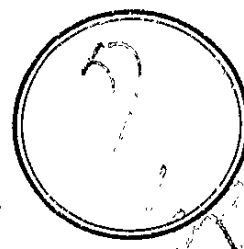


102915/1

"THE COMPANIES (CONSOLIDATION) ACT, 1908."



A
Companies'
Fee Stamp
of 5s.
should be
impressed
here.

Declaration of Compliance

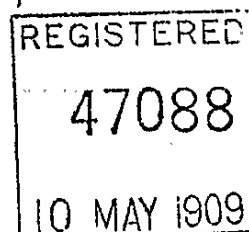
WITH THE

REQUIREMENTS OF THE COMPANIES
(CONSOLIDATION) ACT, 1908

Made pursuant to Section 17, Sub-section 2, of The Companies (Consolidation)
Act, 1908, on behalf of a Company proposed to be Registered as

The British Homœopathic Association (Incorporated).

LIMITED.



(See Page 2 of this Form.)

TELEGRAMS: "CERTIFICATE, LONDON."

12914-3.09
TELEPHONE NUMBER: 246 HOLBORN.

JORDAN & SONS, LIMITED,

Company Registration Agents, Printers, Publishers, and Stationers,
116 & 117 CHANCERY LANE, LONDON, W.C.

Presented for filing by

Ubertimano & Thilly
3 Abbe Court
Finsbury

125



I Thomas Clark Merriman

of No 3 Mitre Court Temple in the City of London Solicitor

*Here insert--
"A Solicitor
of the High
Court en-
gaged in the
formation,"
or "A person
named in the
Articles of
Association as
a Director or
Secretary."

Do solemnly and sincerely Declare that I am* A Solicitor of the High
Court and a member of the firm of Merriman & Threlby of
No 3 Mitre Court Temple aforesaid engaged in the formation
of The British Homoeopathic Association (Incorporated)

LIMITED,

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

Declared at No 5, Serjeants
Inn, Fleet Street
in the City of London
the 10th day of May
One thousand nine hundred and nine,

before me,

Step Woodbridge
A Commissioner for Oaths.

T. Clark Merriman

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

LICENCE BY THE BOARD OF TRADE,
pursuant to Section 20 of the Companies (Consolidation)
Act, 1908.

WHEREAS it has been proved to the Board of Trade that
"The British Homœopathic Association (Incorporated)",
which is about to be registered under the
Companies (Consolidation) Act, 1908, as an Association limited by guarantee,
is formed for the purpose of promoting objects of the nature contemplated by
the 20th section of that Act, and that it is the intention of the said
association, _____ that the income and property of the
Association whencesoever derived shall be applied solely towards the promotion
of the objects of the Association as set forth in the Memorandum of Association
of the said association, _____
and that no portion thereof shall be paid or transferred, directly or indirectly,
by way of dividend or bonus or otherwise howsoever, by way of profit to the
members of the said association.

NOW, THEREFORE, the Board of Trade, in pursuance of the powers
in them vested, and in consideration of the provisions and subject to
the conditions contained in the Memorandum of Association of the said
association, _____
as subscribed by seven members thereof on the fourth day
of May 1909, do by this their licence direct
"The British Homœopathic Association (Incorporated),"
_____ to be registered with limited liability, without
the addition of the word "Limited" to its name.

SIGNED by order of the Board of Trade, this sixth day
of May 1909.



Comptroller of the Companies Department,
authorised in that behalf by the
President of the Board of Trade.



102415

THE COMPANIES (CONSOLIDATION) ACT, 1908.

Company limited by Guarantee, not having a Capital divided into Shares.

Memorandum of Association

OF

THE BRITISH HOMŒOPATHIC ASSOCIATION

(INCORPORATED).

1. The name of the Association is "THE BRITISH HOMŒOPATHIC ASSOCIATION (INCORPORATED)".

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

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

(A) To take over all or such as can be legally transferred to the Association of the assets, property, liabilities and engagements of a Voluntary Association which was established in the year 1902, and known by the name of the British Homœopathic Association.

(B) To support, extend and develop Homœopathy in the United Kingdom.

(C) To assist any existing Homœopathic Institutions of the United Kingdom.

(D) To found, maintain, extend and endow, or assist in the foundation, maintenance, extension and endowment of Homœopathic Hospitals, Cottage Hospitals, Dispensaries, Convalescent Homes and Sanatoria in the United Kingdom.

(E) To promote a knowledge of Homœopathic Therapeutics.

(F) To undertake and finance the proving and re-proving of drugs after the Homœopathic Method.

REGISTER

4708

10 MAY 19

(g) To undertake and finance original Research into the problems of Medicine without Vivisection.

(h) To create and endow Lectureships in Homœopathic Medicine.

(i) To found, equip and endow, or to assist in the foundation, equipment and endowment of an educational establishment for the thorough instruction of professional men and medical students in the science and practice of Homœopathy.

(j) To grant and endow scholarships or otherwise assist students and practitioners of Homœopathy who propose to practise or are practising in the United Kingdom.

(k) To found and maintain residential chambers for the benefit of students interested in Homœopathy, and not being Members of the Association.

(l) To promote the public knowledge of Homœopathy by instituting and maintaining lectures on that subject.

(m) To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient, for the purpose of procuring contributions to the funds of the Association in the shape of donations, annual subscriptions or otherwise.

(n) To print and publish any newspaper, periodicals, books and leaflets that the Association may think desirable for the promotion of its objects.

(o) To promote or obtain the introduction of Bills for the furtherance of any of the objects of the Association, and support or oppose, when otherwise introduced, Bills before Parliament which may affect the interests of Homœopathy.

(p) To establish and support, or assist in the establishment and support of branches of the Association, and of any other Associations formed for all or any of the objects of the Association, and to delegate to any of such branches such of the powers of the Association as, in the opinion of the Council of the Association, it may be expedient to delegate.

(q) To amalgamate with any companies, institutions, societies or associations having objects altogether or in part similar to those of the Association, and which may either have obtained a license from the Board of Trade under Section 20 of the Companies (Consolidation) Act of 1908, or any corresponding

statutory provision, or shall prohibit payment of dividend or profit to its Members, at least to as great an extent as such payment is prohibited by this Memorandum to Members of the Association.

(r) To purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the companies, institutions, societies or associations with which the Association is authorised to amalgamate.

(s) To transfer all or any part of the property, assets, liabilities and engagements of the Association to any one or more of the companies, institutions, societies or associations with which the Association is authorised to amalgamate.

(t) Subject to the provisions of the 19th Section of the Companies (Consolidation) Act of 1908, to purchase, take on lease or exchange, hire or otherwise acquire any real or personal estate which may be deemed necessary or convenient for the purposes of the Association, provided that in case the Association shall desire to hold more land than the law for the time being shall permit it to hold without the license of the Board of Trade, such license shall be obtained.

(u) To invest and deal with the moneys of the Association not immediately required, in such manner as may from time to time be determined.

(v) To construct, maintain and alter any houses, buildings or works necessary or convenient for the purpose of the Association.

(w) To sell, improve, manage, develop, exchange, lease, mortgage, dispose of, or otherwise deal with all or any part of the property of the Association.

(x) To borrow or raise or secure the payment by mortgage, debentures or otherwise of money in such manner as the Association may think fit.

(y) To take any gift or property, whether subject to any special trust or not, for any one or more of the objects of the Association, but so that if the Association shall at any time take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Association shall not sell, mortgage, charge or lease the same without such consent as may be required by law, and as regards any such property the Association, its Council of Management and

Trustees shall be chargeable only for such property as shall come into their hands, and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as it would have been if no incorporation had been effected, and the incorporation of the Association shall not diminish or impair any control or authority exercisable by the Chancery Division of the High Court of Justice or the said Charity Commissioners over such Association, its Council of Management or Trustees, but they shall as regards any such property be subject to such control or authority as if the Association were not incorporated. In case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with the same in such manner as allowed by law having regard to such trusts.

(z) To do all such other lawful acts and things as are incidental or conducive to the above objects, or any of them.

4. The income and property of the Association, whencesoever derived, shall be applied solely towards the promotion of the objects of the Association as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend or bonus, or otherwise howsoever by way of profit to the Members of the Association. Provided that, subject to the provisions contained in Clause 7 hereof, nothing herein contained shall prevent the payment in good faith of remuneration to any officers or servants of the Association, or to any Member of the Association or other person in return for any services actually rendered to the Association.

5. The fourth paragraph of this Memorandum is a condition on which a license is granted by the Board of Trade to the Association in pursuance of section 20 of "The Companies (Consolidation) Act, 1908."

6. The liability of Members of the Association is limited.

7. No Member of the Council or other governing body of the Association shall be appointed to any salaried office or any office paid by fees, and no remuneration shall be given to any Member of such Council or governing body except for repayment of out-of-pocket expenses and interest on money lent or rent for premises demised to the Association. Provided that any Member, whether or not a Member of the Council or other governing body, may be paid, receive or retain fees for lectures given by him subject to these provisions, that is to say, that not more in number than one-fourth of the Members for the time being of such Council or governing body shall receive such fees as aforesaid, and that

no Member shall be entitled to vote any question relating to his employment or remuneration. Provide so that the aforesaid provisions of this clause shall not apply to any payment to any railway, gas, electric lighting, water, cable, or telephone company, of which a Member of the Council may be a member, or any other company in which such Member shall not hold more than one-hundredth part of the capital, and such Member shall not be bound to account for any share of profits he may receive in respect of such payments.

8. Every Member of the Association undertakes to contribute to the assets of the Association in the event of the same being wound up during the time that he is a Member, or within one year afterwards, for payment of the debts and liabilities of the Association, contracted before the time at which he ceases to be a Member, and of the costs, charges and expenses of winding up the Association, and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required, not exceeding ten shillings.

9. If on the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid or distributed among the Members of the Association, but if and so far as effect can be given to the next provision, shall be given or transferred to some other institution or institutions, having objects similar to the objects of the Association, to be determined by the Members of the Association at or before the time of dissolution, or, in default thereof, by such Judge of the High Court of Justice as may have or acquire jurisdiction in the matter, and if and so far as effect cannot be given to such provision, then to some charitable object.

10. True accounts shall be kept of the sums of money received and expended by the Association, and the matter in respect of which such receipt and expenditure takes place, and of the property, credits and liabilities of the Association, 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 Association for the time being, shall be open to the inspection of Members. Once at least in every year the accounts of the Association shall be examined and the correctness of the 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 an Association in pursuance of this Memorandum of Association.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

Dennyham
5 Chestnutfield Gardens London W
Peer.

Lawlor
7 Princes Gardens London S.W. Peer

George Wynter Noel
The Mansion House, London E.C.
Kent. Lord Mayor of London.

Edward Ford Duncanson
Nutwood, Bickley Park. Kent Architect

Charles Edwin Wheller
5 Devonshire & Parkland Place London W
Physician

George Henry Burford
35 Queen Anne Street (overlooked Square W.)
London. Physician.

Dudley D'Auynne Wright
Bentrick Mansions Bentinck Street London W
Surgeon.

Dated the 4th day of May, 1909.

Witness to the above signatures—

Henry James Meadows Wood
2 New Square. London. W.C.
Barrister at Law.



102915
THE COMPANIES (CONSOLIDATION) ACT, 1908.

Company limited by Guarantee and not having a Capital divided into Shares.

Articles of Association

OF

~~THE~~ BRITISH HOMOEOPATHIC ASSOCIATION
(INCORPORATED).



1. In these Regulations, unless there be something in the subject or context inconsistent herewith.

"The Association" means the above-named Association.

"The Council" means the Members for the time being of the Council hereby constituted.

"In writing" means written or printed, or partly written or partly printed.

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

Words importing persons include Corporations.

2. For the purposes of registration the number of Members of the Association is declared to be unlimited.

3. These articles shall be construed with reference to the provisions of the Companies (Consolidation) Act, 1908.

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

5. The subscribers to the Memorandum and Articles of Association of the Association, and such other persons as shall be admitted to Membership in accordance with these regulations, and none other, shall

be Members of the Association, and shall be entered in the Register of Members accordingly.

6. The following persons shall be eligible to become Members :--

(A) Subscribers of not less than one guinea per annum.

(B) Donors of not less than ten pounds to the General Funds of the Association.

(C) Those who have given not less than £10 to the British Homoeopathic Association.

(D) Any one executor of a testator who shall, in accordance with the will or codicil, pay to the Association a legacy of not less than £20.

7. No person shall be admitted a Member of the Association unless he is first approved by the Council, and the Council shall have full discretion as to the admission of any person to membership.

8. Where any person desires to be admitted to membership of the Association he must sign and deliver to the Association an application for admission, framed in such terms as the Council shall require.

OFFICERS OF THE ASSOCIATION.

9. The Association shall have a President, Vice-Presidents, hon. Vice-Presidents and a Council. The President shall be elected by the Association at a General Meeting. The number of Vice-Presidents and hon. Vice-Presidents of the Association shall be unlimited, and they shall be elected by the Association in like manner. The signatories to the Memorandum of Association shall be the first Members of the Council and shall hold office till the annual Meeting of the Association in 1910.

10. In the absence of the President at any General Meeting of the Members of the Association, a Chairman shall be elected by the Members present.

MANAGEMENT OF THE ASSOCIATION.

11. The management of the Association shall be in the hands of the Council, who shall be elected annually by the Members at the annual Meeting of the Association.

12. The Council shall consist of Members of the Association and shall be not less than six, nor more than thirty, in number (of whom three

shall form a program) and may, without the sanction of a General Meeting, exercise every power vested in the Association which is not by the Companies (Consolidation) Act, 1908, or by these Articles required to be exercised by the Association in General Meeting, subject, nevertheless, to any regulations of these Articles, to the provisions of the last-mentioned Act and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Association in General Meeting, and the Council may do all things necessary for or conducive to the due exercise of every such power, and may in particular meet for the despatch of business, regulate their proceedings by bye-laws or otherwise, appoint from their Members not more than ten or less than three to form a Committee to transact such business as may be delegated to them by the Council, and in particular to manage any property held by or vested in the Association, subject to a special trust or trusts or otherwise, appoint, remove or suspend any Secretary, clerk or other employee, borrow money for the efficient maintenance of the Association, sell or purchase any property, and generally manage or conduct the business and affairs of the Association in such manner as they shall think most conducive to the objects of the Association.

13. Any vacancy occurring on the Council during any year may be filled up by the Council.

SEAL.

14. The Council shall forthwith provide a Seal, and may from time to time destroy the same, and substitute a new Seal in lieu thereof. The Seal shall be deposited at the office, and shall never be affixed to any document without the authority of the Council previously given, and in the presence of two Members of the Council at the least, who shall sign every document to which the Seal of the Association is affixed, and every such instrument shall be countersigned by the Secretary or some other person appointed by the Council.

AUDITORS.

15. The Association shall at each Annual General Meeting appoint an Auditor or Auditors for the audit of the accounts of the Association, or an Auditor or Auditors to hold office until the next Annual General Meeting. The provisions of the Companies (Consolidation) Act, 1908, or any statutory modification thereof, for the time being in force as to audit and auditors shall be observed, the word Members being substituted for Shareholders.

MEETINGS.

16. There shall be a General Meeting of the Association in every year ordinarily and, when possible, in the month of May, when the annual report shall be made of the financial and general state of the Association. In any case the Annual General Meeting shall be held within fifteen calendar months after the last preceding General Meeting. The Council shall have power to summon a Special General Meeting whenever they deem it necessary. Seven Members personally present shall be a quorum for any General Meeting.

17. The powers of a General Meeting shall include, amongst others :—

(A) Election of the Council.

(B) The transaction of any other business submitted to it by the Council.

18. Any Member wishing to bring any business before the General Meeting must give at least fourteen clear days' notice in writing to the Secretary, and all matters of which such notice shall have been given shall be duly submitted to the Association at the next General Meeting held after such notice.

19. A Special General Meeting of the Association shall be held at any time, on a requisition being made by any ten Members of the Association in writing to the Secretary.

20. All questions submitted to any Meeting of the Association shall be decided by a majority of votes of Members present, and the Chairman of such Meeting shall, in the case of an equality of votes, have a second or casting vote.

ALTERATION OF ARTICLES.

21. No Article shall be altered except by special resolutions passed and confirmed in accordance with Section 69 of the "Companies (Consolidation) Act of 1908."

22. The whole or any of these Articles may be rescinded, altered, or varied, and other Articles in addition to, or substitution of, these Articles may be made by a Special Resolution of the Association, duly passed in accordance with the provisions of "The Companies (Consolidation) Act, 1908."

NOTICES.

23. A notice may be served by the Association upon any Member either personally or by sending it through the post, in a prepaid envelope or wrapper, addressed to such Member at his registered place of address.

24. Every Member whose registered place of address is not in the United Kingdom may, from time to time, notify in writing to the Association an address in the United Kingdom, which shall be deemed his registered place of address within the meaning of the last preceding clause.

25. As regards those Members who have no registered address in the United Kingdom, a notice posted up in the office shall be deemed to be well served on them at the expiration of twenty-four hours after it is so posted up.

26. Any notice required to be given by the Association to the Members, or any of them, and not expressly provided for by these presents, shall be sufficiently given if given by advertisement.

27. Any notice required to be, or which may be, given by advertisement shall be advertised once in two London daily newspapers.

 NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

Donnylunn

5 Chesterfield Gardens London W. Recr.

London.

7. Primas Gardens London S.W. Recr.

Georgie M. M. M.

The Mansion House, London E.C.

Post. Lord Mayor of London.

Edward. Ford. Duncanson

Nutwood. Bickley Park. Kent Architect

Charles Edwin Whelan

5 Devonshire St Portland Place London W
Physician.

George Henry Burford

35 Queen Anne Street (over Arch Square)
London. W. Physician.

Dudley Davenport Wright

Bentick Mansions Bentrick Street London W.
Surgeon.

Dated this 4th day of May, 1909.

Witness to the above signatures—

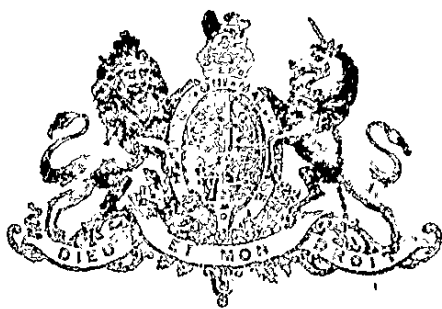
Henry James Medley Wood

2 New Square Lincoln W.C.

Barister-at-Law.

DUPLICATE FOR THE FILE.

No. 102915



Certificate of Incorporation

I Hereby Certify, That the
British Homoeopathic Association
(Incorporated) (the word "limited" being
omitted by licence of the Board of Trade)

is this day Incorporated under the Companies (Consolidation) Act, 1908, and that the Company
is **Limited**.

Given under my hand at London this *Tenth* day of *May*
One Thousand Nine Hundred and *nine*.

Fees and Deed Stamps £ *21* ¹⁰/₁₀

Stamp Duty on Capital £ _____

H. V. Lantieri
Registrar of Joint Stock Companies.

Certificate received by *Messrs. Mansel Stirling*

3 Abchurch Court

Temple E.C.

Date *12 May 1909*

No. 102915.



THE COMPANIES ACT, 1929.

THE BRITISH HOMŒOPATHIC ASSOCIATION
(INCORPORATED).

Special Resolution

Passed the 26th day of February, 1936.



AT AN EXTRAORDINARY GENERAL MEETING of the Members of
the above-named Company duly convened and held at the Offices
of the Company, 43 Russell Square, London, W.C.1, on the
Twenty-sixth day of February, 1936, the following Special
Resolution was duly passed :—

“ That the name of the Company be changed to the

“ British Homœopathic Association.”

E. Ford Duncan

Chairman.

100915/12.
B

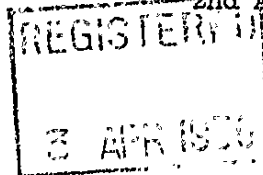
[C.D. 39.]

It is requested that any reply to this letter may be addressed to the Comptroller of the Companies Department, Board of Trade, Great George Street, London, S.W.1. (Telegraphic Address: "Companies, Parl, London," Telephone Number: Whitehall 5140), and that the following number may be quoted:—
Cos. 77/36.

BOARD OF TRADE



2nd April 1936



Gentlemen,

The British Homœopathic Association (Incorporated).

With reference to your application of the 6th January

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

British Homœopathic Association.

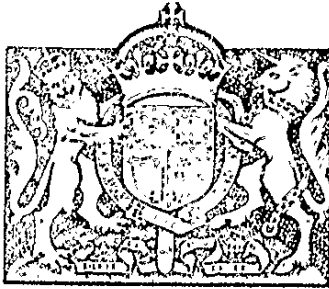
This communication should be tendered to the Registrar of Companies, Bush House, Aldwych, W.C.2.

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

I am, Gentlemen,

Your obedient Servant,

No. 102915



Certificate of Change of Name.

I hereby Certify That

THE BRITISH HOMOEOPATHIC ASSOCIATION (INCORPORATED)

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

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

Given under my hand at London, this **third** day of **April**
One Thousand Nine Hundred and **thirty-six**

Registrar of Companies.

Certificate received by

Field Roscoe & Co

36 Lincoln Inn Fields W.C.2

Date

April 6th 1936.

17 - DEC 1950

102915 / 29



THE BRITISH HOMŒOPATHIC ASSOCIATION (INC.)

Special Resolution

Passed 28th September 1950.

AT an EXTRAORDINARY GENERAL MEETING of the above-named Association, held at the Royal London Homœopathic Hospital, Great Ormond Street, London, W.C.1, on Thursday, the 28th day of September 1950, the following Resolution was duly passed as a Special Resolution :—

RESOLUTION.

That the draft new Articles of Association submitted to this Meeting, a copy of which has been signed for the purpose of identification by the Chairman of the Meeting, be and the same are hereby adopted as the Articles of Association of the Association in substitution for and to the exclusion of all the existing Articles of Association.

Gilbert Deane
Chairman.

The Companies Act, 1948

Company Limited by Guarantee and not having a Capital
divided into Shares

N E W

Articles of Association

OF

THE BRITISH HOMOEOPATHIC ASSOCIATION (INCORPORATED)

(Adopted by Special Resolution passed on *28th*
September 1950)

LINKLATORS & PAINES,
Austin Friars House,
6, Austin Friars,
London, E.C.2.

..... The Companies Act 1948.

Gilbert H. H. H. H.
Chairman

Company Limited by Guarantee and not having a Capital
divided into Shares

NEW
Articles of Association
OF

THE BRITISH HOMOEOPATHIC ASSOCIATION (INCORPORATED)
(Adopted by Special Resolution passed on
1950)

GENERAL

- Definitions 1. In these Regulations, unless there be something in the subject or context inconsistent herewith -
- "The Association" means the above-named Association.
- "The Council" means the Members for the time being of the Council hereby constituted.
- "The Statutes" means The Companies Act 1948, and every other Act for the time being in force concerning companies and affecting the Association.
- "These presents" means these Articles of Association, as originally framed, or as from time to time altered by Special Resolution.
- "In writing" means written or printed, or partly written or partly printed.
- Words importing the singular number only include the plural number and vice versa.
- Words importing persons include Corporations.
2. For the purpose of registration the number of Members of the Association is declared to be unlimited.
3. These Articles shall be construed with reference to the provisions of the Companies Act, 1948.
4. The Association is established for the purposes expressed in the Memorandum of Association.
- Membership 5. Persons who are members of the Association at the

date of the adoption of these presents as the Articles of Association of the Association, and such other persons as shall be admitted to membership in accordance with these presents and none other, shall be members of the Association, and shall be entered in the Register of Members accordingly.

- Regulations and bye-laws. 6. The Council shall have power to make regulations or bye-laws as to the persons or classes of persons who shall be eligible to become members of the Association and the conditions of eligibility for membership and from time to time to revoke or vary any such regulations or bye-laws.
- Admission to membership. 7. Any person desiring to be admitted to membership of the Association must sign and deliver to the Association an application for admission, framed in such terms as the Council shall require.
- Refusal of Admission, etc. 8. The Council shall be entitled in their absolute discretion to refuse to admit to membership of the Association any person without giving any reasons for such refusal. If it shall appear to the Council that it is for any reason undesirable that any person should continue to be a member of the Association, the Council shall give to the person concerned notice in writing inviting such person to resign from membership within fourteen days; and shall in such notice name a time and place not being less than fourteen days nor more than twenty-eight days after the date of the notice at which, failing such resignation having been received within the said period of fourteen days, a meeting of the Council will be held for the purpose of considering the removal of the person concerned from membership of the Association and shall state that at such meeting the person concerned shall be entitled to attend for the purpose of hearing the reasons for the Council's request for his resignation and of making any reply to the Council. The Council shall then decide whether or not to remove the person concerned from membership of the Association and the decision of the Council shall be final. The decision of the Council shall be notified to the person concerned not more than seven days after the meeting of the Council at which the decision has been taken.

GENERAL MEETINGS

- Annual General Meetings. 9. An Annual General Meeting shall be held once in every year, at such time (within a period of not more than fifteen months after the holding of the last preceding Annual General Meeting and if circumstances permit not later than the last day of June) and at such place as may be determined by the Council. All other General Meetings shall be called Extraordinary General Meetings.
- Extraordinary General Meetings 10. The Council may whenever they think fit, and shall on requisition in accordance with the Statutes, proceed

to convene an Extraordinary General Meeting. A requisition in writing by not less than twenty members having at the date of deposit of the requisition a right to attend and vote at general meetings shall be deemed to be a requisition in accordance with the provisions of the statutes so far as these provisions relate to the number of members required to requisition an Extraordinary General Meeting.

NOTICE OF GENERAL MEETINGS

Notice of Meetings. 11. An Annual General Meeting and any General Meeting at which it is proposed to pass a Special Resolution or a resolution of which special notice has been given shall be called by twenty-one days' notice in writing at the least, and any other General Meeting by fourteen days' notice in writing at the least (exclusive in either case of the day on which it is served or deemed to be served and of the day for which it is given) given in manner hereinafter mentioned to such persons as are by virtue of these presents or of the Statutes entitled to receive such notices from the Association: Provided that the accidental omission to give notice to, or the non-receipt of notice by, any member shall not invalidate the proceedings at any General Meeting.

Contents of Notice. 12. (A) Every notice calling a General Meeting shall specify the place and the day and hour of the meeting.

(B) In the case of an Annual General Meeting, the notice shall also specify the meeting as such.

(C) In the case of any General Meeting at which business other than routine business is to be transacted, the notice shall specify the general nature of the business; and if any resolution is to be proposed as an Extraordinary Resolution or as a Special Resolution, the notice shall contain a statement to that effect.

Routine business. 13. Routine business shall mean and include only business transacted at an Annual General Meeting of the following classes, that is to say :-

(A) Reading and considering the balance sheet, the ordinary reports of the Council and Auditors, and other accounts and documents required to be annexed to the balance sheet.

(B) Appointing Auditors and fixing the remuneration of the Auditors or determining the manner in which such remuneration is to be fixed.

(C) Receiving reports of the results of ballots for the election of members of the Council in the place of those retiring by rotation or otherwise.

PROCEEDINGS AT GENERAL MEETINGS

- Quorum.** 14. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Fifty members of the Association present in person and entitled to vote at the meeting shall be a quorum for all purposes.
- Adjournment if quorum not present.** 15. If within half an hour from the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Council may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present shall be a quorum.
- Chairman.** 16. The Chairman of the Association or in his absence the Deputy Chairman of the Association shall preside as Chairman at every General Meeting, but if there be no such Chairman or Deputy Chairman or if at any meeting neither of them shall be present within fifteen minutes after the time appointed for holding the same, or if they be unwilling to preside, the members of the Council present shall choose one of their number to preside. If at any meeting no member of the Council is present and willing to preside, the members present shall choose one of their number so to do.
- Adjournments.** 17. The Chairman of the meeting may adjourn any meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a Meeting is adjourned for thirty days or more notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.
- Method of voting.** 18. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by either -
- Demand for poll.** (A) the Chairman of the meeting; or
(B) not less than three members of the Association present in person or by proxy and entitled to vote.
- Declaration of result of show of hands to be conclusive.** A demand for a poll may be withdrawn. Unless a poll be demanded (and the demand be not withdrawn) a declaration by the Chairman of the meeting that a resolution has been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the minute book, shall be conclusive

evidence of the fact without proof of the number or proportion of the votes recorded for or against such resolution.

Votes
counted
in error.

19. If any votes shall be counted which ought not to have been counted, or might have been rejected, the error shall not vitiate the resolution unless it be pointed out at the same meeting, or at any adjournment thereof, and not in that case unless it shall in the opinion of the Chairman of the meeting be of sufficient magnitude to vitiate the resolution.

How poll
is to be
taken.

20. If a poll is duly demanded (and the demand be not withdrawn) it shall be taken in such manner as the Chairman of the meeting may direct, and the result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The Chairman of the meeting may appoint scrutineers and may adjourn the meeting to some place and time fixed by him for the purpose of declaring the result of the poll.

Chairman's
casting
vote.

21. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.

Time for
taking of
poll.

22. A poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either immediately or at such time and place as the Chairman of the meeting directs, and any business

Continuance
of business.
Notice of
poll.

other than that upon which the poll has been demanded may be proceeded with pending the taking of the poll. No notice need be given of a poll not taken immediately.

VOTES OF MEMBERS

Voting
rights.

23. No member of the Association shall, unless the Council otherwise determine, be entitled to vote at any General Meeting either personally or by proxy or to vote on a ballot for the election of members of the Council unless all moneys presently payable by him to the Association have been paid. Subject as aforesaid every member of the Association shall have one vote.

Objections.

24. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman of the meeting whose decision shall be final and conclusive.

Votes on
a poll.

25. On a poll votes may be given either personally or by proxy.

26. (A) The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing, or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy need not be a member of the Association.

(B) The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Association or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting not less than forty eight hours before the time 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.

Form of proxies.

(C) An instrument of proxy may be in the usual common form or in such other form as the Council shall prescribe or accept. Whether in the usual or common form or not it shall, unless the contrary is stated thereon, be valid as well for any adjournment of the meeting as for the meeting to which it relates, and need not be witnessed.

OFFICERS OF THE ASSOCIATION

27. The Association shall have a Chairman, a Deputy Chairman and an Honorary Treasurer.

MANAGEMENT OF THE ASSOCIATION

Constitution of the Council.

28. The Management of the Association shall be in the hands of the Council which shall consist of not less than fifteen nor more than twenty five members including the Chairman the Deputy Chairman and the Honorary Treasurer: Three but not more than three of the members of the Council shall be medical members and the remainder shall be ordinary members.

29. The members of the Council at the date of the adoption of these presents as the Articles of Association of the Council are Gilbert Dennison (Chairman), A. L. Wagland (Deputy Chairman), A. W. Hopkins (Honorary Treasurer), A. M. Armour, Stanley Beddow, A. Benjamin, Mrs. T. Benjamin, A. J. Bolt, Sir Adrian Boulton, Miss L. Cullum, D. W. Everitt, H. S. Falkner, D. Gerken, Mrs. Chas. Hulton, R. Gordon Laing, J. P. Mandeville, H. E. Powell-Jones, A. V. Presland, J. F. Pybus,

A. E. Rolfe, T. G. Skipper, Mrs. R. Stevenson, F. G. H. Vickers, Sir John Weir, H. Fergie Woods, of whom A. Benjamin and Sir John Weir and H. Fergie Woods are Medical Members thereof.

30. (A) No person shall be qualified for appointment to membership of the Council either as an ordinary member or as a medical member thereof who is not a member of the Association and no person shall be so qualified who has at any time furnished or offered to furnish medical advice or treatment for or in the expectation of reward while not being entered in the British Register of Medical Practitioners.

(B) No person shall be qualified for appointment to membership of the Council as a medical member thereof who is not a qualified medical practitioner whose name is entered in the British Register of Medical Practitioners.

APPOINTMENT AND RETIREMENT OF MEMBERS OF THE COUNCIL

Vacation
of office
of member
of the
Council.

31. The office of a member of the Council shall be vacated in any of the following events, namely :-

- (A) if he resign by writing under his hand left at the office;
- (B) if he have a receiving order made against him or compound with his creditors;
- (C) if he be found lunatic or become of unsound mind;
- (D) if having been appointed a. an ordinary member of the Council he ceases to be qualified for appointment as an ordinary member thereof or if having been appointed as a medical member of the Council he ceases to be qualified for appointment as a medical member thereof.

Age
limit.

32. No person shall be disqualified from appointment as a member of the Council or be liable to vacate office as member of the Council by reason of his having attained the age of seventy years or any other age.

Retirement
of members
of the
Council.

33. At each Annual General Meeting one third of the ordinary members of the Council and one third of the medical members of the Council for the time being, or, if in either case the number is not a multiple of three, the number nearest to one-third, shall retire from office. A member of the Council retiring at a meeting shall retain office until the conclusion of the meeting.

Selection
of members
of the
Council to
retire.

34. The ordinary members of the Council and the medical members of the Council to retire in every year shall be those members of each class who have been longest in office since their last election or appointment, but as between persons who became or were last re-elected members of the Council on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. A retiring member of the Council shall be eligible for re-election.

Election
of Members
of Council.

35. (A) Not more than seven days before the meeting at which any members of the Council are to retire in manner aforesaid or in accordance with the provisions of Article 38 a ballot shall be held for the election of persons to fill the places of the ordinary members and of the medical members of the Council so retiring and to elect additional members up to the maximum number permitted by these presents; provided that if the number of the retiring members of the Council who are eligible for re-election and willing to be re-elected and of other persons duly nominated as candidates for election either as ordinary members or as medical members of the Council shall not exceed the maximum numbers of the vacancies on the Council no ballot shall be required but such retiring members and other persons as aforesaid shall be deemed to have been elected and shall enter into office at the conclusion of the said meeting.

(B) Such ballot shall be held in such manner as the Council may direct: provided that not less than thirty-seven days before the date fixed for the ballot the Council shall cause to be sent to all members of the Association who are for the time being entitled under the provisions of these Articles to receive notices of General Meetings and are not disqualified from voting under Article 23 notice of the date on which the ballot is to be held and of the last date on which nominations of candidates will be accepted under the provisions of paragraph (ii) of sub-clause (D) of this Article and not less than fourteen days before the date fixed for the ballot the Council shall cause to be sent to all such members as aforesaid ballot papers with lists of persons duly qualified for appointment as ordinary members and as medical members of the Council respectively, being retiring members who are eligible for re-election and willing to be re-elected, or other persons duly nominated as candidates in accordance with the provisions hereinafter contained; but the accidental omission to send ballot papers and such lists as aforesaid to any member of the Association shall not invalidate the ballot.

On such ballot every member of the Association not disqualified from voting shall have equal voting rights.

- (C) The results of such ballot shall be declared at the meeting at which members are to retire as aforesaid by the Chairman thereof; and the persons declared to have been elected as ordinary members and as medical members of the Council on such declaration shall conclusively be deemed to be qualified for appointment and to have been validly elected as such and shall enter into office at the conclusion of the meeting.
- (D) No person other than a retiring member of the Council shall be nominated as a candidate for election by such ballot unless -
 - (i) he is duly qualified for appointment as an ordinary member or as a medical member of the Council as the case may be; and
 - (ii) he has been nominated by the Council, or has not less than twenty-eight days before the date of the ballot been nominated by an instrument or instruments in writing (in such form as the Council may require) signed by not less than five members of the Association who shall certify to the Council that he is duly qualified as aforesaid; and
 - (iii) he has not less than thirty days before the date of the ballot signed and delivered to the Council a form of consent (in such form as the Council may require) to his nomination as a candidate.

Removal of member of the Council. 36. The Association in General Meeting may by Ordinary Resolution, for which special notice shall not be required, remove any member of the Council before the expiration of his period of office.

Replacement of member of the Council. 37. The Association may by Ordinary Resolution appoint another duly qualified person in place of an ordinary member or a medical member of the Council removed from office under the last preceding Article but save as aforesaid no member of the Council shall be appointed by the Association in General Meeting. A person so appointed shall be subject to retirement by rotation at the same time as if he had become a member of the Council on the day on which the member in whose place he is appointed was last elected a member of the Council.

Powers of Council to fill 38. The Council shall have power at any time and from time to time to appoint any person to be a member of the Council either to fill a casual vacancy or as an

vacancies and appoint additional members of the Council. additional ordinary member of the Council, but so that the total number of members of the Council shall not at any time exceed the maximum number fixed by these presents. Any member of the Council so appointed shall hold office only until the next Annual General Meeting and shall be eligible for re-election at the ballot to be held prior to that meeting but shall not be taken into account in determining the number of members of the Council who are to retire by rotation at such meeting.

PROCEEDINGS OF THE COUNCIL

Meetings of Council. 39. The Council 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 determined by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote. Any two members of the Council may, and the Secretary on the requisition of any two members of the Council shall, at any time summon a meeting of the Council. It shall not be necessary to give notice of a meeting of the Council to any member thereof for the time being absent from the United Kingdom.

Quorum. 40. The quorum necessary for the transaction of the business of the Council shall be eight. A meeting of the Council for the time being at which a quorum is present shall be competent to exercise all powers and discretions for the time being exercisable by the Council.

Proceedings in case of vacancies. 41. The continuing members of the Council may act notwithstanding any vacancies, but if and so long as the number of members of the Council is reduced below the minimum number fixed by or in accordance with these presents, the continuing members or member of the Council may act for the purpose of filling up such vacancies or of summoning General Meetings of the Association, but not for any other purpose. If there be no members or member of the Council able or willing to act, then any two members of the Association may summon a General Meeting for the purpose of appointing members of the Council.

Chairman and Deputy Chairman. 42. The Council shall at its first meeting after each Annual General Meeting of the Association elect the Chairman and the Deputy Chairman and the Honorary Treasurer of the Association from among their number. The officers so elected shall hold office until the conclusion of the next election held under this Article and shall be eligible for re-election. The Chairman and in his absence the Deputy Chairman shall preside at every meeting of the Council but if no chairman or deputy chairman shall have been appointed or if at any meeting neither the Chairman nor the deputy Chairman be present within fifteen minutes after the time appointed for holding the same, the

members of the Council present may choose one of their number to be Chairman of the meeting.

- Resolution in writing. 43. A resolution in writing signed by all the members of the Council for the time being in the United Kingdom shall be as effective as a resolution passed at a meeting of the Council duly convened and held, and may consist of several copies of the same document, each signed by one or more of the members of the Council.
- Sub-Councils. 44. The Council may delegate any of their powers to Committees consisting of such member or members of their body as they think fit. Any Committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on them by the Council.
- Validity of acts of Council in spite of some formal defect. 45. All acts done by any meeting of the Council, or of a Committee, or by any person acting as a member of the Council or of a Committee, shall as regards all persons dealing in good faith with the Association, notwithstanding that there was some defect in the appointment of any such member of the Council or Committee or person acting as aforesaid or that they or any of them were disqualified or had vacated office or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a member of the Council or Committee and had been entitled to vote.

BORROWING POWERS

- Borrowing. 46. The Council may exercise all the powers of the Association 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 Association or of any third party.

POWERS OF THE COUNCIL

- General powers of Council to manage Association's business. 47. The business of the Association shall be managed by the Council who may exercise all such powers of the Association as are not by the Statutes or by these presents required to be exercised by the Association in General Meeting, subject nevertheless to any regulations of these presents or to the provisions of the Statutes, and to such regulations (not inconsistent with the aforesaid regulations or provisions) as may be prescribed by Extraordinary or Special Resolution of the Association, but no regulation so made by the Association shall invalidate any prior act of the Council which would have been valid if such regulation had not been made. The general powers given by this Article shall not be limited or restricted by any special authority or power given to the Council by any other Article.

Bye-laws.

48. The Council shall have power from time to time to make and adopt, alter or revoke byelaws for the regulation of the Association and otherwise for the furtherance of the purposes for which the Association is established, provided that such byelaws are not repugnant to the Memorandum or Articles of Association. A copy of the byelaws for the time being in force shall be sent without payment to any member of the Association on request and shall be sent to every new member of the Association on his becoming a member. Copies of new byelaws and notices of all amendments and cancellations of byelaws which have been made by the Council since the issue of the notice of the last preceding Annual General Meeting of the Association shall be sent with the Notice of each Annual General Meeting of the Association to all members of the Association entitled to receive notice of the Annual General Meeting. All such byelaws for the time being in force shall be binding upon all members and no member shall be absolved from such byelaws by reason of his not having received a copy of the same, or of any alterations made therein or having otherwise no notice of them. It is expressly declared that without prejudice to the powers of the Council to make byelaws on other matters the following shall be deemed to be matters which may be governed by byelaws within the meaning of this Article, that is to say :-

- | | | |
|---|-----|---|
| Membership. | (1) | As to the persons eligible for membership of the Association and as to the classes into which the membership is to be divided. |
| Conditions of admittance to membership. | (2) | As to the conditions on which persons shall be admitted to membership of the Association, including conditions attached to any class of membership. |
| Entrance fees. | (3) | As to entrance fees (if any) payable in respect of membership of the Association or any class of such membership. |
| Subscriptions. | (4) | As to the annual, quarterly or other subscriptions or payments to be payable by members of the Association in respect of membership of the Association or any class of such membership. |
| Election of Council. | (5) | As to the election by ballot of members of the Council. |
| Honorary members & visitors. | (6) | As to honorary members and visitors. |
| Termination of membership. | (7) | As to the manner in which membership of the Association may be terminated or shall determine. |
| Privileges. | (8) | As to the rights and privileges to be accorded to members of the Association or to any class of such members. |

- Restrictions. (9) As to the qualifications, restrictions and conditions, to be imposed on members of the Association or on any class of such members.
- Reciprocal concessions. (10) As to arrangements with any other companies, societies or associations for reciprocal concessions or otherwise.
- Committees. (11) As to Committees of members in connection with various branches of the Association's activities and as to the appointment, removal, qualification, disqualification, duties, functions, powers and privileges of members of such Committees.
- Negotiable instruments. 49. All cheques, promissory notes, drafts, bills of exchange and other negotiable or transferable instruments, and all receipts for moneys paid to the Association, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, as the Council shall from time to time by resolution determine.

THE SEAL

- Formalities for affixing the Seal. 50. The Council shall provide for the safe custody of the Seal, which shall not be affixed to any instrument except by the authority of a resolution of the Council and shall be so affixed in the presence of at least one member of the Council and the Secretary or some other person approved by the Council, both of whom shall sign every instrument to which the seal is so affixed in their presence.

ACCOUNTS

- Keeping of accounts. 51. The Council shall cause to be kept at the office, or at such other place within Great Britain as the Council think fit, proper books of account with respect to -
- (A) all sums of money received and expended by the Association and the matters in respect of which the receipts and expenditure takes place;
 - (B) all sales and purchases of goods by the Association;
 - (C) the assets and liabilities of the Association.

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 Association's affairs and to explain its transactions.

AUDIT

- Auditors. 52. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Statutes.

NOTICES

- Service of notices. 53. Any notice or document may be served by the Association on any member either personally or by sending it through the post in a prepaid letter addressed to such member at the registered address as appearing in the register of

members and such notice shall be deemed to have been duly served notwithstanding that such member be then dead or bankrupt and whether or not the Association have notice of his death or bankruptcy.

Members resident abroad. 54. No member of the Association described in the register of Members by an address not within the United Kingdom shall be entitled to receive any notice from the Association.

Proof of postage to be sufficient proof of service. 55. Any notice or documents served by post shall be deemed to have been served at the time when the letter containing the same is posted, and in proving such service it shall be sufficient to prove that the letter containing the notice or document was properly addressed, stamped and posted.

INDEMNITY

Indemnity. 56. Subject to the provisions of the Statutes and of the Memorandum of Association, every member of the Council, Auditor, Secretary or other officer of the Association shall be entitled to be indemnified by the Association against all costs, charges, losses, expenses, and liabilities incurred by him in the execution and discharge of his duties or in relation thereto.

WINDING UP

Winding up. 57. The provisions of Clause 7 of the Memorandum of Association shall have effect and be observed as if the same were repeated in these presents.

No. 102915. *35*



THE
BRITISH HOMOEOPATHIC ASSOCIATION
(INCORPORATED)

Special Resolution

Passed on the 24th day of June, 1953.



At an Extraordinary General Meeting of the above-named
Association duly convened and held on the 24th June, 1953, the
following Resolution was duly passed as a SPECIAL RESOLUTION :—

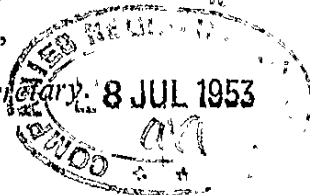
RESOLUTION

THAT the Articles of Association be altered by substituting in Article 14 for the word "fifty" the word "twenty".

E. Walker

E. WALKER,

Secretary 8 JUL 1953



A
2127

44

71.2

THE
BRITISH HOMOEOPATHIC ASSOCIATION
(INCORPORATED)



Special Resolution

REGISTERED

29 JUL 1958

Passed on the 25th day of June, 1958.

At an Extraordinary General Meeting of the above-named
Association duly convened and held on the 25th June, 1958, the
following Resolution was duly passed as a SPECIAL RESOLUTION:—

RESOLUTION

That the Articles of Association be altered by substituting
in Article 28 for the words "Three but not more than
three" the words "Three but not more than six".

E. WALKER,

Secretary.

64

58

9 JUL 1958

Company No. 102915

65.

Published
S/20/10/15
17/3/15

THE COMPANIES ACTS, 1948 to 1967

COMPANY LIMITED BY GUARANTEE,
NOT HAVING A CAPITAL DIVIDEND INTO SHARES

Memorandum

AND

Articles of Association

OF

THE BRITISH HOMOEOPATHIC ASSOCIATION

Incorporated the 10th day of May 1909

16

POLLARD, THOMAS & CO.,
2 Greycoat Place,
London SW1P 1SD

THE COMPANIES ACTS, 1948 to 1967

COMPANY LIMITED BY GUARANTEE,
NOT HAVING A CAPITAL DIVIDED INTO SHARES

Memorandum of Association

OF

THE BRITISH HOMOEOPATHIC ASSOCIATION

(As altered by Special Resolution passed 10th October 1974)

1. The name of the Association is "THE BRITISH HOMOEOPATHIC ASSOCIATION".*
2. The Registered Office of the Association is situate in England.
3. The Association is established to support, extend and develop Homoeopathy and in furtherance of that object, but not further or otherwise, the Association shall have the following powers:-
 - (A) To assist any existing charitable Homoeopathic Institutions.
 - (B) To found, maintain, extend and endow, or assist in the foundation, maintenance, extension and endowment of Homoeopathic Hospitals, Cottage Hospitals, Dispensaries, Convalescent Homes and Sanatoria.
 - (C) To promote a knowledge of Homoeopathic Therapeutics.
 - (D) To undertake and finance the proving and re-proving of drugs after the Homoeopathic Method.
 - (E) To undertake and finance Research into the problems of Medicine without Vivisection, and publish the results thereof.
 - (F) To create and endow Lectureships in Homoeopathic Medicine.
 - (G) To found, equip and endow, or to assist in the foundation, equipment and endowment of an educational establishment for the thorough instruction of professional persons and medical students in the science and practice of Homoeopathy.
 - (H) To grant and endow scholarships or otherwise assist students and practitioners of Homoeopathy who propose to practise or are practising.
 - (I) To promote by meetings, publications, exhibitions, the delivery of lectures and addresses, the display of pictures, cinematograph films and models and by any other means the collection and dissemination of knowledge

*The name was changed from The British Homoeopathic Association (Incorporated), Certificate of Change of Name being dated 30th October, 1973.

about homoeopathy at home or abroad, its history and future prospects and the means to prevent its neglect and to promote its development.

(J) To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient, for the purpose of procuring contributions to the funds of the Association in the shape of donations, annual subscriptions or otherwise.

(K) To print, publish, sell and distribute any books, papers, periodicals, magazines, journals, pamphlets, advertisements and any other forms of literature in connection with the promotion of the Association's objects.

(L) To promote or obtain the introduction of Bills for the furtherance of any of the objects of the Association, and support or oppose, when otherwise introduced, Bills before Parliament which may affect the interests of Homoeopathy.

(M) To establish and support, or assist in the establishment and support of branches of the Association, and of any other Associations formed for all or any of the objects of the Association, and to delegate to any of such branches such of the powers of the Association as, in the opinion of the Council of the Association, it may be expedient to delegate.

(N) To amalgamate or enter into partnership or into any arrangement for union of interest, co-operation, joint adventure, reciprocal concession, or otherwise, with or to transfer its engagements and surplus assets to any body or company established for charitable purposes only having primary objects wholly or partly similar to those of the Association carrying on or engaged in or about to carry on or engage in any activity business or transaction which the Association is authorised to carry on or engage in or any activity business or transaction capable of being conducted so as directly or indirectly to benefit the Association or to further its objects. Provided that the provisions or conditions of the Constitution or establishment of such person, body or company preclude the distribution of its income or property amongst its Members or contributors to an extent at least as great as is imposed on the Association by Clause 5 of this Memorandum.

(O) To purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the companies, institutions, societies or associations with which the Association is authorised to amalgamate.

(P) To transfer all or any part of the property, assets, liabilities and engagements of the Association to any one or more of the Companies, institutions, societies or associations with which the Association is authorised to amalgamate.

(Q) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights, powers or privileges and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Association.

(R) To invest and deal with the moneys of the Association not immediately required in such manner as may from time to time be determined.

(S) To construct, maintain and alter any houses, buildings or works necessary or convenient for the purpose of the Association.

(T) To sell, improve, manage, develop, exchange lease, mortgage, dispose of, or otherwise deal with all or any part of the property of the Association.

(U) To borrow or raise or secure the payment by mortgage, debentures or otherwise of money in such manner as the Association may think fit.

(V) To lend and advance money or give credit to any body or company established for charitable purposes only having primary objects wholly or partly similar to those of the Association; to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person body or company; to secure or undertake in any way the repayment of money lent or advances to or the liabilities incurred by any person body or company and otherwise to assist any person body or company and to enter into and execute indemnities and guarantees as may be thought fit.

(W) To take any gift or property, whether subject to any special trust or not, for any one or more of the objects of the Association, but so that if the Association shall at any time take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Association shall not sell, mortgage, charge or lease the same without such consent as may be required by law, and as regards any such property the Association, its Council of Management and Trustees shall be chargeable only for such property as shall come into their hands, and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as it would have been if no incorporation had been effected, and the incorporation of the Association shall not diminish or impair any control or authority exercisable by the Chancery Division of the High Court of Justice or the said Charity Commissioners over such Association, its Council of Management or Trustees, but they shall as regards any such property be subject to such control or authority as if the Association were not incorporated. In case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with the same in such manner as allowed by law having regard to such trusts.

(X) To do all such other lawful acts and things as will further the above objects, or any of them.

4. The fourth paragraph of this Memorandum contains conditions on which a license was granted by the Board of Trade (now the Department of Trade) to the Association in pursuance of section 20 of "The Companies (Consolidation) Act, 1908 (now section 19 of the Companies Act 1948).

5. The liability of Members of the Association is limited.

6. The income and property of the Association, whencesoever derived, shall be applied solely towards the promotion of the objects of the Association as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise however by way of profit to the members of the Association.

Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Association, or to any member of the Association, in return of any services actually rendered to the Association, nor prevent the payment of interest at a rate not exceeding six per cent per annum on money lent or reasonable and proper rent for premises demised or let by any member of the Association; but so that no member of the Council of Management or Governing Body of the Association shall be appointed to any salaried office of the Association or any office of the Association paid by fees and that no remuneration or other benefit in money or moneys worth shall be given by the Association to any member of such Council or Governing Body except repayment 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 Association provided that the provisions last aforesaid shall not apply to any payment to any Company of which a member of the Council of Management or Governing Body may be a member, and in which such member shall not hold more than one-hundreth part of the capital, and such member shall not be found to account for any share of profits he may receive in respect of any such payment.

7. Every member of the Association undertakes to contribute to the assets of the Association in the event of the same being wound up during the time that he is a Member, or within one year afterwards, for payment of the debts and liabilities of the Association, contracted before the time at which he ceases to be a Member, and of the costs, charges and expenses of winding up the Association, and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required, not exceeding fifty pence.
8. If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property among its or their members to and extent at least as great as is imposed on the Association under or by virtue of Clause 5 hereof, such institution or institutions to be determined by the members of the Association at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object.
9. True accounts shall be kept of the sums of money received and expended by the Association, and the matter in respect of which such receipt and expenditure takes place, and of the property, credits and liabilities of the Association, 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 Association for the time being, shall be open to the inspection of Members. Once at least in every year the accounts of the Association shall be examined and the correctness of the balance sheet ascertained by one or more properly qualified Auditor or Auditors.

COMPANY LIMITED BY GUARANTEE,
NOT HAVING A CAPITAL DIVIDED INTO SHARES

Articles of Association

- of -

THE BRITISH HOMOEOPATHIC ASSOCIATION

(As altered by Special Resolution passed on 10th October 1974)

GENERAL

1. In these Regulations, unless there be something in the subject or context inconsistent herewith:-

"The Association" means the above-named Association.

"The Council" means the Members for the time being of the Council hereby constituted.

"The Statutes" means The Companies Acts 1948 to 1967, and every other Act for the time being in force concerning companies and affecting the Association.

"These presents" means these Articles of Association as originally framed, or as from time to time altered by Special Resolution.

"In writing" shall unless the contrary intention appears be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form.

"Homoeopathy is a system of medicine based on the principle that 'like should be treated by like' (similia similibus curentur)-that is to say, that a substance (vegetable, mineral or animal) which can be shown to produce symptoms of sickness in a healthy person may be used to treat a sick person showing these same symptoms. The substance, used in minute quantities, stimulates the body's own defensive and curative processes."

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

Words importing persons include Corporations.

2. For the purpose of registration the number of Members of the Association is declared to be unlimited.
3. These Articles shall be construed with reference to the provisions of the Companies Act, 1948 as amended.

4. The Association is established for the purposes expressed in the Memorandum of Association.
 5. Persons who are members of the Association at the date of the adoption of these presents as the Articles of Association of the Association, and such other persons as shall be admitted to membership in accordance with these presents and none other, shall be members of the Association, and shall be entered in the Register of Members accordingly.
 6. The Council may at any time and from time to time elect to be Honorary Members any persons who in the opinion of the Council have rendered distinguished services to the promotion of Homoeopathy. An Honorary Member shall, subject as in these Articles expressly provided, hold office for life and shall not be required to pay any subscription or other moneys to the Association.
 7. The Council may at any time and from time to time in its absolute discretion admit to be life Members any persons who shall apply for such membership in the manner for the time being prescribed by the Council and who shall on admission pay to the Association such sum as the Council may from time to time decide. A Life Member shall be entitled to all the privileges of membership.
 8. The Council may at any time and from time to time in its absolute discretion admit to be an annual member any person who shall apply for such membership in the manner for the time being prescribed by the Council and who shall upon admission and while such membership continues pay to the Association or any Branch as hereinafter provided an annual subscription of such minimum sum as the Council shall from time to time prescribe. Each annual subscription shall be paid and in respect of each calendar year and so that a full annual subscription shall be payable on admission in respect of the year then current. An Annual Member shall be entitled to all the privileges of membership.
 9. A member shall cease to be such in any of the following circumstances:-
 - (a) If, being an Annual Member, an annual subscription in respect of any year shall remain payable and unpaid for one month after the close of such year; or
 - (b) If he resigns from membership by notice in writing left at the office; or
 - (c) If the Council in their discretion decline to accept a renewal of the subscription of any member of whom they may for any reason disapprove but they shall not be required to state their reasons.
- If a Life Member shall cease to be such otherwise than pursuant to sub-paragraph (b) of this Article, the sum paid by him upon his admission to be a Life Member of the Society may be refunded to him, or if an Annual Member shall cease to be such otherwise than upon his becoming a Life Member or otherwise pursuant to sub-paragraphs (a) or (b) of this Article, his subscription for the current year may be repaid or remitted, as the case may be. A refund of subscription under this Article shall be at the discretion of the Council.
10. The rights of a member shall be personal, shall terminate on his death and may not be transferred or transmitted.

11. The Council shall have power to make regulations or bye-laws as to the persons or classes of persons who shall be eligible to become members of the Association and the conditions of eligibility for membership and from time to time to revoke or vary any such regulations or bye-laws.
12. Any person desiring to be admitted to membership of the Association must sign and deliver to the Association an application for admission, framed in such terms as the Council shall require.
13. The Council shall be entitled in their absolute discretion to refuse to admit to membership of the Association any person without giving any reasons for such refusal. If it shall appear to the Council that it is for any reason undesirable that any person should continue to be a member of the Association, the Council shall give to the person concerned notice in writing inviting such person to resign from membership within fourteen days; and shall in such notice name a time and place not being less than fourteen days nor more than twenty-eight days after the date of notice at which, failing such resignation having been received within the said period of fourteen days, a meeting of the Council be held for the purpose of considering and removal of the person concerned from membership of the Association and shall state that at such meeting the person concerned shall be entitled to attend to hear the Council's request for his resignation and to make a reply to the Council. The Council shall then decide whether or not to remove the person concerned from membership of the Association and the decision of the Council shall be final. The decision of the Council shall be notified to the person concerned not more than seven days after the meeting of the Council at which the decision has been taken. Without prejudice to the foregoing any member of the Association who is proved to the satisfaction of the Council to have used his membership of the Association for profit or gain either by placing letters after his name indicating his membership of the Association or otherwise shall ipso facto cease to be a member of the Association but no decision of the Council on a member's use of his membership shall be made until such member has had at least fourteen days notice of the charge against him and been given an opportunity to attend the Council Meeting called to consider the matter and to give his explanation thereof.

GENERAL MEETINGS

14. An Annual General Meeting shall be held once in every year, at such time but within a period of not more than fifteen months after the holding of the last preceding Annual General Meeting and at such place as may be determined by the Council. All other General Meetings shall be called Extraordinary General Meetings.
15. The Council may whenever they think fit, and shall on requisition in accordance with the Statutes, proceed to convene an Extraordinary General Meeting. A requisition in writing by not less than twenty members having at the date of deposit of the requisition a right to attend and vote at general meetings shall be deemed to be a requisition in accordance with the provisions of the statutes so far as these provisions relate to the number of members required to requisition an Extraordinary General Meeting.

NOTICE OF GENERAL MEETINGS

16. An Annual General Meeting and any General Meeting at which it is proposed to pass a Special Resolution or a resolution of which special notice has been given shall be called by twenty-one days' notice in writing at the least, and any other General Meeting by fourteen days' notice in writing at the least (exclusive in

either case of the day on which it is served or deemed to be served and of the day for which it is given) given in manner hereinafter mentioned to such persons as are by virtue of these presents or of the Statutes entitled to receive such notices from the Association; provided that the accidental omission to give notice to, or the non-receipt of notice by any person entitled to receive the same shall not invalidate the proceedings at any General Meeting. Without prejudice to Section 140 of the Act, any resolution may be moved at any Annual General Meeting of the Association, provided that a copy of the same signed by at least ten Members shall have been received at the Office not less than two calendar months before the date of the next following Annual General Meeting. The Council shall cause notice of any such resolution to be included in the notice of such Annual General Meeting.

17. (A) Every notice calling a General Meeting shall specify the place and the day and hour of the meeting.

(B) In the case of an Annual General Meeting, the notice shall also specify the meeting as such.

(C) In the case of any General Meeting at which business other than routine business is to be transacted, the notice shall specify the general nature of the business; and if any resolution is to be proposed as an Extraordinary Resolution or as a Special Resolution, the notice shall contain a statement to that effect. Together with any resolution of which notice has been given.

18. Routine business shall mean and include only business transacted at an Annual General Meeting of the following classes, that is to say:-

(A) Reading and considering the balance sheet, the ordinary reports of the Council and Auditors, and other accounts and documents required to be annexed to the balance sheet.

(B) Appointing Auditors and fixing the remuneration of the Auditors or determining the manner in which such remuneration is to be fixed.

(C) Election of members of the Council.

PROCEEDINGS AT GENERAL MEETINGS

19. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Twenty members of the Association present in person and entitled to vote at the meeting shall be a quorum for all purposes.

20. If within half an hour from the time appointed for the meeting a quorum is not present if convened by a requisition of Members shall be dissolved: in any other case the meeting shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Council may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present shall be a quorum.

21. The Chairman of the Association or in his absence the Deputy Chairman of the Association shall preside as Chairman at every General Meeting, but if there be no such Chairman or Deputy Chairman or if at any meeting neither of them shall be present within fifteen minutes after the time appointed for holding the same, and willing to preside, the members of the Council present shall choose one of their

number to preside. If at any meeting no member of the Council is present and willing to preside, the members present shall choose one of their number to do.

22. The Chairman of the meeting may adjourn any meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

23. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by either:—

(A) The Chairman of the meeting; or

(B) not less than three members of the Association present in person or by proxy and entitled to vote.

A demand for a poll may be withdrawn. Unless a poll be demanded (and the demand be not withdrawn) a declaration by the Chairman of the meeting that a resolution has been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the minute book, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded for or against such resolution.

24. If a poll is duly demanded (and the demand be not withdrawn) it shall be taken in such manner as the Chairman of the meeting may direct, and the result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The Chairman of the meeting may appoint scrutineers and may adjourn the meeting to some place and time fixed by him for the purpose of declaring the result of the poll.

25. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.

26. A poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either immediately or at such time and place as the Chairman of the meeting directs, and any business other than that upon which the poll has been demanded may be proceeded with pending the taking of the poll. No notice need be given of a poll not taken immediately.

VOTES OF MEMBERS

27. No member of the Association shall, unless the Council otherwise determine, be entitled to vote at any General Meeting either personally or by proxy or to vote on a ballot for the election of members of the Council unless all moneys presently payable by him to the Association have been paid. Subject as aforesaid every member of the Association shall have one vote.

28. No objection shall be raised to the qualification of any other except at the

meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any Such objection made in due time shall be referred to the Chairman of the meeting whose decision shall be final and conclusive.

29. On a poll votes may be given either personally or by proxy.

30. (A) The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing, or, if the appointer is a corporation, either under seal or under the hand of an officer of attorney duly authorised. A proxy must be a paid up member of the Association.

(B) The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Association or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting not less than forty-eight hours before the time 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 takings of the poll, and in default the instrument of proxy shall not be treated as valid.

(C) An instrument of proxy may be in the usual common form or in such other form as the Council shall prescribe or accept. Whether in the usual or common form or not it shall unless the contrary is stated hereon, be valid as well for any adjournment of the meeting as for the meeting to which it relates, and need not be witnessed.

OFFICERS OF THE ASSOCIATION

31. The Association shall have a Chairman, two Deputy Chairmen and an Honorary Treasurer.

MANAGEMENT OF THE ASSOCIATION

32. The Management of the Association shall be in the hands of the Council which shall consist of not less than fifteen nor more than twenty-five members including the Chairman and Deputy Chairmen and the Honorary Treasurer: Three of the members of the Council shall be medical members and the remainder shall be ordinary members.

33. (A) No person shall be qualified for appointment to membership of the Council either as an ordinary member or as a medical member thereof who is not a member of the Association and no person shall be so qualified who has at any time furnished or offered to furnish medical advice or treatment for or in the expectation of reward while not being entered in the British Register of Medical Practitioners.

(B) No person shall be qualified for appointment to membership of the Council as a Medical member thereof who is not a qualified medical practitioner whose name is entered in the British Register of Medical Practitioners.

APPOINTMENT AND RETIREMENT OF MEMBERS OF THE COUNCIL

34. The office of a member of the Council shall ipso facto be vacated:-

(A) If a receiving order is made against him or he makes any arrangement or composition with his creditors.

(B) If he becomes of unsound mind.

(C) If he ceases to be a member of the Association.

(D) If by notice to the Association he resigns his office.

(E) If he ceased to hold office by reason or any order made under section 188 of the Act.

(F) If he is removed from office by a resolution duly passed pursuant to section 184 of the Act.

(G) If he shall fail to attend three consecutive meetings of the Council without providing an excuse acceptable to the Council.

35. The Council shall have power by a majority of three-quarters of the members present and voting at a meeting of the Council specially convened to consider the case to remove from the Council (except as last provided) any member of the Council who:-

(a) has conducted himself in a manner which in the discretion of the Council is prejudicial to the interests of the Association or unfits him for membership of the Council, or

(b) has by any act or conduct make known to the Council that he is no longer in sympathy with the aims and objects of the Association as declared in Clause 3 of the Memorandum.

Provided that any such person shall have received at least fourteen days' notice in writing of a motion to that effect on the agenda paper and shall have been permitted to have been present at the meeting and heard in his own defence.

The provisions of subsections (1) to (6) inclusive of Section 185 of the Act, relating to the retirement of members of the Council on age limit, shall not apply to the Association.

36. At each Annual General Meeting one third of the ordinary members of the Council and one of the medical members of the Council for the time being, or if in the case of the ordinary members the number is not a multiple of three, the number nearest to one-third, shall retire from office. A member of the Council retiring at the meeting shall retain office until the conclusion of the meeting.

37. The ordinary members of the Council and the medical member of the Council to retire in every year shall be those members of each class who have been longest in office since their last election or appointment, but as between persons who became or were last re-elected members of the Council on the same day those to retire shall (unless they otherwise agree among themselves)

be determined by lot. A retiring member of the Council shall be eligible for re-election.

38. (A) The Association at the meeting at which the ordinary members and the medical members of the Council retire in manner aforesaid may fill each vacated office by electing a person thereto, and in default the retiring member of the Council shall, if offering himself for re-election be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such member of the Council shall have been put to the meeting and lost.

(B) No person other than a member of the Council retiring at the meeting shall unless recommended by the members of the Council be eligible for election to the office of ordinary member or medical member of the Council as the case may be at any general meeting unless, not less than forty nor more than sixty days before the date appointed for the meeting there shall have been left at the registered office of the Association notice in writing signed by not less than three members duly qualified to attend and vote at the meeting for which such notice is given of his intention to propose such person for election, and also notice in writing signed by that person of his willingness to be elected.

39. The Association in General Meeting may by Ordinary Resolution of which special notice has been given in accordance with Section 142 of the Act remove any member of the Council before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Association and such member.

40. The Association may by Ordinary Resolution appoint another duly qualified person in place of an Ordinary member or a medical member of the Council removed from office under the last preceding Article. A person so appointed shall be subject to retirement by rotation at the same time as if he had become a member of the Council on the day on which the member in whose place he is appointed was last elected a member of the Council.

41. The Council shall have power at any time and from time to time to appoint any person to be a member of the Council either to fill a casual vacancy or as an additional ordinary member of the Council, but so that the total number of members of the Council shall at any time exceed the maximum number fixed by these presents. Any member of the Council so appointed shall hold office only until the next Annual General Meeting and shall be eligible for re-election but shall not be taken into account in determining the number of members of the Council who are to retire by rotation at such meeting.

PROCEEDINGS OF THE COUNCIL

42. The Council 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 determined by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote. Any two members of the Council may, and the Secretary on the requisition of any two members of the Council shall, at any time summon a meeting of the Council. It shall not be necessary to give notice of a meeting of the Council to any member thereof for the time being absent from the United Kingdom.

43. The quorum necessary for the transaction of the business of the Council

shall be one third of the total members of the Council or if this does not provide a multiple of three the lowest number of members as will provide this number. A meeting of the Council for the time being at which a quorum is present shall be competent to exercise all powers and discretions for the time being exercisable by the Council.

44. The continuing members of the Council may act notwithstanding any vacancies, but if and so long as the number of members of the Council is reduced below the minimum number fixed by or in accordance with these presents, the continuing members or member of the Council may act for the purpose of filling up such vacancies or of summoning General Meetings of the Association but not for any other purpose. If there be no members or member of the Council able or willing to act, then any two members of the Association may summon a General Meeting for the purpose of appointing members of the Council.
45. The Council shall hold its first meeting each year immediately following the Annual General Meeting of the Association for the purpose of electing the Chairman, the Deputy Chairman, and the Treasurer of the Association and any other Officers it thinks fit to elect. The officers so elected shall if they so long remain members of the Council hold office until the conclusion of the next election held under this Article and shall be eligible for re-election. The Chairman and in his absence the Deputy Chairman shall preside at every meeting of the Council but if no Chairman or Deputy Chairman shall have been appointed or if at any meeting neither the Chairman nor the Deputy Chairman be present within ten minutes after the time appointed for holding the same, the members of the Council present may choose one of their number to be Chairman of the meeting. Any vacancy among the officers may be filled by the council but the officers appointed to fill a vacancy shall only be entitled to remain an officer until the conclusion of the next election held under this Article.
46. A resolution in writing signed by all the members of the Council for the time being in the United Kingdom shall be as effective as a resolution passed at a meeting of the Council duly convened and held, and may consist of several copies of the same document, each signed by one or more of the members of the Council.
47. The Council may delegate any of their powers to Committees consisting of such member or members of their body as they think fit. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on them by the Council.
48. All acts done by any meeting of the Council or a Committee or by any person acting as a member of the Council or of a Committee, shall as regards all persons dealing in good faith with the Association, notwithstanding that there is some defect in the appointment or continuance in office of any such member of the Council or Committee or person acting as aforesaid or that they or any of them were disqualified or had vacated office or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a member of the Council or Committee and had been entitled to vote.

BORROWING POWERS

49. The Council may exercise all the powers of the Association 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 debts, liability or obligation of the Association or of any third party.

POWERS OF THE COUNCIL

50. The business of the Association shall be managed by the Council who may exercise all such powers of the Association as are not by the Statutes or by these presents required to be exercised by the Association in General Meeting, subject nevertheless to any regulations of these presents or to the provisions of the Statutes, and to such regulations (not inconsistent with the aforesaid regulations or provisions) as may be prescribed by Extraordinary or Special Resolution of the Association but no regulation so made by the Association shall invalidate any prior act of the Council which would have been valid if such regulation had not been made. The general powers given by this Article shall not be limited or restricted by any special authority or power given to the Council by any other Article.

51. Subject to the provisions of these Articles the proceedings at any Council Meeting and any General Meeting shall be regulated by standing orders. The Council may from time to time prescribe standing orders which shall be binding on all persons attending Council Meetings and General Meetings until (in the case of General Meetings) revoked or amended by ordinary resolution.

52. The Council shall have power from time to time to make and adopt, alter or revoke byelaws for the regulation of the Association otherwise for the furtherance of the purposes for which the Association is established, provided that such byelaws are not repugnant to a Memorandum or Articles of Association. A copy of the byelaws for the time being in force shall be sent without payment to any member of the Association on request and shall be sent to every new member of the Association on his becoming a member. Copies of new byelaws and notices of all amendments and cancellations of byelaws which have been made by the Council since the issue of the notice of the last preceding Annual General Meeting of the Association shall be sent with the Notice of each Annual General Meeting of the Association to all members of the Association entitled to receive notice of the Annual General Meeting. All such byelaws for the time being in force shall be binding upon all members and no member shall be absolved from such byelaws by reason of his not having received a copy of the same, or of any alterations made therein or having otherwise no notice of them. It is expressly declared that without prejudice to the powers of the Council to make byelaws on other matters the following shall be deemed to be matters which may be governed by byelaws within the meaning of this Article, that is to say:-

(1) As to the persons eligible for membership of the Association and as to the classes into which the membership is to be divided.

(2) As to the conditions on which persons shall be admitted to membership of the Association, including conditions attached to any class of membership.

(3) As to entrance fees (if any) payable in respect of membership of the Association or any class of such membership.

(4) As to the annual, quarterly or other subscriptions or payments to

be payable by members of the Association in respect of membership of the Association or any class of such membership.

(5) As to the election by ballot whether by the single transferable vote system or otherwise of members of the Council.

(6) As to honorary members and visitors.

(7) As to the rights and privileges to be accorded to members of the Association or to any class of such members.

(8) As to the qualifications, restrictions and conditions, to be imposed on members of the Association or on any class of such members.

(9) As to arrangements with any other companies, societies or associations for reciprocal concessions or otherwise.

(10) As to Committees of members in connection with various branches of the Association's activities and as to the appointment, removal, qualification, disqualification, duties, functions, powers and privileges of members of such Committees.

Any byelaw made by the Council may be repealed or amended by Special Resolution of the Association in General Meeting but without prejudice to the making of a new byelaw.

53. All cheques, promissory notes, drafts, bills of exchange and other negotiable or transferable instruments, and all receipts for moneys paid to the Association, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, as the Council shall from time to time by resolution determine.

53a. (i) The Council may appoint a Secretary and the Council may appoint a deputy assistant or executive secretary. They shall be appointed for such term at such remuneration and upon such conditions as the Council may think fit.

(ii) Anything required or authorised to be done by or to the Secretary may, if the office is vacant or there is for any other reason no Secretary capable of acting, be done by or to any assistant or deputy Secretary, or, if there is none such, by or to any officer of the Association authorised generally or specially in that behalf by the Council.

(iii) A provision of the Act or these Articles requiring or authorising a thing to be done by or to a member of the Council and the Secretary shall not be satisfied by its being done by or to the same person acting both as member of the Council and as, or in place of, the Secretary.

(iv) The person specifically appointed as Secretary may be known as the Secretary-General or with such other title as the Council may approve.

THE SEAL

54. The Council shall provide for the safe custody of the Seal, which shall not be affixed to any instrument except by the authority of a resolution of the Council and shall be so affixed in the presence of at least one member of the Council and

the Secretary or some other person approved by the Council, both of whom shall sign every instrument to which the seal is so affixed in their presence.

ACCOUNTS

55. The Council shall cause to be kept at the office, or at such other place within Great Britain as the Council think fit, proper books of account with respect to:--

(A) All sums of money received and expended by the Association and the matters in respect of which the receipts and expenditure takes place;

(B) All sales and purchases of goods by the Association;

(C) The assets and liabilities of the Association.

Proper books shall not be deemed to be kept if there are not kept such books of accounts as are necessary to give a true and fair view of the state of the Association's affairs and to explain its transactions. The Council shall from time to time in accordance with Sections 148, 150 and 157 of the Act cause to be prepared and to be laid before the Association in General Meeting such income and expenditure accounts balance sheets group accounts (if any) and reports as are referred to in these Sections. A copy of every balance sheet income expenditure account and report of the Council (including every document required by law to be annexed thereto) which is to be laid before the Association in General Meeting, together with a copy of the auditor's report, shall not less than twenty one clear days' before the date of the meeting be sent to the auditors and every member of the Association. Provided that this Article shall not require a copy of these documents to be sent to any person of whose address the Association is not aware. The Auditors report shall be open to inspection and be read to the meeting as required by section 192 of the Act.

AUDIT

56. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Statutes.

NOTICES

57. Any notice or document may be served by the Association on any member either personally or by sending it through the post in a prepaid letter addressed to such member at the registered address as appearing in the register of members and such notice shall be deemed to have been duly served notwithstanding that such member be then dead or bankrupt and whether or not the Association have notice of his death or bankruptcy. Notice of any General Meeting of the Association and any documents required to be sent to Members, such as the annual report and accounts and Minutes of any General Meeting, may be given and sent to them by reproducing the same in any Journal or periodical of the Association sent to all paid up subscribing members. The books of account shall subject to such reasonable conditions and regulations as to the time and manner of inspection as the Association in General Meeting may prescribe be open to inspection by members at reasonable times during ordinary business hours on working days and shall always be open for inspection by members of the Council.

58. Only members of the association described in the register of Members by an address within the United Kingdom shall be entitled to receive any notice from the Association

59. Any notice or document served by post shall be deemed to have been served at the time when the letter containing the same is posted, and in proving such service it shall be sufficient to prove that the letter containing the notice or document was properly addressed, stamped and posted.

INDEMNITY

60. Subject to the provisions of the Statutes and of the Memorandum of Association, every member of the Council, Auditor, Secretary or other officer of the Association shall be entitled to be indemnified by the Association against all costs, charges, losses, expenses, and liabilities incurred by him in the execution and discharge of his duties or in relation thereto.

WINDING UP

61. The provisions of Clause 8 of the Memorandum of Association shall have effect and be observed as if the same were repeated in these presents.
62. No addition alteration or amendment shall be made to or in the provisions of the Memorandum and Articles of Association for the time being in force, unless the same shall have been previously submitted to and approved by the Department of Trade.

Notice of resignation of an auditor

J390

Pursuant to section 390 of the Companies Act 1985

Company number

102915.

Name of Company The British Homeopathic Association.

Registered Office 27A Devonshire Street
London W1N 3AP UK.

*delete as appropriate

~~I/We~~ Thurston Watts & Co
of 39/41 North Road
London N7 9DP

hereby give notice that in accordance with section 390 of the Companies Act 1985 ~~I/we~~ resign as auditor(s) of the above company as from 30th November 1993

- (a) ~~I/We~~ confirm that in connection with ~~my/our~~ resignation there are no circumstances which ~~I/we~~ consider should be brought to the notice of members or creditors of the company.
- (b) ~~I/We~~ consider the following circumstances connected with my/our resignation should be brought to the notice of the members or creditors of the company:—

Signed Thurston Watts & Co

NOTE

1. A copy of this notice has to be sent to the Registrar of Companies within 14 days of its receipt at the Registered Office of the company
2. A copy of any circumstances stated at (b) above, to every person who under section 240 is entitled to be sent copies of the accounts.

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