

THE COMPANIES ACT 1985

A COMPANY LIMITED BY GUARANTEE

AND

NOT HAVING A SHARE CAPITAL

MEMORANDUM AND ARTICLES OF ASSOCIATION

OF

THE FOUNDATION FOR CONDUCTIVE EDUCATION

Registered Company No. 2083754

Registered Charity No. 295873

Pothecary & Barratt

Talbot House

Talbot Court

Gracechurch Street

London EC3V 0BS

Tel: 01-623-7520

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THE COMPANIES ACT 1985

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MEMORANDUM OF ASSOCIATION

OF

THE FOUNDATION FOR CONDUCTIVE EDUCATION

1. The name of the Company (hereinafter called "Foundation") is THE FOUNDATION FOR CONDUCTIVE EDUCATION.
2. The Registered Office of the Foundation will be situate in England.
3. The objects for which the Foundation is established all of which shall be exclusively charitable are for the development and advancement of the science and skill of Conductive Education and especially the teaching thereof; and in furtherance of these objects, but not otherwise, the Foundation shall have the following powers:-
 - (a) To promote the study and knowledge of the practice of Conductive Education.
 - (b) To establish training courses in Conductive Education.
 - (c) To establish, undertake, superintend, sponsor, administer and contribute to any charitable fund or funds in connection with research into Conductive Education and to grant donations or make advances in connection therewith out of the said fund or funds or out of the general funds of the Foundation for exclusively charitable purposes.

- (d) To provide and to promote educational and other facilities for the study and practice of Conductive Education including the provision of an institute institutions, centre or centres school or schools for the practice of Conductive Education and the general treatment of children and adults.
- (e) To reproduce, to publish and to distribute in any language and in any part of the world works in any medium on Conductive Education and works on or related to Conductive Education.
- (f) To give from time to time prizes for essays monographs or books films or videotapes on or bearing on Conductive Education.
- (g) To make grants for deferring expenses of lectures on or bearing on Conductive Education.
- (h) To make grants for therapeutic work carried out upon needy persons.
- (i) To provide general information education and advice on and relating to Conductive Education for both adults and children.
- (j) To promote the formation, organisation and establishment of groups for purposes of training in connection with the objects or powers of the Foundation or otherwise to advance the objects of the Foundation.
- (k) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property in any part of the world, and any rights or privileges which the Foundation may think necessary or convenient for the purposes of its business, and in particular any lands buildings, furniture, implements or works, and to construct, maintain and alter, any buildings or works necessary or convenient for the promotion of the objects of the Foundation.
- (l) To sell, let mortgage, dispose of or turn to account, all or any of the property or assets of the Foundation as may be deemed expedient with a view to the promotion of its objects subject to any consents required by law.
- (m) To undertake, accept, execute and administer any trusts which may lawfully be undertaken by the Foundation and which shall further the promotion of its objects.
- (n) To borrow or raise money for the purposes of the Foundation on such terms and on such security as may be thought fit.
- (o) To invest the monies of the Foundation 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, and to deposit any of the Foundation's monies in any bank or building society.

- (p) To draw, make, accept, endorse, execute and issue promissory notes, bills of exchange and other negotiable or transferable instruments.
- (q) To establish, subsidise, promote, amalgamate, co-operate or federate with, affiliate or become affiliated to, act as trustee or agent or manager for, or subscribe, guarantee or lend money or assistance to any charitable association, society, company or other body, corporate or incorporate, whose objects are altogether or in part similar to the objects of the Foundation, or which advance the purposes of the Foundation but so that none of the funds of the Foundation shall be paid to any federated, affiliated or co-operating, association, society or other body which does not prohibit the distribution of its income and property amongst its members to an extent at least as great as is imposed on the Foundation by Clause 4 of this Memorandum.
- (r) To purchase or otherwise acquire any undertaking all or any part of which may lawfully be acquired or undertaken by the Foundation and the property, assets, liabilities and engagements of any company, society, association or other body
- (rr) To insure the Trustees against the costs of a successful defence to a criminal prosecution brought against them as charity trustees or against personal liability incurred in respect of any act or omission which is or is alleged to be a breach of trust or a breach of duty, unless the Trustee concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty
- (s) To pay all expenses of and incidental to the incorporation and establishment of the Foundation.
- (t) To do all such other lawful things as shall further the attainment of the foregoing objects or any of them.

PROVIDED ALWAYS THAT:

- (i) Nothing hereinbefore contained shall authorise or be deemed to authorise the carrying on of any activity for any purposes other than an exclusively charitable purpose (within the legal meaning of that expression) and all of the objects hereinbefore set out shall be limited and construed subject to and in conformity with this proviso.
- (ii) In case the Foundation shall take or hold any property which may be subject to any trust, the Foundation shall

only deal with or invest the same in such manner as allowed by law, having regard to such trusts.

- (iii) The objects of the Foundation shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.
 - (iv) In case the Foundation shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Foundation shall not sell, mortgage, charge or lease the same without such authority approval or consent as may be required by law, and as regards any such property the Trustees or other Governing Body of the Foundation shall be chargeable for any such property that may come into their hands and shall be answerable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as such Trustees or other the Governing Body would have been if no incorporation had been effected, and the incorporation of the Foundation shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such Trustees or other the Governing Body but they shall as regards any such property be subject jointly and separately to such control or authority as if the Foundation were not incorporated.
4. The income and property of the Foundation, wheresoever derived, shall be applied solely towards the promotion of the objects of the Foundation 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 Foundation PROVIDED THAT nothing herein shall prevent any payment in good faith by the Foundation of:-
- (a) Interest on money lent to the Foundation by any member of the Foundation at a rate per annum not exceeding two per cent below the minimum lending rate prescribed from time to time by the Foundation's Clearing Bankers.
 - (b) Reasonable and proper rent for premises demised or let to the Foundation by any member of the Foundation.
 - (bb) Such payments as are necessary to insure the Trustees as mentioned in clause 3 (rr) above.
 - (c) Reasonable and proper remuneration to any member, officer or servant of the Foundation in return for any services actually rendered to the Foundation; but so that (except as provided in

clause 4(e) below) no Trustee shall be appointed to any salaried office of the Foundation or any office of the Foundation paid by fees and that no remuneration or other benefit in money or money's worth shall be given by the Foundation to any Trustee, except repayment of reasonable 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 Foundation.

- (d) Fees, remuneration or other benefit in money or money's worth to a company of which a Trustee may be a member and in which such member of the Foundation shall hold not more than one hundredth part of the capital of that company, and such member shall not be bound to account for any share of profits he may receive in respect to any such payment.

- (i) Any Trustee being a Solicitor, Accountant, or other professional person shall be entitled to be paid professional fees at such reasonable rate as the Trustees of the Foundation think fit from time to time for work done by him on behalf of the Foundation for which in the opinion of the Trustees of the Foundation the services of a professional person are required. Provided that such Trustee shall be absent from any part of any meeting of the Trustees of the Foundation at which any question concerning his remuneration is to be discussed. And further provided that no more than a minority of Trustees may at any time be eligible to take benefits under this clause.

- 5. The liability of the members is limited.
- 6. Every member of the Foundation undertakes to contribute to the assets of the Foundation, in the event of the same 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 Foundation 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 one pound (£1.00).
- 7. if upon the winding up or dissolution of the Foundation 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 Foundation, but shall be given or transferred to some charitable institution having objects similar to the objects of the Foundation, and which shall prohibit the distribution of its or their income and property among its or their members to the extent at least as great as is imposed on the Foundation under or by virtue of Clause 4 hereof, in such proportions and for such institution or institutions to

be determined by the members of the Foundation at or before the time of dissolution, and if and so far as effect cannot be given to such provisions, then to some charitable objects.

8. True accounts shall be kept of the sums of money received and expended by the Foundation, and the matters in respect of which such receipts and expenditure takes place, and of the property, credits and liabilities of the Foundation; 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 Foundation for the time being, such accounts shall be open to the inspection of members of the Foundation. Once at least in every year the accounts of the Foundation 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 bodies persons whose names, addresses and descriptions are subscribed, are desirous of being formed into a company in pursuance of this Memorandum of Association.

NAME, ADDRESS AND DESCRIPTION OF SUBSCRIBERS	SIGNATURE OF THE SUBSCRIBER	SIGNATURE AND WITNESS OF WITNESS TO SUBSCRIBERS SIGNATURE
The University of Birmingham, PO Box 363 Birmingham B15 277 by HARRY HARRIS its Secretary and duly authorised agent in that behalf		
The Birmingham City Council Education Department, Council House Extension, Margaret Street, Birmingham B3 3BU by JOHN CRAWFORD its duly authorised agent in that behalf		
The Percy Bilton Charity Limited Bilton House London W5 2GL		
The Parkinson's Disease Society. 26 Portland Place, London W1N 3EG		
Andrew Sutton, 78 Clarendon Street, Leamington Spa, Warwickshire.		
Educational Psychologist. Dr. Katherine Whelan, Manor Farm House, East Carlton, Yeadon, Nr. Leeds, LS19 7BG		
Medical Practitioner		

DATED this day of 1986.

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE

AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

THE FOUNDATION FOR CONDUCTIVE EDUCATION

GENERAL

1. In these presents the work standing in the first column of the Table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context:-

<u>WORDS</u>	<u>MEANINGS</u>
The Act	The Companies Act 1985
These presents	These Articles of Association and the regulations of the Foundation from time to time in force.
The Foundation	The above named Company.
The Trustees	The Board of Directors for the time being of the Foundation.

Trustee	A director of the Company.
The Office	The registered office of the Foundation.
The Seal	The Common Seal of the Foundation.
The United Kingdom	Great Britain and Northern Ireland.
Months	Calendar months.
In writing	Written, printed or lithographed, or partly one or partly another and other modes of representing or reproducing words in a visible form.
Member	A Member of the Foundation admitted to Membership and having the rights and privileges provided for Members by these presents.
Membership	Membership of the Foundation.

And 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; and

Words importing persons shall not include bodies of persons, nor incorporated bodies.

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

2. The number of Members with which the Foundation proposes to be registered shall not exceed One Thousand.
3. The provisions of Sections 352 and 353 of the Act shall be observed by the Foundation, and every Member shall either sign a written consent to become a Member or sign the Register of Members on becoming a Member.
4. The Foundation is established for the purposes expressed in the Memorandum of Association.

MEMBERS

5. (a) The subscribers to the Memorandum of Association and such other persons or bodies being eligible for membership as the Trustees shall resolve to admit to membership shall be members, and when admitted shall subscribe to and be entered in the Register of Members accordingly.

- (b) No person or body shall be eligible for membership unless they shall have been proposed for membership by two Trustees.
- 6. The rights and privileges of membership shall be personal and incapable of transfer and shall cease on death or liquidation or winding up as the case may be, and any invitation to the public to subscribe for any debentures of the Foundation is prohibited.
- 7. A Member may at any time resign their membership by letter addressed to the Secretary.
- 8.
 - (a) The Trustees may at any time resolve to suspend a Member whereupon such Member shall cease to exercise any of the rights of Membership.
 - (b) Such resolution of the Trustees shall be submitted to the Members for confirmation by resolution passed in General Meeting, and such Member shall from the passing of such resolution by the Members cease to be a Member.
 - (c) At least 14 days notice of the intention to submit such a resolution to the Trustees and to the Members shall be given to the Member affected thereby and the members shall be entitled to attend in person or by representation and make representations to the Trustees and address the Members in General Meeting but shall not be entitled to vote thereat.
- 9.
 - (a) The Trustees may resolve that every Member shall pay an annual subscription to the funds of the Foundation of the sum of Fifteen Pounds (£15.00) or such other sum as shall be determined by the Trustees and approved by the Members in General Meeting, which shall become payable on the 1st January in respect of the ensuing year.
 - (b) If any Member fails to pay their subscription for any year within two months of the same becoming due the Secretary shall notify them of that fact, and if any Member fails to pay their subscription for any year within two months of being so notified, they shall upon the resolution of the Trustees, cease to be a member of the Foundation, but shall be eligible for re-admission upon payment of all arrears due from them while a member and of the amount of the subscriptions which would have been due from them if they had continued a member up to the time of their re-admission.

ASSOCIATE MEMBERS

10. (i) The Trustees may invite any person or body to be an Associate Member of the Foundation.
- (ii) An Associate Member is not a Member of the Foundation and does not have any of the rights or privileges associated with membership of the Foundation.
- (iii) Associate Members may be invited by the Trustees to attend or be represented and, if so invited, speak but not vote at any General Meeting of the Foundation.
- (iv) An Associate Member's appointment shall continue until the second 31st December following the resolution of the Trustees relating to such appointment, and, subject to the provisions hereinafter contained, thereafter from year to year.
- (v) An Associate Member shall be invited by the Trustees to renew their Associate Membership upon such terms and conditions as the Trustees shall from time to time determine.
- (vi) An Associate Member who does not comply with the Trustees' requirements for and conditions of Associate Membership shall automatically cease to be an Associate Member forthwith.
- (vii) An Associate Member may at any time resign their Associate Membership by a letter addressed to the Secretary at the Office.
- (viii) An Associate Member shall cease to be an Associate Member forthwith on the Trustees so resolving.

GENERAL MEETINGS

11. The Foundation shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Trustees and shall specify the meeting as such in the notices calling it, PROVIDED THAT every such General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding meeting, and then, so long as the Foundation holds its first General Meeting within eighteen months after its incorporation, it need not hold it in the year of its incorporation or in the following year.
12. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.
13. The Trustees may, whenever they think fit, convene an Extraordinary General Meeting, and an Extraordinary General Meeting shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by Section 368 of the Act.

14. Twenty-one days notice at least of every Annual General Meeting and of every meeting convened to pass a Special Resolution and fourteen days notice at the least of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of the meeting, and in the case of special business the general nature of that business, shall be given in the manner hereinafter mentioned to such persons (including the Auditors) as are under these presents or under the Act entitled to receive such notices from the Foundation; but with the consent of all the Members entitled to receive notices thereof, or of such proportion thereof as is prescribed by the Act in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those Members may think fit.
15. 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 any resolution passed, or the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

16. 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 account and balance sheet and the reports of the Trustees and of the Auditors, the election of Elected Trustees in the place of those retiring and the appointment of, and the fixing of the remuneration of, the Auditors.
17. A Member which is not a person or incorporated under the Act may be represented at a General Meeting by one person whose appointment by such Member is confirmed in writing to the Secretary before such meeting in accordance with the provisions hereafter contained.
18.
 - (i) No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided 10 Members or one quarter of the membership (whichever shall be the less) in person or by proxy shall be a quorum.
 - (ii) Every representative appointed by a Member in exercise of their powers under Article 17 shall be registered as a Member present in person at every General Meeting.
19. If within half hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened 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 at such other place as the chairman shall determine,

and if at such adjourned meeting a quorum is not present within half hour from the time appointed for holding the meeting the Members present shall be a quorum.

20. The Chairman of the Trustees shall preside as chairman at every General Meeting, but if there be no such Chairman or if at any meeting he shall not be present within five minutes of the time appointed for holding the same, or shall be unwilling to preside, the Members present shall choose one of the Trustees or if no Trustee be present, or if all the Trustees present decline to take the chair, the Members present shall choose one of their number to preside.
21. The chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn a meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at any meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting should be given in the same manner as of an original meeting. Save as aforesaid, Members shall not be entitled to any notice of an adjournment or of the business to be transacted at an adjourned meeting.
22. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands by a majority of the Members present in person or by proxy or representation and entitled to vote, unless the 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 and unless the 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 Foundation shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. The demand for a poll may be withdrawn.
23. Subject to the provisions of Article 24, if a poll be demanded in the 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.
24. No poll shall be demanded on the question of the election of a chairman of a meeting, or on any question of adjournment.
25. 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.

26. 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.
27. Subject to the provisions of the Act a resolution in writing signed by all the Members for the time being entitled to receive notice of and to attend and vote at General Meetings shall be valid and effective as if the same has been passed at a General Meeting of the Foundation duly convened and held.

VOTES OF MEMBERS

28. Subject as hereinafter provided, every Member shall have one vote.
29. Only a duly registered Member shall be entitled to vote on any question at any General Meeting.
30. Votes may be given either personally or by proxy or a duly appointed representative pursuant to Article 17. A proxy or representative need not be a member.
31. The instrument appointing a proxy shall be in writing under the hand of the appointor or their attorney duly authorised in writing.
32. The instrument appointing a proxy or representative under Article 17 and the power of attorney or other authority (if any) under which it is signed or a certified or office copy thereof shall be deposited at the Office not less than forty-eight hours before the time appointed for holding the meeting, or adjourned meeting, at which the person named in the instrument proposes to vote, or in the case of a poll not less than twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy or representative shall not be treated as valid. No instrument appointing a proxy or representative shall be valid after the expiration of twelve months from the date of its execution.
33. A vote given in accordance with the terms of an instrument of proxy or representative shall be valid notwithstanding the previous death, insanity or cessation of the principal or revocation of the proxy or instrument of representation or of the authority under which the proxy or instrument of representation was executed, PROVIDED THAT no intimation in writing of the death, insanity, cessation or revocation as aforesaid shall have been received at the Office before the commencement of the meeting or adjourned meeting at which the proxy or representation is used.
34. Any instrument appointing a proxy or representative shall be in the following form or as near thereto as circumstances will admit:-

"The Foundation for Conductive Education

I,

of,

a member of The Foundation for Conductive Education 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 Foundation 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.

TRUSTEES

35. There shall be two categories of Trustees namely:-
 - (i) Elected Trustees, and
 - (ii) Appointed Trustees.
36. Until otherwise determined by General Meeting the number of:-
 - (i) Elected Trustees shall not be less than 3 nor more than 21.
 - (ii) Appointed Trustees shall not exceed the maximum number of
Elected Trustees from time to time permitted by these Articles.
37. An Appointed Trustee need not be a member of the Foundation.

ELECTED TRUSTEES

38. The first Elected Trustees shall be John Crawford Ronald William
Alfred Groom, Mrs. Dorothy Jones and Dr. Katherine Whelan.
39. At the first Annual General Meeting and at the Annual General
Meeting to be held in every subsequent year one third of the Elected
Trustees for the time being, or if their number is not a multiple of
three, then the number nearest to one-third, shall retire from office.
40. The Elected Trustees to retire shall be those who have been longest
in office since their last appointment or re-appointment. As between
Elected Trustees who were last appointed on the same day, the
Elected Trustees to retire shall (unless they otherwise agree among
themselves) be determined by lot. The length of time an Elected
Trustee has been in office shall be computed from his last
appointment or re-appointment. A retiring Elected Trustee shall be
eligible for re-election.
41. Of the Foundation, at the meeting at which an Elected Trustee retires
by rotation, does not fill the vacancy the retiring Elected Trustee shall,
if willing to act, be deemed to have been re-appointed unless at the
meeting it is expressly resolved not to fill the vacancy, or unless a

resolution for the re-appointment of the Elected Trustee is put to the meeting and lost.

42. No person, other than an Elected Trustee retiring at the meeting, shall be eligible for election as an Elected Trustee at any General Meeting, unless within the prescribed time before the day appointed for the meeting there shall have been delivered to the Secretary at the Office notice in writing, by a Member of their intention to propose such person for election as an Elected Trustee and also confirmation in writing, signed by the person to be proposed, of their application for membership and their 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 four nor more than twenty-eight intervening days.
43. The Trustees may from time to time and at any time appoint any person as an Elected Trustee either to fill a casual vacancy in or by way of addition to their number PROVIDED THAT the prescribed maximum be not thereby exceeded. Any person so appointed shall retain his office only until the next Annual General Meeting, and if he shall then be a member he shall then be eligible for re-election.

APPOINTED TRUSTEES

44. Each of the Appointing Bodies specified in Article 46 shall have the power from time to time to appoint the number of appointees specified against their name in Column 3 of Article 46 any person to be an Appointed Trustee and to remove any such person from office. Any such appointment or removal shall be effected by a resolution of the governing body of the respective Appointing Body and shall take effect as soon as a certified copy of the resolution signed by the Secretary of such appointing body shall have been lodged at the Office.
45.
 - (i) With the consent of the Trustees an Appointed Trustee may in writing deposited at the Office appoint any other person (approved by the Appointing Body who appointed him) to be his alternate.
 - (ii) Every such alternate Trustee shall be entitled to notice of meetings of the Trustees and to attend and vote as an alternate Trustee at any such meeting at which the Appointed Trustee appointing him is not personally present and generally at such meeting to have and exercise all the powers the rights duties and authorities of the Appointed Trustee who has appointed him.
 - (iii) An Appointing Body may at any time in writing deposited at the Office withdraw its approval of an alternate appointed by its

Appointed Trustee whereupon such alternate shall cease to be an alternate.

- (iv) An Appointed Trustee may in writing deposited at the Office at any time revoke the appointment of the alternate appointed by him.
- (v) If an Appointed Trustee shall die or cease to hold office as an Appointed Trustee the appointment of his alternate shall thereupon cease and determine.

46. The Appointing Bodies shall be:

	NAME OF APPOINTING BODY	ADDRESS	NUMBER OF APPOINTED TRUSTEES
1)	The University of Birmingham	PO Box 363, Birmingham, B15 277	One
2)	The Birmingham City Council	Education Department, Council House Ext., Margaret Street Birmingham B3 3BU	Two
3)	The Parkinson's Disease Society	36 Portland Place London W1N 3EG	One
4)	Birse Charitable Trust	Barton on Humber S. Humberside	One
5)	Barnardo's	Tanners Lane Barkingside Essex	Two
6)	The University of Wolverhampton	Wulfruna Street Wolverhampton WV1 1SB	One

47. The Association in General Meeting may at any time:

- (i) Add to the number of Appointing Bodies provided that the number does not exceed the maximum number of Appointed Trustees permitted by Article 36(ii) and
- (ii) With the consent of such Appointing Body remove it from the list of Appointing Bodies or vary the number of Appointed Trustees it may appoint.

DISQUALIFICATION AND VARIATION IN NUMBERS OF TRUSTEES

48. The office of Trustees shall be vacated:-

- (A) If without the consent of the Trustees he shall fail to attend three consecutive meetings of the Trustees.

- (B) *If a receiving order is made against him or he makes any arrangement or composition with his creditors.*
 - (C) He is, or may be, suffering from mental disorder and either
 - (i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983, or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960, or
 - (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs.
 - (D) If by notice in writing to the Foundation he resigns his office.
 - (E) If he ceases to hold office by reason of any order made under Section 295 of the Act.
 - (F) *If he is removed from office by resolution duly passed pursuant to Sections 303 and 304 of the Act.*
 - (G) He is appointed to the office of Director or Assistant Director.
49. The Foundation may from time to time in General Meeting increase or reduce the number of any category or class of Trustees and determine in what rotation such increased or reduced number shall go out of office, and may make the appointments necessary for effecting any such increase provided that without the consent of the Appointing Bodies *no such variation shall have the effect of reducing below three the number of Appointed Trustees.*
50. In addition and without prejudice to the provisions of Sections 303 and 304 of the Act, the Foundation may by Extraordinary Resolution *remove any Elected Trustee before the expiration of his period of office, and may by an Ordinary Resolution appoint another person in his stead; but any person so appointed shall retain his office so long only as the Elected Trustee in whose place he is appointed would have held the same if he had not been removed.*

BORROWING POWERS

51. The Trustees may exercise all the powers of the Foundation to borrow money, and to mortgage or charge its undertaking and property, or any part thereof as security for any debt, liability or obligation of the Foundation or of any third party.

POWERS OF THE TRUSTEES

52. The business of the Foundation shall be managed by the Trustees who may pay all such expenses of, preliminary and incidental to, the *promotion, formation, establishment and registration of the*

Foundation, as they think fit, and may exercise all such powers of the Foundation, and do on behalf of the Foundation all such acts as may be exercised and done by the Foundation, and as are not by the Act or by these presents required to be exercised or done by the Foundation in General Meeting, subject nevertheless to any regulations of these presents, to the provisions of the Act for the time being in force and affecting the Foundation and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Foundation in General Meeting, but no regulation made by the Foundation in General Meeting shall invalidate any prior act of the Trustees which would have been valid if such regulation had not been made.

53. The Trustees for the time being may act notwithstanding any vacancy in their body; PROVIDED ALWAYS that in case the Trustees shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these presents, it shall be lawful for them to act as Trustees for the purpose of summoning a General Meeting to elect one or more persons as a Trustee to fill up vacancies in the Trustees but not for any other purpose.

THE CHAIRMAN

54. (i) The Trustees shall appoint at the meeting of the Trustees held following incorporation a Chairman who shall be entitled to preside at all meetings of the Trustees. Unless he shall earlier resign or die the Chairman shall hold office until the end of the meeting of the Trustees held following the second Annual General Meeting after his appointment.
- (ii) A Chairman may be re-appointed Chairman for a further period not exceeding two years.
- (iii) The Chairman shall undertake such functions on behalf of the Trustees as they may from time to time decide upon. The Chairman shall be entitled to receive notices of and to attend ex officio all General Meetings of the Foundation and meetings of the Trustees and of Committees of the Trustees or any meetings or any groups formed pursuant to Clause 3(j) of the Memorandum of Association unless the Trustees shall decide otherwise and the Chairman shall be fully entitled to vote at all or any of such meetings when he is present. Subject as aforesaid and to Article 48 which relates to disqualification of Trustees (which Article shall apply to the Chairman as it applied to Trustees) herein, the provisions contained in these Articles regulating membership, meetings and powers of the Trustees shall not apply to the Chairman.

PATRONS

55. The Trustees may appoint one or more persons, who need not be Members to be Patrons of the Foundation. A Patron shall undertake such functions on behalf of the Foundation as the Trustees shall decide.

A Patron shall be entitled to receive notices of and to attend ex officio all General Meetings of the Foundation and to speak at such meetings but shall not be entitled to vote.

SPONSORS

56. The Trustees may appoint one or more persons, corporations or companies who need not be Members, to be Sponsors of the Foundation. A Sponsor shall undertake such functions on behalf of the Foundation as the Trustees shall decide.

A Sponsor shall be entitled to receive notice of and to attend ex officio all General Meetings of the Foundation and to speak at such meetings but shall not be entitled to vote.

HONORARY MEMBERS

57. The Trustees may elect as an Honorary Member any person who by reason of their special services to the Foundation or by virtue of their distinguished position in connection with Conductive Education in the opinion of the Trustees merit such recognition.

Such Honorary Member shall be entitled to all the rights and privileges of being a Member but the provisions of Article 9 (subscriptions) shall not apply to any Honorary Member.

SECRETARY

58. The Secretary shall be appointed by the Trustees for such time at such remuneration and upon such conditions as they think fit and any Secretary so appointed may be removed by them. The provisions of Sections 283 and 284 of the Act shall apply and be observed. The Secretary shall attend all meetings of the Foundation and of the Trustees but may from time to time appoint an assistant or deputy Secretary and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

THE DIRECTOR

59. (i) The Trustees may appoint a person (whether or not he be a member) as the Director for such time at such remuneration and upon such conditions as they may think fit and any Director so appointed shall be directly responsible to the Trustees through the Chairman for the management administration and conduct of the work of the Foundation and the implementation of its policy. The Director shall be entitled to receive notice of

all meetings of the Trustees and of the Committees of the Trustees and to attend them ex officio. The Trustees may appoint the Director to the office of Secretary of the Foundation or may appoint separate persons to these two offices.

ASSISTANT DIRECTOR

60. (i) The Trustees may appoint not more than four persons to be Assistant Directors for such time at such remuneration and upon such conditions as they may think fit and any Assistant Director so appointed shall be directly responsible to the Trustees through the Director for the management administration and conduct of the work entrusted to him. An Assistant Director if and when appointed shall be entitled to receive notice of all meetings of the Trustees and such Committees of the Trustees as they shall from time to time determine and to attend ex officio at such Trustees meetings but not to vote thereat and to attend but not vote at such Committee Meetings.
- (ii) If a Trustee is appointed an Assistant Director he shall cease to be a Trustee.

THE TREASURER

61. The Trustees may appoint a Treasurer with such powers and responsibilities and such entitlement to attend ex officio General Meetings of the Foundation, meetings of the Trustees and meetings of Committees of the Trustees as the Trustees shall from time to time decide. They may at their discretion remove or suspend the Treasurer from office and appoint another in his place.

THE SEAL

62. The Seal shall not be affixed to any instrument except by the authority or resolution of the Trustees and in the presence of a Trustee and the Secretary, the said Trustee and Secretary shall sign every instrument *to which the Seal shall be affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Foundation such signature shall be conclusive evidence of the fact that the Seal has been properly affixed.*

PROCEEDINGS OF THE TRUSTEES AND QUORUM

63. Subject to there being duly held a meeting of the Trustees at least once in every period of six months calculated from the date of incorporation of the Foundation, the Secretary on the direction of the Chairman shall call a meeting of the Trustees as often as he may consider necessary and in the event of the office of the Chairman being vacant meetings may be called by any two Trustees. The Secretary shall on the request of three Trustees summon a meeting of the Trustees.

At least fourteen days notice of the meetings of the Trustees shall be given to the Trustees. The Trustees may dispatch business, adjourn and otherwise regulate their meetings as they may think fit. There shall be a quorum when four Trustees one of whom shall be an Appointed Trustee are present. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote.

64. The Chairman shall be entitled to preside at all meetings of the Trustees at which he shall be present. If no Chairman has been elected or if at any meeting he be not present within five minutes of the time appointed for holding the meeting and willing to preside the Trustees present shall choose one of their number to be chairman of the meeting.
65. A meeting of the Trustees at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the resolutions of the Foundation for the time being vested in the Trustees generally.
66. The Trustees may delegate any of their powers to committees consisting of not less than two Trustees and such other person or persons as they think fit who shall not exceed the number of Trustees on any such committee, and any committee so formed shall, in the execution of the powers so delegated, conform to any regulations imposed on it by the Trustees. The meetings and proceedings of any such committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Trustees so far as applicable and so far as the same shall not be superceded by any regulations made by the Trustees as aforesaid. All acts and

proceedings of the committees shall be reported to the Trustees in due course provided that no meeting of any such committee shall take place unless a Trustee is present and provided also that no funds belonging to the Foundation shall be handed over by the trustees to such a committee except upon the basis of a budget duly agreed between the trustees as a body and that committee.

67. All acts bona fide done by any meeting of the Trustees or of any committee of the Trustees, or by any person acting as a Trustee shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such Trustee 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 has duly continued in office and was qualified to be a Trustee.
68. The Trustees shall cause proper minutes to be made of all appointments of officers made by the Trustees and of the proceedings and of all meetings of the Foundation and of the Trustees and of the committees of the Trustees and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the chairman of such meeting, or by the chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.
69. A resolution in writing by all the Trustees, or members for the time being of any committee of the Trustees who are duly entitled to receive notice of the meeting of the Trustees or of such committee, shall be as valid and have effect as if it had been passed at a meeting of the Trustees or of such committee duly convened and constituted.

ACCOUNTS

70. The Trustees shall cause proper books of account to be kept with respect to:-
 - (a) All sums of money received and expended by the Foundation in the matters in respect of which such receipts and expenditure take place;
 - (b) All sales and purchases of goods by the Foundation;
 - (c) The assets and liabilities of the Foundation.

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

71. The books of accounts shall be kept at the registered office, or subject to Section 222 of the Act, at such other place or places as the Trustees shall think fit, and shall always be open to the inspection of the Trustees during normal business hours.

72. The Foundation in General Meeting may from time to time make reasonable conditions and regulations as to the time and manner of the inspection by Members of the accounts and books of the Foundation or any of them, and subject to such conditions and regulations the accounts of books of the Foundation shall be open to the inspection of Members at all reasonable times during business hours.
73. At the Annual General Meeting in every year the Trustees shall lay before the Members 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 Foundation) made up to a date not more than six 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 report of the Trustees and the Auditors, and copies of such accounts, 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 fourteen clear days before the date of the meeting 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 236 of the Act.

AUDIT

74. Once at least in every year the Accounts of the Foundation 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.

NOTICES

75. A Notice may be served by the Foundation upon any member either personally or by sending it through the post in a pre-paid letter addressed to such member at their registered address as appearing in the Register of Members.
76. Any member described in the Register of Members by an address not within the United Kingdom shall from time to time give the Secretary notice of an address within the United Kingdom at which notice may be served upon him, and 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 within the United Kingdom shall be entitled to receive notices from the Foundation.

77. Any notice, if served by post, shall be deemed to have been served on the third 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 pre-paid letter.

DISSOLUTION

78. Clause 7 of the Memorandum of the Foundation relating to the winding-up and dissolution thereof 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 Foundation in pursuance of these Articles of Association.

NAME, ADDRESS AND DESCRIPTION OF SUBSCRIBERS	SIGNATURE OF THE SUBSCRIBER	SIGNATURE AND WITNESS OF WITNESS TO SUBSCRIBERS SIGNATURE
<p>The University of Birmingham, PO Box 363 Birmingham B15 277</p> <p>by HARRY HARRIS</p> <p>its Secretary and duly authorised agent in that behalf</p> <p>The Birmingham City Council. Education Department, Council House Extension, Margaret Street, Birmingham B3 3BU</p> <p>by JOHN CRAWFORD</p> <p>its duly authorised agent in that behalf</p> <p>The Percy Bilton Charity Limited, Bilton House, London W5 2GL</p> <p>The Parkinson's Disease Society. 26 Portland Place, London W1N 3EG</p> <p>Andrew Sutton, 78 Clarendon Street, Leamington Spa, Warwickshire.</p> <p>Educational Psychologist.</p> <p>Dr. Katherine Whelan, Manor Farm House, East Carlton, Yeadon, Nr. Leeds, LS19 7BG</p> <p>Medical Practitioner</p>		
DATED this day of 1986.		