
THE COMPANIES ACT, 1948
COMPANY LIMITED BY GUARANTEE
ARTICLES OF ASSOCIATION
of

**THE BOBATH CENTRE FOR CHILDREN WITH CEREBRAL
PALSY**

Company number 00579091

**Amended by special resolutions passed on 27 January 1993 and
12 July 2016**

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COMPANIES HOUSE



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THE COMPANIES ACT, 1948
COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

of

THE BOBATH CENTRE FOR CHILDREN WITH CEREBRAL PALSY

INTERPRETATION

- 1 These Articles shall be construed with reference to the provisions of the Companies Act, 1948 and terms used in these Articles shall be taken as having the same respective meanings as they have when used in that Act and in addition unless there shall be something in the foregoing or in the subject or context inconsistent therewith

"the Company"	means the Bobath Centre for Children with Cerebral Palsy
"the Council"	means the Members for the time being of the Council of the Company
"Member" and "Member of the Company"	means a member of the Company admitted by the Council
"The Articles"	means the Articles of the Company or other regulations of the Company from time to time in force
"the Memorandum of Association"	means the provisions of the Appendix that were formerly the provisions of the Memorandum of Association of the Company
"The Office"	means the registered office of the Company
"The Seal"	means the Common Seal of the Company
"Month"	means calendar month
"Year"	means year from the 1st January to the 31st December inclusive
"In writing"	includes written, printed, typewritten, lithographed, photography and other modes of representing or reproducing words in visible form or partly one and partly another

“Secretary”	includes a temporary or Assistant Secretary and any other person appointed by the Council to perform the duties of the Secretary or any of them
“The Act”	means the Companies Act 1948
“The Acts”	means the Companies Act 1948 and every other Act for the time being in force concerning joint stock companies and affecting the Company
“The United Kingdom”	means Great Britain and Northern Ireland

Words importing the singular number only shall include the plural number and vice versa, and words importing the masculine gender only shall include the feminine gender, and words importing persons shall include corporations

II MEMBERSHIP

- 2 The number of Members with which the Company propose to be registered is 100 but the Council may from time to time register an increase of Members
- 3 The subscribers to the Memorandum of Association and such other persons as the Council shall admit to membership shall be Members of the Company provided that a person must be a member of the Council to be eligible for membership of the Company
- 4 The Council shall have full discretion as to the admission of any person to membership When any person desires to be admitted to membership of the Company, he must sign and deliver to the Council an application for admission framed in such terms as the Council shall require
- 4A Any member of the Council shall, by agreeing to become a member of the Council, agree to become a Member of the Company and accordingly shall be admitted to membership of the Company on his appointment as a member of the Council
- 5 The privileges of a Member shall not be transferable and shall cease (if such Member be a person) on his death or his incapacity to deal with his affairs or, (if a corporation) on its dissolution and whether a person or corporation, on resignation
- 6 Any Member who shall by any means cease to be a Member and his estate and effects shall nevertheless remain liable for payment to the Company of all moneys which may become payable by him by virtue of his liability under the Memorandum of Association
- 7 At the first meeting of the Council after notice in that behalf has been given to the Secretary, the Council shall consider the membership of any Member whose conduct or circumstances is in the opinion of three members of the Council injurious to the character and interests of the Company If three fourths of the members of the Council present at such meeting support a resolution that the membership of such Member should be terminated the Secretary shall give

notice to such Member terminating his membership. Neither the Council nor the Secretary shall be bound to assign any reason for such termination. Such Member shall have seven clear days' notice sent to him of the meeting of the Council at which he may attend and shall have the opportunity of being heard, but he shall not be present at the voting or take part in the proceedings otherwise than as allowed by the Chairman of the Council or in his absence such other member of the Council as shall preside at such meeting.

- 7A In the case of a member of the Council, membership of the Company shall terminate when the Member ceases to be a member of the Council.
- 8 Any Member whose privileges shall have ceased or whose membership shall have been terminated, shall cease to be a Member of the Company and an entry to that effect in the Register of Members shall be conclusive evidence thereof.

III MEETINGS

1 GENERAL MEETINGS

- 9 The Company shall in each year hold a General Meeting as its Annual General Meeting, in addition to any other meetings in that year, at such time and place as may be prescribed by the Council, but so that not more than fifteen months shall elapse between the holding of two Annual General Meetings.
- 10 All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings. The Council may call an Extraordinary General Meeting whenever it thinks fit, and Extraordinary General Meetings shall also be convened on such requisition or, in default, may be convened by such requisitionists as are prescribed by Section 132 of the Act.
- 11 An Annual General Meeting and a meeting called for the passing of a Special Resolution shall be called by twenty-one clear days' notice in writing at the least and a General Meeting of the Company, other than an Annual General Meeting or a meeting for the passing of a Special Resolution shall be called by fourteen clear days' notice in writing at the least. The notice shall specify the place, the day and the hour of meeting, and in the case of special business, the general nature of such business, and shall be given to the Members subject as and in manner in these presents mentioned and to the Auditors. A notice convening an Annual General Meeting shall state that such Meeting is an Annual General Meeting. But the accidental omission to give such notice to, or the non-receipt of such notice by, any Member or the Auditors shall not invalidate any resolution passed, or proceedings at any such meeting. In every notice convening a General Meeting there shall appear with reasonable prominence a statement that a Member entitled to attend and vote may appoint one person or, failing him, another person as his proxy to attend and vote instead of him and that a proxy need not be a Member of the Company.

2 PROCEEDINGS AT GENERAL MEETINGS

- 12 All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the

exception of the consideration of the income and expenditure accounts and balance sheets and any other documents required by law to be annexed thereto and the reports of the Council and Auditors, the election of members of the Council and other officers in the place of those retiring by rotation or otherwise, the appointment and remuneration of Auditors, and any business which, under these presents, ought to be transacted at an Annual, General Meeting

- 13 No business shall be transacted at any General Meeting unless the requisite quorum is present when the meeting proceeds to business Three Members personally present shall be a quorum for all purposes
- 14 If within half-an-hour from the time appointed for the holding of a General Meeting a quorum be not present, the meeting if convened by or on the requisition of Members, shall be dissolved In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or to such other day or at such other time or place as the chairman may appoint If at such adjourned meeting a quorum is not present at the time appointed for holding the meeting, the Members personally present shall be a quorum and may transact the business for which the meeting was called
- 15 The Chairman of the Council shall preside at every General Meeting, but if there be no such Chairman or if at any meeting the Chairman shall not be present within fifteen minutes after the time appointed for holding the same and willing to act as chairman of the meeting, the members of the Council present may choose one of their number to be chairman at the meeting and in default of their doing so, the Members of the Company present shall choose some member of the Council, and if no member of the Council be present, or if all members of the Council present decline to take the chair, the Members of the Company present shall choose one of their number to be chairman of the meeting
- 16 The chairman, with the consent of any meeting at which a quorum is present, may adjourn the meeting from time to time, and from place to place, as the meeting shall determine Whenever a meeting is adjourned for twenty-one days or more, notice of the adjourned meeting and of the business to be transacted at such meeting shall be given in the same manner as far as possible as of an original meeting Save as aforesaid, the Members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting No business shall be transacted at any adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place
- 17 At every General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless before or upon the declaration of the result of the show of hands a poll be demanded by the chairman of the meeting or by not less than three Members entitled to vote or by a Member or Members representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting and for the purposes of this Article a demand by a person as proxy for a Member shall be the same as a demand by the Member Unless a poll is so demanded, a declaration by the chairman of the meeting that a motion has been carried, or had been carried by a particular majority, or lost, or not carried by a particular majority, shall be conclusive, and an entry to that effect in the books of proceedings of the Company shall be conclusive evidence thereof, without proof of the number or proportion of the votes recorded in favour of or against such resolution

- 18 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.
- 19 In the case of an equality of votes, either 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 a poll is demanded, as the case may be, shall be entitled to a further or casting vote in addition to the vote to which he may be entitled as a Member.
- 20 If a poll be demanded in manner aforesaid on the election of a chairman of a meeting, or on any question of adjournment, it shall be taken at the meeting and without adjournment, and in any other case it shall be taken at such time (either at the meeting at which the poll is demanded or within 14 days after the said meeting) and place and in such manner as the chairman of the meeting shall before the conclusion of the meeting direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A demand for a poll may be withdrawn and no notice need be given of a poll not taken immediately.
- 21 The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

3 VOTES OF MEMBERS

- 22 Votes may be given either personally or by proxy. No Member present only by proxy shall be entitled to vote on a show of hands, but a Member which is a corporation may, if entitled to vote, vote by its duly appointed representative as hereinafter provided.
- 23 Every Member shall have one vote.
- 24 No Member shall be entitled to vote at any General Meeting unless all moneys presently payable by him to the Company have been paid.
- 25 A Member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee, receiver, curator bonis, or other person in the nature of a committee, receiver, or curator bonis appointed by such court and such committee, receiver, curator bonis or other person may on a poll vote by proxy, provided that such evidence as the Council may require of the authority of the person claiming to vote shall have been deposited at the Office not less than forty-eight hours before the time for holding the meeting.
- 26 A corporation being a Member may by resolution of its directors or other governing body, authorise any of its officials or any other person to act as its representative at any meeting of the Company and such representative shall be entitled to exercise the same powers on behalf of the corporation which he represents as if he had been an individual Member of the Company.

4 PROXIES

- 27 The instrument appointing a proxy shall be in writing under the hand of the appointor, or his attorney, or if such appointor be a corporation under its common seal, if any, and if none, then under the hand of some officer duly authorised in that behalf
- 28 Any instrument of proxy may be in any common form or in such other form as the Council shall from time to time approve Instruments of proxy need not be witnessed
- 29 The instrument appointing a proxy, and the power of attorney (if any) under which it is signed or a notarially certified or office copy thereof, shall be deposited at the Office, or at such other place within the United Kingdom as may be specified for that purpose in the notice convening the meeting or in the instrument of proxy issued by the Company in relation to the meeting at least forty-eight hours before the time appointed for holding the meeting, or adjourned meeting (as the case may be) at which the person so named in such instrument proposes to vote, otherwise the person so named shall not be entitled to vote in respect thereof No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution A valid instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll
- 30 A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death of the principal or revocation of the proxy, provided no intimation in writing of the death, or revocation shall have been received before the meeting at the address specified for the deposit of the proxies

IV THE COUNCIL

1 NUMBER AND APPOINTMENT OF MEMBERS OF THE COUNCIL

- 31 Unless otherwise determined by the Company in General Meeting the Council shall consist of not less than five nor more than fifteen persons who shall be Members of the Company
- 32 No person, not being a member of the Council retiring at the meeting or a person recommended by the Council for election, shall be eligible for the office of a member of the Council at any General Meeting, unless not less than seven clear days before the day appointed for the meeting there has been given to the Secretary notice in writing by some Member of the Company entitled to be present and vote at the meeting, of his intention to propose such person for election, and also notice in writing signed by the person to be proposed, of his willingness to be elected
- 33 The Company in General Meeting, may from time to time, by Extraordinary Resolution and as special business increase or reduce the number of members of the Council in office, and upon passing any resolution for an increase may by Extraordinary Resolution appoint the additional member or members of the Council necessary to carry the same into effect and may also

determine in what rotation such increased or reduced number shall go out of office, but this Article shall not be taken to authorise the removal of a member of the Council

- 34 The Council may at any time appoint any person to be a member of the Council either to fill a casual vacancy or as an addition to the existing members of the Council, provided that the number of members of the Council shall not at any time exceed the maximum number fixed by or in accordance with these presents, but any member of the Council so appointed shall hold office only until the next following Annual General Meeting of the Company and shall then retire but be eligible for re-election
- 35 Without prejudice to the powers of the Council under Article 34 Members of the Company for the time being entitled to not less than three-fourths of the votes capable of being cast on a poll at a General Meeting of the Company may by instrument in writing signed by them and left at the Office or the Company in General Meeting by Extraordinary Resolution may appoint any person to be a member of the Council either to fill a casual vacancy or as an additional member of the Council and without notice in that behalf (except notice in writing signed by the person appointed of his willingness to be elected) Provided that the number of members of the Council shall not at any time exceed the maximum number fixed by or in accordance with these presents Any Member of the Council so appointed shall hold office only until the next following Annual General Meeting of the Association and shall then retire but be eligible for re-election

2 EXPENSES OF MEMBERS OF THE COUNCIL

- 36 The members of the Council may be paid out of the funds of the Company all reasonable travelling, hotel, and other expenses incurred by them in attending meetings of the Council or Committees of the Council or otherwise on the affairs of the Company

3 ROTATION AND RETIREMENT OF MEMBERS OF THE COUNCIL

- 37 At the Annual General Meeting in every year one-third of the members of the Council for the time being, or if their number is not a multiple of three then the number nearest to but not exceeding one-third shall retire from office
- 38 A retiring member of the Council shall retain office until the conclusion of the meeting at which he retires
- 39 The members of the Council to retire in each year shall be the members of the Council who have been longest in office, since their last election or appointment As between members of the Council of equal seniority, the members of the Council to retire shall (unless such members of the Council of equal seniority shall agree among themselves) be selected from among them by ballot
- 40 A retiring member of the Council shall be eligible for re-election

- 41 Unless it shall be decided in accordance with Article 33 to reduce the number of members of the Council in office, the Company may at any meeting at which any member of the Council retires in manner aforesaid, fill up the vacated office of each member of the Council by electing a person thereto, and without notice in that behalf (except as required by Article 32) may fill up any other vacancies
- 42 If at any such meeting the places of the retiring members of the Council, or some of them, are not filled up, the retiring members of the Council, or such of them as have not had their places filled up and are eligible and willing to act shall be deemed to have been re-elected unless it shall be determined at the meeting in accordance with Article 33 to reduce the number of members of the Council in office, or unless as regards any particular member of the Council a resolution for his re-election shall have been put to the meeting and lost
- 43 The Company may by Ordinary Resolution of which special notice has been given in accordance with the Acts remove any member of the Council before the expiration of his period of office, notwithstanding any provisions of these presents or of any agreement between the Company and such member of the Council The Company may also by Ordinary Resolution, of which like special notice has been given, appoint another person in place of a member of the Council so removed from office and any person so appointed hereunder 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 of the Council in whose place he is appointed was last elected a member of the Council In default of such appointment the vacancy so arising may be filled by the Council as a casual vacancy
- 44 Members of the Company for the time being entitled to not less than three-fourths of the votes capable of being cast on a poll at a General Meeting of the Company by instrument in writing signed by them and left at the Office and the Company may, by Extraordinary Resolution, remove any member of the Council before the expiration of his period of office, and may by a like Resolution appoint another in his stead Any person so appointed shall retain his office so long only as the member of the Council in whose place he is appointed would have held the same if he had not been removed but shall be eligible for re-election

4 DISQUALIFICATION OF MEMBERS OF THE COUNCIL

- 45 The office of a member of the Council shall ipso facto be vacated -
- 45 1 If he become bankrupt or compound with his creditors or take the benefit of any act for the time being in force for the relief of insolvent debtors, or
- 45 2 If he be found a lunatic or become of unsound mind, or
- 45 3 If he become prohibited from being a member of the Council by reason of any order made under Section 188 of the Act, or
- 45 4 If he absent himself from attendance at the usual meetings of the Council continuously for the space of six months without the leave of the Council and they pass a resolution that he has by reason of such absence vacated office, or

- 45 5 If by notice in writing to the Council he resign his office, or
45 6 If he accept or hold the office of Auditor of the Company, or
45 7 If he be requested by all other members of the Council to resign
45 8 If he be removed from office in manner provided by Articles 43 and 44 hereof
45 9 If he cease to be a Member of the Company

Provided that the disqualifying condition (d) may be dispensed with in any special case by a resolution of a general meeting

- 46 A member of the Council shall not vote in respect of any contract in which he is interested or any matter arising thereout, and if he does so vote his vote shall not be counted

5 POWERS OF THE COUNCIL

- 47 The activities and affairs of the Company in pursuance of the, objects set out in the Memorandum of Association shall (subject as herein provided) be managed by the Council who may exercise all such powers of the Company and do on behalf of the Company all such acts as are not, by the Acts or by the Articles, required to be exercised or done by the Company in general meeting subject nevertheless to the provisions of the Acts or the Articles and to such regulations being not inconsistent with the aforesaid provisions, as may be prescribed by the Company in general meeting, but no regulation made by the Company in general meeting shall invalidate any prior act of the Council which would have been, valid if that 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
- 48 The Council may from time to time appoint such person as President and such person or persons as Vice President or Vice Presidents or Patron or Patrons whether or not a Member or Members of the Council or of the Company for such period and upon such conditions as the Council shall think fit and the Council may from time to time define the functions of any such President or Vice President or Patron and confer on them respectively such authorities as the Council may think fit Any such President or Vice President or Patron may be co-opted by any Committee constituted pursuant to Article 52 but unless he is a member of the Company he shall not be entitled to vote at any meeting of such committee

6 BORROWING POWERS OF THE COUNCIL

- 49 The Council may from time to time at its discretion raise or borrow or secure the payment of any sums of money for the purpose of the Company but so that the amount at any one time owing in respect of money raised, borrowed or secured by the Company shall not, without the sanction of the Company in general meeting exceed £5,000 but no lender shall be bound to see that this limit is observed Subject as aforesaid the Council may raise or borrow or secure the payment of moneys for the purposes of the Company in such manner and upon such terms and conditions as they may think fit

7 PROCEEDINGS OF MEMBERS OF THE COUNCIL

- 50 The Council may meet for the despatch of business adjourn, and otherwise regulate its meetings, as it thinks fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the chairman shall have a second or casting vote. A member of the Council may, and the Secretary on the requisition of a member 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 of the Council for the time being absent from the United Kingdom.

The quorum necessary for the transaction of the business of the Council may be fixed by the Council, and unless so fixed shall be two members of the Council.

- 51 The continuing members of the Council at any time may act notwithstanding any vacancy in their body, provided always that in case the members of the Council shall at any time be reduced in number to less than the minimum number fixed by or in accordance with these presents, it shall be lawful for the remaining members of the Council to act as such in emergencies, or for the purpose of filling up vacancies in the number of the members of the Council or of summoning a General Meeting, but not for any other purpose. If there be no members of the Council able or willing to act, then any two Members of the Company may summon a General Meeting for the purpose of appointing members of the Council.

- 52 The Council may elect a chairman of their meetings and determine the period for which he is to hold office, but, if no such chairman is elected, or if at any meeting the chairman is not present within five 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.

- 53 The Council may delegate any of its powers to committees consisting of such member or members of the Council as it thinks fit, any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Council.

A committee may elect a chairman of its meetings, if no such chairman is elected or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to be chairman of the meeting.

A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the chairman shall have a second or casting vote.

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

- 55 A resolution in writing, signed by all members of the Council for the time being entitled to receive notice of a meeting of the Council shall be as valid and effectual as if it had been passed at a meeting of the Council duly convened and held
- 56 The Council shall cause minutes to be made in books provided for the purpose -
- 56 1 Of all appointments of officers made by the Council.
- 56 2 Of the names of the members of the Council present at each meeting of the Council and at any committee of the Council
- 56 3 Of all resolutions and proceedings at all meetings of the Company and of the Council and of committees of the Council,
- and every member of the Council present at any meeting of the Council or committee of the Council shall sign his name in a book to be kept for that purpose

V THE SEAL

- 57 The Seal shall not be affixed to any instrument, except by the authority of a resolution of the Council or a Committee of the Council and every instrument to which the Seal is affixed shall also be signed by at least two members of the Council or by one such member and the Secretary or other person authorised for that purpose by the Council

VI OFFICERS

- 58 The Company shall have a Secretary, who shall be appointed by the Council at such remuneration and upon such terms as they shall think fit and any secretary so appointed may be removed by the Council 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 a member of the Council and as or in place of the Secretary

VII ACCOUNTS, ETC.

- 59 The Council shall cause proper books of account to be kept with respect to -
- All sums of money received and expended by the Company and the matters in respect of which the receipts and expenditure take place, and
- The sales and purchases of goods by the Company
- The assets and liabilities of the Company
- 60 The books of account shall be kept at the Office, or (subject to the provisions of Section 147 of the Act) at such other place or places as the Council shall think fit

- 61 The Council shall from time to time determine whether, in any particular case, or class of cases, or generally, and to what extent and at what time and places, and under what conditions or regulations, the accounts and books of the Company, or any of them, shall be open to the inspection of Members of the Company, and no Member of the Company not being a member of the Council shall have any right of inspecting any account, or book, or document of the Company except as conferred by statute, or authorised by the Council or by resolution of the Company in General Meeting
- 62 Every member of the Council shall have the right to inspect all or any of the accounts and books of the Company
- 63 The Council shall from time to time cause to be prepared and laid before the Company at the Annual General Meeting such income and expenditure Accounts, Balance Sheets, Accounts and Reports as are required by the Acts
- 64 Every such Balance Sheet shall be signed on behalf of the Council by two of the members of the Council and shall be accompanied by a Report of the Council containing such information and particulars as are required by Section 157 of the Act
- 65 A copy of every income and expenditure Account and Balance Sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in General Meeting, together with a copy of the Auditors' Report, shall not less than twenty-one days before the date of the Annual General Meeting before which they are to be laid be sent (in accordance with and subject as provided by Section 158 of the Act) to every Member and to the Auditors of the Company
- 66 Every Balance Sheet presented to an Annual General Meeting of the Company shall have attached thereto a copy of the Auditors' Report and all other documents required by law to be annexed thereto, and shall, when approved by such meeting, be binding and conclusive upon every Member of the Company, except as regards any error discovered therein within three months next after the approval thereof Whenever any such error is discovered within that period the Accounts shall forthwith be corrected

2 AUDIT

- 67 Auditors of the Company shall be appointed and their rights and duties regulated in accordance with the provisions of Sections 159 to 162 of the Act

VIII NOTICES

- 68 A notice may be served by the Company upon any Member, either personally or by sending it through the post in a prepaid letter, envelope or wrapper addressed to such Member at his address as appearing in the Register

- 69 A Member whose registered place of address is not in the United Kingdom may from time to time notify in writing to the Company an address in the United Kingdom, which shall be deemed his registered place of address within the meaning of the last preceding Article, and if he shall not have named such an address he shall not be entitled to any notice
- 70 Any notice required to be given by the Company to the Members or any of them, and not provided for by these presents, shall be sufficiently given if given by advertisement, which shall be advertised once in one leading daily newspaper published in London
- 71 Any summons, notice, order or other document required to be sent to or served upon the Company or upon any Officer of the Company may be sent or served by leaving the same or sending it through the post in a prepaid letter, envelope, or wrapper, addressed to the Company or to such Officer at the Office
- 72 Any notice by the Company if served by post, shall be deemed to have been served on the day following that upon which the letter, envelope, or wrapper containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter, envelope or wrapper containing the notice was properly addressed and put into the post. A notice to be given by advertisement shall be deemed to be served on the day on which the advertisement first appears. The signature to any notice to be given by the Company shall be in writing, and where a specified number of days' notice is required to be given the day of service shall be excluded, and also the day for which such notice is given. Any Member present either personally or by proxy, at any meeting of the Company shall for all purposes be deemed to have received due notice of such meeting, and, where requisite, of the purposes for which such meeting was convened

DISSOLUTION

- 73 Clause 7 of the Memorandum of Association relating to the winding up and dissolution of the Company shall have effect as if the provisions thereof were repeated in these Articles

APPENDIX

The provisions of this Appendix 1 (formally provisions of the Memorandum of Association of Company) are deemed to be provisions of the Articles of Association

- 1 The name of the Company is 'The Bobath Centre for Children with Cerebral Palsy Centre Limited'
- 2 The Registered Office of the Company will be situate in England
- 3 The objects for which the Company is established are -
 - (A) To provide treatment for children and adults afflicted with cerebral palsy and, in particular, to provide treatment for children who, for financial and other reasons, are unable to obtain effective treatment elsewhere in continuation of the work hitherto carried on by Dr and Mrs K Bobath at the Cerebral Palsy Centre at 3 Park Crescent, London, W1 and later at 23 Upper Wimpole Street, London, W1 and to maintain or support this or any other establishments for the purpose,
 - (B) To create and maintain an establishment or establishments to provide teaching training and other facilities and to provide suitable facilities and amenities thereat and elsewhere in connection with the training of physiotherapists, speech-therapists and occupational-therapists who wish to specialise in the treatment and care of sufferers from cerebral palsy and to provide for the education and training generally of persons specialising in the care (including the education and training) of sufferer from cerebral palsy,
 - (C) To undertake scientific research work into the cause, effects and treatment of cerebral palsy,
 - (D) To pay all or any of the expenses incurred in and in connection with the formation, incorporation and establishment of the Company,
 - (E) To establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons (except persons who shall for the time being be members of the Council and persons whose only service or office in the Company has been as members of the Council) who are or were at any time in the employment or service of the Company or who are or were at any time Officers of the Company and the wives, widows, families and dependants of any such persons and make payments for or towards the insurance of any such persons as aforesaid, and also establish and subsidise or subscribe to any charitable institution, charitable association or charitable fund calculated to be for the benefit of or to advance the interests and well-being of sufferers from cerebral palsy and to guarantee money for any public exhibition or benevolent enterprise calculated to benefit sufferers from cerebral palsy and do any of the matters aforesaid either alone or in conjunction with any such other person or company,
 - (F) To invest the moneys of the Company not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided,

- (G) To purchase or otherwise acquire equipment for the purposes and activities of the Company of every kind whatsoever and to purchase or otherwise acquire for any estate or interest any property or assets or any concessions, licences, grants, or other exclusive or non-exclusive rights of any kind which may appear to be necessary or convenient for the purposes and activities of the Company and to develop and turn to account and deal with the same in such manner as may be thought expedient and to build, alter, adapt, construct, repair, uphold, maintain, and furnish property necessary or convenient for the purposes and activities of the Company,
- (H) Generally to purchase, to take on lease or in exchange, hire or otherwise acquire any real and personal property, and any rights or privileges which the Company may think necessary or convenient for the purposes and activities of the Company,
- (I) To sell, lease, exchange, bail, grant licences in respect of, or otherwise deal with or dispose of the property or interests in any property, rights, concessions or privileges belonging to the Company or over which the Company has any right or power of disposal either together or in portions to any firm, person, company or corporation, for such consideration or premium as the Company may think fit,
- (J) To apply to or make any arrangement with any government or authority, for any authority, right, privilege, concession, contract or charter which the Company may think it desirable to obtain or which may seem to the Company conducive to any of the objects of the Company and to accept, make payments under, carry out, exercise and comply with any such arrangement, authority, right, privilege, concession, contract or charter,
- (K) To make such charges for all or any of the benefits and facilities provided by the Company as may be decided upon and to apply for and collect funds for and in connection with the purposes and activities of the Company and to employ such means in this connection as may be decided upon and to accept bequests, subscriptions, grants, donations, loans, and bounty of every kind given and conferred to further the purposes and activities of the Company or any of them,
- (L) To adopt all such means of making the Company and its purposes and activities known as may be decided upon,
- (M) To borrow or raise money or secure the payment of money owing or the satisfaction or performance of any obligation or liability incurred or undertaken by the Company in such manner as the Company may think fit, and in particular by the issue of debentures, debenture stock (perpetual or redeemable) or by mortgage or charge or lien upon the whole or any part of the Company's property or assets (whether present or future) and to purchase, redeem or pay off any such securities,
- (N) To draw, make, accept, indorse, discount, execute and issue promissory notes, bills of exchange, warrants, and other negotiable or transferable instruments,
- (O) To act as trustee of any property or fund applicable wholly or largely for the benefit of sufferers from cerebral palsy and to undertake and execute trusts wholly or largely for the benefit of sufferers from cerebral palsy,
- (P) To carry out all or any of the foregoing objects through or by means of agents, brokers, trustees, or others and in any part of the world,

- (Q) To do such other lawful things as are incidental or conducive to the attainment of the above objects,

Provided that -

- (i) in case the Company shall take or hold any property which may be subject to any trusts, the Company shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts
- (ii) The Company shall not support with its funds any object, or endeavour to impose on or procure to be observed by its members or others, any regulation, restriction or condition which if an object of the Company would make it a Trade Union

4 The income and property of the Company whencesoever derived, shall be applied solely towards the promotion of the objects of the Company 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 howsoever by way of profit, to the members of the Company

Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Company, or to any Member of the Company, in return for any service actually rendered to the Company, nor prevent the payment of interest at a rate not exceeding five per cent, per annum on money lent or reasonable and proper rent for premises demised or let by any Member to the Company, but so that no member of the Council of the Company shall be appointed to any salaried office of the Company, or any office of the Company paid by fees, and that no remuneration or other benefit in money or moneys worth shall be given by the Company to any member of such Council 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 Company provided that the provision last aforesaid shall not apply to any payment to any Company of which a member of the Council may be a member 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 any such payment

5 The liability of the Members is limited

6 Every Member of the Company undertakes to contribute to the assets of the Company, in the event of its being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Company contracted before he ceases to be a member, and of the costs, charges, and expenses of winding up, and for the adjustment of the rights of the contributories among themselves such amount as may be required not exceeding two pounds

7 If upon the winding up or dissolution of the Company 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 Company, but shall be given or transferred to some other institution or institutions, having objects similar to the objects of the Company, and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Company under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the Members of the Company at or before the time of dissolution, and if and so far as effect cannot be given to the aforesaid provision then to some charitable object