

## **The Companies Act 1985 & 1989**

### **Company Limited by Guarantee and not having a Share Capital**

## **MEMORANDUM OF ASSOCIATION**

### **OF ASSOCIATION OF REFLEXOLOGISTS**

1. The name of the Company is "ASSOCIATION OF REFLEXOLOGISTS".
2. The registered office of the Company will be situated in England.
3. The objects for which the Company is established are:-
  - (i) To protect, improve and preserve health by advancing the knowledge, practice and expertise of Reflexology by promoting education, teaching, training and other lawfully charitable means.
  - (ii) To set up and maintain programmes of professional education and training designed to uphold high standards in the practice of Reflexology for the benefit of the general public.
  - (iii) To disseminate as widely as possible all available information relating to the practice and benefits of Reflexology.
  - (iv) To establish ethical and professional standards for the practice of Reflexology in the interests of the general public.
  - (v) To promote, support and encourage research into Reflexology and the practice thereof.
  - (vi) To confer and co-operate with charitable organisations and with individuals pursuing similar objectives to, or connected with those of the Association.

In furtherance of the said objects, but not further or otherwise, the Company shall have powers:

- (a) to cause to be written, and printed or otherwise reproduced and circulated, gratuitously or otherwise, periodicals, magazines, books, leaflets or other documents or films or recorded tapes;
- (b) to hold exhibitions, meetings, lectures, classes, seminars, conferences and courses either alone or with others;
- (c) to foster and undertake research into any aspect of the objects of the Company and its work and to disseminate the useful results of any such research;
- (d) to co-operate and enter into arrangements with any authorities, national, local or otherwise;
- (e) to accept subscriptions, donations, devises and bequests of and to purchase, take on lease or in exchange, hire or otherwise acquire and hold any real or personal estate maintain and alter any of the same as are necessary for any of the objects of the Company and (subject to such consents as may be required by law) sell, lease or otherwise dispose of or mortgage any such real or personal estate;
- (f) to issue appeals, hold public meetings and take such other steps as may be required for the purpose of procuring contributions to the funds of the Company in the shape of donations, subscriptions or otherwise;
- (g) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts;
- (h) to borrow or raise money for the objects of the Company on such terms and (with such consents as are required by law) on such security as may be thought fit;
- (i) to take and accept any gift of money, property or other assets, whether subject to any special trust or not, for any one or more of the objects of the Company;
- (j) to invest the moneys of the Company not immediately required for its objects 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;
- (k) to make any charitable donation either in cash or assets for the furtherance of the objects of the Company;

(l) to establish and support any charitable association or body and to subscribe or guarantee money for charitable purposes calculated to further the objects of the Company;

(m) to employ and pay any person or persons to supervise, organise, carry on the work of and advise the Company;

(n) to insure and arrange insurance cover for and to indemnify its officers, servants and voluntary workers and those of its members from and against all such risks incurred in the course of the performance of their duties as may be thought fit;

(o) subject to the provisions of Clause 4 hereof to pay reasonable annual sums or premiums for or towards the provision of pensions for officers or servants for the time being of the Company and their dependants;

(p) to amalgamate with any companies, institutions, societies or associations and have objects altogether or mainly similar to those of the Company and prohibit the payment of any dividend or profit to and the distribution of any of their assets amongst their members at least to the same extent as such payments or distributions are prohibited in the case of members of the Company by this Memorandum of Association;

(q) to pay out of the funds of the Company the costs, charges and expenses of and incidental to the formation and registration of the Company;

(r) to establish, where necessary, local branches (whether autonomous or not);

(s) to do all such other lawful things as shall further the above objects or any of them.

PROVIDED THAT;

(i) in case the Company shall take or hold any property which may be subject to any trusts, the Company shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.

(ii) the objects of the Company shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.

4. The income and property of the Company shall be applied solely towards the promotion of its objects as set forth in the 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 members of the Company and no member of its Management Committee shall be appointed to any office of the Company paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Company.

PROVIDED THAT nothing herein shall prevent any payment in good faith by the Company;

(a) of reasonable and proper remuneration to any member, officer or servant of the company for any services rendered to the Company;

(b) of interest on money lent by any member of the Company or of its Management Committee at a rate per annum not exceeding the minimum lending rate prescribed for the time being by a clearing bank selected by that Management Committee;

(c) of reasonable and proper rent for premises demised or let by any member of the Company or of its Management committee; and

(d) to any member of its Management Committee of out-of-pocket expenses.

5. The liability of the members is limited.

6. Every member of the Company undertakes to contribute to the assets of the Company, in the event of 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 Company contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding one pound.

7. If upon the winding-up or dissolution of the Company there remain, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company, but shall be given or transferred to some other institution or institution having objects similar to the objects of the Company, and which shall prohibit the distribution of its or their income and property to an extent at least as great as it imposed on the company under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Company at or before the time of dissolution, and in so far as effect cannot be given to such provision, then to some other charitable object.

WE, the subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum.

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Names and addresses of Subscribers

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Fletcher Kennedy Nominees Ltd  
7 Petworth Road  
Haslemere  
Surrey  
GU27 2JB

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Dated this 12<sup>th</sup> day of December 2005

## **The Companies Act 1985 Company Limited by Guarantee and not having a Share Capital**

### **ARTICLES OF ASSOCIATION**

#### **OF ASSOCIATION OF REFLEXOLOGISTS**

1. In these Articles:-

"the Act" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force.

"clear days" in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect.

"the Seal" means the common seal of the Company.

"Secretary" means any person appointed to perform the duties of the Secretary of the Company.

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

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

Unless the context otherwise requires words or expressions contained in these Articles shall bear the same meaning as in the Act.

#### **MEMBERS**

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

3. The Number of Members with which the Company proposes to be registered is unlimited.

4. (a) The subscribers to the Memorandum of Association and such other persons as the Directors shall admit to membership shall be Members of the Company.

(b) The rights and privileges of a Member shall not be transferable.

(c) No person shall be admitted to membership unless that person is prepared to use best endeavours to assist in the advancement of the main objects of the Company.

(d) Membership of the Company shall be open to all individuals who shall meet the professional standards for the practice of Reflexology set by the Management Committee from time to time and satisfy the Management Committee that they are in all respects suitable to be members.

(e) The Management Committee may in its sole discretion set any additional requirements and conditions and create categories of membership that it may deem necessary or desirable.

(f) Management Committee shall not be required to state its reasons if, in its discretion, it rejects or defers an application for membership or offers membership in a different category.

5. A Member shall cease to be a Member of the Company:-

(a) upon giving notice in writing to the Company resigning from membership.

(b) upon a majority vote by the Directors of the Company giving the Member notice requiring the Member to resign from membership.

(c) (if an individual) upon dying, becoming of unsound mind, or bankrupt, or compounding with creditors.

(d) if any membership fee or subscription is not paid to the Association within 30 days after it becomes due.

## REGISTERS

6. The Directors shall cause the following registers to be kept:-

(a) a Register of Members.

(b) a register of the interests of the Directors in debentures of the Company or its associated Companies.

7. The directors shall cause such Registers as are kept under the provisions of Articles 6 hereof to be completed and made available for inspection in accordance with the provisions of the Act.

## GENERAL MEETING

8. The Company 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 notice calling it; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Company and that of the next. Provided that so long as the Company 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.

9. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

10. The Directors may, whenever they think fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or, in default, may be convened by such requisitions, as provided by Section 368 of the Act. If at any time there are not within the United Kingdom sufficient Directors capable of forming a quorum, any Director or twenty five Members of the Company may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Directors.

## NOTICE OF GENERAL MEETINGS

11. An Annual General Meeting and a meeting called for the passing of a Special Resolution or a resolution appointing a person as a Director shall be called by twenty one clear day's notice in writing at the least, and a meeting of the Company other than an Annual General Meeting or a meeting for the passing of a Special Resolution shall be called by fourteen clear days' notice in writing at the least. The notice shall specify the place, the day and the hour of meeting and, in 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 Company in General Meeting, to such persons as are, under the Articles of the Company, entitled to receive such notice from the Company provided always that a meeting of the Company 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 holding not less than ninety five per cent of the total voting rights at that meeting of all the Members.

12. The accidental omission to give notice of a meeting to, or the non-receipt of notice by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

## PROCEEDINGS AT GENERAL MEETINGS

13. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts, balance sheets, and the reports of the Directors and Auditors, the election of Directors in the place of those retiring and the appointment of, and the fixing of the remuneration of the Auditors which is deemed as required business.

14. No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the meeting proceeds to business. Save as hereinafter provided one tenth of the total number of members or fifteen members personally present (whichever is the least) shall be a quorum.

15. If within half an hour from the time appointed for the meeting a quorum is 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, or to such other day and at such other time and place as the Directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the Members present shall be a quorum.

16. The Chairman, if any, of the Board of Directors shall preside as Chairman at every General Meeting of the Company, or if there is no such Chairman, or if the Chairman shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act the Directors present shall elect one of their number to be Chairman of the meeting.

17. If at any meeting no Director is willing to act as Chairman or if no Director is present within fifteen minutes after the time appointed for holding the meeting, the Members present shall choose one of their number to be Chairman of the meeting.

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 thirty days or more, notice of the adjourned meeting shall be given as in the case of the 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 on the declaration of the result of the show of hands) demanded (a) by the Chairman or (b) by at least four Members present in person or by proxy or (c) by any Member or Members present in person or proxy and representing not less than one tenth of the total voting rights of all the Members having the right to vote at the meeting. Unless a poll be so demanded a declaration by the Chairman that a resolution has on a show of hands been carried if carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.

20. Except as provided in Article 22 if a poll is duly demanded it shall be taken in such manner as the Chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

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

22. A poll demanded on the election of a Chairman, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of a poll.

23. 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 (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

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

#### VOTES OF MEMBERS



## BORROWING POWERS

36. The Directors may exercise all the powers of the Company 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 Company or of any third party.

## POWERS AND DUTIES OF DIRECTORS

37. (a) The business of the Company shall be managed by the Directors who shall be its Committee of Management and Governing Body and who may pay all expenses incurred in promoting and registering the Company, and may exercise all such powers of the Company as are not, by the Act or by these Articles, required to be exercised by the Company in General Meeting, subject nevertheless to the provisions of the Act or these Articles and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Company in General Meeting; but no regulation made by the Company in General Meeting shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made. In particular the Directors shall have power to make rules and bye-laws for regulating the use by Members and others of any property of the Company.

(b) The Management Committee are empowered to give rulings on the interpretation and effect of the Memorandum and Articles of Association and of rules and regulations made by the Management Committee and on any matter pertaining to the Association which shall be conclusive and binding unless revoked or otherwise determined by resolutions of the Management Committee;

38. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Directors shall from time to time by resolution determine.

39. The Directors shall cause minutes to be made of all appointments of officers made by them, of the names of the Directors present at each meeting of the Directors and of any committee of the Directors, and of all resolutions and proceedings at all meetings of the Company, and of the Directors, and of committees of Directors and any such minutes if 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.

40. The Directors may act notwithstanding any vacancy in the Board but if the number of Directors is less than the minimum prescribed herein they may only act as Directors to admit persons to membership of the Company fill vacancies in the Board of Directors or summon a General Meeting.

## DISQUALIFICATION OF DIRECTORS

41. (a) The office of Director shall be vacated if the Director:-

(i) becomes subject to a receiving order or makes an arrangement or composition with creditors generally

(ii) becomes prohibited by law from being a Director or ceases to be a Director by reason of any provision of the Act or

(iii) becomes of unsound mind or

(iv) resigns from office by notice in writing to the Company or

(v) is removed from office by a resolution duly passed pursuant to Section 303 of the Act or

(vi) ceases to be a Member of the Company or

(vii) is directly or indirectly interested in any contract with the Company and fails to declare the nature of such interest in the manner required by Section 317 of the Act.

(b) A Director shall not vote in respect of any contract in which the Director is interested or any matter arising thereout and if the Director does so the vote shall not be counted.

## ROTATION OF DIRECTORS

42. (a) At the first Annual General Meeting of the Company all the Directors shall retire from office, and at the Annual General Meeting in every subsequent year one-third of the Directors for the time being or if their number is not three or a multiple of three, then the number nearest one third shall retire from office.

(b) 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 become Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

(c) A retiring Director shall be eligible for re-election.

(d) The Company at the meeting at which a Director retires in manner aforesaid may fill the vacated office by electing a person thereto and in default the retiring Director shall, if standing 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 Director shall have been put to the meeting and lost.

(e) No person other than a director retiring at the meeting shall unless recommended by the Directors be eligible for election the office of Director at any General Meeting unless, not less than three nor more than twenty one days before the date appointed for the meeting, there shall have been left at the registered office of the company notice in writing, signed by a Member duly qualified to attend and vote at the meeting for which such notice is given, of the Member's intention to propose such person for election, and also notice in writing signed by that person of that person's willingness to be elected.

(f) Provided that the number of Directors shall be not less than two The Company may from time to time by Ordinary Resolution increase or reduce the number of Directors, and may also determine in what rotation the increased or reduced number is to go out of office.

(g) Nominations for Directors should be endorsed by the Management Committee.

43. The Company may by Ordinary Resolution of which special notice has been given in accordance with Section 379 of the Act, remove any Director before the expiration of the Director's period of office notwithstanding anything in these Articles or in any agreement between the Company and such Director.

44. The Company may by ordinary resolution appoint another person in place of a Director removed from office under the immediately preceding article. Without prejudice to the powers of the Directors under Article 33 the Company in General Meeting may appoint any person to be a Director either to fill a casual vacancy or as an additional Director. The person appointed to fill such a vacancy shall be subject to retirement at the same time as if that person had become a Director on the day on which the Director in whose place that person is appointed was last elected as a Director.

#### PROCEEDINGS OF DIRECTORS

45. (a) 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. The quorum necessary for the transaction of the business of the Directors shall be two Directors.

(b) The Directors may elect a Chairman of their meetings who shall be one of their number.

(c) 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 Company for the time being vested in the Directors generally.

46. The Directors may delegate any of their powers to committees consisting of such Directors as they think fit; any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Directors. All acts and proceedings of such committees shall be reported as soon as is reasonably practicable to the full body of Directors.

47. 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.

48. 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.

49. All acts done by any meeting of the directors or of a committee of Directors, or by any person acting as a Director shall notwithstanding that it be afterwards discovered that there was some defect in the appointment 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 and was qualified to be a Director.

50. A resolution in writing, signed by all the Directors for the time being entitled to receive notice of a meeting of the Directors, shall be as valid and effectual as if it had been passed at a meeting of the Directors duly convened and held.

#### THE SECRETARY

51. The Secretary not being a Director shall be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit; and any Secretary so appointed may be removed by them.

#### THE SEAL

52. 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 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.

#### ACCOUNTS AND DIRECTORS REPORT

53. The Directors shall cause proper books of account to be kept in accordance with the provisions of Section 221 of the Act with respect to:-

(a) all sums of money received and expended by the company and the matters in respect of which the receipt and expenditure takes place

(b) the assets and liabilities of the company and

(c) all those matters required by the Act to be shown in the Accounts of the Company.

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 Company's affairs and to explain its transactions.

54. (a) The books of account shall be kept at the registered office of the Company, or, subject to Section 222 of the Act at such other place or places as the Directors think fit, and shall always be open to the inspection of the directors.

(b) 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 Company or any of them shall be open to the inspection of Members not being Directors, and no Member (not being a Director) shall have any right of inspecting any account or books or document of the Company except as conferred by Statute or authorised by the Directors or by the Company in General Meeting subject nevertheless to the provision of Clause 8 of the Memorandum of Association of the Company.

55. The Directors shall from time to time cause to be prepared and laid before the Company in General Meeting such profit and loss accounts, balance sheets and Directors' reports as are provided for in the Act.

56. A copy of every balance sheet (including every document required by law to be annexed hereto) which is to be laid before the Company in General Meeting, together with a copy of the Auditor's report, shall not less than twenty one days before the date of the meeting be sent to every Member of, and every holder of debentures of,

the Company, provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Company is not aware.

#### AUDIT

57. Auditors shall be appointed and their duties regulated in accordance with the Act.

#### NOTICES

58. A notice may be given by the Company to any Member either personally or by sending it by post to the Member or to the Member's registered address, or (if the Member has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied to the Company for the giving of notice. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected at the expiration of forty eight hours after the letter containing the same is posted.

59. Notice of every General Meeting shall be given in any manner hereinafter authorised to:-

(a) every Member except those Members who (having no registered address within the United Kingdom) have not supplied to the Company an address within the United Kingdom for the giving of notice to them.

(b) the auditor for the time being of the Company.

No other person shall be entitled to receive notices of General Meetings.

#### DISSOLUTION

60. Clause 7 of the Memorandum of Association of the Company shall have effect as if the provisions thereof were repeated herein.

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Names and addresses of Subscribers

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Fletcher Kennedy Nominees Ltd  
7 Petworth Road  
Haslemere  
Surrey  
GU27 2JB

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Dated this 12<sup>th</sup> day of December 2005