

THE COMPANIES ACT 1985

Company Limited by guarantee and not having a share capital

Memorandum of Association

of

HEALTHWORKS (HOLISTIC HEALTH CARE) LTD

Company Number SC142853

1. The name of the Company (hereinafter called "The Association") is Healthworks (Holistic Health Care) Ltd
2. The Registered office of the Association will be situated in Scotland.
3. The objects for which the Association is established are:-
 - A. To relieve sickness and distress by all medical means including alternative and complimentary medicine, acupuncture, massage, hydrotherapy, homoeopathy, hypnosis, osteopathy, counselling, psychotherapy, physiotherapy and spiritual healing.
 - B. To provide self help programmes and advice to enable the individual to avoid illness, maintain good health and life in a healthy environment.
 - C. To advance the education of the general public and the medical profession in all areas of medicine and holistic health.
 - D. To carry out research into all subjects pertaining to objects A to C herein and to disseminate the useful results of such research.
4. In the furtherance of the foregoing objects but not otherwise, the Association shall have the following powers :-
 - A. To provide and maintain a centre or centres on pursuance of the objects of the Association.
 - B. To provide a library.
 - C. To provide for the delivery and holding of lectures, exhibitions, meetings, conferences, courses and workshops and any other means of making known the information which relates to the objects of the Association.
 - D. To print, publish, issue, circulate and commission papers, journals, books, circulars and other literacy works, or to make cinematographic film or other appropriate forms of communications.

- E. To confer and co-operate with other charitable organizations and with individuals engaged in work similar to or connected with that of the Association.
- F. To take any gift of property real or personal for any matter pertaining to the objects of the Association.
- G. To purchase or to sell, take or let on lease, take or give in exchange or in hire, or otherwise acquire, hold or dispose of any estate or interest in lands, buildings, easements, concessions, machinery, plant, stock in trade, goodwill, trademarks, patents, copyright or licences or any other heritable or moveable property or any right, privilege, estate or interest provided that the Association shall not engage in any activity of the nature of permanent trading.
- H. To sell, lease, let on hire, improve, manage, develop, mortgage, dispose of turn to account or otherwise deal with all or any of the property and rights and undertakings of the Association for such consideration as the Association may think fit Provided that the Association shall not engage in any activity of the nature of Permanent Trading.
- I. To borrow or raise money for the purpose of the Association and for the purpose of mortgage or otherwise charge the whole or any part of the Association's undertaking, property and assets.
- J. To pay out funds of the Association all expenses of or incident to the formation registration and advertising of the Association.
- K. To invest the moneys of the Association not immediately required upon such securities and in such manner as the Councillors may from time to time determine.
- L. To give grants, donations, awards, scholarships or other assistance to individuals or charitable organizations engaged in work similar to or connected with the work of the Association.
- M. To do all such other things as are necessary or the Association may think necessary to the attainment of the above objects or any of them.
Provided always and it is hereby declared that the Association exists only for purposes which are charitable and notwithstanding any hereinbefore contained nothing shall be an object of the Association which is not a charitable object.

5.

- A. The income and property of the Association whencesoever derived shall be applied solely towards the promotion of the objects of the Association as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by profit to the members of the Association.
Provided that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the Association or to any member of the Association in return for any services actually rendered to the Association nor prevent the payment of interest at a commercial rate from time to time on money lent or reasonable and proper rent for premises let by any member to the Association. Councillors shall be entitled to reimburse themselves for reasonable out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises let to the Association; provided

that the provision last aforesaid shall not apply to any payment to any railway, gas, electric, lighting, water, cable or telephone company of which a Councillor may be a member, or any other company in which such Councillor shall hold more than one hundredth part of the issued capital, and such Councillor shall not be bound to account for any share of profits he/she may receive in respect of any such payment.

- B. Notwithstanding anything from time to time contained in the Articles of Association of the Association no Councillor who is for the time being the holder of any salaried office of the Association or any office of the Association remunerated by fees or other official as aforesaid shall be entitled to vote at any meeting of the Council or the Association at which is discussed any question affecting the remuneration or terms of employment or any other benefits provided by the Association to any employee of the Association and if any such person shall purport to vote, his/her vote shall not be counted to the intent that all such question shall be decided solely by the Councillors who for the time being do not hold any such office as aforesaid.

6. The Liability of the members is limited.
7. Every member of the Association undertakes to contribute to the assets of the Association, in the event of it's being wound up during the time that he/she is a member, or within one year afterwards, for payment of the debts and liabilities of the Association contracted before the time at which he/she ceases to be a member, and of the costs, charges and expenses of winding up the same, and for the adjustment of the rights of the contributors amongst themselves, such amount as may be required not exceeding one pound (£1)
8. If upon the winding up or dissolution of the Association there remains, after satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the members of the Association but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as imposed on the Association under or by virtue of Clause 5 hereof, such institution or institutions to be determined by the members of the Association at or before the time of dissolution, or in default thereof by the Court of Session in Scotland and if and so far as effect cannot be given to such provision, then to some other charitable object.

ARTICLES OF ASSOCIATION OF HEALTHWORKS (HOLISTIC HEALTH CARE) Ltd.

General

1. In these presents the words 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 contest:-

The Act	The Companies Act of 1985, and references in these presents to any sections of the Act shall include references to any statutory modifications thereof for the time being in force
These presents	These Articles of Association and the regulations of the Association from time to time in force
The Association	The above-named Company
Members	The members of the Association
The Council	Councillors of the Association (for the time being).
Councillors	The members of the Council
The Office	The registered office of the Association
The Seal	The common seal of the Association
The United Kingdom	Great Britain and Northern Ireland
Month	Calendar Month
In Writing	Written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing word in a visible form

And the words importing the singular number shall include the plural number and vice versa.

Words importing persons shall include corporations.

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 Association shall if not inconsistent with the subject or context, bear the same meaning in these presents.

- 2. The provisions of Sections 352 and 353 of the Act shall be observed by the Association, and every member of the Association shall either sign a written consent to become a member or sign the register of members on becoming a member.**
- 3. The Association is established for the objects expressed in the Memorandum of Association.**
- 4. The subscriptions to the Memorandum of Association and such other persons as the Council shall from time to time decide to admit to membership shall be members of the Association.**
- 5. Unless and until otherwise determined by a General Meeting there shall be no entrance fee or annual subscription in respect of membership of the Association.**
- 6. The rights and privileges of membership shall be personal and incapable of transfer.**
- 7. A member shall cease to be such:**
 - A. Upon his/her death.**
 - B. If by notice lodged at or sent to the office he/she resigns from membership.**
 - C. If he/she is removed from membership by a special resolution of the Council passed at a meeting specially convened for the purpose of which he/she shall have been given reasonable notice and at which he/she shall have been given a reasonable opportunity of attending and being heard.**

GENERAL MEETINGS

- 8. The Association 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 Council and shall specify the meeting as such in the notice calling it, provided that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting and that so long as the Association holds its first Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year.**

9. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.
10. The Council may whenever they think fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or default may be convened by such requisitionists, as provided by Section 368 of the Act.
11. Twenty-one days notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and fourteen days notice in writing at the least for every other General Meeting (exclusive in every case both on 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 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 Association; but with the consent of all the members having the right to attend the vote thereat, or of such proportion of them 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.
12. The accidental omission to give notice of meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any meeting.

PROCEEDINGS AT GENERAL MEETINGS

13. 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 and account and balance sheet, and the reports of the Council and the Auditors, the election of Councillors in the place of those retiring and the appointment of, and the fixing of the remuneration of, the Auditors.
14. 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 eight members personally present shall be a quorum.
15. If within half an 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 Council may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum.

16. The Chairperson (if any) of the Council shall preside as Chairperson at every General Meeting, but if there be no such Chairman, or if at any meeting he/she shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the members present shall choose some Councillor, or if no such Councillor be present, or if all the Councillors present decline to take the chair, they shall choose some member of the Association who shall be present to preside.
17. The Chairperson 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 business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.
18. Every special resolution submitted to a meeting shall be decided by a 75% majority and every ordinary resolution shall be decided by a majority of the votes of those present, and in the case of an equality of votes the Chairperson of the meeting shall have a second or casting vote.
19. A minute signed by all members of the Association shall have the like force and effect as a resolution passed at a duly convened general meeting, ordinary or extraordinary, as the case may be, of the Association.

VOTES OF MEMBERS

20. Subject to hereinafter provided, every member shall have one vote.
21. Save as herein expressly provide, no member other than a member duly registered, who shall have paid any sum (if any) which shall be due and payable to the Association in respect of his/her membership, shall be entitled to vote on any question either personally or by proxy, at any General Meeting.
22. Votes may be given personally or by proxy. A corporation may vote by its duly authorised representative as provide by Section 375 of the Act. A proxy need not be a member.
23. The instrument appointing a proxy shall be in writing under the hand of the appointer or his/her attorney duly authorised in writing, or if such appointer is a corporation under it's common seal, if any, and, if none, then under the hand of some office duly authorised in that behalf.

24. The instrument appointing a proxy and the power of Attorney or other authority (if any) under which it is signed or notarilly certified for 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, and in default the instrument of proxy shall not be treated as valid. No instrument appointing proxy shall be valid after the expiration of twelve months from the date of its execution.
25. 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.

THE COUNCIL

26. Until otherwise determined by a General Meeting, the number of Councillors shall not be less than three more than twelve.
27. The first Councillors are: Alan Jacobsen, Doctor Cornelia Fellner, Ruth Pfitzenmaier, Durten Lau, Kathryn Lloyd.
28. The Council may from time to time and at any time appoint any member of the Association as a Councillor to fill a casual vacancy provided that the prescribed maximum be not thereby exceeded and provided that no more than 1/3 of the Council for the time being be consists of members of the association so appointed.
Any member so appointed shall retain his/her office only until the next Annual General Meeting, but shall then be eligible for re-election.
29. No person who is not a member of the Association shall in any circumstances be eligible to hold office as a Councillor.
30. No persons shall be incapable of being appointed a Councillor by reason of his/her having attained the age of seventy years or any other age, nor shall any Councillor vacate his/her office by reason of his/her having attained the age of seventy years or any other age, nor shall any special notice other formalities be required in connection with the election or re-election of any Councillor over the age of seventy years.

POWERS OF THE COUNCIL

- 31. The business of the Association shall be managed by the Council, who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Association as they think fit, and may exercise all such powers of the Association and do on behalf of the Association all such acts may be exercised and done by the Association, and as are not by Statute or by these presents required to be exercised or done by the Association on General Meeting, subject nevertheless to any regulations of these presents, to the provisions of the Statutes for the time being in force and affecting the Association and to such regulations or provisions, as may be prescribed by the Association in General Meeting, but no regulation made by the Association in General Meeting shall invalidate any prior act of the Council which would have been valid if such regulation had not been made.**

The Council, without prejudice to their general powers, may in the name of and on behalf of the Association and from time to time at their discretion borrow any sum or sums of money for the purposes of the Association and that upon such terms and in such manner as they think fit provided that the such sums do not at any time together exceed the amounts authorised by the Association at the preceding General Meeting.

- 32. The Councillors for the time being may act notwithstanding any vacancy in their body; provided always that in case the Councillors 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 the Council for the purpose of admitting persons to membership of the Association, filling up vacancies of their body, or of summoning a General Meeting but not for any other purpose.**

SECRETARY

- 33. The secretary shall be appointed by the Council 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 Council may from time to time by resolution appoint an assistant or deputy Secretary, and any persons so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.**

THE SEAL

- 34. The seal of the Association shall not be affixed to any instrument except by the authority of a resolution of the Council, and in the presence of a Councillor and of the Secretary or such other persons as the Council may appoint for the purpose, and the said Councillor and Secretary or other person shall sign every instrument to which the seal shall be so affixed in their presence.**

DISQUALIFICATION OF COUNCILLORS

35. The office of Councillor shall be vacated:

- A. If he/she becomes bankrupt or he/she makes any arrangement or composition with his/her creditors.**
- B. If he/she becomes of unsound mind.**
- C. If he/she ceases to be a member of the Association.**
- D. If by notice in writing to the Association he/she resigns his/her office.**
- E. If he/she ceases to hold office by reason of any order made under Sections 295 – 300 of the Act.**
- F. If he/she is removed from office by a resolution duly passed pursuant to Section 303 of the Act.**

ROTATION OF COUNCILLORS

- 36. At the first Annual General Meeting and at the Annual General Meeting to be held in every subsequent year one-third of the Councillors 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.**
- 37. The Councillors to retire shall be those who have been longest in office since their last election or appointment. As between Councillors of equal seniority, the Councillors to retire shall in the absence of agreement be selected from among them by lot. The length of time a Councillor has been in office shall be computed from his/her last election or appointment. A retiring Councillor shall be eligible for re-election.**
- 38. The Association may, at the meeting at which a Councillor retires in manner aforesaid, fill up the vacated office by electing a person thereto, and in default the retiring Councillor shall, if offering herself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office, or unless a resolution for the re-election of such Councillor shall have been put to the meeting and lost.**
- 39. No person not being a Councillor retiring at the meeting shall, unless recommended by the Council for election, be eligible for election to the Council 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/her intention to propose such person for election and also notice in writing, signed by the person to be proposed, of his/her 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 not be less than four nor more than twenty-eight intervening days.**

40. The Association may from time to time in General Meeting increase or reduce the number of members, and determined in what rotation such increase or reduce the number of Councillors, and determine in what rotation such increase or reduced number shall go out of office, and may make the appointments necessary for affecting any such increase.
41. In addition and without prejudice to the provisions of Section 303 of the Act, the Association may be Extraordinary Resolution remove any Councillor before the expiration of his/her period of office, and may be an Ordinary Resolution appoint another qualified member in his/her stead; but any person so appointed shall retain his/her office so long only as the Councillor in whose place he/she is appointed would have held the same if he/she had not been removed.

PROCEEDINGS OF THE COUNCIL

42. The Council may meet together for the dispatch of business adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined three shall be a quorum. Questions arising at any meeting shall be decided by consensus, and if such resolution cannot be determined by consensus at such deferred meeting then the resolution shall be determined by majority vote, and the members shall be bound by such majority decision. In case of an equality of votes the Chairperson shall have a second or casting vote.
43. A Councillor may, on the request of a Councillor the Secretary shall, at any time summon a meeting of the Council by notice served upon the several Councillors. A Councillor who is absent from the United Kingdom shall not be entitled to notice of a meeting.
44. The Council shall from time to time select a Chairperson who shall hold office for one year and on retirement therefrom shall be eligible for re-election. The Chairperson shall be entitled to preside at all meetings of the Council at which he/she is present. If no such Chairperson be elected, or if at any meeting the Chairperson be not present within five minutes after the time appointed for holding the meeting and willing to preside, the Councillors present shall choose one of their number to be Chairperson of the Meeting.
45. A meeting of the Council at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Association for the time being vested in the Council generally. If at the time appointed for a meeting a quorum is not present, or if the business of the meeting is not completed, the meeting shall be adjourned to such day and time as those present may determine.
46. The Councillors may delegate any of their powers to any Committee consisting of one or more Councillors or other persons. They may also delegate to any person holding any other executive office such of their powers as they consider desirable to be exercised by him. Any such delegation may be made subject to any condition the Councillors may impose, and either collaterally with or to the exclusions of their own powers and may be

revoked or altered. Subject to any such conditions, the proceedings of a committee with two or more members shall be governed by the Articles regulating the proceedings of the Councillors so far as they are capable of complying.

47. All acts bona fide done by any meeting of the Council or of any committee of the Council, or by any person acting as a Councillor, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such Councillor 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 Councillor.
48. The Council shall cause proper minutes to be made of all appointments of officers made by the Council and of the proceedings of all meetings of the Association and of the Council and of the committees of the Council and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairperson of such meeting, shall be sufficient evidence without further proof of the facts therein stated.
49. A resolution in writing signed by all the Councillors for the time being or of any committee of the Council who are entitled to receive notice of a meeting of the Council or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Council or of such committee duly convened and constituted.

ACCOUNTS

50. The council shall cause proper books of accounts to be kept with respect to :
- A. All sums of money received and expended by the Association and the matters in respect of which such receipts and expenditure take place;
 - B. All sales and purchases of goods by the Association.
 - C. The assets and liabilities of the Association.

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

51. 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 Council shall think fit, and shall always be open to the inspection of the Councillors.
52. The Association in General Meeting may from time to time impose reasonable restrictions as to the time and manner of the inspection by the members, other than Councillors, of the Accounts and books of the Association, or any of them, and subject to such restrictions the accounts and books of the Association shall be open to the inspection of such members at all reasonable times during business hours.

53. At the General Meeting in every year the Council shall lay before the Association 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 Association) together with a proper balance sheet made up at the same date. Every such balance sheet shall be accompanied by proper reports of the Council and 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 provision of Section 240(4) 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 384 – 389 of the Act. The Council shall also lay before the Association for adoption by ordinary resolution a budget for the following year.

AUDIT

54. Once at least in every year the accounts of the Association 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.
55. Auditors shall be appointed and their duties regulated in accordance with Sections 384 – 389 of the Act, the Councillors being treated as the Directors mentioned in those sections.

NOTICES

56. A notice may be served by the Association upon any member, either personally or by sending it through the post in a prepaid letter, addressed to such member at his/her registered address as appearing in the Register of Members.
57. Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Association an address within the United Kingdom at which notices may be served upon his/her, shall be entitled to have notices served upon him/her 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 Association.
58. 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 in the post, and in providing 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.

