

20663-1  
Number of }  
Company }

Form No. 41.

## THE COMPANIES ACT, 1929.



A 5s.  
Companies'  
Registration  
Fee Stamp  
must be  
impressed  
here.

DECLARATION of Compliance with the requirements of the  
Companies Act, 1929, on application for registration of a Company.

Pursuant to Section 15 (2).

REGISTERED  
12 DEC 1935

Insert the  
Name of the  
Company.

\_\_\_\_\_  
OSTEOPATHIC TRUSTS  
\_\_\_\_\_  
\_\_\_\_\_  
LIMITED.

Presented by

Messrs. Shakespeare & Vernon,  
Solicitors,  
63, Colmore Row,  
Birmingham.

The Solicitors' Law Stationery Society, Limited,  
22 Chancery Lane, W.C.2; 27 & 28 Walbrook, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;  
15 Hanover Street, W.1; 19 & 21 North John Street, Liverpool, 2; 77 Colmore Row, Birmingham, 3,  
and 66 St. Vincent Street, Glasgow.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS.

This margin is reserved for binding and should not be written across.

J. PHILIP HORTON VERNON

of 83, Colmore Row in the City of Birmingham

(a) Here insert:  
"A Solicitor of the  
"Supreme Court"  
(or in Scotland  
"an Enrolled Law  
"Agent") "engaged  
"in the formation."

or  
"A person named  
"in the Articles of  
"Association as a  
"Director or  
"Secretary."

Do solemnly and sincerely declare that I am (a) A Solicitor of  
the Supreme Court engaged in the formation

of OSTEOPATHIC TRUSTS

Limited, and that all the requirements of the Companies Act, 1929,  
in respect of matters precedent to the registration of the said  
Company and incidental thereto have been complied with, and I make  
this solemn Declaration conscientiously believing the same to be true  
and by virtue of the provisions of the "Statutory Declarations Act, 1835."

Declared at Birmingham in the

County of Warwick

the 7<sup>th</sup> day of December 1935

Before me,

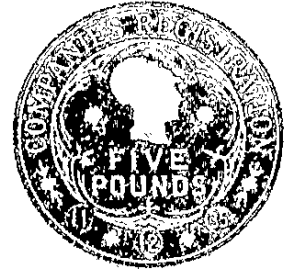
Philip Vernon

A. Williams  
A Commissioner for Oaths. [For a Notary Public or  
Justified of the Bench.]



338084

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*The Companies Act 1929.*

COMPANY LIMITED BY GUARANTEE AND NOT  
HAVING A SHARE CAPITAL.

## Memorandum of Association

OF

## Osteopathic Trusts Limited.

REGISTERED

12 DEC 1935

1. The name of the Company (hereinafter called "the Association") is "OSTEOPATHIC TRUSTS LIMITED."
2. The registered office of the Association will be situate in England.
3. The objects for which the Association is established are—
  - (A) To establish or aid in establishing and to equip, manage, maintain and control one or more schools or colleges for the purpose of training and educating students in all branches of science and learning necessary or useful for Osteopathic, Medical and Surgical practice or profession.
  - (B) To establish or aid in establishing, and to equip, manage, maintain and control hospitals and clinics for the treatment of diseases, injuries or infirmities by osteopathic, medical or surgical methods.
  - (C) To establish, maintain and manage or aid in establishing, maintaining or managing Institutes or organisations for research and investigation in relation to or connection with osteopathic or medical or surgical practices or principles.
  - (D) To establish, provide, manage and maintain schools, classes or other means of instruction for nurses, masseurs and persons engaged in assisting in nursing and treating the sick, injured or infirm.
  - (E) To establish registers of graduates of any school or college under the control or management of the Association.

- (F) To promote or provide lectures, literature and publications upon matters connected with health, hygiene, diet and the treatment of diseases, injuries and infirmities.
- (G) Subject to the provisions of Section 14 of the Companies Act 1929, to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property, and any rights or privileges which the Association may think necessary or convenient for the promotion of its objects, and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Association.
- (H) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Association as may be thought expedient with a view to the promotion of its objects.
- (I) To undertake and execute any trusts which may lawfully be undertaken by the Association and may be conducive to its objects.
- (J) To borrow or raise money for the purposes of the Association on such terms and on such security as may be thought fit.
- (K) To invest the moneys of the Association not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, but so that moneys subject or representing property subject to the jurisdiction of the Charity Commissioners shall only be invested in such securities and with such sanction (if any) as may for the time being be prescribed by law.
- (L) To establish and support or aid in the establishment and support of any charitable or benevolent associations or institutions, and to subscribe or guarantee money for charitable or benevolent purposes in any way connected with the purposes of the Association or calculated to further its objects.
- (M) To do all such other things as are incidental or the Association may think conducive to the attainment of the above objects or any of them.

Provided that the Association shall not support with its funds any object, or endeavour to impose on or procure to be observed

by its members or others, any regulation, restriction or condition which if an object of the Association would make it a Trade Union.

Provided also that in case the Association shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or Board of Education, the Managers or Trustees of the Association shall be chargeable for any such property that may come into their hands, and shall be answerable and accountable 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 they would as such Managers or Trustees have been if no incorporation had been effected, and the incorporation of the Association shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners or the Board of Education over such Managers or Trustees, but they shall as regards any such property be subject jointly and separately to such control or authority as if the Association were not incorporated

4. 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 way of 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 rate not exceeding 6 per cent. per annum on money lent or reasonable and proper rent for premises demised or let by any member to the Association ; but so that no member of the Council of Management or Governing Body of the Association shall be appointed to any salaried office of the Association or any office of the Association paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Association to any member of such Council or Governing Body, except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the 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 member of the Council of Management or Governing Body may be a member, or any other company in which such

member shall not hold more than one-hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of any such payment.

5. No addition, alteration, or amendment shall be made to or in the regulations contained in the Articles of Association for the time being in force, unless the same shall have been previously submitted to and approved by the Board of Trade.

6. The fourth and fifth paragraphs of this Memorandum contain conditions on which a licence is granted by the Board of Trade to the Association in pursuance of Section 18 of the Companies Act 1929.

7. The liability of the members is limited.

8. Every member of the Association undertakes to contribute to the assets of the Association, in the event of the same being wound up during the time that he 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 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 contributories amongst themselves, such amount as may be required not exceeding £5.

9. If upon the winding up or dissolution of the Association 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 Association, but shall be given or transferred to some other 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 is imposed on the Association under or by virtue of Clause 4 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 a Judge of the High Court of Justice having jurisdiction in regard to charitable funds, and if and so far as effect cannot be given to such provision, then to some charitable object.

10. True accounts shall be kept of the sums of money received and expended by the Association, and the matters in respect of which such receipts and expenditure take place, and of the property, credits and liabilities of the Association; 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 Association for the time being, such accounts shall be open to the inspection of the members. Once at least in every year the accounts of the Association shall be examined and the correctness of the balance sheet ascertained by one or more properly qualified Auditor or Auditors.

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

Oliver Theodore Chick Doctor of Osteopathy,  
92, Marshall Street, Birmingham. Kirtsville, U.S.A.

George Alexander Macdonald  
62 Harley Street, London, W.1.

M.B.Ch.B. (Edin) Doctor of Osteopathy, Kirtsville, U.S.A.

Norman James Macdonald 58A Wimpole Street London W.  
B.A. (Cambr) M.R.C.S. L.R.C.P. Lond.

John Jacob Dunning Doctor of Osteopathy Kirtsville U.  
64 Brook W W London  
Doctor of Osteopathy Kirtsville Mo U.S.A.

William Hargreave Wilson. 109 Gloucester Place London W.1.

Doctor of Osteopathy: Kirtsville U.S.A.

William Cooper 140 Park Lane, London, W.1  
Doctor of Osteopathy Los Angeles, U.S.A.

Oswald Binell Deiter; 2 Norfolk Street, Park Lane, London, W.1.

Doctor of Osteopathy, Philadelphia College of Osteopathy; U.S.A.

Trans Kristian Humphreys Temple Gardens, Temple.  
M.A. Th.B (Cambr) Birmmham & Linn.

Ralph Larrabee West. 8-9 Hertford St. London.  
Doctor of Osteopathy American School of Osteopathy U.S.A.

Carl Moore Cook, 69 Cadogan Place, London. S.W.  
Doctor of Osteopathy. Philadelphia College  
of Osteopathy, U.S.A.

Dated this 7<sup>th</sup> day of December 1935.

Witness to the above Signatures—

Frank delia Hunt 28, Albemarle Street, London  
W.1.  
Secretary.



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*The Companies Act 1929.*

COMPANY LIMITED BY GUARANTEE AND NOT  
HAVING A SHARE CAPITAL.

REGISTERED

## Articles of Association

OF

12 DEC 1935

# Osteopathic Trusts Limited.

### GENERAL.

I. 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 context—

WORDS.	MEANING.
The Act .. ..	The Companies Act 1929.
These presents ..	These Articles of Association, and the regulations of the Association from time to time in force.
The Association ..	The above-named Association.
The Council ..	The Council of Management for the time being of the Association.
Office .. ..	The registered office of the Association.
Seal .. ..	The common seal of the Association.
Month .. ..	Calendar month.
In writing .. ..	Written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form.

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

3. The provisions of Section 95 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.

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

5. The subscribers to the Memorandum of Association and such other persons as the Council shall admit to membership in accordance with the provisions hereinafter contained shall be members of the Association.

6. There shall be three classes of members, namely, (1) Life Members; (2) Subscribing Members who are not members of the British Osteopathic Association; (3) Subscribing Members who are members of the British Osteopathic Association.

The qualification of a Life Member shall be the payment to the Association at one time of £25.

The qualification of a Subscribing Member not being a member of the British Osteopathic Association, shall be the annual payment to the Association of £3 3s. od.

The qualification of a Subscribing Member, being a member of the British Osteopathic Association, shall be the annual payment to the Association of £1 1s. od. which may be made by the British Osteopathic Association by way of a capitation payment.

7. No person shall be admitted to membership in any class unless he is first approved by the Council, and the Council shall have full discretion as to the admission of any person to membership in any class.

8. The privileges of a Life Member shall not be transferable during his life and shall cease at his death.

9. Every member, whether a Life or Subscribing Member, shall be bound to further to the best of his ability the objects, interests and influence of the Association, and shall observe all bye-laws made by the Association pursuant to the powers in that behalf hereinafter contained.

10. Any member who shall fail in any of the regulations or bye-laws of the Association may be excluded from the Association by resolution of a majority of at least three-fourths of the members of the Council present and voting at a special Council Meeting at which not less than 10 members shall be present. Such member shall have seven days' notice sent to him of the Council Meeting, and he may attend the meeting, but shall not be present at the voting or take part in the meeting otherwise than as the Council allows. A member excluded from the Association by such meeting may within seven days appeal from the decision of the Council to a special meeting of the Association, which shall thereupon be convened by the Council.

11. A majority of not less than three-fourths of the members present at such last-mentioned Special Meeting shall have power to annul the exclusion or to annul it subject to any conditions which the meeting may think fit to impose.

12. A member so excluded shall forfeit all claim to a return of the money paid by him to the Association on his admission as a member thereof or by way of annual subscription, as the case may be, and shall cease to be a member of the Association.

13. Any member wishing to resign his or her membership of the Association shall give notice in writing of intention so to do, addressed to the Secretary and deposited at or sent to the registered office of the Association.

#### GENERAL MEETINGS.

14. The first General Meeting of the Association shall be held at such time, not being less than one month nor more than three months from the incorporation of the Association, and at such place as the Council may determine.

15. A General Meeting shall be held once in every calendar year at such time and place as may be determined by the Council, provided that every General Meeting, except the first, shall be held not more than fifteen months after the holding of the last preceding meeting.

16. The above-mentioned General Meetings shall be called Ordinary Meetings. All other General Meetings shall be called Extraordinary Meetings.

17. The Council may call an Extraordinary Meeting whenever they think fit, and Extraordinary Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by Section 114 of the Act.

18. Subject to the provisions of Section 117 (2) of the Act relating to Special Resolutions, seven days' notice, specifying the place, the day and the hour of meeting, and in the case of special business the general nature of such business, shall be given in manner hereinafter mentioned to such members of the Association as are under the provisions of these presents entitled to receive notices from the Association; but with the consent of all the members entitled to receive notices thereof, a meeting may be convened by such notice and in such manner as those members may think fit. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any member shall not invalidate any resolution passed, or proceeding had, at any meeting.

#### PROCEEDINGS AT GENERAL MEETINGS.

19. All business shall be deemed special that is transacted at an Extraordinary Meeting, and all that is transacted at an Ordinary Meeting shall also be deemed special, with the exception of the consideration of the accounts and balance sheet, and the reports of the Council and of the Auditors, the election of members of the Council and other officers in the place of those retiring by rotation, and the fixing of the remuneration of the Auditors.

20. 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 the quorum shall be twelve members personally present.

21. 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 Chairman shall appoint, 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.

22. With the consent of any meeting at which a quorum is present, the Chairman may adjourn a meeting from time to time, and from place to place, as the meeting shall determine. Whenever a meeting is adjourned for ten 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. No business shall be transacted at any adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.

23. The Chairman (if any) of the Council shall preside at every General Meeting, but if there be no such Chairman, or if at any meeting he 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 member of the Council, or if no such member be present, or if all the members of the Council present decline to take the chair, they shall choose some member of the Association who shall be present to preside.

24. At all General Meetings 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 and entitled to vote, unless before or upon the declaration of the result of the show of hands a poll be demanded in writing by the Chairman or by at least three members present in person and entitled to vote, and unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has been carried, or has been carried by a particular majority, or lost, or not carried by a particular majority, shall be conclusive, and an entry to that effect in the minute book of the Association shall be conclusive evidence thereof, without proof of the number or proportion of the votes recorded in favour of or against such resolution.

25. If a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

26. No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.

27. In the case of an equality of votes, either on a show of hands or at the poll, the Chairman of the meeting shall be entitled to a further or casting vote.

28. The demand of 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.

## VOTES OF MEMBERS.

29. Subject as hereinafter provided, every member shall have one vote.

30. Save as herein expressly provided, no person other than a member duly registered, and who shall have paid every subscription and other sum (if any) which shall be due and payable to the Association in respect of his membership, shall be entitled to be present or to vote on any question either personally or by proxy, or as proxy for another member, at any General Meeting.

31. Votes may be given on a poll either personally or by proxy. On a show of hands a member present only by proxy shall have no vote, but a proxy for a corporation may vote on a show of hands. Except in the case of a corporation no person shall act as a proxy who is not entitled to be present and vote in his own right. A corporation may vote by its duly authorised representative as provided by Section 116 of the Act.

32. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing, or if such appointor is a corporation under its common seal, if any, and, if none, then under the hand of some officer duly authorised in that behalf.

33. The instrument appointing a proxy and the power of attorney (if any) under which it is signed or a notarially certified copy thereof shall be deposited at the office at least forty-eight hours before the time appointed for holding the meeting at which the person named in such instrument proposes to vote, otherwise the person so named shall not be entitled to vote in respect thereof. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

34. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death of the principal or revocation of the proxy, provided that no intimation in writing of the death or revocation shall have been received at the office one hour at least before the time fixed for holding the meeting.

35. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit :—

" OSTEOPATHIC TRUSTS LIMITED."

" I,

" of

" a member of OSTEOPATHIC TRUSTS LIMITED,

" and entitled to

votes, hereby

" appoint

" of  
 " another member of the Association, and failing  
 " him,  
 " of  
 " another member of the Association, to vote for  
 " me and on my behalf at the (Ordinary or Extra-  
 " ordinary, *as the case may be*) General Meeting of  
 " the Association to be held on the day  
 " of and at every adjournment  
 " thereof.

" As witness my hand this                      day of                      193    ."

COUNCIL OF MANAGEMENT.

36. Until otherwise determined by a General Meeting, the number of the members of the Council shall not be less than twelve.

37. The first members of the Council shall be nominated in writing by a majority of the subscribers to the Memorandum of Association.

38. The Council may from time to time and at any time appoint any member of the Association as a member of the Council, either to fill a casual vacancy or by way of addition to the Council, provided that the prescribed maximum be not thereby exceeded. Any member so appointed shall retain his office only until the next Ordinary General Meeting, but he shall then be eligible for re-election.

39. No person who is not a member of the Association shall in any circumstances be eligible to hold office as a member of the Council, but a non-member of the Association may be co-opted as a member of any Committee appointed by the Council.

## POWERS OF THE COUNCIL.

40. 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 as may be exercised and done by the Association, and as are not by the Act or by these presents required to be exercised or done by the Association in General Meeting, subject nevertheless to any regulations of these presents, to the provisions of the Act, and to such regulations, being not inconsistent with aforesaid 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.

41. The continuing members of the Council may act notwithstanding any vacancy in their body ; provided always that in case the members of the Council shall at any time be reduced in number to less than the minimum number prescribed by or in accordance with these presents, it shall be lawful for them to act as the Council for the purpose of filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.

42. The Council may from time to time by resolution appoint a temporary substitute for the Secretary, and any person so appointed shall for all the purposes of these presents be deemed during the term of his appointment to be the Secretary.

43. 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 at least two members of the Council and of the Secretary, and the said members and Secretary shall sign every instrument to which the seal shall be so affixed in their presence, and in favour of any purchaser or person *bona fide* dealing with the Association such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

44. Cheques on the Association's bankers, until otherwise from time to time resolved upon by the Council, shall be signed by at least two members of the Council and countersigned by the Secretary. The Association's banking account shall be kept with such banker or bankers as the Council shall from time to time determine.

#### DISQUALIFICATION OF MEMBERS OF THE COUNCIL.

45. The office of a member of the Council shall be vacated—

- (A) If a receiving order is made against him or he makes any arrangement or composition with his creditors.
- (B) If he is found lunatic or become of unsound mind.
- (C) If he ceases to be a member of the Association.
- (D) If by notice in writing to the Association he resigns his office.
- (E) If he ceases to hold office by virtue of any provision of the Act.

## ROTATION OF MEMBERS OF THE COUNCIL.

46. At the Ordinary Meeting to be held in the year 1936, and in every subsequent year, one-third of the members of the Council for the time being, or if their number is not a multiple of three, then the number nearest to but not exceeding one-third shall retire from office. A retiring member of the Council shall retain his office until the dissolution or adjournment of the meeting at which his successor is elected or it is determined not to fill his place.

47. The members of the Council to retire shall be those who have been longest in office since their last election or appointment. As between members of equal seniority, the members to retire shall in the absence of agreement be selected from among them by lot. The length of time a member has been in office shall be computed from his last election or appointment. A retiring member of the Council shall be eligible for re-election.

48. The Association shall, at the meeting at which any members of the Council retire in manner aforesaid, fill up the vacated office of each member by electing a person thereto, unless at such meeting it shall be determined to reduce the number of members of the Council.

49. No person not being a member of the Council retiring at the meeting shall, unless recommended by the Council for election, be eligible for office on 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 intention to propose such person for election, and also notice in writing, signed by the person to be proposed, of his willingness to be elected. The prescribed time above mentioned shall be such that, between the date when the notice is served, or deemed to be served, and the day appointed for the meeting there shall be not less than seven nor more than fourteen intervening days.

50. If at any meeting at which an election of members of the Council ought to take place, the places of the retiring members, or some of them, are not filled up, the retiring members or such of them as have not had their places filled up and are willing to act, shall be deemed to have been re-elected, unless it shall be determined at such meeting to reduce the number of members of the Council.

51. The Association may from time to time in General Meeting increase or reduce the number of members of the Council,



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.

52. The Association may by Extraordinary Resolution remove any member of the Council before the expiration of his period of office, and may by an Ordinary Resolution appoint another member in his stead ; but any person so appointed shall retain his office so long only as the member in whose place he is appointed would have held the same if he had not been removed.

#### PROCEEDINGS OF THE COUNCIL.

53. 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, five shall be a quorum. 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.

54. On the request of a member of the Council the Secretary shall, at any time, summon a meeting of the Council by notice served upon the several members of the Council. A member of the Council who is absent abroad shall not be entitled to notice of a meeting.

55. The Council shall from time to time elect a Chairman who shall preside at all meetings of the Council at which he shall be present, and may determine for what period he is to hold office, but if no such Chairman be elected, or if at any meeting the Chairman be not present within five minutes after the time appointed for holding a meeting, the members of the Council present shall choose some one of their number to be Chairman of the meeting.

56. A meeting of the members of the Council for the time being 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.

57. The Council may delegate any of their powers to committees consisting of such member or members of the Council, and such person or persons (whether members of the Association or not members) co-opted on such committees as they think fit, and any committee so formed shall conform to any regulations imposed on it by the Council. 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 Council so far as applicable and so far as the same shall not be superseded by any regulations made by the Council as aforesaid.

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

59. The Council shall cause proper minutes to be made of the proceedings of all meetings of the Association and of the Council and of committees of the Council, and all business transacted at such meetings, and any such minute 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 conclusive evidence without any further proof of the facts therein stated.

60. A resolution in writing signed by all the members for the time being of the Council, or of any Committee of the Council, 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.

61. The Council shall cause proper books of account to be kept with respect to—

- (A) The assets and liabilities of the Association ;
- (B) The sums of money received and expended by the Association and the matters in respect of which such receipts and expenditure take place ; and
- (C) All sales and purchases of goods by the Association.

62. The books of account shall be kept at the office, or at such other place or places as the Council shall think fit, and shall always be open to the inspection of the members of the Council.

63. The Association in General Meeting may from time to time make reasonable conditions and regulations as to the time and manner of the inspection by the members of the accounts and books of the Association, or any of them, and subject to such conditions and regulations the accounts and books of the Association shall be open to the inspection of members at all reasonable times during business hours.

64. Once at least in every year the Council shall lay before the Association in General Meeting an 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 made up to a date not more than four months before such meeting, together with a balance sheet made up as at the same date. Every such balance sheet shall be accompanied by a report of the Council and a report of the Auditors, and a copy of such account, balance sheet and reports shall seven days before the meeting be sent to all 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 read before the meeting as required by Section 129 of the Act.

#### AUDIT.

65. 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.

66. Auditors shall be appointed and their duties regulated in accordance with Sections 132, 133 and 134 of the Act.

#### NOTICES.

67. 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 registered address as appearing in the register of members.

68. 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 him, shall be entitled to have notices served upon him at such address, but, save as aforesaid, no member other than a member described in the register of members by an address within the United Kingdom shall be entitled to receive any notice from the Association.

69. Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter.

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 NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.
 

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Chas Theodore Reick Doctor of Osteopathy  
92, Newhall Street, Birmingham. Kiskadee, U.S.A.

Lege Alexander Macdonald  
62 Harley Street, London W.1.  
M.B. Ch.B. (Edin) Doctor of Osteopathy, Kiskadee, U.S.A.

Norman James Macdonald 58 A Wimpole Street London W.1.

B.A. (Cantab). M.R.C.S. Eng. L.R.C.P. Lond. Doctor of Osteopathy Kiskadee U.S.A.

John Jacob Dunning  
64 Brook St London W.

Doctor of Osteopathy, Kiskadee Mo U.S.A.

William Hargreaves-Libson. 109 Gloucester Place London W.2.

Doctor of Osteopathy Kiskadee U.S.A.

William Cooper 140 Park Lane, London, W.1.

Doctor of Osteopathy, Los Angeles, U.S.A.

Arnold Rinehart Deiter, 2 Grosvenor Street, Park Lane, London, W.1.

Doctor of Osteopathy, Philadelphia College of Osteopathy, U.S.A.

Travis Christian Humphrey, 1 Temple Gardens, Temple.

M.A. LL.B (Cantab) Barrister at Law.

Ralph Larrabee West. 8-9 Hampden St London  
Doctor of Osteopathy, American School of Osteopathy U.S.A.

Carl Moore Cook, 69 Cadogan Place, S.W.1.

Doctor of Osteopathy, London.

Philadelphia College of Osteopathy,

U.S.A.

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Dated this 7<sup>th</sup> day of December, 1935

Witness to the above Signatures—

Frank Atkins Hunt. 20, Albemarle Street, London, W.1.

Secretary.

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A COMPANY LIMITED BY GUARANTEE AND NOT  
HAVING A SHARE CAPITAL.

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**Memorandum**  
AND  
**Articles of Association**  
OF  
**OSTEOPATHIC TRUSTS LIMITED.**

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Incorporated the \_\_\_\_\_ day of \_\_\_\_\_, 193 .

SHAKESPEARE & VERNON,  
BIRMINGHAM.

DUPLICATE FOR THE FILE.

No. 308084



# Certificate of Incorporation

I Hereby Certify,

That

OSTEOPATHIC TRUSTS LIMITED

is this day Incorporated under the Companies Act, 1929, and that the Company is Limited.

Given under my hand at London this twelfth day of December One

Thousand Nine Hundred and thirty-five.

*W A McKens*

Registrar of Companies.

Certificate  
received by

*Leeds Law Pat. Coy. Ltd.*  
*22, Chancery Lane W.C.2.*

Date *12/12/35*

30584  
N  
The Companies Act 1929.

COMPANY LIMITED BY SHARES.

### Special Resolution

(Pursuant to the Companies Act 1929, Section 117 (1))

OF

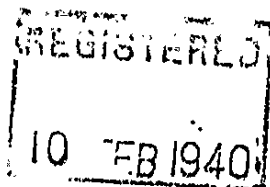
OSTEOPATHIC TRUSTS LIMITED.

Passed 7th February 1940.

At an EXTRAORDINARY GENERAL MEETING of OSTEOPATHIC TRUSTS LIMITED, held on Wednesday, the 7th day of February 1940, the following RESOLUTION was duly passed as a SPECIAL RESOLUTION:—

#### RESOLUTION.

That Article 20 be altered by striking out the word "twelve" in the third line thereof and substituting in place thereof the word "five".



*[Signature]*  
Chairman.  
*[Signature]*

*The Companies Act 1948.*



COMPANY LIMITED BY SHARES.

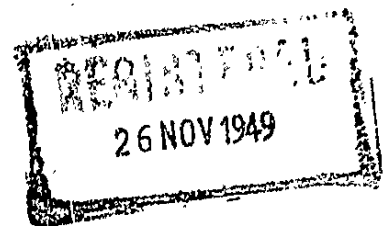
## Special Resolution

*(Pursuant to the Companies Act 1948, Section 141 (2))*

OF

# OSTEOPATHIC TRUSTS LIMITED.

*Passed the 24th November 1949.*



AT an EXTRAORDINARY GENERAL MEETING of Osteopathic Trusts Limited, held on the 24th day of November 1949, the following RESOLUTION was passed as a SPECIAL RESOLUTION:—

### RESOLUTION.

That the Memorandum of Association of the Company be altered by striking out the words "or benevolent" in the two places in which they occur in Sub-clause (L) of Clause 3 thereof, and also by striking out the whole of Sub-clause (M) of the said Clause 3.

*C. J. Peck*  
Chairman.

S.L.S.S./Bm.19276

**BRAKESPEARE & VERTON,**  
(INCORPORATED IN E.R. WILLIAMS & SONS)  
83, COLMORE ROW,



542



COMPANY LIMITED BY GUARANTEE AND NOT  
HAVING A SHARE CAPITAL.

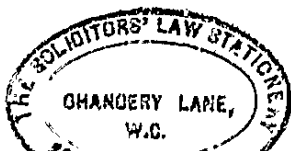
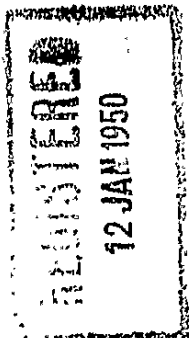


## Memorandum of Association

OF

## Osteopathic Trusts Limited.

1. The name of the Company (hereinafter called "the Association") is "OSTEOPATHIC TRUSTS LIMITED."
2. The registered office of the Association will be situate in England.
3. The objects for which the Association is established are—
  - (A) To establish or aid in establishing and to equip, manage, maintain and control one or more schools or colleges for for the purpose of training and educating students in all branches of science and learning necessary or useful for Osteopathic, Medical and Surgical practice or profession.
  - (B) To establish or aid in establishing, and to equip, manage, maintain and control hospitals and clinics for the treatment of diseases, injuries or infirmities by osteopathic, medical or surgical methods.
  - (C) To establish, maintain and manage or aid in establishing, maintaining or managing Institutes or organisations for research and investigation in relation to or connection with osteopathic or medical or surgical practices or principles.
  - (D) To establish, provide, manage and maintain schools, classes or other means of instruction for nurses, masseurs and persons engaged in assisting in nursing and treating the sick, injured or infirm.
  - (E) To establish registers of graduates of any school or college under the control or management of the Association.
  - (F) To promote or provide lectures, literature and publications upon matters connected with health, hygiene, diet and the treatment of diseases, injuries and infirmities.



- 2
- (g) Subject to the provisions of Section 14 of the Companies Act 1929, to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property, and any rights or privileges which the Association may think necessary or convenient for the promotion of its objects, and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Association.
  - (h) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Association as may be thought expedient with a view to the promotion of its objects.
  - (i) To undertake and execute any trusts which may lawfully be undertaken by the Association and may be conducive to its objects.
  - (j) To borrow or raise money for the purposes of the Association on such terms and on such security as may be thought fit.
  - (k) To invest the moneys of the Association not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, but so that moneys subject or representing property subject to the jurisdiction of the Charity Commissioners shall only be invested in such securities and with such sanction (if any) as may for the time being be prescribed by law.
  - (l) To establish and support or aid in the establishment and support of any charitable associations or institutions, and to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Association or calculated to further its objects.

Provided that the Association shall not support with its funds any object, or endeavour to impose on or procure to be observed by its members or others, any regulation, restriction or condition which if an object of the Association would make it a Trade Union.

Provided also that in case the Association shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or Board of Education, the Managers or Trustees of the Association shall be chargeable for any such property that may come into their hands, and shall be answerable and accountable 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 they would as such Managers or Trustees have been if no incorporation had been effected, and the incorporation of the Association shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners or the Board of Education over such Managers or Trustees, but they shall

as regards any such property be subject jointly and separately to such control or authority as if the Association were not incorporated.

4. 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 way of 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 rate not exceeding 6 per cent. per annum on money lent or reasonable and proper rent for premises demised or let by any member to the Association; but so that no member of the Council of Management or Governing Body of the Association shall be appointed to any salaried office of the Association or any office of the Association paid by fees, and that no remuneration or other benefit in money or moneys' worth shall be given by the Association to any member of such Council or Governing Body, except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the 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 member of the Council of Management or Governing Body may be a member, or any other company in which such member shall not hold more than one-hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of any such payment.

5. No addition, alteration, or amendment shall be made to or in the regulations contained in the Articles of Association for the time being in force, unless the same shall have been previously submitted to and approved by the Board of Trade.

6. The fourth and fifth paragraphs of this Memorandum contain conditions on which a licence is granted by the Board of Trade to the Association in pursuance of Section 18 of the Companies Act 1929.

7. The liability of the members is limited.

8. Every member of the Association undertakes to contribute to the assets of the Association, in the event of the same being wound up during the time that he 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 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 contributories amongst themselves, such amount as may be required not exceeding £5.

9. If upon the winding up or dissolution of the Association 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 Association, but shall be given or transferred to some other 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 is imposed on the Association under or by virtue of Clause 4 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 a Judge of the High Court of Justice having jurisdiction in regard to charitable funds, and if and so far as effect cannot be given to such provision, then to some charitable object.

10. True accounts shall be kept of the sums of money received and expended by the Association, and the matters in respect of which such receipts and expenditure take place, and of the property, credits and liabilities of the Association; 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 Association for the time being, such accounts shall be open to the inspection of the members. Once at least in every year the accounts of the Association shall be examined and the correctness of the balance sheet ascertained by one or more properly qualified Auditor or Auditors.

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*It is hereby certified that this is a true copy of the Memorandum of Association of the Company as amended by Special Resolution.. passed the 24th day of November 1949.*

*E. J. Puck*  
Chairman.

*The Companies Act 1929.*

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A COMPANY LIMITED BY  
GUARANTEE AND NOT HAVING  
A SHARE CAPITAL.

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**Memorandum of Association**  
OF  
**OSTEOPATHIC TRUSTS LIMITED**

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*Incorporated the 12th day of December,  
1985.*

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SHAKESPEARE & VERNON,  
*Solicitors,*  
Birmingham.

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The Solicitors' Law Stationery Society Limited,  
55-59 Newhall Street, Birmingham.