

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

Of

THE BSMDH (SCOTLAND)

GENERAL

1. In these Articles the words and expressions in the first column below shall bear the meaning set opposite them, if not inconsistent with the subject or context:

1.1 WORDS & MEANINGS (Words in inverted commas followed by meanings)

- **“these Articles”**
the Articles of Association of the Company from time to time in force.
- **“the Council”**
the Council of Management or Governing Body of the Company, consisting from time to time being the Principal Officers and not less than four and no more than nine elected members in terms of Article 27.
- **“Chairman”**
the chairman of any meeting, including the President.
- **“chairperson”**
Being appointed by the Council to be responsible for a committee and who can appoint, if required, additional members to that committee.
- **“Fellow of the Society”**
A person who from time to time being a Full Member who has made outstanding contributions to Hypnosis or the Society or the Company.
- **“Honorary Member”**
A person who has been elected by unanimous vote of the Council, who has made an outstanding contribution to Hypnosis or the Society or the Company. They will be entitled to attend meetings but will not be entitled to vote nor to hold office.
- **“the Honorary Secretary”**
elected by the members of the Company in terms of Article 32.

- **“Full Member”**
Unless otherwise stated shall mean a “Full Member” of the Company and “member” shall mean full membership of the Society by virtue of an annually renewable subscription to the Society and who holds a UK registrable qualification in Medicine or Dentistry, and has received a basic education in the practice of hypnotherapy and attended courses as approved by the Academic Sub-Committee of the Society, (i.e. BSMDH (Scotland) Basic Course or its equivalent.) The full membership year will run from 1st January until 31st December. Council retains the right to review the criteria for full membership.
- **“Month”**
calendar month.
- **“the Office”**
the Registered Office of Company.
- **“Past President”**
being the person who immediately preceding held the position of President.
- **“President”**
the President of the Company, elected by members of the Company, in terms of Article 32.
- **“President-Elect”**
The President-Elect of the Company will be elected by the members of the Company in terms of Article 32. The ‘President automatically becomes President upon the retiral of the preceding President.
- **“Principal Officers”**
Being the President, the President-Elect, Honorary Secretary and Honorary Treasurer.
- **“the Society”**
The British Society of Medical and Dental Hypnosis – (Scotland), the unincorporated association which was the predecessor of the Company
- **“the Secretary”**
the Administrative Secretary of the Company as defined in (Article 38).
- **“the Statutes”**
every statute from time to time in force concerning companies, insofar as they apply to the Company;
- **“in writing”**
Written or in any other mode of representing or reproducing words in a visible form in any media.

1.2 Words importing the singular number, only, shall include the plural number, and vice versa. Words importing the masculine gender only shall include the feminine and neuter genders. Words importing persons shall include corporations.

1.3 Any other words or expressions defined in the Statutes shall, if not inconsistent with the subject or context, bear the same meanings in these Articles.

1.4 Reference to an Article shall be to an Article in these Articles of Association.

1.5 Headings to Articles, or to groups of Articles, shall be for convenience of reference only and shall not form part of these Articles for any other purpose whatsoever.

1.6 Neither Table A nor Table C of the Companies (Table Regulations 1985 (SI 1985/805) shall apply to the Company.

MEMBERSHIP AND SUBSCRIPTIONS

- 2.** The subscribers to the Memorandum of Association of the Company and such other persons who being individuals are over the age of 18 years, as the Council shall admit to membership shall be members of the Company. Every member of the Company shall sign a written consent to become a member.
- 3.** At the Date of Incorporation, all existing members of the Society will automatically become a member of the Company. No other persons shall be admitted as a member of the Company unless the Council first approves them in terms of the Bye-laws made pursuant to Article 51. The Council shall have absolute discretion as to the admission of any person as a Fellow Member, or as an Honorary Member, for which no entrance fees for membership shall be payable unless otherwise determined by the Council. Council retains the right to review the criteria for membership.
- 4.** A person may terminate his membership of the Company by giving to the Honorary Secretary, at the Office, notice, in writing, to that effect. A member shall cease to be a member of the Company without the necessity for any notification from the Company if the member's annual subscription remains unpaid for a period of six months from the due date for payment. Further, the Council may by resolution suspend or terminate the membership of any member and where previously suspended or terminated, re-instate membership of the Company.
- 5.** The members shall pay an annual subscription of such amount and at such time in each year as may from time to time be determined by the Council. There will be no reduction given to members joining during the year. There will be no refund of dues, once paid, either in full or part to any member leaving the society at any part of the membership year.
- 6.** All the membership dues shall be collected by the Honorary Treasurer of the Council (by Direct Debit wherever possible). The financial year will run from 1st January to 31st December.

GENERAL MEETINGS

- 7.** The Company shall 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 notices calling it, and not more than 15 months shall elapse between the date of one Annual General Meeting of the Company and that of the next. Provided that the Company holds its first Annual General Meeting within 18 months of its incorporation. The Annual General Meeting shall be held at such time and place as may be determined by the Council.
- 8.** All general meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.
- 9.** The Council may, whenever it thinks fit, convene an Extraordinary General Meeting. Extraordinary General Meetings shall also be convened on a requisition duly signed by not less than twelve members, or, in default, may be convened by such requisitionists, as provided by the Statutes.
- 10.** Twenty eight clear days' notice, in writing, at the least, of every Annual General Meeting and of every Extraordinary General Meeting convened to consider a special resolution, and fourteen clear days' notice, in writing, at the least, of every other Extraordinary General Meeting, specifying the place, the day and the hour of meeting and, in the case of special business, the general nature of that business, shall be given by the Honorary Secretary, in the manner in which notices are directed to be served, in terms of Articles 57-59 (inclusive), to such persons as are under these Articles or under the Statutes, entitled to receive such notices from the Company; but, with the consent of all of the members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Statutes, in the case of Extraordinary General Meetings other than Annual General Meetings, a meeting may be convened by such notice as those members may think fit.
- 11.** Any Member intending to submit any matter for consideration the Annual General Meeting shall give to the Honorary Secretary fourteen days clear notice of such intention.
- 12.** The Minutes of all General Meetings shall be recorded by the Honorary Secretary or such person as appointed by the Honorary Secretary.
- 13.** The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice of it, shall not invalidate any resolution passed or proceeding held, at any meeting.

PROCEEDINGS AT GENERAL MEETINGS

- 14.** All business shall be deemed special which is transacted at any Extraordinary General Meeting. All that which is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Council of the Company and of the Independent Accountants, the confirmation in office and the election of the Principal-officers and the members of the Council in the place of those retiring, and the appointment of, and the fixing of the remuneration of, the Independent Accountants.
- 15.** No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as otherwise provided in these Articles, a quorum shall be twelve members or one-twentieth of the membership present in person (whichever shall be the lesser shall be a quorum).
- 16.** If within half an hour from the time appointed for the holding of a General Meeting, a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case, it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Council may determine, and, if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting, the members present shall be a quorum.
- 17.** The President, whom failing the President-Elect, shall preside as chairman at every General Meeting, but if there be no such President, or President-Elect, or, if at any General Meeting they shall not be present within fifteen minutes after the time appointed for holding it, 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 of the members of the Council present decline to take the chair, they shall choose some member of the Company, who shall be present, to preside.
- 18.** The chairman may, with the consent of any General Meeting at which a quorum is present (and shall if so directed by the Meeting) adjourn the Meeting from time to time, and from place to place; but no business shall be transacted at any adjourned meeting, other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a General Meeting is adjourned for thirty days or more, notice of the adjourned Meeting shall be given in the same manner as for any General 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.
- 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 upon the declaration of the result of the show of hands, demanded by the chairman or by at least two Members present, and, unless a poll be so demanded, a declaration by the Chairman that a resolution has been carried, or carried unanimously, or by a particular majority, or lost or lost unanimously, or not carried by a particular

majority, an entry to that effect in the minute book 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, that resolution. The demand for a poll, before the poll is taken may be withdrawn but only with the consent of the chairman and a demand so withdrawn shall not be taken to have invalidated the results of the show of hands declared before the demand was made.

20. Subject to the provisions of Article 22, if a poll be demanded in the manner set out in Article 19, it shall be taken at such time and place, and in such manner, as the chairman shall direct, 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 shall be entitled to a second or casting vote
22. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business, other than the question on which the poll was demanded.
23. Immediately following the Annual General Meeting, the Council shall convene a new meeting from within the Council's membership to appoint the post-holder of Chairperson of the Academic and Accreditation committee, a Chairperson of the Ethics committee, a Chairperson of the Media and IT committee, the Editor of Society Publications and the Librarian. The Chairperson of each committee shall be responsible for appointing additional members to each committee as required. The Principal Officers shall be ex-officio members of any committee.

VOTES OF MEMBERS

24. Save as expressly provided in these Articles, every member shall have one vote.
25. Save as expressly provided in these Articles, no member, other than a member duly registered, who shall have paid any subscription or other sum which may be due and payable to the Company in respect of their membership, shall be entitled to vote on any question at any General Meeting.

THE COUNCIL

26. There shall be a Council of the Company, which shall be its governing body.
27. The Council shall consist of the President, President-Elect, Honorary Secretary and Honorary Treasurer, (hereinafter referred to as the "Principal Officers") and not less than four and no more than nine elected members including, the Chairperson of the Academic and Accreditation committee, the Chairperson of the Ethics committee, the Chairperson of the Media and IT committee, the Editor of Society Publications and the Librarian and can consist of Representatives to the International Society of Hypnosis and European Society of Hypnosis. The Immediate Past President shall be entitled to a place on Council with full voting rights for a period of one year. At the date of incorporation of the Company, the Principal Officers and the Council of the Society will automatically become the

Principal Officers and Council of the Company and shall serve as such in accordance with the succeeding Articles 28, 29 and 30.

28. The President and President-Elect shall be elected for a period of two years at the Annual General Meeting, after which they shall retire and not be eligible for re-election for a further period of two years. The President-Elect will automatically become President upon the retirement of the preceding President. The Honorary Secretary and Honorary Treasurer shall be elected for a period of three years at the Annual General Meeting after which they will be eligible for re-election for a further period at the discretion of Council. Council members shall be elected for a period of three years. One third of the council members shall retire annually, and after one year off Council be entitled for re-election
29. In the event of the death, resignation or incapacity of a Principal Officer during his/her term of office, the Council shall, at its discretion, be entitled to appoint one of its number or to co-opt a member of the Company to fill the vacancy until the next Annual General Meeting when such appointee or co-optee shall be entitled to stand for re-election for the vacancy. This provision shall also apply to any other person elected to serve on the Council who are elected in addition to the Principal-officers.
30. The members of the Council to retire in each year shall be those who have been longest in office since their last election, but as between persons who become members of the Council on the same day those to retire shall be (unless otherwise agreed between themselves) be determined by lot.
31. The members of the Council shall be paid reasonable hotel and other reasonable and proper out-of-pocket expenses properly incurred by them in attending and returning from meetings of the Council, of General Meetings of the Company, or in connection with the business of the Company.

PROCEEDINGS AT GENERAL MEETINGS

32. Whenever appropriate at Annual General Meetings, the Full members shall elect, from among their numbers, the President, the President-Elect, the Honorary Treasurer and the Honorary Secretary. Invitations for motions and nominations for the election of Principal-officers and Membership of the Company will be sent to the membership at least 6 weeks prior to the AGM, along with notice of the date and time of the meeting. Nomination forms (signed by the Candidate, Proposer and Secunder) must be received by the current Honorary Secretary no later than 3 weeks before the meeting. Nominations shall be posted on the website at least a week before the Annual General Meeting.
33. In the event of there being more than one nomination for any of these offices, the Honorary Secretary shall forward details of the nominations to all the Full Members at least 14 days (2 weeks) before the Annual General Meeting together with the appropriate voting form(s).

34. Completed ballot papers must be received before the commencement of the Annual General Meeting. The Honorary Secretary shall declare the ballot(s) closed at the opening of the Annual General Meeting when the votes cast shall be handed to two Scrutineers, approved by the Council, for counting. Upon completion of the count, the Honorary Secretary shall declare the result(s) of the ballot(s).

POWERS OF THE COMPANY

35. The business of the Company shall be managed by the Council, who may exercise all such powers of the Company, and do, on behalf of the Company, all such acts and things as may be exercised and done by the Company, and as are not by the Statutes, or by these Articles, required to be exercised or done by the Company in general meeting, but no regulation, made by the Company in general meeting, shall invalidate any prior act of the Council which would have been valid if such regulation had not been made.
36. 36. The Council can co-opt up to three additional members (which may include member(s) immediately retired from Council). Such members shall serve on the Council until the next Annual General Meeting and will be entitled to vote.
37. There shall be at least three regular Council Meetings in one year. Dates and venues of meetings shall be determined by the Council with reasonable notice.

SECRETARY

38. A Secretary shall be appointed by the Council for such period, at such remuneration and upon such conditions as it shall think fit. The Council may from time to time, by resolution, appoint an assistant, or deputy Secretary and any persons so appointed, may act in the place of the Secretary, if there be no Secretary or no Secretary capable of acting.

DISQUALIFICATION AND REMOVAL OF A MEMBER OF THE COUNCIL

39. The office of a member of the Council shall be vacated if:-
- 39.1 he or she resigns their Office by notice, in writing, to the Secretary; or
- 39.2 he or she shall, for more than six consecutive months, or three consecutive Council meetings (which ever is the greater), have been absent without permission of the members of the Council, from meetings of the Council held during that period and the members of the Council resolve that their office be vacated; or
- 39.3 he or she has been suspended as a member of the Council.
40. The Council may, by Ordinary Resolution, remove any member of the Council at a General Meeting of the Company, duly convened for such purpose and following such procedures as may be required by the Statutes in relation to the removal of directors of companies.

41. A member of the Council shall not vote in respect of any contract in which he is interested or any matter arising there from, and if he does so vote his vote shall not be counted

PROCEEDINGS OF THE COUNCIL

42. The Council may meet for the despatch of business, adjourn, and otherwise regulate its meetings as it thinks fit. Fifty per cent of Council members, rounding up to the nearest whole number in the case of fractions present, in person, 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 chairperson of the meeting shall have a second, or casting, vote.
43. A Principal Officer may, and on the request of a member of the Council, the Honorary Secretary shall, at any time, summon a meeting of the Company by notice served upon each of the members of the Company.
44. The President shall be entitled to preside at all meetings of the Council at which he or she shall be present, but if there be no President, or if at any meeting the President be not present within five minutes after the time appointed for holding the meeting and willing to preside, the President-Elect shall preside and if there be no President-Elect or if the President-Elect be not present within five minutes after the time appointed for holding the meeting and willing to preside, the members of the Council present shall choose one of their members to be chairperson of the meeting.
45. A meeting of the Council, at which a quorum is present, shall be competent to exercise all the authorities, powers and discretions by, or under, these Articles for the time, being vested in the Council generally.
46. The Council may delegate any of its powers to committees consisting of such **member or members of the Council as it thinks** fit and may include, in such committees, persons who are not members of the Council having knowledge and experience appropriate to the subject, and any committee, so formed, shall, in the exercise of the powers so delegated, 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 Articles for regulating the meetings and proceedings of the Council, so far as applicable and so far as they shall not be superseded by any regulations made by the Council. All acts and proceedings of any such committee shall be reported to the Council as soon as possible.
47. All acts or things done, in good faith, 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 or continuance in office of any member of the Council, or of any such committee, or of any person acting as aforesaid; or that any member of the Council, or any such committee or any person acting, as aforesaid, was disqualified; be as valid as if every such person had been duly **appointed, or had duly continued in office and was qualified to be a member of the Council.**

48. The Council shall cause proper minutes to be made, and appropriate records kept, of all appointments of officers of the Company made by the Council, of the names of Council or committee members present at each meeting, and of the proceedings of all general meetings of the Company and of the Council and of committees of the Council, and all business transacted at such meetings, and any such minutes of any meeting, if purported to be signed by the chairperson of such meeting, or by the chairperson of the next succeeding meeting, shall be sufficient evidence, without any further proof, of the facts stated in such minutes.
49. A resolution, in writing, signed by all members, for the time being, of the Council, or of any committee of the Council, who are entitled to receive notice of a meeting of the Council, or of such committee, shall be as valid and effectual as if it had been passed at a meeting of the Council, or of such committee, duly convened and constituted. Such resolution may consist of one or more documents, in the like form, signed by one or more members of the Council.

COMMITTEES

50. There shall be the following permanent committees to assist the Principal Officers of the Company – a) Academic and Accreditation Committee, b) Ethics Committee c) Media and IT Committee d) Editorial Committee of Society Publications., and e) Library Committee. The responsibilities of each committee will be stated in the Company's Rules and Bye-Laws.

50.1 The Council may appoint any temporary committee as it may deem necessary for a specific purpose and the Chairman of such committee shall be an existing Council member and will keep the minutes, which will be made available to the Council.

50.2 Each committee will have a chairman and at least two members appointed by the Chairman. There may be regular meetings of each committee as required. The chairman of the committee shall keep the minutes of all meetings and provide them to the Council. The Principal Officers shall be ex-officio members of all committees.

RULES & BYE LAWS

51. The Council may from time to time make such Rules or Bye Laws as it may deem necessary or expedient or convenient for the proper conduct and management of the Company and for the purpose of prescribing classes of and conditions of membership and in particular but without prejudice to the generality of the foregoing, it may by such Rules or Bye Laws regulate:

51.1 The admission and classification of members of the Company and the rights and privileges of such members and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fee, subscriptions and other fees of payments to be made by members;

51.2 The conduct of the members of the Company in relation to one another and the Company's servants;

51.3 The setting aside of the whole or parts of the Company's premises at any particular time or times or for any particular purposes;

51.4 The procedure at General Meetings and meetings of the Council and Committee of the Council in so far as such procedures are not regulated by these Articles;

51.5 The responsibilities of committees listed at Article 50.

51.6 And generally all such matters as are commonly the subjects of Company Rules or Bye Laws.

52. The Company in General Meetings shall have power to alter or repeal the Rules or Bye Laws and to make additions thereto and the Council shall adopt such means as they deem sufficient to bring to the notice of members of the Company all such Rules or Bye Laws which so long as they remain in force shall be binding on the members of the Company. This is provided nevertheless, that no Rule or Bye Law shall be inconsistent with, or shall affect or repeal anything contained in the Memorandum of Association or the Articles of Association of the Company.

ACCOUNT

53. The Council shall cause accounting records to be kept in accordance with the requirements of the Statutes.

54. The provisions of the Statutes, at such other place or places as the Council, shall think fit, and shall always be open to inspection by members of the Council.

55. The Council 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, held in whatever form or media, or any of them, shall be open to the inspection of members, not being members of the Council, and no member (not being a member of the Council) shall have any right of inspecting any such account, or book, or document, of the Company, except as conferred by the Statutes or authorised by the Council, or by the Company in general meeting.

56. At the Annual General Meeting, in every year, the Council shall lay before the members a proper income and expenditure account for the period since the last preceding account (or, in the case of the first account, since the incorporation of the Company) made up to a date not more than six months before such meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Council and the Independent Accountants and copies of such accounts, balance sheets and reports and of any other documents required, by Law, to be annexed or attached to it, or to accompany them, shall, not less than twenty-one clear days before the date of the meeting, be sent to the Independent Accountants, to the members and to all other persons entitled to receive notices of general meetings, in the

manner in which notices are directed to be served in terms of Articles 57 to 59, inclusive.

NOTICES

57. A notice may be served by the Company upon any member, either personally or by sending it through the post in a prepaid letter, or by email addressed to any such member at his or her registered address as appearing in the Register of Members.

58. Any notice, if served by post, or by email shall be deemed to have been served two days (not including Sundays) following that on which the letter or email, containing the notice, is put into the post or computer system.

59. The provisions of Article 13 shall apply to the service of notices by the Company on any member.

DISSOLUTION

60. Clause 7 of the Memorandum of Association of the Company, relating to the winding up and dissolution of the Company, shall have effect as if its provisions were repeated in these Articles.

INDEMNITY

The members of the Council shall be indemnified, out of the assets of the Company, against any costs, claims, actions, losses or liabilities which they may sustain, or incur, in or about the execution of the duties of their Office, or otherwise in relation thereto, including any liability incurred by them in defending any proceedings, whether civil or criminal, in which judgement is given in their favour, or in which they are acquitted, or in connection with any application under Section 727 of the Companies Act 1985 in which relief is granted to them by the Court, and no member of the Council shall be liable for any loss, damage or misfortune which may happen to, or be incurred by, the Company in the execution of the duties of their Office or in relation to such duties. Provided always that this Article 61 shall only have effect in so far as its provisions are not avoided by Section 310 of the Companies Act 1985.

Each member is responsible for his/her own personal professional indemnity appropriate for his/her work. The accounting records shall be kept at the Office or,

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY GUARANTEE

MEMORANDUM OF ASSOCIATION

OF

THE BSMDH (SCOTLAND)

Brodies LLP

Solicitors

2 Blythswood Square

GLASGOW

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