235, 239 and 241 of the Act, cause to be prepared and to be laid before the Association in General Meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those Sections.
132. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Association in General Meeting together with a copy of the Auditor's report shall be sent to every member of and every holder of debentures of the Association not less than twenty-one days before the date of the meeting. Provided that this Article shall not require a copy of these documents to be sent to any person of whose address the Association is not aware or to more than one of the joint holders of any debentures.
133. The financial year of the Association shall end on the 31st day of December in each year.

Audit

134. (a) Once at least in every year the accounts of the Association shall be examined and the corrections of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.

(b) Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act, the members of the Council being treated as the directors mentioned in the relevant Sections.
135. The funds of the Association and the management of its affairs shall be under the control of the Council who shall have power to expend such funds for the promotion of the objects of the Association as they think fit. The Council may charge any fee or require any payments which may from time to time be thought proper for or in respect of the registration of naturopaths and/or osteopaths by the Council or any other services rendered or functions performed by the Council, and any such fees or payments may be single or recurrent and either constant or variable and may be payable in any manner and upon any conditions whatsoever. The Council may pay to any of its Officers (not being elected members of the Council) or co-opted members any sums by way of salary or remuneration for services rendered or work done or towards expenses incurred in the service or on behalf of the Council and may also employ and pay any agents,

employees and servants whatsoever. The Council may pay travelling and out-of-pocket expenses properly incurred by its members in the execution of their duties, but except as thus expressly authorised no payment shall be made by the Council to any of its elected members.

Notices

136. Save where otherwise expressly required by these Articles:-

- (a) a notice may be served by the Council upon any member either personally or by sending it prepaid post in a letter addressed to such member at his last registered address;
- (b) a notice so sent through the post shall be deemed to have been served on the day following that on which the letter containing the same was posted;
- (c) any notice, requisition or other document which is to be served on the Association or on the Council or any Officer thereof may be served by leaving it at the Registered Office of the Association at the same time informing a person responsible to the Association that this has been done or by sending it by prepaid first class post in a letter addressed to the Association or the Council or the Registrar or such other Officer at the Registered Office of the Association.

Funds

137. If at any time as the result of the operations of the Association there shall be an excess of subscriptions or other receipts over management expenses, the Council may (after providing for such Reserve Fund as it may consider necessary) if they think fit, give or transfer such surplus or so much thereof as they think expedient, either to some other Association or Organisation having Objects similar to the Objects of this Association, or to one or more Charities as may be determined by the members of the Association in General Meeting.

Indemnity of Officials

138. Subject to the provisions of Section 310 of the Act, the members of the Council or other Officers for the time being of the Association shall be indemnified out of the funds of the Association against all costs, charges, losses, damages and expenses which they shall respectively incur or be put to on account of any act, deed, matter or thing which shall be executed, done or permitted by them respectively in or about the bona fide execution of their respective offices and shall be reimbursed by the Association all reasonable expenses incurred by them in or about any legal proceedings or arbitration on account of the Association, or otherwise in the execution of their respective offices, except such costs, losses and expenses as shall happen through their respective dishonesty or wilful acts, neglects or defaults.
139. Subject to the provisions of Section 310 of the Act no member of the Council nor other Officer for the time being of the Association shall be answerable for any money which he shall not actually receive or be answerable for the act, receipt, neglect or default of any other member of the Council or Officer, or of any banker, broker, collector, agent, or other person appointed by the Council or the Association with whom or into whose hands any property, funds or monies of the Association may be deposited or come, or for the insufficiency of any security or investment in or upon which any of the monies of the Association shall be invested by

order of the Council or for any loss or damage which may happen in the execution of his office unless the same shall happen through his own dishonesty or wilful act, neglect or default.

Registers

140. The Association shall establish maintain and publish Registers of its practitioner members. The Council make and publish regulations which shall provide for appeals to be made by any person aggrieved by the omission of his name from the Registers, or some part of the Registers, or the striking off therefrom of his name, as the case may be; and may provide for the payment of fees in respect of any such appeal by any such person aggrieved, and for the payment in certain events of a contribution by the Association or by the person aggrieved towards the cost of the appeal.

Questions arising

141. In case any matter shall arise at any time not provided for in these Articles or in any of the rules and regulations of the Association for the time being, or in the case of any doubt as to their interpretation, the same shall (subject to the Code of Ethics, Byelaws, rules or regulations) be determined by a majority of the Council whose decision shall be final.

Winding-up

142. Clause 8 of the Memorandum of Association relating to the winding-up and dissolution of the Association shall have effect as if the provisions thereof were repeated in these Articles.

STANDING ORDERS
of
THE BRITISH NATUROPATHIC AND OSTEOPATHIC ASSOCIATION LIMITED

Standing Orders.

1. It shall be the duty of the chairman to enforce the Standing Orders of the Association, and his decision on all points shall be final.
2. In the event of a member failing to respect the chairman's authority, the chairman shall name the offending member and commit him to the judgement of the meeting, and upon a resolution of the meeting, he shall be:-
 - (a) ejected from the meeting and
 - (b) suspended for a fixed period from attending meetings.
3. The chairman may call attention of the meeting to any interruption of speech, tedious repetition, unbecoming language, irrelevant statements or any breach of good order on the part of the speaker, and may direct any such member to discontinue his speech.
4. Upon the chairman rising to speak, every member shall be seated immediately, and remain silent so that the chairman may be heard without interruption.
5. Members shall stand when speaking, and shall address the chairman. Any questions to another member shall be put through the chairman.
6. When two or more members rise to speak simultaneously, the chairman shall call upon the member who, upon rising in his place, is first observed by the chairman. Other members shall immediately resume their seats.
7. Members speaking shall adhere strictly to the subject under discussion, and not occupy more than five minutes unless directed otherwise by the chairman.
8. No member shall address the meeting more than once on any motion or amendment without the permission of the chairman.
9. The mover of an original motion may reply to such questions as have been raised providing he does not introduce new matters.
10. The chairman shall rule out of order all matters which do not pertain to the question before the meeting or to the business of the meeting.
11. Any member may rise on a point of order if he does so immediately and commences by a statement that he rises to order. The member addressing the meeting must thereupon resume his seat, and so, also, must the member who rose to order, when he has concluded his appeal to the chair.
12. In the event of an equality of votes, the chairman shall have a second or casting vote.
13. The chairman may, at his discretion, declare the meeting closed, and it thereupon shall stand adjourned.

Admission of non-members to meetings.

14. Non-members shall not be admitted to any general meetings of the Association without the matter first being put to the meeting and a unanimous vote secured thereon.

Order of Business.

15. At all meetings the business shall, unless otherwise directed by the Executive Council, be proceeded with in the following order, or such of them as apply:-
 - (a) Minutes of the previous meeting.
 - (b) Passing of the minutes.
 - (c) Matters arising from the minutes.
 - (d) Correspondence and report from the Secretary.
 - (e) Treasurer's report.
 - (f) Journal Editor's report.
 - (g) Reports of other Officers, if any.
 - (h) Business adjourned from the previous meeting.
 - (i) Reports of the Committees, and resolutions consequent thereon.
 - (j) Presentation of membership certificates to new members.
 - (k) Retiring President's report.
 - (l) Matters arising from the retiring President's report, if any.
 - (m) Retirement of the President, and installation of the incoming President.
 - (n) Election of Officers and Executive Council.
 - (o) Presidential address.
 - (p) Business appointed for that particular meeting by resolution of a previous meeting.
 - (q) Motions and questions, of which due notice has been given, in the order in which they appear on the Agenda.
 - (r) Date and venue of the next meeting.
 - (s) Any other business not provided for in the foregoing.

Motions and amendments.

16. Motions shall be in writing, of an affirmative character, commence with the word "That", and be signed by two members.
17. Motions intended for inclusion on the Agenda of a particular meeting shall reach the Secretary at least twenty-eight days prior to the time fixed for the meeting.
18. The chairman may decline to put any motion or amendment, unless handed to him in writing.
19. Motions shall be proceeded with in the order in which they appear on the Agenda, and if any shall not be moved when called on by the chairman, they shall lapse.
20. When a motion is under debate, no further motion shall be received except the following:-
 - (a) To amend the motion.
 - (b) That the question be postponed.
 - (c) That the meeting be adjourned.
 - (d) That the debate be adjourned.
 - (e) That the quorum is not present.
 - (f) That the question be now put.
 - (g) That the meeting proceed to the next business.
21. A motion (or as amended) that has been affirmed or negatived, may, by resolution of the meeting, be considered at a later date.
22. No amendment can be made to a motion of order.

23. The motion "That the meeting do now adjourn" cannot be amended.
24. The motion "That the meeting proceed to the next 'business'" cannot be amended.
25. Every amendment shall be in writing, signed by two members, and relevant to the motion on which it is moved.
26. When an amendment upon an original motion has been moved and seconded, no second or subsequent amendment shall be moved until the first amendment shall have been disposed of. If an amendment be carried, the motion as amended shall take the place of the original motion, and shall become the question upon which any further amendment may be moved.
27. A motion may be amended in the following manner:-
(a) By striking out words, inserting words, or adding words to the motion.
(b) By re-writing with matter dealing with the same subject.
28. No member shall move more than one amendment of or to the same motion.
29. When amendments have been affirmed, the original motion as amended shall be put.
30. When amendments have been negatived, the original motion shall be put.
31. If adjournment to a stated date be carried, the motion shall be placed first on the list of motions for the day to which it has been adjourned.
32. The chairman may order, or any member may request, that a complicated question be put in parts.

Alteration or suspension of Standing Orders.

33. Amendments to these Standing Orders shall only be considered at an Annual General Meeting, or at an Extraordinary General Meeting called for this purpose, and a twenty-eight days' notice in writing signed by two members shall be required.
34. Any one or more of these Standing Orders may be suspended on a motion made with notice or by leave of the meeting.

Company No. 206710

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THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

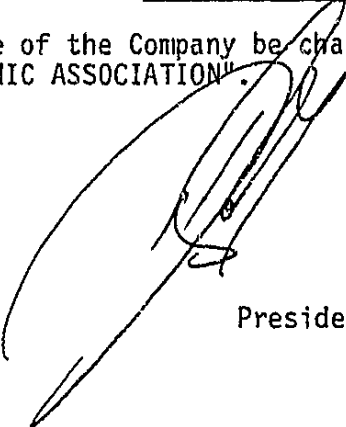
RESOLUTION

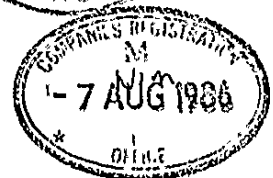
of
OSTEOPATHIC
BRITISH NATUROPATHIC AND OSTEOPATHIC ASSOCIATION LIMITED

At an Extraordinary General Meeting of the Company duly convened and held at Ladbroke Clive Hotel, Primrose Hill Road, London NW3 3NA on the 12th day of October 1985 at 10.30 am the following resolution was duly passed as a Special Resolution of the Company.

SPECIAL RESOLUTION

THAT the name of the Company be changed to "BRITISH NATUROPATHIC AND OSTEOPATHIC ASSOCIATION".


D. Gale
President and Chairman



FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No.

206710

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I hereby certify that

BRITISH NATUROPATHIC AND OSTEPHATHIC ASSOCIATION LIMITED

having by special resolution changed its name, is now
incorporated under the name of

BRITISH NATUROPATHIC AND OSTEOPATHIC ASSOCIATION

Given under my hand at the Companies Registration Office,
Cardiff the

9TH SEPTEMBER 1986

D. G. Blackstock

D. G. BLACKSTOCK

an authorised officer