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**Declaration of compliance with the
requirements of the Companies Acts 1948 to 1976
on application for registration of a company**

Pursuant to section 15(2) of the Companies Act 1948
as amended by the Companies Act 1976

Please do not
write in this
binding margin



Please complete
legibly, preferably
in black type, or
bold black lettering

* delete if
inappropriate

Company number

1392004

Name of Company

THE SOCIETY OF HOMOEOPATHS LIMITED
Limited*

i. **PETER LEE CHAPPELL**
of **59 NORFOLK HOUSE ROAD**
STREATHAM SW16
LONDON

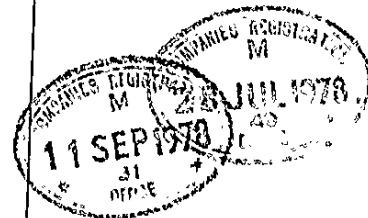
† Please indicate
whether you are
a Solicitor of
the Supreme
Court (or in
Scotland 'a
Solicitor')
engaged in the
formation of the
company, or
a person named
as director or
secretary of the
company in the
statement
delivered under
section 21 of the
Companies Act
1976

do solemnly and sincerely declare that I am † **SECRETARY OF THE COMPANY**
IN THE STATEMENT DELIVERED UNDER SECTION 21 OF THE COMPANIES ACT 1976
of **THE SOCIETY OF HOMOEOPATHS LIMITED**
Limited*

and that all the requirements of the Companies Acts 1948 to 1976
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 **Streatham**the **26th** day of **July**One thousand nine hundred and **seventy eight**before me **Pm Lofathum's****A Commissioner for Oaths** **A. Solicitor** CHANN L. V. 1771/424Presentor's name, address and
reference (if any)For official use
General section

Post room



† or Notary-
Public or Justice
of the Peace or
Solicitor having
the powers
conferred on a
Commissioner
for Oaths

The Companies Acts, 1948 to 1978

COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL

Memorandum of Association

of

THE SOCIETY OF HOMOEOPATHS
LIMITED



1. The name of the Company (hereinafter called 'the Society') is "THE SOCIETY OF HOMOEOPATHS LIMITED".
2. The registered office of the Society will be situated in England.
3. A. The objects for which the Society is established are:
 - (a) To promote and advance Homoeopathy;
 - (b) to promote and aid research into all aspects of homoeopathy, and to disseminate the results thereof;
 - (c) to establish, maintain and encourage education, and the establishment of places of education, in homoeopathy;
 - (d) to foster and encourage standards for the practice of homoeopathy;
 - (e) to develop and maintain a register of qualified and practising homoeopaths for public referral and to develop and refine a code of conduct for those on the register.

And in particular without derogating the above objects the following objects:

- (f) to publish and provide the publication and circulation of literature, films, recordings, and other methods from time to time available for the dissemination of information in any way relating to the above objects of the Society;
- (g) to organise conferences, lectures, group discussion, working parties and other techniques and activities as shall help in any way to forward the foregoing;
- (h) all the above objects are independent;
- (i) to carry on any other business, activities or things which in the opinion of the directors of the Society is conducive to the attainment of the above objects or any of them.



Lloyds.
810496.
£50.



B. For the purpose of carrying out the above objects the Society shall have the following additional powers:

- (a) to construct, equip, provide, alter, develop, administer or control any buildings and premises used, or to be used, for the purposes of the Society;
- (b) to publicise the activities of the Society and to borrow for and receive donations or subscriptions;
- (c) to purchase, take on lease, or exchange, hire or otherwise acquire any real or personal property and any rights or privileges which are necessary for the promotion of the objects;
- (d) to sell, let, mortgage, dispose of or turn to account, all or any of the property or assets of the Society so as to promote its objects;
- (e) to undertake and execute any trusts which may lawfully be undertaken by the Society;
- (f) to borrow or raise money for the purposes of the Society on such terms and on such security as may be thought fit;
- (g) to invest the moneys of the Society in or upon such investments as the Society may think fit;
- (h) to establish and support or aid in the establishment and support of any associations or institutions, and to subscribe money for purposes connected with the purposes of the Society or which further its objects.

4. The liability of the members is limited.

5. There shall be voting and non-voting members and voting members shall be practising homoeopaths not on the Medical Register of the General Medical Council.

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

Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Society, in return for any services actually rendered to the Society, nor prevent the payment of interest at a rate not exceeding 2 per cent per annum above the Bank Rate from time to time on money lent or reasonable and proper rent for premises demised or let by any member to the Society; but so that no director of the Society shall be appointed to any salaried office of the Society or any office of the Society paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Society to any director, 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 Society; provided that the provision last aforesaid shall not apply to any payment to a company of which a director may be a member and in which such director shall not hold more than one hundredth part of the capital, and such director shall not be bound to account for any share of profits he may receive in respect of such payment.

7. Every member of the Society undertakes to contribute to the assets of the Society in the event of its being wound up while he is a member, or within one year after he ceases to be a member, for the payment of the debts and liabilities of the Society contracted before he ceased to be a member, and the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding £1.
8. If upon the winding up or dissolution of the Society there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Society, but shall be given or transferred to some other institution or institutions, having objects similar to the objects of the Society, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Society under or by virtue of Clause 6 hereof, such institution or institutions to be determined by the members of the Society at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object.
9. True account shall be kept of the sums of money received and expended by the Society and the matters in respect of which such receipts and expenditure take place, of all sales and purchases of property and goods by the Society and of the property, credits and liabilities of the Society, and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Society for the time being, such accounts shall be open to the inspection of the members. Once at least in every year the accounts of the Society shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

MARTIN ERIC MILES, 28 Coleraine Road, Blackheath, London SE3	/	Homoeopath
MISHA NORLAND, 10 Ridge Road, London N8	/	Homoeopath
MICHAEL SIMON HAGGIAG, 15 West Heath Road, London NW3	/	Publisher
ROBERT GRAHAM FERGUSON DAVIDSON, 52 Guild Road, Charlton, London, SE7	/	Homoeopath
MARY TITCHMARSH, 4 Normanhurst Road, London SW2	/	Homoeopath
MARGARET KATHLEEN SAMUEL, 17 Welgarth Road, London NW11	/	Homoeopath
LYNN LOVELL, 99B Rowley Way, London NW8	/	Teacher
PETER LEE CHAPPELL, 59 Norfolk House Road, Streatham, London SW16	/	Homoeopath

DATED 26 July 1978

WITNESS

J.R.C. Hocking..... LL.B. Careers Officer

J.R.C. Hocking,
16 Hall Lane,
Shenfield,
Brentford,
Essex

The Companies Acts, 1948 to 1976

COMPANY LIMITED BY GUARANTEE AND NOT

HAVING A SHARE CAPITAL

Articles of Association

of

THE SOCIETY OF HOMOEOPATHS

LIMITED

1392004 / 3

INTERPRETATION

1. In these articles:-

"the Act" means the Companies Act, 1948.

"the Society" means the above named Society of Homoeopaths Limited.

"the seal" means the common seal of the Society.

"the office" means the registered office of the Society.

"the United Kingdom" means Great Britain and Northern Ireland.

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

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

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

Subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these articles become binding on the Society shall, if not inconsistent with the subject or context, bear the same meaning in these articles.

MEMBERSHIP

2. The number of members with which the Society proposes to be registered is 500, but the directors may from time to time register an increase of members.
3. The subscribers to the memorandum of association and such other persons as the directors shall admit to membership shall be members of the Society.
4. The provisions of Section 110 of the Act shall be observed by the Society, and every member of the Society shall either sign a written consent to become a member or sign the register of members on becoming a member, and shall also sign a copy of the Society's rules of conduct to the effect that the member agrees to abide thereby.
5. There shall be several classes of membership and the directors shall determine the privileges and conditions of each class of membership, provided that voting membership is available only to practising homoeopaths not on the Medical Register of the General Medical Council, and the directors may determine to admit or refuse admission to any class of membership at their absolute discretion.
In the event of persons being admitted to membership of the Society, such person shall be entered on the register of members provided that no person shall be admitted to membership until their first annual subscription has been paid.

CESSATION OF MEMBERSHIP

6. (A) Resignation. Any member may terminate his membership of the Society by notice in writing served on the Society and thereupon he shall be deemed to have resigned and his name shall be removed from the register of members, by the Secretary.

(B) The membership of any member of the Society may be terminated by the directors if in their opinion the person has done anything prejudicial to the interests of the Society or the member's professional status as a homoeopath, providing that the member shall have the right to know any complaint against him and the opportunity to be heard himself in person by the directors before any resolution as to the termination of his membership is passed. Any resolution on the termination of membership shall require a majority of three quarters of the directors.
Non-payment by members of subscriptions or levies shall be grounds for termination of membership.

(C) Right of Appeal. The former member can within seven days of receiving Notice of Terminated Membership, give written notice of his intention to appeal to the Society, stating therein the grounds of such appeal, and thereby has the right to appeal against the termination of membership to a General Meeting of the Society. The decision of two-thirds majority of those present and entitled to vote at such General Meeting will be final.
7. No member shall utilise the name, goodwill or facilities of the Society for monetary gain, to enhance personal reputation, to solicit patients or to obtain personal benefit.
8. The Register. The requirements governing the admission of persons to the Register shall be as the directors may from time to time decide but no person may be admitted to the Register unless such person shall have passed the prescribed examination of the Society or been exempt therefrom, nor may any person be admitted who is on the Medical Register of the General Medical Council. Those on the Register may use the title "Registered with the Society of Homoeopaths" and/or "Registered Homoeopath" as the directors may decide.

GENERAL MEETINGS

9. The Society shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the Society and that of the next. Provided that so long as the Society holds its first annual general meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such time and place as the directors shall appoint.
10. All general meetings other than annual general meetings shall be called extraordinary general meetings.
11. The directors may, when they think fit, convene an extraordinary general meeting, and extraordinary general meetings shall be convened on such requisition or, in default may be convened by such requisitionists, as provided by Section 132 of the Act.

NOTICE OF GENERAL MEETINGS

12. An annual general meeting and a meeting called for the passing of a special resolution shall be called by twenty-one days' notice in writing at the least, and a meeting of the Society other than an annual general meeting or a meeting for the passing of a special resolution shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Society in general meeting, to such persons as are, under the articles of the Society, entitled to receive such notices from the Society:
Provided that a meeting of the Society shall, notwithstanding that it is called by shorter notice than that specified in this article be deemed to have been duly called if it is so agreed-
 - a) in the case of a meeting called as the annual general meeting, by all the members entitled to attend and vote thereat; and
 - b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together representing not less than ninety-five per cent of the total voting rights at that meeting of all the members.
13. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

14. The business of an annual general meeting shall be to receive and consider the accounts and balance sheets and the reports of the directors and auditors, to elect directors in place of those retiring and also additional directors and to elect auditors and fix their remuneration. All other business transacted at an annual general meeting shall be deemed special.
15. No business shall be transacted at any general meeting, except the adjournment of the meeting, unless a quorum of members is present at the time when the meeting proceeds to business, and such quorum shall consist of one third of the total number of members entitled to vote, or twenty or more such members whichever is the least.

16. If within thirty minutes from the time appointed for the meeting a quorum be not present, the meeting, if convened upon the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place, and if at such adjourned meeting a quorum be not present within thirty minutes from the time appointed for the meeting, the member or members present shall be deemed to be a quorum and may do all business which a full quorum might have done.
17. The Chairman (if any) of the board of directors, or in his absence the vice-chairman (if any) shall preside as chairman at every general meeting of the Society. If there be no such chairman, or if at any meeting he be not present within thirty minutes after the time appointed for holding the meeting, the members present shall choose one of the directors present to be the chairman, or if no director be present, and willing to take up the chair, the members present shall choose one of their number to be chairman.
18. The chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for twenty-one days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
19. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is, before or upon the declaration of the result of the show of hands demanded by the chairman or by at least two members present in person or by proxy, or by a member or members present in person or by proxy and representing one-tenth of the total voting rights of all the members having the right to vote at the meeting and unless a poll be so demanded a declaration by the chairman of the meeting that a resolution has been carried, or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the Minute Book of the Society, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.
20. Subject to the provisions of the next succeeding Article, if a poll be demanded in manner aforesaid it shall be taken at such time and place and in such manner as the chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
21. No poll shall be demanded on the election of a chairman of a meeting or on any question of adjournment.
22. In the case of an equality of votes, whether on a show of hands or on a poll the chairman of the meeting shall be entitled to a second or casting vote.
23. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business in addition to the question on which a poll shall have been demanded.
24. Any ordinary resolution of the Society determined on without any general meeting and evidenced by writing under the hands of all directors of the Society and of members of the Society amounting in number to at least three-quarters of the members of the Society entitled to vote, shall be as valid and effectual as an ordinary resolution duly passed at a general meeting of the Society duly convened and held.

VOTES OF MEMBERS

25. Subject as hereinafter provided every member entitled to vote shall have one vote.
Voting membership is restricted to members who are practising homoeopaths and not on the Medical Register of the General Medical Council.
26. Save as herein expressly provided, no voting member other than a voting member who shall have paid every subscription and other sum (if any) which shall be due and payable to the Society in respect of his membership, shall be entitled to vote on any question either personally or by proxy, or as a proxy for another voting member, at any general meeting.
27. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may not vote.
28. Votes may be given on a poll either personally or by proxy. On a show of hands a voting member present only by proxy shall have no vote. A proxy need not be a member.
29. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing.
30. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the office not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.
31. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.
32. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstance will admit:

THE SOCIETY OF HOMOEOPATHS LIMITED

"I

"of

"a member of THE SOCIETY OF HOMOEOPATHS LIMITED

"hereby appoint

"of

"and failing him,

"of

"to vote for me and on my behalf at the (Annual or Extraordinary
"or Adjourned, as the case may be) General Meeting of the Society

"to be held on the day of

"and at every adjournment thereof.

"As witness my hand this day of

19 ."

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

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

THE SOCIETY OF HOMOEOPATHS LIMITED

"I

"of

"a member of THE SOCIETY OF HOMOEOPATHS LIMITED,

"hereby appoint

"of

"and failing him

"of

"to vote for me and on my behalf at the (Annual or Extraordinary, or
"Adjourned, as the case may be) General Meeting of the Society

"to be held on the day of

"and at every adjournment thereof.

"As witness my hand this day of 19 .

"This form is to be used *in favour of the resolution. Unless otherwise
against

" instructed, the proxy will vote as he thinks fit.

" * Strike out whichever is not desired."

DIRECTORS

34. The number of directors shall not be less than six nor more than nine.
35. The first directors shall be the subscribers to the Memorandum of Association.
36. The directors may from time to time appoint any member of the Society as a director either to fill a casual vacancy or by way of addition to the board of directors, provided that the prescribed maximum be not thereby exceeded. Any member so appointed shall retain his office only until the next Annual General Meeting, but he shall then be eligible for re-election.
37. No person who is not a voting member of the Society shall in any circumstances be eligible to hold office as a director.

BORROWING POWERS

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

POWERS AND DUTIES OF DIRECTORS

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

40. The directors may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the directors, to be the attorney or attorneys of the Society for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the directors under these articles) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the directors may think fit and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.
41. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Society, shall be signed, drawn, accepted, enforced, or otherwise executed, as the case may be, in such manner as the directors shall from time to time by resolution determine.
42. The directors shall cause minutes to be made in books provided for the purpose:
- A) of all appointments of officers made by the directors,
 - B) of the names of the directors present at each meeting of the directors and of any committee of the directors,
 - C) of all resolutions and proceedings at all meetings of the Society, and of the directors, and of committees of directors,
- and every director present at any meeting of directors or committee of directors shall sign his name in a book to be kept for that purpose.
43. The directors for the time being may act notwithstanding any vacancy in their number, provided always that if at any time the directors be reduced in number below the minimum prescribed by these articles, it shall be lawful for the directors available to act for the purpose of admitting persons to membership of the Society, filling up vacancies in their number or of summoning a general meeting but for no other purpose.
44. The directors may at any time appoint any person to be a director either to fill a casual vacancy or as an addition to the existing number (but not so as to exceed the maximum number of directors prescribed by these articles). Any person so appointed shall hold office only until the next following Annual General Meeting and shall then be eligible for re-election but shall not be taken into account in determining the number of directors who are to retire by rotation at such meeting.
45. Without prejudice to the general powers conferred by Article 39 and to the other powers and authorities conferred as aforesaid, it is hereby expressly declared that the directors shall be entrusted with the following powers:
- From time to time to make all such regulations and bye-laws as they think proper with regard to the affairs and concerns of the Society, and from time to time to repeal and alter the same or make others in lieu thereof as may seem expedient. Provided that the same do not contravene any of the provisions herein contained, and provided that no bye-laws or regulations shall be made under this power which would amount to such an addition to or modification of the Articles of Association as could only legally be made by a Special Resolution passed in accordance with the provisions of Section 141 of the Act.

DISQUALIFICATION OF DIRECTORS

46. The office of director shall be vacated if the director:-

- (A) becomes bankrupt or makes any arrangement or composition with his creditors generally,
- (B) becomes of unsound mind,
- (C) resigns his office by notice in writing to the Society,
- (D) is directly or indirectly interested in any contract with the Society and fails to declare the nature of his interest in manner required by Section 199 of the Act.

A director 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.

ROTATION OF DIRECTORS

- 47. At the second annual general meeting after the incorporation of the Society and at the annual general meeting to be held in every subsequent year, one half of the directors for the time being or if their number is not a multiple of two then the greater number nearest to one half, shall retire from office.
- 48. The directors to retire in every year shall be those who have been longest in office since their last election, but as between persons who became directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. For the purposes of this article the founder directors are deemed to have been elected.
- 49. Only one half (rounded up) of the directors retiring shall be eligible for re-election. The retiring directors eligible for re-election shall be those who have been shortest in office since their last election or appointment. As between persons who became directors on the same day those eligible for re-election shall (unless they otherwise agree among themselves) be determined by lot.
- 50. No person not being a director retiring and eligible for re-election at the meeting shall be eligible for election at any general meeting unless within the prescribed time before the day appointed for the meeting there shall have been given to the Secretary notice in writing, by some member duly qualified to be present 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 the person to be proposed, of his willingness to be elected. The prescribed time above mentioned shall be such that, between the date when the notice is served, or deemed to be served, and the day appointed for the meeting there shall be not less than seven nor more than twenty-eight intervening days.
- 51. The Society may from time to time by ordinary resolution increase or reduce the number of directors, and may also determine in what rotation the increase or reduced number is to go out of office.
- 52. The Society may by ordinary resolution, of which special notice has been given in accordance with section 142 of the Act, remove any director before the expiration of his period of office notwithstanding anything in these articles or in any agreement between the Society and such director. Such removal shall be without prejudice to any claim such director may have for damages for breach of any contract of service between him and the Society.

53. The Society may by ordinary resolution appoint another person in place of a director removed from office under the immediately preceding article. The person appointed to fill such a vacancy shall be subject to retirement at the same time as if he had become a director on the day on which the director in whose place he is appointed was last elected a director.

PROCEEDINGS OF DIRECTORS

54. The directors may meet together for the despatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the chairman shall have a second or casting vote. A director may, and the secretary on the requisition of a director shall, at any time summon a meeting of the directors. It shall not be necessary to give notice of a meeting of directors to any director for the time being absent from the United Kingdom.
55. The quorum necessary for the transaction of the business of the directors may be fixed by the directors, and unless so fixed shall be four. A meeting of the directors at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Society for the time being vested in the directors generally.
56. The continuing directors may act notwithstanding any vacancy in their body but, if and so long as their number is reduced below the number fixed by or pursuant to the articles of the Society as the necessary quorum of directors the continuing directors or director may act for the purpose of increasing the number of directors to that number, or of summoning a general meeting of the Society, but for no other purpose.
57. The directors 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 directors present may choose one of their number to be chairman of the meeting.
58. The directors may delegate any of their powers to committees consisting of such directors as they think fit, and any committee so framed shall in the execution of the powers so delegated conform to any regulations imposed on it by the directors. The meetings and proceedings of any such committee shall be governed by the provisions of these articles for regulating the meeting and proceedings of the directors so far as applicable and so far as the same shall not be superseded by any regulations made by the directors as aforesaid.
59. All acts bona fide done by any meeting of the directors or of any committee of the directors, or by any person acting as a director, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such director or person acting as aforesaid or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a director.
60. 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.

61. 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.
62. A resolution in writing signed by all directors for the time being or by all members of any committee of directors who are duly entitled to receive notice of a meeting of the directors or of such committee shall be as valid and effectual as if it had been passed at a meeting of the directors or of such committee duly convened and constituted.

SECRETARY

63. The secretary shall be appointed by the directors for such term and upon such conditions as they think fit; and any secretary so appointed may be removed by them.
64. A provision of the Act of these articles requiring or authorising a thing to be done by or to a director and the secretary shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, the secretary.

THE SEAL

65. The directors shall provide for the safe custody of the seal, which shall only be used by the authority of the directors or of a committee of the directors authorised by the directors in that behalf, and every instrument to which the seal shall be affixed shall be signed by a director and shall be countersigned by the secretary or by a second director or by some other person appointed by the directors for the purpose.

INCOME OF THE SOCIETY

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

ACCOUNTS

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

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

INDISTINCT ORIGINAL

68. The books of account shall be kept at the office; or, subject to section 147(3) of the Act, at such other place or places as the directors shall think fit, and shall always be open to the inspection of the directors.
69. The directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Society or any of them shall be open to the inspection of members of the Society, and no member shall have any right of inspecting any account or book or document of the Society except as conferred by statute or authorised by the directors or by the Society in general meeting.
70. At the annual general meeting in every year the directors shall lay before the Society a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Society) made up to a date not more than four months before such meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the directors and the auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty-one clear days before the date of the meeting, subject nevertheless to the provisions of section 158(1)(c) of the Act, be sent to the auditors and to all other persons entitled to receive notices of general meetings in the manner in which notices are hereinafter directed to be served. The auditors' report shall be open to inspection and be read before the meeting as required by section 14 of the Companies Act 1967.

AUDIT

71. Once at least in every year the accounts of the Society shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by properly qualified auditors who shall be appointed and their duties regulated in accordance with section 159 to 161 of the Act, and section 14 of the Companies Act 1967.

NOTICES

72. A notice may be served by the Society upon any member either personally or by sending it through the post in a prepaid letter, addressed to such member at his registered address as appearing in the register of members.
73. Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Society an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but, save as aforesaid and as provided by the Act, only those members who are described in the register of members by an address with the United Kingdom shall be entitled to receive notices from the Society.
74. Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter.

DISSOLUTION

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

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

MARTIN ERIC MILES, 28 Coleraine Road, Blackheath, London SE23 ...	
MISHA NORLAND, 10 Ridge Road, London N8	Homoeopath
MICHAEL SIMON HAGGIAG, 15 West Heath Road, London NW3 ...	Homoeopath
ROBERT GRAHAM FERGUSON DAVIDSON, 52 Guild Road, Charlton, London SE7	Publisher
MARY TITCHMARSH, 4 Normanhurst Road, London SW2	Homoeopath
MARGARET KATHLEEN SAMUEL, 17 Welgarth Road, London NW11 ...	Homoeopath
LYNN LOVELL, 99B Rowley Way, London NW8	Teacher
PETER LEE CHAPPELL, 59 Norfolk House Road, Streatham, London SW16	Homoeopath

DATED 5 September 1978

WITNESS

J.R.C. Hocking L.L.B. Carers Office

J.R.C. Hocking,
16 Hall Lane,
Shenfield,
Brentford,
Essex.



THE COMPANIES ACTS 1948 TO 1976

Form No. 1

Statement of first directors and
secretary and intended situation
of registered office

Pursuant to sections 21 and 23(2) of the Companies Act 1976

1

Please do not
write in this
binding margin



Please complete
legibly, preferably
in black type, or
bold black lettering

Name of Company

Company number

1392004

THE SOCIETY OF HOMOEOPATHS LIMITED

* delete if
inappropriate

The intended situation of the registered office of the company
on incorporation is as stated below

59 NORFOLK HOUSE RD
STREATHAM
LONDON S.W.16

If the memorandum is delivered by an agent for the subscribers of
the memorandum, please mark 'X' in the box opposite and insert the
agent's name and address below

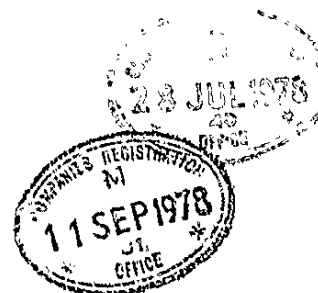
If the spaces provided on page 2 are insufficient and use has been made
of continuation sheets (see note 1), please enter in the box opposite
the number of continuation sheets which form part of this statement

1

Presentor's
reference (if any):

For official use
General section

Post room



The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company are as follows:

Please do not write in this binding margin



Important
The particulars to be given are those referred to in section 21(2)(a) of the Companies Act 1976 and section 200(2) of the Companies Act 1949. Please read the notes on page 4 before completing this part of the form.

Name (note 2)	Business occupation
MARTIN ERIC MILES	HOMOEOPATH
Former name(s) (note 3)	Nationality
	BRITISH
Address (note 4)	Date of birth (where applicable) (note 6)
28 COLERAINF RD BLACKHEATH LONDON SE3	
Particulars of other directorships (note 5)	
NONE	
I hereby consent to act as director of the company named on page 1	
Signature Martin Miles	Date 26/7/78

Name (note 2)	Business occupation
MISHA NORLAND	HOMOEOPATH
Former name(s) (note 3)	Nationality
	BRITISH
Address (note 4)	Date of birth (where applicable) (note 6)
10 RIDGE ROAD LONDON N8	
Particulars of other directorships (note 5)	
NONE	
I hereby consent to act as director of the company named on page 1	
Signature Misha Norland	Date 26/7/78

Name (note 2)	Business occupation
MICHAEL SIMON HAGGIAG	PUBLISHER
Former name(s) (note 3)	Nationality
	FRENCH
Address (note 4)	Date of birth (where applicable) (note 6)
15 WEST HEATH RD NW3 LONDON	
Particulars of other directorships (note 5)	
NONE	
I hereby consent to act as director of the company named on page 1	
Signature Michael Haggiag	Date 26/7/78

Please do not
write in this
binding margin



Important

The particulars
to be given are
those referred to
in section
21(2)(b) of the
Companies Act
1976 and section
200(3) of the
Companies Act
1948. Please
read the notes
on page 4 before
completing this
part of the form.

The name(s) and particulars of the person who is, or the persons who are,
to be the first secretary, or joint secretaries, of the company are as follows:

Name (notes 2 & 7)	PETER LEE CHAPPELL
Former name(s) (note 3)	—
Address (notes 4 & 7)	59 NORFOLK HOUSE ROAD STREATHAM LONDON SW16
I hereby consent to act as secretary of the company named on page 1	
Signature	Peter L Chappell
Date	

Name (notes 2 & 7)	
Former name(s) (note 3)	
Address (notes 4 & 7)	
I hereby consent to act as secretary of the company named on page 1	
Signature	
Date	

* as required by
section 21(3) of
the Companies
Act 1976

Signed by or on behalf of the subscribers of the memorandum*

† delete as
appropriate

Signature Peter L Chappell [Subscriber] ~~[Agent]~~† Date 26/7/78

Signature Mary Titelmarch [Subscriber] ~~[Agent]~~† Date 28/7/78

Please do not
write in this
binding margin

THE COMPANIES ACTS 1948 TO 1976

Statement of first directors and
secretary and intended situation
of registered office

Continuation sheet No. 1
to Form No. 1

Company number

1392004

Please complete
legibly, preferably
in black type, or
bold black lettering

Name of Company

THE SOCIETY OF HOMOEOPATHS

Limited*

* delete if
inappropriate

Particulars of other directors (continued)

Name (note 2) **ROBERT GRAHAM**

Business occupation

FERGUSON DAVIDSON

HOMOEOPATH

Former name(s) (note 3)

Nationality

Address (note 4) **52 GUILD RD**

BRITISH

CHARLTON

Date of birth (where applicable)
(note 6)

LONDON SE7

I hereby consent to act as director of the company named on page 1

Signature *Robert Davidson*

Date 26/7/78

Particulars of other directorships

MARY TITCHMARSH

HOMOEOPATH

4 NORMANHURST RD

STREATHAM

LONDON SW2

BRITISH

Mary Titchmarsh

26/7/78

LYNN LOVELL

99B ROWLEY WAY

TEACHER

LONDON NW8

BRITISH

Lynn Lovell

26/7/78

MARGARET KATHLEEN

HOMOEOPATH

SAMUEL

17 WELGARTH RD

BRITISH

LONDON NW11

Kay Samuel

26/7/78

† delete if
inappropriate

continued overleaf 1



CERTIFICATE OF INCORPORATION

No. 1392004

I hereby certify that

THE SOCIETY OF HOMOEOPATHS LIMITED

is this day incorporated under the Companies Acts 1948 to 1976 and that the Company is Limited.

Given under my hand at Cardiff the

2ND OCTOBER 1978

A handwritten signature in cursive script, appearing to read 'P. Walker'.

P. WALKER

Assistant Registrar of Companies

A**THE COMPANIES ACTS 1948 TO 1976****Notice of new accounting reference date given during the course of an accounting reference period**

Pursuant to section 3(1) of the Companies Act 1976

3Please do not
write in this
binding marginPlease complete
legibly, preferably
in black type, or
bold block lettering

To the Registrar of Companies

For official use

Company number

7

1392004

Name of company

*delete if
inappropriate

THE SOCIETY OF HOMOEOPATHS Limited*

NotePlease read
notes 1 to 5
overleaf before
completing this
form

hereby gives you notice in accordance with section 3(1) of the Companies Act 1976 that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is as shown below:

Day Month

3 1 1 2

†delete as
appropriate

The current accounting reference period of the company is to be treated as [shortened] [extended]† and [is to be treated as having come to an end] [will come to an end]† on

Day Month Year

3 1 1 2 1 9 8 1

See note 4(c) and
complete if
appropriate

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 3(6)(c) of the Companies Act 1976, the following statement should be completed:

‡delete as
appropriate

The company is a [subsidiary] [holding company]‡ of _____

_____, company number _____

the accounting reference date of which is _____

§delete as
appropriateSigned R. C. Nichols [Director] [Secretary] §Date 8th March 1982Presenter's name, address and
reference (if any):R. C. NICHOLS
23, KESLAKE RD.
QUEENS PARK
LONDON NW6

Treasurer of the Society of Homoeopaths

For official use
General section

Post room



THE SOCIETY OF HOMOEOPATHS

At an Extraordinary General Meeting of the company held at the University of Manchester Institute of Science and Technology on Sunday 15th September at 2.15pm the following resolutions were passed:-

Resolution 1. That Article 6 of the Memorandum of Association be amended to the effect that the section beginning *but so that no director of the Society shall be appointed ...* and finishing with *or of pocket expenses* shall be replaced by the words:

but the directors of the Society may be paid directors fees for any work undertaken by them for the Society. Save as aforesaid no director of the Society shall be appointed to any salaried office of the Society and no other benefit in money or monies worth shall be given by the Society to any director except payment of out of pocket expenses.

and that the following shall be added to Article 36:

The directors shall be entitled to receive fees as shall be voted at a general meeting.

Resolution 2. That Article 8 of the Articles of Association be replaced entirely by:

The Register of Homoeopaths. The requirements governing the admission of persons to the Register of Homoeopaths shall be that as given in the latest edition of the document Registration Standards and Procedures as issued by the Registrar of the Society. Those on the Register of Homoeopaths may use the title Registered with the Society of Homoeopaths and/or Registered Homoeopath and/or Registered Member as the directors may decide.

and that Article 25 of the Articles of Association be replaced entirely by:

Subject as hereinafter provided every member entitled to vote shall be known as Full members and shall have one vote. Voting membership is restricted to Registered Members who are not on the Medical Register of the The General Medical Council.

And that Article 15 of the Articles of Association may be changed such that references to *members* be replaced by *Full members*.

Resolution 3. That Article 7 of the Articles of Association shall be replaced entirely by:

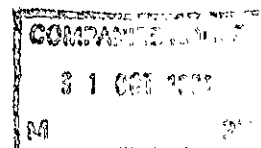
Members not on the Register of Homoeopaths shall not use their membership, nor the name, goodwill or facilities of the Society to enhance personal reputation, to solicit patients or to obtain personal benefit.

And that Article 2 of the Articles of Association may be changed so that 500 be replaced by 3,000.

Director

John P. Gesswell

7th October 1991



1392004

THE SOCIETY OF HOMŒOPATHS

2 Artizan Road, Northampton NN1 4HU
Tel. (0604) 21400

At an Extraordinary General Meeting of the Company held at the University of Keele on Saturday 19th September at 2pm, the following resolutions were passed:

(92)

1 SPECIAL RESOLUTION Memorandum 3 (e)

That Memorandum 3(e) shall be amended to the effect that the word 'uphold' shall be inserted and the words 'those on the register' shall be removed, and that it should now read thus:

3 (e) To develop and maintain a register of qualified and practising homœopaths for public referral, and to develop, refine and uphold a code of ethics and conduct.

2 SPECIAL RESOLUTION Article 2

That the existing Article 2 shall revert to its previous wording as follows:

The number of members with which the Society proposes to be registered is 500, but the directors may from time to time register an increase of members.

3 SPECIAL RESOLUTION Article 4

That existing Article 4 be replaced entirely by the following new Article:

Article 4

The provisions of section 110 of the Act shall be observed by the Society and every member of the Society shall sign a written consent to become a member, and on becoming a member shall have seen a copy of the Memorandum and Articles of Association and Code of Ethics.

4 SPECIAL RESOLUTION Article 5

That existing Article 5 be replaced entirely by the following new Article 5:

Article 5

Article 5A

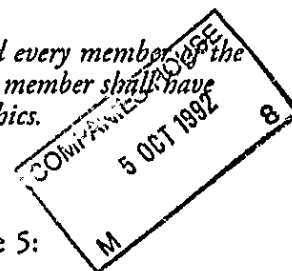
There shall be several classes of membership as the directors shall decide, including:

Qualified Members:

(a) A Registered Member is a member whose name has been entered on the Society's Register of Homœopaths as a professional homœopath who meets its requirements for such entry and who shall practise homœopathy in accordance with the Society's Code of Ethics.

(b) A Full Member is a Registered Member who is not on the Medical Register of the General Medical Council. Only Full Members are entitled to vote at general meetings of the Society or to become directors.

(c) A Fellow is a Full Member who has been honoured by the Society for outstanding services to the Society and/or to the profession of homœopathy.



(d) A Licensed Member is a practising homœopath who meets the Society's required standards of training in homœopathy for this class, and is expected to continue in practice with a view to becoming a Registered Member within 4 years of obtaining the licentiate

(e) A Retired Member is a qualified homœopath within the above categories who has ceased regular practice, either temporarily or permanently, but wishes to retain the status of a Qualified Member, subject to the other provisions of these Articles.

Other classes

(f) A student member is a person not yet qualified who is in regular attendance at a course of homœopathic training recognised by the Society and may only practise homœopathy within the process of supervision administered on the course. During such practice he/she must abide by the Society's Code of Ethics.

(g) An honorary member is a person who has been awarded honorary membership for outstanding services rendered to the Society and/or to the profession of homœopathy, and any other classes as shall be determined by the directors.

Article 5B

The directors shall determine the privileges and conditions of each class of membership, subject to the other provisions of these Articles, providing that voting membership is available only to Full Members. The directors may determine to admit or refuse admission at their absolute discretion.

Article 5C

In the event of a person being admitted to membership of the Society, such person shall be entered on the register of members, provided that no person shall be admitted to membership until their first annual subscription has been paid.

Article 5D

All Qualified Members shall have full professional indemnity and public/products liability insurance provided or approved by the Society.

5 SPECIAL RESOLUTION Article 6

That Article 6 shall be replaced entirely by the new Article 6

Resignation and Termination of membership

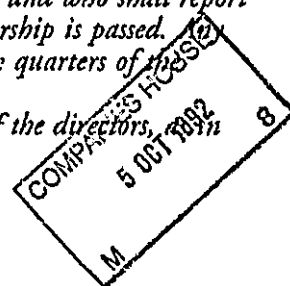
Article 6

6A Any member may terminate his/her membership of the Society by notice in writing served on the Society and thereupon he/she shall be deemed to have resigned and his/her name shall be removed from the register of members, by the Secretary.

6B Where subscriptions or levies due to the Society have been left unpaid for one month after the due date, the membership of any member of the Society who is not a Qualified member may be deemed to be terminated and his/her name removed from the register of members by the Secretary.

6C The membership of any member of the Society, who is not a Qualified Member may be terminated by the directors if in their opinion the person has done anything prejudicial to the interests of the Society or to the profession of homœopathy. The member shall have the right to know any complaint against him/her and the opportunity to be heard him/herself in person by at least two directors and one or more Full Members, appointed by the directors and who shall report to the directors, before any resolution as to the termination of his/her membership is passed. Any resolution on the termination of membership shall require a majority of three quarters of the directors present in person at any meeting thereof.

6D Readmission of a former member shall be at the absolute discretion of the directors.
Article 5(B).



6 SPECIAL RESOLUTION Article 7

That existing Articles 7 and 8 shall be replaced entirely by the new Article 7 as follows:

The Register of Homœopaths

Article 7

7A Registered Members may use the title 'Registered Homœopath' and/or 'Registered with the Society of Homœopaths', and/or the abbreviation 'R S Hom' or such other designation as the directors shall decide. Fellows of the Society may use the title 'Fellow of the Society of Homœopaths' and the abbreviation 'F S Hom', or such other designation as the directors shall decide.

7B Members, other than those on the Register of Homœopaths shall not use their membership, nor the name, goodwill or facilities of the Society to enhance personal reputation, to solicit patients, to obtain personal benefit, or for any professional purpose whatsoever.

7C A Registered Member may withdraw his/her name from the published Register of Homœopaths, for reasons agreed with the directors, while retaining his/her Registered Membership and continuing in practice. His/her name shall be returned to the published Register upon request at any later time.

7D A Registered member who has not continued in practice and has withdrawn or retired for more than three years may be reinstated to the Register upon application to the directors who reserve the absolute discretion to reassess that Member's proficiency to practise and may refuse reinstatement to the Register of Homœopaths as they see fit.

7E Upon resignation or cessation of membership of the Society, a Registered Member's name shall also be removed from the Register of Homœopaths, and notification to the membership of the Society and general public may be given at that time.

7 SPECIAL RESOLUTION Article 8

That a new Article 8 be included to replace the existing Article 8 as follows:

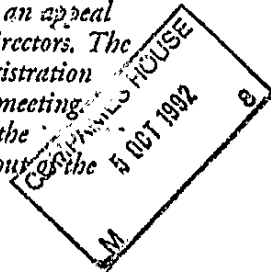
Registration

Article 8

8A The directors shall appoint a Registrar, to administer and supervise the admission of persons to the Register of Homœopaths.

8B The requirements governing the admission of persons to the Register of Homœopaths shall be determined by the directors after consulting with the Registrar and shall be set out in the document Registration Standards and Procedures, as published from time to time by the Society, provided that no person shall be admitted to the Register of Homœopaths until any appropriate new subscription has been paid.

8C In the case of any question arising that the examinations, or other Registration procedures have not been properly conducted or an unfair assessment has been made, the matter shall be addressed by the person making the complaint to the Registrar and the Professional Conduct Director for consideration and enquiry. Following such enquiry a recommendation shall be made to the directors who shall then make a decision. However, any candidate who is a member of the Society shall have the right to appeal against this decision and to be heard in person by an appeal committee of at least two directors and one or more Full Members appointed by the directors. The appeal committee shall make their report to the directors. Any resolution upon the Registration appeal shall require a majority of three quarters of the directors present at a directors' meeting. Explanatory note: The new article specifies A the appointment of the Registrar and B the conditions of registration and C the procedures for dealing with any complaints arising out of the registration process.



8 SPECIAL RESOLUTION Article 9

That a new Article 9 as follows be included immediately after the existing Article 8

Arbitration and Disciplinary Procedures

Article 9

9A Failure by a Qualified Member to observe the provisions of these Articles and/or the guidelines of the Code of Ethics or any other standards or regulations made by the Society may render him/her subject to arbitration and/or a disciplinary procedures, upon receipt of a complaint against him/her. These procedures are set out in the Articles and in the Society's Code of Adjudication Procedures.

9B The directors shall appoint one of their number to be the Professional Conduct Director who shall be responsible for the maintenance of standards within the Society and to investigate all complaints against Qualified Members.

9C Complaints received by the Society concerning Qualified Members shall be referred to the Professional Conduct Director and the Member concerned shall be notified without delay of the fact that a complaint has been made against him/her.

9D Enquiries into complaints must be made impartially by those involved and they shall conciliate, where possible, by frank discussion and exchange of letters. The Professional Conduct Director shall endeavour to resolve the complaint where necessary in consultation with one other director and/or specialist advisors. The results of investigations and mediations shall be known in writing to both the complainant and the Member involved, and a report shall be made to the directors.

9E Where conciliation has proved unsatisfactory or unacceptable to any of the parties involved or to the directors, then the procedures outlined herein and in the Code of Adjudication Procedures shall be followed.

9 SPECIAL RESOLUTION Article 10

That a new Article 10 as follows be included immediately after the new Article 9

Disciplinary procedures and duties of the Convenor

Article 10

10A The Professional Conduct Director shall appoint a Convenor who shall be a Full Member to conduct the hearing. More than one Convenor may be appointed to conduct hearings of different cases occurring at the same time.

10B The Convenor shall notify all parties and invite them to appear at a hearing with or without representation and any witnesses on their behalf. The Convenor shall also seek from each party written statements of all allegations, evidence, or other relevant material they wish to be available at the hearing. Copies of such written documents shall be sent to each other party in the same case at least twenty one days prior to the date of the hearing.

10C The Convenor shall arrange a time, date and place for the hearing, notify all parties at least twenty one days beforehand, and shall nominate and ensure the attendance of a Panel of four Full Members who are neither directors nor officers of the Society, and at least one other person, who is neither a member of the Society nor a homœopath, with full voting rights in this instance.

On the basis of the written evidence, the Panel in preliminary hearing may suspend from his/her activities any director or committee member of the Society, prior to a decision at the full adjudication.

10D The Convenor shall attend the panel but shall not be a member of the panel nor take any part in making a decision in the case under consideration

10E The Convenor shall communicate in full confidentiality within seven days the decision of the Panel hearing to the directors only, for ratification at the next Board meeting. Upon ratification by the directors the Convenor shall notify, in writing, within seven days, the decision of the directors to the complainant and the Member giving the latter notice of his/her rights to

RECEIVED
10 OCT 1992
8

10 SPECIAL RESOLUTION Article 11
That a new Article 11 as follows shall be included after the new Article 10

The Panel in disciplinary Hearings
Article 11

11A The Panel, as convened, shall consider all written and oral evidence presented to it by all parties and witnesses attending the hearing.

11B The Panel shall dismiss a case unless they consider beyond all reasonable doubt that the Member has contravened or insufficiently observed any provisions of the Articles, Code of Ethics or any other Regulations of the Society. In this instance, the Panel shall impose a penalty on the Member from the following categories; a warning; a demand to give a written undertaking not to reoffend; a reprimand; a suspension; an expulsion from Membership. The Panel may alternatively also recommend that a member should embark upon a period of counselling or supervision or training which is relevant to the matter in hand.

11C The Panel shall make its report to the Convener within twenty eight days of completion of the hearing.

11D The directors shall have the power and discretion to reimburse any reasonable out of pocket expenses incurred for work undertaken in the course of a Panel hearing.

11 SPECIAL RESOLUTION Article 12
That a new Article 12 as follows be included after the new Article 11

Appeals
Article 12

12A A Qualified Member can, within twenty eight days of the date of the notice of the decision of the directors, give written notice of his/her intention to appeal to the Society. Such notice shall state therein the grounds for such an appeal.

12B An appeal can be made on the grounds that:
a) there is evidence which was not available at the Panel hearing,
b) there is evidence that procedures were not properly followed,
c) the appellant considers he/she has been unjustly or unfairly treated in the adjudication process generally

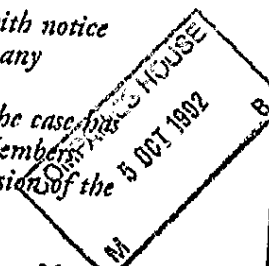
12C Within three calendar months of receipt by the Society of the notice of intention to appeal, an appeal meeting shall be convened by the Secretary of which at least twenty one days notice in writing shall be given to all Full Members of the Society.

12D An appeal meeting shall be held in camera consisting of twelve Full members, of whom eight shall be a quorum, who are neither directors nor officers of the Society, nor members of the Panel, the appellant with or without representation and the Professional Conduct Director with or without representation

12E Both parties to the appeal may supply written evidence in advance to be sent with notice of the meeting and provide written and oral evidence to the appeal meeting and to call any witnesses on their behalf.

12F Upon completion of the evidence from both sides, the Full Members to whom the case has been presented shall make their decision. A decision of at least three fourths of those Members shall be final. In the absence of such a majority, the appeal shall be upheld and the decision of the Panel set aside.

12G Within seven days of the appeal decision the Secretary shall notify in writing the complainant and the Member concerned and any suspension or expulsion shall commence fifteen clear days from the date of such notice



12 SPECIAL RESOLUTION Article 13

That a new Article 13 as follows be included after the new Article 12

Cessation of Qualified Membership and reinstatement

Article 13

13A A Qualified Member may resign from Membership by giving notice in writing as provided in Article 6A.

13B In the case of a decision following a hearing, to suspend or to expel a Member, the suspension or expulsion shall begin after twenty eight clear days from the date of the notice of such decision being given to the Member, if no appeal has been lodged, or at the conclusion of an appeal meeting which has resulted in the decision by the directors being upheld.

13C The Society shall be entitled to publish, in any of its publications, and in the general press or other publications selected by the directors, notice of the suspension or expulsion of any Member subject to the provisions of these Articles, provided that such publication contains only the name and address of the Member and the formal grounds for such suspension or expulsion.

13D Upon application by a former Qualified Member to be reinstated to Membership and/or the Register of Homoeopaths after expulsion, the directors may exercise absolute discretion whether or not to reinstate the former Member and to which class of membership of the Society.

13E A Qualified Member who has withdrawn from practice and from qualified membership may be reinstated to their former membership upon application to the directors who reserve the absolute discretion to reassess that member's proficiency to practice and who may recommend further training before readmission

13F Upon the disappearance of a Qualified Member, his/her Membership shall be deemed to have ceased as and when his/her subscription is overdue and unpaid for one month. The former Member may apply to the directors for reinstatement but the directors may exercise absolute discretion whether or not to reinstate him/her to Qualified Membership.

13 SPECIAL RESOLUTION Article 46

That the existing Article 46 be replaced by the following and be renumbered as Article 51

51A The office of director shall be suspended;

where a director chooses to suspend him / herself.

where the Panel in a preliminary hearing has exercised their power to suspend the director from his/her duties until the adjudication has been finalized.

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

51B The office of director shall be vacated if the director:

becomes bankrupt or makes any arrangement or composition with his/her creditors generally,

becomes of unsound mind resigns his/her office by notice in writing to the Society, is directly or

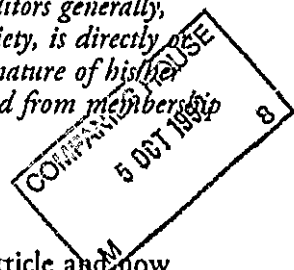
indirectly interested in any contract with the Society and fails to declare the nature of his/her interest in manner required by Section 199 of the Act is suspended or expelled from membership of the Society.

14 SPECIAL RESOLUTION Article 37

That the existing Article 37 be replaced in its entirety by the following Article and now becomes Article 42.

Article 42

No person other than a voting member of the Society shall in any circumstances be eligible to hold office as a director.



15 SPECIAL RESOLUTION Article 47, 48, 49 and 50

That existing Articles 47, 48, 49 and 50 be replaced entirely by the following new Article, to be renumbered as Article 52 and will read thus:

52A Directors seeking election at an annual general meeting who have been in office as a director for three consecutive years shall retire from office. These directors shall be eligible for re-election.

52B Only Full Members are eligible for election as a director and only Full Members can nominate them for election

52C Members nominated for election shall sign a declaration that they are willing to seek election.

52D All nominations and declarations of acceptance of nomination shall be received by the Secretary between ten and five weeks before an annual general meeting at which they will be voted. All Full Members will be notified of the dates of this period at least fifteen weeks before the date of the annual general meeting.

52E All members shall be notified of the date and venue of an annual general meeting at least three weeks before it is due to take place, together with details of all accepted nominations, retiring directors seeking re-election, any directors appointed since the previous annual general meeting and directors continuing in office.

16 SPECIAL RESOLUTION Article 58

That existing Article 58 be replaced by the following and be renumbered as Article 60:

*Article 60
The directors may delegate any of their powers to committees consisting of such directors together with such other members of the Society as they shall think fit, and any committee so framed shall in the execution of the powers so delegated conform to any regulations imposed on it by the directors. The meetings and proceedings of any such committee shall be governed by the provisions of the articles for regulating the meetings and proceedings of the directors so far as applicable and so far as the same shall not be superseded by any regulations made by the directors as aforesaid.*

17 SPECIAL RESOLUTION Article 72

That Article 72 be replaced entirely by the following and be renumbered as Article 74:

*Article 74
Notices
A notice may be served by the Society upon any member either personally or by sending it by first class post in a pre-paid envelope addressed to such member at their registered address as appearing in the register of members.*

John P. Gesswell
Honorary secretary

29th September 1992

