

No. of Company 59206

The Companies Acts 1948 to 1967

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

Memorandum and Articles of Association of

CAMPBILL (BLAIR DRUMMOND) TRUST LIMITED

(Incorporated the 12th day of January, 1976)

Oswalds of Edinburgh Limited

Registration Agents

54 Queen Street, Edinburgh EH2 3NY





CERTIFICATE OF INCORPORATION

No. 59206

I hereby certify that

CAMPBILL (BLAIR DRUMMOND) TRUST LIMITED

is this day incorporated under the Companies Acts 1948 to 1967 and that the
Company is Limited.

Given under my hand at Edinburgh the 12 January, 1976.

J.B.I. McTavish.
Registrar of Companies

THE COMPANIES ACT 1948

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION OF

CAMPBILL (BLAIR DRUMMOND) TRUST LIMITED

I. The name of the Company (hereinafter called "the Incorporation") is "CAMPBILL (BLAIR DRUMMOND) TRUST LIMITED."

II. The Registered Office of the Incorporation will be situate in Scotland.

III. The objects for which the Incorporation is established are as follows: -

(1) To make provision in accordance with the principles of the late Dr. Rudolph Steiner as carried out by the Camphill Movement including the Camphill Schools and Camphill Village Trust and separately in accordance with the principles of the Six Circle Group formed to promote mutual community service for persons who through physical or mental handicaps, social mesdemeanours, lack of family care, old age or infirmity or otherwise, may be unable to find a place, temporarily or permanently in the social order so that such persons may be fit as far as possible for the discharge of private and public duties as citizens of the world.

(2) To establish and carry on, communities, residential centres, homes, schools, clinics, farms, workshops, hostels and colonies in the United Kingdom and abroad as the Incorporation may determine and to carry on in these communities and others educational, benevolent, social artistic, agricultural and medical works of every description.

(3) To manage, control, administer and govern communities and residential centres and other premises of the Incorporation in every respect as to it may seem fit and to appoint administrators, teachers, physicians, lecturers, demonstrators, house-parents and others for giving lectures, demonstrations, instruction, teaching, treatment, training, rehabilitation and special care or services.

(4) To receive as residents of the communities and residential centres and other premises, such persons (whether children, young persons or adults), as the Council of Management (hereinafter referred to as "the Council") may consider proper, and that on such conditions, including payment of fees for or towards their maintenance education, training, and treatment and for such periods all as the Council may fix; and to remove any such persons from said communities and other premises at the descretion of the Council without cause assigned.

(5) To make such Bye-laws as shall be lawful for the control and government of the communities and residential centres and other premises and of the work generally which Bye-laws shall be binding on the residents of the communities and other premises, and on the members and officials of the Incorporation.

(6) To assist in the education, upbringing, occupational training and rehabilitation of all persons who have been previously members of the communities.

(7) To prosecute research work in connection with any diseases whether or not encountered in the work of the Incorporation.

(8) To organise and hold public meetings, and to establish and carry on libraries, gymnasia, reading and recreation rooms, playgrounds, club rooms, or other premises or organisations for the benefit of the communities.

(9) To print, publish, buy and sell books, magazines and other publications, relating to or for the purposes of the Communities and other establishments and to publish or to contribute to the publication of any periodical journal, and to print and circulate lectures, papers and information relating to the work or conducive to its objects.

(10) To establish and support or aid in establishment or support of associations, institutions, funds or trusts calculated to benefit persons who are under the direction of or who may have been under the direction of the Incorporation, or the dependents of such persons and to grant pensions and allowances, and to make payment of insurance premiums or contributions in any scheme or otherwise for private superannuation allowances or other payments to such persons.

(11) To accept fees, donations, subscriptions, legacies, bequests, conveyances and transfers, either of money or of property, and either absolutely or conditionally, or in trust; and to apply the same for any of the objects of the Incorporation, or for any special or object specified by the respective donors, subscribers or testators.

(12) To exercise any of the foregoing powers either alone or in conjunction with any other incorporation, company, society, association, institution or body, whether incorporated or not, having similar powers or objects.

(13) To amalgamate or affiliate, either wholly or partially, with any other incorporation, company, society, association, institution or body, whether incorporated or not having objects similar to any of the objects of the Incorporation, and which is prohibited by its constitution from distributing its profits or assets amongst its members to an extent at least as great as is imposed upon this Incorporation, to take over, purchase or otherwise acquire all or any part of the property, assets or liabilities and engagements of any such incorporation, company, society, association, institution or body with which it is proposed to amalgamate.

(14) To form a separate Incorporation or Incorporations, or other organisation, incorporated or unincorporated, and, subject to a prohibition of the character mentioned in the previous paragraph, to take over any of the branches of the work, and to make over to such Incorporation or organisation, with or without consideration, for the working of such branches, the properties and other assets held for the same or used therefor, subject to such conditions and powers as the Incorporation may approve; or to apply for and procure a Provisional Order or Act of Parliament for the formation of an incorporation or other organisation to take over the work and undertaking of the Incorporation or any of the branches thereof; or to make over, with or without consideration, to any public body having powers and willing to carry on the work, any branch of the work and the properties and other assets held for same or used therefor.

(15) To pay all expenses of or incident to any such application and the formation and establishment of the Incorporation.

(16) To have the Incorporation registered or otherwise constituted or recognised by law in any country, state, district, or place in which it shall, from time to time, acquire or hold, or contemplate acquiring or holding, land, or carrying on work.

(17) To purchase, feu, take on lease, exchange, excamb, accept a donation of, or otherwise acquire, temporarily or permanently, for the purposes of the Incorporation, any heritable or moveable, real or personal property.

(18) To sell, feu, excamb, or let on lease, the property and assets of the Incorporation, and to mortgage, pledge, improve or otherwise deal with or dispose of the same for the purposes of the Incorporation.

(19) To borrow money for the purposes of the Incorporation, with or without security, and to grant all conveyances including where deemed advisable standard securities, mortgages, assignments in security and agreements containing all usual and necessary clauses, or other deeds which the Council may consider necessary therefor.

(20) To invest the moneys of the Incorporation in such securities as may be determined by the Council, provided that money subject or representing property subject to the jurisdiction of the Charity Commissioners for England and Wales or any similar body or authority shall only be invested in such securities and with such sanction (if any) as may for the time being be prescribed by law.

(21) To undertake and execute any trusts which the Incorporation or its Council may think it expedient to undertake.

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

(23) To grant Guarantees for the indebtedness or obligations of any Company, Firm or person and to secure the performance thereof by a charge or lien upon the whole or any part of the Company's assets including uncalled capital or in any other manner of way as the Company shall think fit.

IV. The liability of the members is limited.

V. Every member of the Incorporation undertakes to contribute to the assets of the Incorporation, 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 Incorporation contracted before the time at which he ceases to be a member, and of 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 one pound.

VI. If upon the winding up or dissolution of the Incorporation, 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 Incorporation, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Incorporation, and which shall prohibit the distribution of its or their income and property amongst its or their members, such institution or institutions to be determined by the members of the Incorporation at or before the time of dissolution, or in default thereof, by the Court of Session in Scotland, or such judge and so far as effect cannot be given to the aforesaid provision, then to some charitable object.

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Sir John Harling Muir, Bart., T.D., D.L.,
Blair Drummond House, Stirling, FK9 4UT.
Merchant.

Charles William Hills,
Polmont & Borstal Institution, Brightons, Falkirk.
Prison Governor.

Friedwart Bock,
Camphill Rudolf Steiner Schools Ltd.,
Witiko House, Camphill, Milltimber, Aberdeen, AB1 0AP.
School Principal.

Johannes Michael Surkamp,
Ochil Tower School,
Auchterarder, Perthshire.
School Principal.

William James McDougall Storm, B.L., S.S.C.,
Craigiebank, 19, Craigie Place, Perth.

Georg Friedemann Schad,
The Sheiling Curative School,
Halliers, Thornbury, Bristol BS12 1HW.
Curative Teacher.

Marianne Sander,
Blair Drummond House, Stirling FK9 4UT.
Curative Teacher.

Dated this 5th day of December, 1975.

Witness to the above signatures: - Anke Weihs,
Camphill Rudolf Steiner Schools Ltd.,
Murtle, Bieldside, Aberdeen.

THE COMPANIES ACT 1948

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF

CAMPBILL (BLAIR DRUMMOND) TRUST LIMITED

PRELIMINARY

1. These Articles shall be construed with reference to the provisions of the Companies Act, 1948 so far as not inconsistent with the context, be taken as having the respective meanings they have in those statutes. Words importing the singular shall include the plural; words importing the masculine shall include the feminine, and vice versa; and words importing persons shall include bodies incorporate.

2. The Incorporation for the purposes of registration, is declared to consist of twenty members but the Council of Management (hereinafter referred to as "the Council") may, whenever in its opinion the business of the Incorporation requires or renders it desirable so to do, register an increase of members.

MEMBERSHIP

3. In addition to the subscribers to the Memorandum of Association, the Council may from time to time, subject to the terms of Article 2 hereof, admit any other person to be a member of the Incorporation, either in an individual capacity or as the representative of any association or body nominating him to represent such an association or body, provided that any such representative shall have the same rights and be subject to the same obligations and liabilities incident to membership as if he were a member in his individual capacity. Every person who is proposed to be admitted as a member under this Article shall either sign the Register of Members or shall sign a written application for membership in such form as the Council shall prescribe.

4. The rights and privileges of membership shall be personal and incapable of transfer.

5. A member may at any time resign his membership of the Incorporation by letter addressed to the Secretary.

6. Each member shall be bound to further, to the best of his ability, the objects, interests, and influence of the Incorporation, and shall observe all regulations and bye-laws of the Incorporation made pursuant to the powers in that behalf contained in these Articles.

7. Any member who shall fail to observe any of the regulations or bye-laws of the Incorporation, or whose conduct or public utterances shall, in the opinion of the Council be derogatory to the character or prejudicial to the interests of the Incorporation, may be excluded from the incorporation by a present and voting at a meeting of the Council specially called to consider the passing of such a motion, of which meeting such member shall have been given reasonable notice and at which he shall have had a proper opportunity of being heard in his defence, and such member shall thereupon cease to be a member of the Incorporation.

GENERAL MEETING

8. The first general meeting shall be held at such time, not being less than one month nor more than three months after the establishment of the Incorporation, and at such place as the Council may determine.

9. Subsequent general meetings shall be held once in each year at such time (not being more than fifteen months after the holding of the last preceding general meeting) and place, as may be prescribed by the Incorporation in general meeting, or, in default, at such time and place as may be determined by the Council. In default of a general meeting being held within said period of fifteen months any member may convene a general meeting in the same manner, as nearly as possible, as that in which meetings are to be convened by the Council.

10. The above-mentioned general meetings shall be called ordinary general meetings; all other meetings of the Incorporation shall be extraordinary general meetings.

11. The Council may, whenever they think fit, and shall, on a requisition made in writing by any two or more members, call an extraordinary general meeting. The provisions of Section 132 of the Companies Act, 1948, or any statutory modification thereof, shall, mutatis mutandis, apply to such a requisition and to the meeting or meetings following thereon.

NOTICE OF MEETINGS

12. Subject to the provisions of Section 133 of the Companies Act, 1948 relating to the convening of meetings for the passing of Special Resolutions seven days' notice (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which notice is given) specifying the place, day and hour of meeting, and in the case of special business, the general nature of that business, shall be given to the members of the Incorporation in manner herein-after mentioned, unless the notice calling the meeting is signed by all the members, in which case, or if at all the members are present, a meeting may be held at any time. The accidental omission to give notice to or the non-receipt of notice by any member shall not invalidate the proceedings of any general meeting.

PROCEEDINGS AT GENERAL MEETINGS

13. The business of an ordinary general meeting of the Incorporation other than the first shall be the consideration of the accounts, balance sheets, and the ordinary reports of the Council and auditors; the election of members of Council and other officers in the place of those retiring and the fixing of the remuneration of the auditors; but the meeting may transact any business arising out of said reports. All other business transacted at an extraordinary general meeting, shall be deemed special.
14. No business shall be transacted at any general meeting unless a quorum is present; and, save as herein otherwise provided, three members personally present shall be a quorum.
15. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened on a requisition as aforesaid, shall be dissolved; and in any other case it shall stand adjourned to the same day in the following week, at the same time and place; and if, at such adjourned meeting, a quorum is not present, those present, if not fewer than two, shall be deemed to be a quorum.
16. The Chairman of the Council, if any or, in his absence, a member of the Council, or, failing any member of the Council being present, a member of the Incorporation nominated by the meeting, shall be entitled to take the chair at any general meeting.
17. Every question submitted to a meeting, shall be decided by a majority of the votes of those present, and in the case of an equality of votes the Chairman of the meeting shall have a second or casting vote.
18. The Chairman may with consent of the meeting (and shall, if so directed by the meeting) adjourn such 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, or not commented, at the meeting from which the adjournment took place, and the adjourned meeting shall, to all intent purposes, be construed as a continuation of the original meeting. No notice of an adjourned meeting shall be required unless the adjournment has been for more than ten days.
19. A Minute signed by all the members of the Incorporation shall have the like force and effect as a resolution passed at a duly convened general meeting, ordinary or extraordinary, as the case may be, of the Incorporation.

VOTES OF MEMBERS

20. Every member shall have one vote. Votes shall be given personally and not by proxy.

COUNCIL OF MANAGEMENT

21. Until otherwise determined by the Incorporation in general meeting the number of members of the Council shall not be less than three nor more than twenty.
22. The first members of the Council shall be Sir John Harling Muir, T.D., D.L., Merchant, Blair Drummond House, Stirling, FK9 4UT, Charles William Hills, Prison Governor, Polmont & Borstal Institution, Brightons, Falkirk, Freidwart Bock, School Principal, Camphill (rudolf Steiner) Schools Ltd., Witiko House, Camphill, Milltimber, Aberdeen, AB1 0AP, Johannes Michael Surkamp, School Principal, Ochil Tower School, Auchterader Perthshire, William James McGougall Storm, B.L., S.S.C. Craigiebank, 19 Craigie Place, Perth, Georg Freidman Schad, Curative Teacher, The Sheiling Curative School, Halliers, Thornbury, Bristol, BS12 1HW and Marianne Sander Cuarative Teacher, Blair Drummond House, Stirling, FK9 4UT.
23. The first members of the Council shall hold office until the ordinary general meeting of the Incorporation to be held in 1976, and shall be eligible for re-election from year to year thereafter. Subject as aforesaid all members of Council shall retire from office at each ordinary general meeting, but shall be eligible for re-election thereat. A member of the Council may act until the close of the meeting at which he retires.
24. Any member of the Council who shall intimate in writing his resignation of office, or who shall be or become incapax or non volons agere, or shall become bankrupt, or shall cease to be a member of the Incorporation, shall ipso facto, vacate office.
25. Every vacancy occasioned by any of the causes mentioned in the preceding Article, or by death, shall be entered in the minutes, and the member shall hold office until the next ordinary general meeting, and shall be eligible for re-election thereat.
26. Subject to Article 23, the Council shall have power at any time to appoint an additional member, who shall retire from office at the next ordinary general meeting, but shall be eligible for election by the Incorporation at that meeting as an additional member or to fill a vacancy.

POWERS OF COUNCIL

27. The whole business of the Incorporation shall be managed by the Council, who may exercise all such powers of the Incorporation as are not by the Companies Acts, or any statutory modification thereof for the time being in force, or by these Articles, required to be exercised by the Incorporation in general meeting, subject nevertheless to any regulations in these Articles, to the provisions of the said Act, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Incorporation in general meeting; but no regulation made by the Incorporation in general meeting shall invalidate any prior act of the Council which would have been valid if that

regulation had not been made. The Council, without prejudice to their general powers, may in the name of and on behalf of the Incorporation and from time to time at their discretion borrow any sum or sums of money for the purposes of the Incorporation and that upon such terms and in such manner as they think fit.

SEAL

28. The seal of the Incorporation shall not be affixed to any instrument except by the authority of a resolution of the Council and in presence of a member of Council and the Secretary or such other person as the Council may appoint for the purpose and that member of Council and Secretary or other person as aforesaid shall sign every instrument to which the seal of the Incorporation is so affixed in their presence.

29. The Incorporation may make provision for exercising the powers of Section 35 of the Companies Act, 1948 relating to the use of a seal abroad, which powers the Council is hereby authorised to exercise.

30. The Council may meet together for the dispatch of business, adjourn, and otherwise regulate their meetings and proceedings as they think fit, and may determine the quorum for the transaction of business, but, until otherwise determined by them, three members shall be a quorum.

31. 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 the regulations of the Incorporation as the necessary quorum of members, the continuing members may act for the purpose of increasing the number of members to that number, or of summoning a general meeting or of admitting additional members of the Incorporation, but for no other purpose.

32. A member of the Council may, and the Secretary shall, whenever required to do so by the Chairman or by two members of the Council convene a meeting of the Council. Two days' notice at least shall be given of all meetings of the Council, except where all the members sign a shorter notice or are present at the meeting.

33. Questions arising at a meeting of the Council shall be decided by a majority of votes, each member having one vote. In the case of an equality of votes, the Chairman shall have a second or casting vote.

34. If at the time appointed for a meeting a quorum is not present, or if the business of the meeting is not completed, the meeting shall be adjourned to such day and time as those present may determine.

35. The Council may, at their first meeting, and thereafter at their first meeting after the ordinary general meeting of the Incorporation in each year, appoint a Chairman, who shall hold office for a year, and shall be eligible for re-election. If any casual vacancy shall occur in the chairmanship the Council may fill the vacancy.

36. The Chairman shall be entitled to preside at all meetings of the Council, at which he is present, but if not desiring to do so, or in his absence, those present shall elect a Chairman of the meeting.

37. A minute signed by all the members of the Council, or a minute of a meeting of the Council, at which a quorum was not present, signed by all the other members as concurring therein, shall be equivalent to a resolution passed at a duly convened meeting of the Council at which a quorum was present.

COMMITTEES OF COUNCIL

38. The Council may appoint Committees consisting of at least two of their number, and may delegate to such Committees any of their powers and any Committee so formed shall, in the exercise of the powers so delegated, conform to any regulations (including the fixing of a quorum for its meetings) that may from time to time be imposed on them by the Council. In the absence of any contrary regulations by the Council, the foregoing Articles under the heading of Proceedings of Council shall apply, mutatis mutandis, to the proceedings of such Committees.

BYE-LAWS

39. The Council shall have power from time to time to make and vary bye-laws for the efficient carrying on of the business and work of the Incorporation, and the oversight and control thereof, and all homes and other premises belonging to the Incorporation, or under its control, and to enforce due observance of same, including the removal from office of any employee or the removal from any of the homes or other premises of any inmate thereof, provided that no bye-law so made shall have any validity or effect if it shall amount to such an alteration of or addition to these Articles as can only lawfully be made by special resolution.

ACCOUNTS AND AUDIT

40. The Council shall cause true accounts to be kept of the whole property and assets of the Incorporation, and of all sums received and expended by it.

41. The books and accounts of the Incorporation shall be open to the inspection of the members at all times during business hours, subject to any reasonable restrictions as to the time and manner of inspecting the same which may from time to time be imposed by the Incorporation in general meeting.

42. The appointment, powers, remuneration and duties of the auditors shall be regulated in accordance with Sections 159 to 163 of the Companies

Act 1948 or any statutory modification thereof for the time being in force and, for this purpose, the said sections shall have effect as if the word "members" were substituted for "shareholders" and as if "first ordinary general meeting" were substituted for "statutory meeting" and as if the word "Council" were substituted for the word "Directors", where used in those sections.

NOTICES

43. A notice may be served by the Incorporation upon any member, either personally or by sending it through the post in a prepaid letter or circular addressed to the registered address of such member, and any notice posted to a registered address shall be deemed to have been served at the expiration of twenty-four hours after posting, and, as regards those members who have no registered address in Great Britain, a notice shall be deemed to be duly served at the expiration of twenty-four hours after it shall have been posted up in the registered office; 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.

INDEMNITY

44. The members of the Council and the officers of the Incorporation shall at all times be indemnified out of the funds of the Incorporation against all outlays and liabilities which they may incur, or be put to in consequence of any act, matter, or thing done or permitted by them in or about the bona fide execution of the duties of their office, and each of them shall be chargeable only with such money as he may actually receive, and shall not be answerable or accountable for any loss or losses which may arise from any investment of the funds of the Incorporation, nor for any errors, neglect, or omissions, nor for the intromissions of any officers, auditors, or agents of the Incorporation unless such loss be sustained through his own wilful act or default.

COSTS

45. The costs, charges, and expenses of and incident to the preparation and execution of the Memorandum and Articles of the Incorporation and the registration and establishment of the Incorporation may be defrayed out of the funds of the Incorporation.

Names, addresses and descriptions of Subscribers

Sir John Harling Muir, Bart., T.D., D.L.,
Blair Drummond House, Stirling, FK9 4UT.
Merchant.

Charles William Hills,
Polmont & Borstal Institution, Brightons, Falkirk.
Prison Governor.

Friedwart Bock,
Camphill Rudolf Steiner Schools Ltd.,
Witiko House, Camphill, Milltimber, Aberdeen, AB1 0AP.
School Principal.

Johannes Michael Surkamp,
Ochil Tower School,
Auchterarder, Perthshire.
School Principal.

William James McDougall Storm, B.L., S.S.C.,
Craigiebank, 19, Craigie Place, Perth.

Georg Friedemann Schad,
The Sheiling Curative School,
Halliers, Thornbury, Bristol BS12 1HW.
Curative Teacher.

Marianne Sander,
Blair Drummond House, Stirling FK9 4UT,
Curative Teacher.

Dated this 5th day of December, 1975.

Witness to the above signatures:- Anke Weihs,
Camphill Rudolf Steiner Schools Ltd.,
Murtle, Bielside, Aberdeen.