

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY GUARANTEE

MEMORANDUM OF ASSOCIATION

Of

THE BSMDH (SCOTLAND)

1. The name of the Company is The BSMDH (Scotland) (hereinafter referred as “the Company”).
2. The registered office of the Company will be situated in Scotland.
3. The objects of the Company shall be:-

3.1. The advancement of public education amongst medical and dental students and duly qualified practitioners of Medicine or Dentistry, and such other groups practising a relevant discipline as the Company shall think fit, in the principles and practice of clinical hypnosis and hypnotherapy by the promotion of training and teaching of appropriate skills and learning required for those professions and the mounting of courses, lectures, seminars, classes, workshops, demonstrations, exhibitions and such other like events as will further the object of the Company;

3.2. The conduct of research and audit of practices of the subject of clinical hypnosis and the publication of the useful results of that research;

And in furtherance thereof but not otherwise the Company shall have power:-

3.3. To take over the assets and liabilities of the unincorporated association known as The British Society of Medical and Dental Hypnosis (Scotland).

3.4. Subject to such consents as are by law required to borrow or raise or secure the payment of money for the furtherance of the objects of the Company in such manner and on such security as the Company may think fit.

3.5. To raise funds and to invite and receive contributions from any person or persons whoever by way of subscription, donation or otherwise provided that this shall be without prejudice to the ability of the Company to disclaim any gift, legacy or bequest in whole or in part or in such circumstances as the Company shall think fit provided also that the Company shall not undertake any permanent trading activities in raising funds for the abovementioned objects.

3.6. To invest the moneys of the Company not immediately required for the furtherance of 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.

3.7. To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges and to construct, maintain and alter any buildings or erections which the Company may think necessary for the promotion of its objects.

3.8. Subject to such consents as may be required by law, to sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Company with a view to the promotion of its objects.

3.9. Subject to clause 4 hereof to employ and pay such architects, surveyors, solicitors, barristers, accountants, chartered secretaries and other professional persons, workmen, clerks and other staff not being a member of the Company or Management or Governing Body as are necessary for the furtherance of the objects of the Company.

3.10. To make all reasonable and necessary provisions for the payment of pensions and superannuation to or on behalf of employees and their widows and other dependents.

3.11. Where appropriate to subscribe to, become a member of, or amalgamate or co-operate with any charitable organisation, institution, society or body not formed or established for the purposes of profit (whether incorporated or not and whether in Great Britain or Northern Ireland or elsewhere) whose objects are wholly or in part similar to those of the Company and which by its constitution prohibits the distribution of its income and property amongst its members to an extent at least as great as is imposed upon the Company under or by virtue of Clause 4 hereof and to purchase or otherwise acquire and undertake all such part of the property, assets, liabilities and engagements as may lawfully be acquired or undertaken by the Company or any such charitable institution, society or body.

3.12. To establish and support or aid the establishment and support of any charitable trusts, associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with or calculated to further any of the objects of the Company.

3.13. To do all such things hereinbefore authorised either alone or in conjunction with any other charitable organisation, institution, society or body with which this Company is authorised to amalgamate.

3.14. To pay all the expenses incurred in connection with the promotion and incorporation of the Company.

3.15. To provide indemnity insurance to cover the liability of the Company or Management (or any of them) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Company: Provided that such insurance shall not extend to any claim arising from any act or omission which the Company or Management (or any of them) knew to be a breach of trust or breach of duty or which was committed by the Company or Management (or any of them) in reckless disregard of whether it was a breach of trust or breach of duty or not.

3.16. The foregoing Objects shall, in addition, be furthered by the Company also having power particularly to:

- **3.16.1. appoint, employ and recruit staff to work for the Company on such terms and conditions as the Council of the Company shall approve;**
- **3.16.2. obtain, collect and receive money and funds by way of contributions, subscriptions, affiliation fees, donations, legacies, grants or by organising functions or by any other lawful method and to accept and receive gifts of property of any description (whether subject to any special trust or not) and to administer and utilise such funds in furtherance of the foregoing objects;**
- **3.16.3. print, publish, issue, circulate and commission papers, periodicals, books, circulars and other literary works and to commission or make cinematograph films, video tapes or DVD's, wall charts, web sites and any other forms of visual aid or communications media;**
- **3.16.4. promote or provide, or assist in the promotion and provision, in Colleges of Further Education, Universities and other appropriate Educational Institutions, of courses for the purpose of educating and training medical and dental students, doctors and dentists, (and other professionals and students approved by Council) about the work of The BSMDH (Scotland);**
- **3.16.5. provide for the delivery and holding of lectures, meetings, classes, seminars and conferences in such place or places as the Company shall think fit;**
- **3.16.6. appoint lecturers, instructors and other persons to deliver and conduct such courses, lectures, meetings, classes, seminars and conferences and when appropriate, to pay all such persons;**
- **3.16.7. prepare training programmes and courses and to confer and cooperate with education authorities and other bodies in the promotion of such programmes and courses;**
- **3.16.8. issue reports on the work of Company;**
- **3.16.9. cooperate with any charitable, national, or international, bodies, societies, organisations, associations, companies or persons whose objects are similar to the objects of the Company;**
- **3.16.10. purchase, take on lease or otherwise acquire, any estate or interest in any heritable or moveable property and any rights or privileges which the Company may think necessary or convenient in order to further the objects of the Company;**

- 3.16.11. subject to such consents as may be required by Law, or the holder of the title thereto (whether as nominee or otherwise), to sell, feu, lease or grant licences, servitudes and other rights over and in any other manner, deal with or dispose of the heritable or moveable property, assets, rights and effects of the Company or any part thereof for such consideration as the Company may think proper;
- 3.16.12. subject to such consents as may be required by Law, to raise or borrow money, on any terms or conditions, upon the security of debenture stock, debentures, mortgages of, or charges upon, or standard securities over all, or any of the property and assets of the Company, present or future, or without any such security; and to make, accept, endorse and execute promissory notes and to issue and grant receipts and acknowledgements of moneys received or held on deposit or otherwise;
- 3.16.13. place on deposit or invest the moneys of the Company, not immediately required for its purposes, in the purchase of an interest in such stock, funds, shares, securities, or other investments, or property, heritable or moveable, of whatsoever nature and wheresoever situate and, whether involving liability or not and whether producing income or not, as the Company, in its absolute discretion, shall think fit;
- 3.16.14 pay all expenses of the incorporation and establishment of the Company;
- 3.16.15 do all or any of the above things as principals, agents, trustees or otherwise, and either alone, or in conjunction with others, and either by or through agents, trustees or otherwise;
- 3.16.16. do all such other lawful things as will further the objects of the Company;

3.17. PROVIDED ALWAYS that:-

- 3.17.1. 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 may be allowed by Law, having regard to such trusts;
- 3.17.2. the objects of the Company shall not be extended to the regulation of relations between workers and employers or organisations of workers and organisations of employers;
- 3.17.3. in case the Company shall take or hold any property subject to the jurisdiction of, or the title to which is held (whether as nominee, or otherwise) by, any other charitable authority, the Company shall not sell, feu, mortgage, grant security over, charge or lease the same without such authority, approval or consent as may be required by Law and the incorporation of the Company shall not diminish or impair any control or authority exercisable by any such educational or other charitable authority over the Company.
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4. The income and property of the Company shall be applied solely towards the promotion of the said objects:

4.1. no portion of the income or property of the Company 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 the Company 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;

4.2. provided that nothing herein shall prevent any payment, in good faith, by the Company:

4.2.1. of the usual professional and other charges of any member of the Company, being a person engaged in any profession or business for business transacted and time spent and acts done by him or her or his or her firm on behalf of the Company;

4.2.2. of interest on money lent by any member of the Company or any member of the Company at a rate per annum not exceeding 2 per cent below the Bank of England base lending rate for the time being in force;

4.2.3. of reasonable and proper rent for premises let to the Company by any member of the Company;

4.2.4. of fees, remuneration or other benefit in money or money's worth to a company of which a member of the Company may be a member or director; and

4.2.5. to any member of the Company 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 its being wound up while he or she is a member, or within one year after he or she ceases to be a member, for payment of the debts and liabilities of the Company contracted before he or she 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 Ten Pounds (£10).

7. If upon the winding-up or dissolution of the Company there remains, after the satisfaction of all of its debts and liabilities, any property whatsoever, it shall not be paid to or distributed among the members of the Company, but shall be given or transferred to some other charitable institution or institutions 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 is imposed on the Company under or by virtue of Clause 4 of this Memorandum of Association: such institution or institutions to be determined by the members of the Company at or before the time of dissolution, and, if and so far as effect cannot be given to such provision, then to some other charitable object.

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