



The Society of Homeopaths
representing professional homeopaths

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United Kingdom

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1392004

The following resolution was passed unanimously at the Society of Homeopaths Annual General Meeting on Saturday 24 March 2001.

1. That the provisions of the memorandum of association of the Company be altered by:
 - (a) Deleting the term "The Companies Act 1948" and substituting therefore the term "The Companies Act 1985".
 - (b) Deleting the term "Code of Ethics and Conduct" in Clause 3(A)(e) thereof and substituting the term "Code of Ethics and Practice".
2. That the regulations contained in the document marked "A" submitted to this meeting and, for the purpose of identification, signed by the Chair hereof be approved and adopted as the articles of association of the company in substitution for and to the exclusion of all the existing articles thereof.

Signed:

M Clarke

Mary Clarke
General Secretary

Date: 10 April 2001



Susan Croy
(CHAIR)

24 March 2001

DOCUMENT A

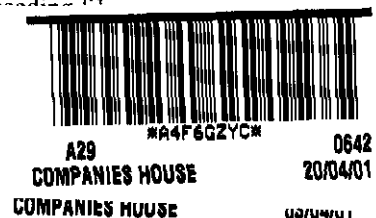
THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE

1392004

MEMORANDUM OF ASSOCIATION OF THE SOCIETY OF HOMEOPATHS

- 1 The name of the Company (hereinafter called 'the Society') is 'The Society of Homeopaths Limited'.
- 2 The registered office of the Society will be situated in England.
- 3 (A) The Objects for which the Society is established are:
 - (a) to promote and advance homeopathy
 - (b) to promote and aid research into all aspects of homeopathy, and to disseminate the results thereof
 - (c) to establish, maintain and encourage education, and the establishment of places of education, in homeopathy
 - (d) to foster and encourage standards for the practice of homeopathy
 - (e) to develop and maintain a register of qualified and practising homeopaths for public referral, and to develop, refine and uphold a Code of Ethics and *Practice*
 - (f) to publish and provide the publication and circulation of literature, films, recordings, and other methods from time to time available for the dissemination of information in any way relating to the above objects of the Society
 - (g) to organise conferences, lectures, group discussion, working parties and other techniques and activities as shall help in anyway to forward the foregoing;
 - (h) all the above objects are independent
 - (i) to carry on any other business, activities or things which in the opinion of the directors of the Society is conducive to the attainment of the above objects or any of them.
- (B) For the purpose of carrying out the above objects the Society shall have the following additional powers:
 - (a) to construct, equip, provide, alter, develop, administer or control any buildings and premise used, or to be used, for the purpose of the Society
 - (b) to publicise the activities of the Society and to borrow for and receive donations or subscriptions
 - (c) to purchase, take on lease, or exchange, hire or otherwise acquire any real or personal property and any rights or privileges which are necessary for the promotion of the objects
 - (d) to sell, let, mortgage, dispose of or turn to account, all or any of the property or assets of the Society so as to promote its objects
 - (e) to undertake and execute any trusts which may lawfully be undertaken by the Society
 - (f) to borrow or raise money for the purposes of the Society on such terms and on such security as may be thought fit
 - (g) to invest the moneys of the Society in or upon such investments as the Society may think fit
 - (h) to establish and support or aid in the establishment and support of any associations or institutions, and to subscribe money for purposes connected with the purposes of the Society or which further its objects.
- 4 The liability of the members is limited.
- 5 There shall be voting and non-voting members and voting members shall be practising homeopaths not on the Medical Register of the General Medical Council.
- 6 The income and property of the Society, whencesoever derived, shall be applied solely towards the promotion of the objects of the Society as set forth in these Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the Society. Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Society, in return for any services actually rendered to the Society, nor prevent the payment of interest at a rate not exceeding 2 per cent per annum above the Bank Rate from time to time on money lent or reasonable and proper rent for premise demised or let by any member to the Society; but the directors of the Society may be paid directors' fees for any work undertaken by them for the Society. Save as aforesaid no director of the Society shall be appointed to any salaried office of the Society and no other benefit in money or monies worth shall be given by the Society to any director except payment of out of pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Society; provided that the provision last aforesaid shall not apply to any payment to a company of which a director may be a member and in which such director shall not hold more than one hundredth part of the capital, and such director shall not be bound to account for any share of profits he/she may receive in respect of such payment.
- 7 Every member of the Society undertakes to contribute to the assets of the Society in the event of its being wound up while he/she is a member, or within one year after he/she ceases to be a member, for the payment of the debts and liabilities of the Society contracted before he/she ceased to be a member, and the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding 61



- 8 If upon the winding up or dissolution of the Society 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 Society, but shall be given or transferred to some other institution or institutions, having objects similar to the objects of the Society, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Society under or by virtue of Clause 6 hereof, such institution or institutions to be determined by the members of the Society at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object.
- 9 True account shall be kept of the sums of money received and expended by the Society and the matters in respect of which such receipts and expenditure take place, of all sales and purchases of property and goods by the Society and of the property, credits and liabilities of the Society, and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Society for the time being, such accounts shall be open to the inspection of the members. Once at least in every year the accounts of the Society shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.

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 ORIGINAL SUBSCRIBERS

Martin Eric Miles, 28 Coleraine Road, Blackheath, London SE3, Homeopath
Misha Norland, 10 Ridge Road, London N8, Homeopath
Michael Simon Haggiag, 15 West Heath Road, London NW3, Publisher
Robert Graham Ferguson Davidson, 52 Guild Road, Charlton, London SE7, Homeopath
Mary Titchmarch, 4 Normanhurst Road, London SW2, Homeopath
Margaret Kathleen Samuel, 17 Wellgarth Road, London NW11, Homeopath
Lynn Lovell, 99b Rowley Way, London NW8, Teacher
Peter Lee Chappell, 59 Norfolk House Road, Streatham, London SW16, Homeopath

Dated 26 July 1978
Reissued 30th September 1992
Reissued 11th March 2001

THE COMPANIES ACTS 1985 and 1989

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

- of -

THE SOCIETY OF HOMEOPATHS LIMITED

INTERPRETATION

1) In these Articles:

WORDS

"the Society"
"the Act"

"Articles"
"the Seal"
"the United Kingdom"
"in writing"

"the office"
"the Secretary"

"the Board"

"Director"
"the Professional Conduct Director"

MEANINGS

The Society of Homeopaths Limited
The Companies Act 1985 *including any statutory modification or re-enactment thereof for the time being in force*
These Articles of Association of the Society
The common seal of the Society
Great Britain and Northern Ireland
Written, printed or lithographed, or partly another, and other modes of representing or reproducing words in a visible form
The registered office of the Society
The secretary of the Society or any other person appointed to perform the duties of the secretary of the Society, including a joint, assistant or deputy secretary
The Board of Directors of the Society for the time being
A member of the Board of Directors
A Director appointed by the Board to consider matters relating to the professional conduct of Members

Unless the context otherwise requires, words or expressions contained in these regulations bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these regulations become binding on the Society.

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

Words importing the masculine gender only shall include the feminine gender.

MEMBERSHIP

- 2) The number of Members with which the Society proposes to be registered is 500, but the directors may from time to time register an increase of members
- 3) The subscribers to the Memorandum of Association and such other persons as the directors shall admit to membership from time to time shall be Members of the Society.
- 4) The provisions of **Section 22(2)** of the Act shall be observed by the Society and every member of the Society shall sign a written consent to become a Member, and on becoming a Member every Member of the Society shall have seen a copy of the Memorandum and Articles of Association of the Society and Code of Ethics *and Practice*.

- 5) *The Board shall admit to membership such persons as it shall think fit and the Board may from time to time by resolution prescribe (and vary) criteria for membership. The Board need not give reasons for declining to accept any person as a Member.*
- 6) *The Board may in its discretion levy subscriptions on all Members of the Society at such rate(s) as it shall determine and may levy subscriptions at different categories of Members.*
- 7) (A) There shall be several classes of membership as the Directors shall decide, including:

Qualified Members:

- (a) a Registered Member is a Member whose name has been entered on the Society's Register of Homeopaths as a professional homeopath who meets its requirements for such entry and who shall practise homeopathy in accordance with the Society's Code of Ethics *and Practice*.
- (b) A Full Member is a Registered Member who is not on the Medical Register of the General Medical Council. Only Full Members are entitled to vote at general meetings of the Society or to become Directors.
- (c) A Fellow is a Full Member who has been honoured by the Society for outstanding services to the Society and/or to the profession of homeopathy.
- (d) A Licensed Member is a practising homeopath who meets the Society's required standards of training in homeopathy for this class, and is expected to continue in practice with a view to becoming a Registered Member within four years of obtaining the licentiate.
- (e) *A Registered Member who no longer wishes to practice homeopathy due to age or ill-health, and is unlikely to resume practise, may retire permanently from the Register and cease insurance cover. He/she shall retain the status of a Qualified Member and shall be eligible for election as a Director or for co-option to the Board. He/she shall be entitled to use the initials RSHom (Rtd.). Retired status may be withdrawn at the absolute discretion of the Board if such Member practices at any time on a professional basis, or is deemed to have discredited the Society in any way. Reinstatement of a Retired Member to the Register shall be on written application by the Member to the Board, whose decision shall be final. The designation RSHom may not be used by a Retired Member unless he/she has been reinstated to the Register by the Board.*
- (f) *A Member who wishes to retire temporarily from the Register may do so for a period of up to three years. During that period of temporary retirement no insurance cover shall be provided under Article 7(D) and the designation RSHom may not be used by the Member.*

Other classes:

- (g) A Student Member is a person not yet qualified who is in regular attendance at a course of homeopathic training recognised by the Society, *or in special circumstances other homeopathic training acceptable to the Board*, and may only practise homeopathy within the process of supervision administered on the course or other training. During such practice he/she must abide by the Society's Code of Ethics *and Practice*.
- (h) An Honorary Member is a person who has been awarded honorary membership for outstanding services rendered to the Society and/or to the profession of homeopathy.
- (i) *Any other classes as shall be determined from time to time by the Board.*
- (B) The **Board** shall determine the privileges and conditions of each class of membership, subject to the other provisions of these Articles, providing that voting membership is available only to Full Members. The **Board** may determine to admit or refuse admission at its absolute discretion.
- (C) In the event of a person being admitted to membership of the Society, such person shall be entered on *to* the Register of Members, provided that no person shall be admitted to membership until *his/her* first annual subscription has been paid.
- (D) All Qualified Members shall have full professional indemnity and public/products liability insurance provided or approved by the Society.

RESIGNATION AND TERMINATION OF MEMBERSHIP

- 8) (A) Any Member may terminate his/her membership of the Society by notice in writing served on the Society and thereupon he/she shall be deemed to have resigned and his/her name shall be removed from the Register of Members by the Secretary.
- (B) Where subscriptions or levies due to the Society have been left unpaid for one month after the due date, in the case of any Member of the Society who is not a Qualified Member, *or left unpaid for one year in the case of a of any Member of the Society who is a Qualified Member*, the membership may be deemed to be terminated and his/her name removed from the Register of Members by the Secretary.

- (C) The membership of any Member of the Society who is not a Qualified Member may be terminated by the Directors if in their opinion the Member has done anything prejudicial to the interests of the Society or to the profession of homeopathy. The Member shall have the right to know any complaint against him/her and the opportunity to be heard in person by *a panel of* at least two Directors and one or more Full Members, appointed by the *Board* and who shall report to the *Board*, before any resolution as to the termination of his/her membership is passed. Any resolution on the termination of membership shall require a majority of three quarters of the Directors present in person at any meeting thereof.
- (D) Readmission of a former Member shall be at the absolute discretion of the Board, *in accordance with Articles 7(A) and 7(B) of these Articles.*

THE REGISTER OF HOMEOPATHS

- 9) (A) Registered Members may use the title "Registered Homeopath" and/or "Registered with the Society of Homeopaths", and/or the abbreviation "RSHom" or such other designation as the Directors shall *from time to time* decide. Fellows of the Society may use the title "Fellow of the Society of Homeopaths" and/or the abbreviation "FSHom", or such other designation as the Directors shall *from time to time* decide.
- (B) Members, other than those on the Register of Homeopaths, shall not use their membership, nor the name, goodwill or facilities of the Society, to enhance personal reputation, to solicit patients, to obtain personal benefit, or for any professional purpose whatsoever. *A Licensed member may use the words "Licensed member of the Society of Homeopaths and working towards full registration" on stationery and publicity material.*
- (C) A Registered Member may withdraw his/her name from the published Register of Homeopaths, for reasons agreed with the Directors, while retaining his/her registered membership and continuing in practice. His/her name shall subsequently be returned to the published Register upon request *to the Registrar* at any time.
- (D) A Registered Member who has not continued in practice and has withdrawn or retired for more than three years may be reinstated to the Register upon application to the Board, who may in its absolute discretion reassess that Member's proficiency to practice and may refuse reinstatement to the Register of Homeopaths as it sees fit.
- (E) Upon resignation or cessation of membership of the Society, a Registered Member's name shall also be removed from the Register of Homeopaths, and notification to the membership of the Society and general public may be given at that time.

REGISTRATION

- 10) (A) The Board shall appoint a Registrar, to administer and supervise the admission of persons to the Register of Homeopaths.
- (B) The requirements governing the admission of persons to the Register of Homeopaths shall be determined by the *Board* after consulting with the Registrar and shall be set out in the document Registration Standards and Procedures, as published and amended from time to time by the Society, provided that no person shall be admitted to the Register of Homeopaths until any appropriate new subscription has been paid.
- (C) *If a candidate for registration or examination wishes to appeal against a decision he/she may do so on the following grounds:*
a) that the registration procedures have not been properly followed
or
b) that a breach of the relevant Code of Ethics and Practice has occurred.
A formal appeal may be made through the Registrar and will be dealt with in accordance with the Society's Registration Appeals and Complaints Procedures or any modification thereof for the time being in force.

ARBITRATION AND DISCIPLINARY PROCEDURES

- 11) (A) Failure by a Qualified Member to observe the provisions of these Articles and/or the guidelines of the Code of Ethics *and Practice* or any other standards or regulations made by the Society may render him/her subject to arbitration and/or disciplinary procedures, *as set out in the Articles and in the Society's Code of Ethics and Practice*, upon receipt of a complaint against him/her.
- (B) The *Board* shall appoint *a Director* to be the Professional Conduct Director who shall be responsible for the *maintenance* of standards within the Society and to investigate all complaints against Qualified Members. Any Director so appointed may be removed by the Board.
- (C) Complaints received by the Society concerning Qualified Members shall be referred to the Professional Conduct Director and the Member concerned shall be notified without delay of the fact that a complaint has been made against him/her.
- (D) *Where the complaint is in respect of any member of the Professional Conduct Committee, the Chairman/chairwoman of the Board shall convene a special Professional Conduct Committee including at least 2 Directors, who shall have the jurisdiction to investigate the complaint in accordance with the Society's Code of Ethics and Practice.*

- (E) Enquiries into complaints must be made impartially by those involved and they shall conciliate, where possible, by frank discussion and exchange of letters. The Professional Conduct Director shall endeavour to resolve the complaint where necessary in consultation *with one or more members of the Professional Conduct Committee and/or specialist advisers.*
- (F) Where conciliation has proved unsatisfactory or unacceptable to any of the parties involved or to the Directors, then the procedures outlined in the Code of Adjudication Procedures shall be followed.

CESSATION OF QUALIFIED MEMBERSHIP AND REINSTATEMENT

- 12) (A) A qualified member may resign from membership by giving notice in writing as provided in *Article 8(A).*
- (B) In the case of a decision following a hearing to suspend or to expel a Member, the suspension or expulsion shall begin after twenty-eight clear days from the date of the notice of such decision being given to the Member, if no appeal has been lodged, or at the conclusion of an appeal meeting which has resulted in the decision by the directors being upheld.
- (C) The Society shall be entitled to publish, in any of its publications, and in the general press or other publications selected by the Board, notice of the suspension or expulsion of any Member subject to the provisions of these Articles, provided that such publication contains only the name and address of the Member and the formal grounds for such suspension or expulsion.
- (D) Upon application by a former Qualified Member to be reinstated to membership and/or the Register of Homeopaths after expulsion, the Board may exercise absolute discretion whether or not to reinstate the former Member and to which class of membership of the Society *he/she shall be reinstated.*
- (E) A Qualified Member who has withdrawn from practice and from qualified membership may be reinstated to his/her former membership upon application to the Board who shall have discretion, without right of appeal, to reassess that member's proficiency to practice and who may recommend further training before readmission.
- (F) Upon the disappearance of a Qualified Member, his/her membership shall be deemed to have ceased as and when his/her subscription is overdue and unpaid for one month. The former member may apply to the Board for reinstatement but the Board may exercise absolute discretion whether or not to reinstate him/her to qualified membership.

GENERAL MEETINGS

- 13) *Save where the Members otherwise elect in general meeting or by written resolution in accordance with the provisions of section 379A of the Act to dispense with the holding of annual general meetings pursuant to section 366A of the Act* the Society shall in each year hold a general meeting as its annual meeting in addition to any other meeting in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the Society and that of the next. Provided that so long as the Society hold its first annual general meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such a time and place as the Directors shall appoint.
- 14) All general meetings other than annual general meetings shall be called extraordinary general meetings.
- 15) The Directors may, when they think fit, convene an extraordinary general meeting; an extraordinary general meeting shall be convened on such requisition, or in default may be convened by such requisitionists as provided by *Section 368 of the Act. If at any time there are not within the United Kingdom sufficient Directors to form a quorum any Member may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Directors.*

NOTICE OF GENERAL MEETINGS

- 16) An annual general meeting and a meeting called for the passing of a special resolution shall be called by twenty-one days' notice in writing at the least, and a meeting of the Society other than an annual general meeting or a meeting for the passing of a special resolution called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of the meeting and, in case of special business, the general nature of that business and shall be given, in manner hereafter mentioned or in such other manner, if any, as may be prescribed by the Society in general meeting, to such persons as are, under the Articles of the Society, entitled to receive such notices from the Society:

Provided that a meeting of the Society shall, notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have been duly called if it is so agreed

- (a) in the case of a meeting called as the annual general meeting, by all the members entitled to attend and vote thereat; and
- (b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together representing not less than *ninety* five per cent of the total voting rights at that meeting of all the members.

- 17) *The notice shall be given to all the Members entitled to vote and to the Directors and Auditors.*

- (C) The membership of any Member of the Society who is not a Qualified Member may be terminated by the Directors if in their opinion the Member has done anything prejudicial to the interests of the Society or to the profession of homeopathy. The Member shall have the right to know any complaint against him/her and the opportunity to be heard in person by **a panel of** at least two Directors and one or more Full Members, appointed by the **Board** and who shall report to the **Board**, before any resolution as to the termination of his/her membership is passed. Any resolution on the termination of membership shall require a majority of three quarters of the Directors present in person at any meeting thereof.
- (D) Readmission of a former Member shall be at the absolute discretion of the Board, *in accordance with Articles 7(A) and 7(B) of these Articles.*

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- (B) Members, other than those on the Register of Homeopaths, shall not use their membership, nor the name, goodwill or facilities of the Society, to enhance personal reputation, to solicit patients, to obtain personal benefit, or for any professional purpose whatsoever. *A Licensed member may use the words "Licensed member of the Society of Homeopaths and working towards full registration" on stationery and publicity material.*
- (C) A Registered Member may withdraw his/her name from the published Register of Homeopaths, for reasons agreed with the Directors, while retaining his/her registered membership and continuing in practice. His/her name shall subsequently be returned to the published Register upon request *to the Registrar* at any time.
- (D) A Registered Member who has not continued in practice and has withdrawn or retired for more than three years may be reinstated to the Register upon application to the Board, who may in its absolute discretion reassess that Member's proficiency to practice and may refuse reinstatement to the Register of Homeopaths as it sees fit.
- (E) Upon resignation or cessation of membership of the Society, a Registered Member's name shall also be removed from the Register of Homeopaths, and notification to the membership of the Society and general public may be given at that time.

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- (C) *If a candidate for registration or examination wishes to appeal against a decision he/she may do so on the following grounds:*
a) that the registration procedures have not been properly followed
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- 11) (A) Failure by a Qualified Member to observe the provisions of these Articles and/or the guidelines of the Code of Ethics and Practice or any other standards or regulations made by the Society may render him/her subject to arbitration and/or disciplinary procedures, *as set out in the Articles and in the Society's Code of Ethics and Practice*, upon receipt of a complaint against him/her.
- (B) The **Board** shall appoint **a Director** to be the Professional Conduct Director who shall be responsible for the **maintenance** of standards within the Society and to investigate all complaints against Qualified Members. Any Director so appointed may be removed by the Board.
- (C) Complaints received by the Society concerning Qualified Members shall be referred to the Professional Conduct Director and the Member concerned shall be notified without delay of the fact that a complaint has been made against him/her.
- (D) *Where the complaint is in respect of any member of the Professional Conduct Committee, the Chairman/chairwoman of the Board shall convene a special Professional Conduct Committee including at least 2 Directors, who shall have the jurisdiction to investigate the complaint in accordance with the Society's Code of Ethics and Practice.*

- (E) Enquiries into complaints must be made impartially by those involved and they shall conciliate, where possible, by frank discussion and exchange of letters. The Professional Conduct Director shall endeavour to resolve the complaint where necessary in consultation *with one or more members of the Professional Conduct Committee and/or specialist advisers.*
- (F) Where conciliation has proved unsatisfactory or unacceptable to any of the parties involved or to the Directors, then the procedures outlined in the Code of Adjudication Procedures shall be followed.

CESSATION OF QUALIFIED MEMBERSHIP AND REINSTATEMENT

- 12) (A) A qualified member may resign from membership by giving notice in writing as provided in *Article 8(A).*
- (B) In the case of a decision following a hearing to suspend or to expel a Member, the suspension or expulsion shall begin after twenty-eight clear days from the date of the notice of such decision being given to the Member, if no appeal has been lodged, or at the conclusion of an appeal meeting which has resulted in the decision by the directors being upheld.
- (C) The Society shall be entitled to publish, in any of its publications, and in the general press or other publications selected by the Board, notice of the suspension or expulsion of any Member subject to the provisions of these Articles, provided that such publication contains only the name and address of the Member and the formal grounds for such suspension or expulsion.
- (D) Upon application by a former Qualified Member to be reinstated to membership and/or the Register of Homeopaths after expulsion, the Board may exercise absolute discretion whether or not to reinstate the former Member and to which class of membership of the Society *he/she shall be reinstated.*
- (E) A Qualified Member who has withdrawn from practice and from qualified membership may be reinstated to his/her former membership upon application to the Board who shall have discretion, without right of appeal, to reassess that member's proficiency to practice and who may recommend further training before readmission.
- (F) Upon the disappearance of a Qualified Member, his/her membership shall be deemed to have ceased as and when his/her subscription is overdue and unpaid for one month. The former member may apply to the Board for reinstatement but the Board may exercise absolute discretion whether or not to reinstate him/her to qualified membership.

GENERAL MEETINGS

- 13) *Save where the Members otherwise elect in general meeting or by written resolution in accordance with the provisions of section 379A of the Act to dispense with the holding of annual general meetings pursuant to section 366A of the Act* the Society shall in each year hold a general meeting as its annual meeting in addition to any other meeting in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the Society and that of the next. Provided that so long as the Society hold its first annual general meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such a time and place as the Directors shall appoint.
- 14) All general meetings other than annual general meetings shall be called extraordinary general meetings.
- 15) The Directors may, when they think fit, convene an extraordinary general meeting; an extraordinary general meeting shall be convened on such requisition, or in default may be convened by such requisitionists as provided by *Section 368 of the Act.* *If at any time there are not within the United Kingdom sufficient Directors to form a quorum any Member may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Directors.*

NOTICE OF GENERAL MEETINGS

- 16) An annual general meeting and a meeting called for the passing of a special resolution shall be called by twenty-one days' notice in writing at the least, and a meeting of the Society other than an annual general meeting or a meeting for the passing of a special resolution called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of the meeting and, in case of special business, the general nature of that business and shall be given, in manner hereafter mentioned or in such other manner, if any, as may be prescribed by the Society in general meeting, to such persons as are, under the Articles of the Society, entitled to receive such notices from the Society:

Provided that a meeting of the Society shall, notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have been duly called if it is so agreed

- (a) in the case of a meeting called as the annual general meeting, by all the members entitled to attend and vote thereat; and
- (b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together representing not less than *ninety* five per cent of the total voting rights at that meeting of all the members.

- 17) *The notice shall be given to all the Members entitled to vote and to the Directors and Auditors.*

- 18)* The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

- 19) The business of an annual general meeting shall be to receive and consider the accounts and balance sheets and the reports of the directors and auditors; to elect directors in place of those retiring and also additional directors and to elect auditors and fix their remuneration. All other business transacted at an annual general meeting shall be deemed special.
- 20) No business shall be transacted at any meeting, except the adjournment of the meeting, unless a quorum of Full Members is present at the time when the meeting proceeds to business, and such quorum shall consist of one-third of the total number of Full Members entitled to vote, or twenty or more such Members, whichever is the least.
- 21) If within thirty minutes from the time appointed for the meeting a quorum be 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 time and place as the member or members present may determine*, and if at such adjourned meeting a quorum be not present within thirty minutes from the time appointed for the meeting, the Member or Members present shall be deemed to be a quorum and may do all business which a full quorum might have done.
- 22) The Chairman/chairwoman (if any) of the **Board**, or in his/her absence the vice-chairman/chairwoman (if any) shall preside as chairman/chairwoman at every general meeting of the Society. If there be no such chairman/chairwoman, or if at any meeting he/she be not present within thirty minutes after the time appointed for holding the meeting, the Members present shall choose one of the Directors present to be the chairman/chairwoman, or if no Director be present, and willing to take up the chair, the Members present shall choose one of their number to be chairman/chairwoman.
- 23) The chairman/chairwoman 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 twenty-one 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.
- 24) At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is, before or upon the declaration of the result of the show of hands demanded by the chairman/chairwoman or by at least two Members present in person or by proxy, or by a Member or Members present in person or by proxy and representing one-tenth of the total voting rights of all the Members having the right to vote at the meeting and unless a poll be so demanded a declaration by the chairman/chairwoman of the meeting that a resolution has been carried, or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the Minute Book of the Society, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.
- 25) Subject to the *proceedings of the Act and of* the next succeeding Article, if a poll be demanded in manner aforesaid it shall be taken at such time and place and in such manner as the chairman/chairwoman 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.
- 26) No poll shall be demanded on the election of a chairman/chairwoman of a meeting or on any question of adjournment.
- 27) In the case of an equality of votes, whether on a show of hands or on a poll the chairman/chairwoman of the meeting shall be entitled to a second or casting vote.
- 28) The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business in addition to the question on which a poll shall have been demanded.
- 29) Any ordinary resolution of the Society determined on without any general meeting and evidenced by writing under the hands of all Directors of the Society and of Members of the Society amounting in number to at least three-quarters of the Members of the Society entitled to vote shall be as valid and effectual as an ordinary resolution duly passed at a general meeting of the Society duly convened and held.

VOTES OF MEMBERS

- 30) Subject as hereinafter provided every Member entitled to vote shall be known as a Full Member and shall have one vote. Voting membership is restricted to Registered Members who are not on the Medical Register of the General Medical Council.
- 31) Save as herein expressly provided, no voting Member other than a voting Member who shall have paid every subscription and other sum (if any) which shall be due and payable to the Society in respect of his/her membership shall be entitled to vote on any question either personally or by proxy, or as a proxy for another voting Member, at any general meeting.
- 32) A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in *matters concerning mental disorder*, may not vote.

- 33) *No person shall vote on any matter in which he/she has a personal interest whether pecuniary or otherwise or debate on such matter without the permission of the majority of the persons treated as voting such permission to be given or withheld without discussion.*
- 34) Votes may be given on a poll either personally or by proxy. On a show of hands a voting Member present only by proxy shall have no vote. A proxy need not be a Member.
- 35) The instrument appointing a proxy shall be in writing under the hand of the appointor or his/her attorney duly authorised in writing.
- 36) The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the office not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll not less than twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.
- 37) A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.
- 38) Any instrument appointing a proxy shall be in the following form or as near thereto as circumstance will admit:

"I
of
a member of the Society of Homeopaths Limited hereby appoint
of
and failing him/her,
of
as my proxy to vote for me and on by behalf at the (Annual or Extraordinary, as the case may be) General Meeting of the Society to be held on the ... day of ... and at every adjournment thereof.
As witness my hand this day of 20..."

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

- 39) Where it is desired to afford Members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances will admit:

THE SOCIETY OF HOMEOPATHS LIMITED

"I
of
a member of the Society of Homeopaths Limited hereby appoint
of
and failing him/her,
of
as my proxy to vote for me and on by behalf at the (Annual or Extraordinary, as the case may be) General Meeting of the Society to be held on the ... day of ... and at every adjournment thereof.
As witness my hand this day of 20...
This form is to be used *in favour of / against the resolution. Unless otherwise against instructed, the proxy will vote as he/she thinks fit.
* Strike out whichever is not desired."

DIRECTORS

- 40) The number of Directors shall be not less than six nor more than nine.
- 41) The first Directors shall be the subscribers to the Memorandum of Association.
- 42) The Directors may from time to time appoint any Member of the Society as a Director either to fill a casual vacancy or by way of addition to the **Board**, provided that the prescribed maximum be not thereby exceeded. Any Member so appointed shall retain

his/her office only until the next annual general meeting, but he/she shall then be eligible for re-election. The Directors shall be entitled to receive fees as shall be voted at a general meeting.

43) No person other than a voting Member of the Society shall be eligible to hold office as a Director.

BORROWING POWERS

44) The Directors may exercise all the powers of the Society to borrow money and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Society or of any third party.

POWERS AND DUTIES OF DIRECTORS

45) The business of the Society shall be managed by the Directors, who may pay all expenses incurred in promoting and registering the Society, and may exercise all such powers of the Society as are not, by the Act, or by these Articles, required to be exercised by the Society in general meeting, subject nevertheless to the provisions of the Act or the Articles and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Society in general meeting; but no regulation made by the Society in general meeting shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made.

46) The Directors may from time to time and at any time by power of attorney appoint any company, firm or person or body of person, whether nominated directly or indirectly by the directors, to be the attorney or attorneys of the Society for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under these Articles) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Directors may think fit and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him/her.

47) All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Society, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Directors shall from time to time by resolution determine. The Directors may enter into any indemnity regarding the performance of any obligations by the Society.

48) The Directors shall cause minutes to be made in books provided for the purpose

(A) of all appointments of officers made by the Directors

(B) of the names of the Directors present at each meeting of the directors and of any committee of the directors

(C) of all resolutions and proceedings at all meetings of the Society, and of the Directors, and of committees of directors and every Director present at any meeting of directors or committee of directors shall sign his/her name in a book to be kept for that purpose.

49) The Directors for the time being may act notwithstanding any vacancy in their number, provided always that if at any time the Directors be reduced in number below the minimum prescribed by these Articles, it shall be lawful for the Directors available to act for the purpose of admitting persons to membership of the Society, filling up vacancies in their number or of summoning a general meeting but for no other purpose.

50) The Directors may at any time appoint any person to be a Director either to fill a casual vacancy or as an addition to the existing number (but not so as to exceed the maximum number of Directors prescribed by these Articles). Any person so appointed shall hold office only until the next following annual general meeting and shall then be eligible for re-election but shall not be taken into account in determining the number of directors who are to retire by rotation at such meeting.

51) Without prejudice to the general powers conferred by **Article 45** and to the other powers and authorities conferred as aforesaid, it is hereby expressly declared that the Directors shall be entrusted with the following powers:

From time to time to make all such regulations and bye laws as they think proper with regard to the affairs and concerns of the society, and from time to time to repeal and alter the same or make others in lieu thereof as may seem expedient. Provided that the same do not contravene any of the provisions herein contained, and provided that no bye laws or regulations shall be made under this power which would amount to such an addition to or modification of the **Articles** as could only legally be made by a special resolution passed in accordance with the provisions of **Section 378** of the Act.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

52) (A) The office of a Director shall be suspended

i) where a director chooses to suspend himself/herself; or

ii) where the panel in a preliminary hearing has exercised its power to suspend the Director from his/her duties until the adjudication has been finalized; or

iii) where a Director fails to fulfil his/her duties and obligations as a Director and it is in the interests of the Society for the Directors to suspend him/her until the failure ceases or the Director vacates his/her office.

(B) The office of a Director shall be vacated if:

- i) *He/she ceases to be a director by virtue of any provision of the Act or he/she becomes prohibited by law from being a director; or*
- ii) He/she becomes bankrupt or makes any arrangement or composition with his/her creditors generally; or
- iii) *He/she is, or may be, suffering from mental disorder and either –*
 - (1) *He/she is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960, or*
 - (2) *An order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his/her detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his/her property or affairs; or*
- iv) He/she resigns his/her office by notice in writing to the Society; or
- v) He/she shall for more than six consecutive months have been absent without permission of the Directors from meetings of directors held during that period and the Directors resolve that his/her office be vacated; or
- vi) He/she is directly or indirectly interested in any contract with the Society and fails to declare the nature of his/her interest in manner required by **Section 317(1)** of the Act; or
- vii) He/she is suspended or expelled from membership of the Society.

53) The Society may by ordinary resolution, of which special notice has been given in accordance with **Section 303** of the Act, remove any Director before the expiration of his/her period of office notwithstanding anything in these Articles or in any agreement between the Society and such Director. Such removal shall be without prejudice to any claim such Director may have for damages for breach of any contract of service between him/her and the Society.

ROTATION AND ELECTION OF DIRECTORS

- 54) (A) Directors seeking election at an annual general meeting who have been in office as a Director for three consecutive years shall retire from office. These Directors shall be eligible for re-election. *After two consecutive terms in office, a Director shall stand down for a minimum of one year before seeking re-election, unless at the discretion of the Board it is unanimously agreed that the Director concerned shall be eligible for re-election forthwith.*
 - (B) Only Full Members are eligible for election as a Director and only Full Members can nominate them for election. *A minimum of two Full Members shall be required to nominate a Member for election. A Member may only nominate one Member to stand at any one election.*
 - (C) Members nominated for election shall sign a declaration that they are willing to seek election.
 - (D) All nominations and declarations of acceptance of nomination shall be received by the Secretary between ten and five weeks before an annual general meeting at which they will be voted. All Full Members will be notified of the dates of this period at least fifteen weeks before the date of the annual general meeting.
 - (E) All Members shall be notified of the date and venue of an annual general meeting at least three weeks before it is due to take place, together with details of all accepted nominations, retiring Directors seeking re-election, any Directors appointed since the previous annual general meeting and Directors continuing in office.
- 55) The Society may from time to time by ordinary resolution increase or reduce the number of Directors, and may also determine in what rotation the increase or reduced number is to **stand down** from office.
- 56) The Society may by ordinary resolution appoint another person in place of a Director removed from office under **Article 53**. The person appointed to fill such a vacancy shall be subject to retirement at the same time as if he/she had become a Director on the day on which the Director in whose place he/she is appointed was last elected a Director.

PROCEEDINGS OF DIRECTORS

- 57) The Directors may meet together for the despatch of business, adjourn, and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes, in the case of an equality of votes the chairman/chairwoman shall have a second or casting vote. A Director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of the Directors. It shall not be necessary to give notice of a meeting of Directors to any Director for the time being absent from the United Kingdom.
- 58) The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and unless so fixed shall be four. A meeting of the Directors at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Society for the time being vested in the Directors generally.
- 59) *A Director shall not be counted in the quorum present at a meeting in relation to a resolution on which he/she is not entitled to vote.*
- 60) The continuing Directors 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 the Articles of the Society as the necessary quorum of Directors the continuing Directors or

Director may act for the purpose of increasing the number of Directors to that number, or of summoning a general meeting of the Society, but for no other purpose.

- 61) The Directors may elect a chairman/chairwoman of their meetings and determine the period for which he/she is to hold office; but, if no such chairman/chairwoman is elected or if at any meeting the chairman/chairwoman is not present within five minutes after the time appointed for holding the same, the Directors present may choose one of their number to be chairman/chairwoman of the meeting.
- 62) The Directors may delegate any of their powers to committees consisting of such Directors together with such other members of the Society as they shall think fit, and any committee so framed shall in the execution of the powers so delegated conform to any regulations imposed on it by the Directors. The meetings and proceedings of any such committee shall be governed by the provisions of these Articles for regulating the meetings and proceedings of the Directors so far as applicable and so far as the same shall not be superseded by any regulations made by the Directors aforesaid.
- 63) *There shall be a Professional Conduct Committee which shall include in its membership the Professional Conduct Director and at least one other Director.*
- 64) All acts bona fide done by any meeting of the Directors or of any committee of the Directors, or by any person acting as a director, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such director or person acting as aforesaid or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a Director.
- 65) A committee may elect a chairman/chairwoman of its meetings. If no such chairman/chairwoman is elected, or if at any meeting the chairman/chairwoman is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to be chairman/chairwoman of the meeting.
- 66) A 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/chairwoman shall have a second or casting vote.
- 67) A resolution in writing signed by all Directors for the time being or by all members of any committee of Directors who are duly entitled to receive notice of a meeting of the Directors or of such committee shall be valid and effectual as if it had been passed at a meeting of the Directors or of such committee duly convened and constituted.

SECRETARY

- 68) The Secretary shall be appointed by the Directors for such term and upon such conditions as they think fit; and any Secretary so appointed may be removed by them.
- 69) A provision of the Act *or* these Articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, the Secretary.

THE SEAL

- 70) The Directors shall provide for the safe custody of the seal, which shall only be used by the authority of the Directors or of a committee of the directors authorized by the Directors in that behalf, and every instrument to which the seal shall be affixed shall be signed by a Director and shall be countersigned by the Secretary or by a second director or by some other person appointed by the Directors for the purpose.

INCOME OF THE SOCIETY

- 71) The income of the Society shall be applied solely towards the promotion of all or any of the objects of the Society as set forth in the Society's Memorandum of Association as the Directors may from time to time think fit (and in particular the Directors shall have power to transfer all or any part of such income to trustees to be applied by them for the advancement of the objects of the Society in such manner as they shall think best) with power to the Directors to create a reserve fund or reserve funds to be applicable for any such purposes, and, if the Directors shall think fit also to apply all or any part of the reserve fund appropriated to any particular purpose to any other one or more of such purposes, and, pending any such application, any reserve fund may at the discretion of the Directors either be employed in the business of the Society, or be invested from time to time in such investment as the Society may think fit.

ACCOUNTS

- 72) The Directors shall cause proper books of account to be kept with respect to:
 - (A) all sums of money received and expended by the Society and the matters in respect of which such receipts and expenditure take place
 - (B) all sales and purchases of goods by the society and
 - (C) the assets and liabilities of the Society.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the affairs of the Society and to explain its transactions.

- 73) The books of account shall be kept at the office, or, subject to **Section 222** of the Act, at such other place or places as the Directors shall think fit, and shall always be open to the inspection of the Directors.
- 74) The Directors shall from time to time determine whether and to what extent and what times and places and under what conditions or regulations the accounts and books of the Society or any of them shall be open to the inspection of Members of the Society, and no member shall have any right of inspecting any account or book or document of the Society except as conferred by statute or authorised by the Directors or by the Society in general meeting.
- 75) *Save where the Members otherwise elect in general meeting or by written resolution in accordance with the provisions of section 379A of the Act to dispense with the laying of accounts and reports before the Society in general meeting pursuant to section 252 of the Act*, at the annual general meeting in every year the Directors shall lay before the Society a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Society) made up to a date not more than four months before such meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Directors and the auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall, not less than twenty-one clear days before the date of the meeting, subject nevertheless to the provisions of **Section 240** of the Act, be sent to the auditors and to all other persons entitled to receive notices of general meetings in the manner in which notices are hereinafter directed to be served.
- 76) *Auditors shall be appointed and their duties regulated in accordance with the Act.*

NOTICES

- 77) A notice may be served by the Society upon any Member either personally or by sending it by first class post in a pre-paid envelope addressed to such Member at their registered address as appearing in the Register of Members.
- 78) Any Member described in the Register of Members by an address not within the United Kingdom, who shall from time to time give the Society an address within the United Kingdom at which notices may be served upon him/her, shall be entitled to have notices served upon him/her at such address, but, save as aforesaid and as provided by the Act, only those Members who are described in the Register of members by an address within the United Kingdom shall be entitled to receive notices from the Society.
- 79) Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter obtaining 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 pre-paid letter.

WINDING UP

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

INDEMNITY

- 81) *Subject to the provisions of the Act but without prejudice to any indemnity to which a Director may otherwise be entitled, every Director or other officer or auditor of the Society shall be indemnified out of the assets of the Society against any liability incurred by him/her in defending any proceedings, whether civil or criminal, in which judgement is given in his/her favour or in which he/she is acquitted or in connection with any application in which relief is granted to him/her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Society.*

NAMES, ADDRESSES AND DESCRIPTIONS OF ORIGINAL SUBSCRIBERS

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