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**CERTIFICATE OF INCORPORATION
OF A
PRIVATE COMPANY LIMITED BY GUARANTEE**

Company Number **597685**

The Registrar of Companies for Scotland, hereby certifies that

**ASSOCIATION OF ADVANCED BIOSTRUCTURAL CORRECTION
-- EUROPE (ABC-E) LTD**

is this day incorporated under the Companies Act 2006 as a private company, that the company is limited by guarantee, and the situation of its registered office is in Scotland

Given at Companies House, Edinburgh, on **21st May 2018**



* NSC597685V *



Companies House



**THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES**



Companies House

IN01_(ef)

Application to register a company



Received for filing in Electronic Format on the: **18/05/2018**

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<i>Company Name in full:</i>	ASSOCIATION OF ADVANCED BIOSTRUCTURAL CORRECTION -- EUROPE (ABC-E) LTD
<i>Company Type:</i>	Private company limited by guarantee
<i>Situation of Registered Office:</i>	Scotland
<i>Proposed Registered Office Address:</i>	50 GRAHAMS ROAD FALKIRK FALKIRK SCOTLAND FK1 1HN
<i>Sic Codes:</i>	94120

Proposed Officers

Company Director *1*

Type: **Person**

Full Forename(s): **MR RICHARD**

Surname: **PHELPS**

Service Address: **50 GRAHAMS ROAD
FALKIRK
FALKIRK
UNITED KINGDOM FK1 1HN**

*Country/State Usually
Resident:* **UNITED KINGDOM**

Date of Birth: ****/10/1976** *Nationality:* **AMERICAN**

Occupation: **DIRECTOR**

The subscribers confirm that the person named has consented to act as a director.

Persons with Significant Control (PSC)

Statement of initial significant control

On incorporation, there will be someone who will count as a Person with Significant Control (either a registerable person or relevant legal entity (RLE)) in relation to the company

Individual Person with Significant Control details

Names: **MR RICHARD PHELPS**

Country/State Usually Resident: **UNITED KINGDOM**

Date of Birth: ****/10/1976** *Nationality:* **AMERICAN**

Service Address: **50 GRAHAMS ROAD
FALKIRK
FALKIRK
UNITED KINGDOM
FK1 1HN**

The subscribers confirm that each person named as an individual PSC in this application knows that their particulars are being supplied as part of this application.

Nature of control

The person holds, directly or indirectly, 75% or more of the voting rights in the company.

Statement of Guarantee

I confirm that if the company is wound up while I am a member, or within one year after I cease to be a member, I will contribute to the assets of the company by such amount as may be required for:

- payments of debts and liabilities of the company contracted before I cease to be a member;
- payments of costs, charges and expenses of winding up, and;
- adjustment of the rights of the contributors among ourselves, not exceeding the specified amount below.

<i>Name:</i>	MIKAEL RANDAVEL
<i>Address</i>	526 CHEMIN DE CHATANAIS LA BATIE MONTGASCON FRANCE 38110
<i>Amount Guaranteed</i>	1
<i>Name:</i>	RICHARD WILLIAM, III PHELPS
<i>Address</i>	4 ST JOHNS AVE FALKIRK UNITED KINGDOM FK2 7DP
<i>Amount Guaranteed</i>	1
<i>Name:</i>	SARAH BEDFORD
<i>Address</i>	GLENTRESS LODGE ESHIELS PEEBLES SCOTTISH BORDERS UNITED KINGDOM EH45 8NB
<i>Amount Guaranteed</i>	1

Statement of Compliance

I confirm the requirements of the Companies Act 2006 as to registration have been complied with.

memorandum delivered by an agent for the subscriber(s): **YES**

Agent's Name: **COMPANIES MADE SIMPLE A DIVISION OF MADE SIMPLE GROUP LTD**

Agent's Address: **20-22 WENLOCK ROAD
LONDON
ENGLAND
N1 7GU**

Authorisation

Authoriser Designation: **agent** *Authenticated* **YES**

Agent's Name: **COMPANIES MADE SIMPLE A DIVISION OF MADE SIMPLE GROUP LTD**




Agent's Address: **20-22 WENLOCK ROAD
LONDON
ENGLAND
N1 7GU**

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM of ASSOCIATION of the
Association of Advanced BioStructural
Correction -- Europe (ABC-E) Ltd

Each subscriber to this memorandum of association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company.

Name of each subscriber	Signature of each subscriber
Richard Paves	
SARAH BEDFORD	
MIKAEL RANDAVEL	

Dated 29 April 2018

THE COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL
ARTICLES of ASSOCIATION
of
Association of Advanced BioStructural Correction -- Europe (ABC-E) Ltd

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Constitution of company

- 1 The model articles of association as prescribed in Schedule 2 to The Companies (Model Articles) Regulations 2008 are excluded in respect of this company.

Defined terms

- 2 In these articles of association, unless the context requires otherwise:-
- (a) "Act" means the Companies Act 2006;
 - (b) "electronic form" has the meaning given in section 1168 of the Act;
 - (c) "property" means any property, heritable or moveable, real or personal, wherever situated; and
 - (d) "subsidiary" has the meaning given in section 1159 of the Act.
 - (e) Advanced BioStructural Correction™ (ABC™) is the healing technique developed by Jesse Jutkowitz, DC in the USA. It requires a license to practice which is part of the core curriculum program.
 - (f) Code of Conduct means the Code of Conduct to be adopted by the board.
- 3 Any reference to a provision of any legislation (including any statutory instrument) shall include any statutory modification or re-enactment of that provision in force from time to time.

Objects

- 4 The company's objects are:
- (a) The practice and application of Advanced BioStructural Correction™ and allied sciences;
 - (b) Advance the education and life time continuing training and learning in the principles, practice and application of Advanced BioStructural Correction™ and allied sciences;
 - (c) The development of Advanced BioStructural Correction™ and allied sciences and their representation and promotion on behalf of members and within the public domain;
 - (d) Establishment of a unique profession of Advanced BioStructural Correction™; and
 - (e) Regulate the practice of Advanced BioStructural Correction as practiced in Europe.
- 5 The company's objects are restricted to those set out in article 4 (but subject to article 6).
- 6 The company may add to, remove or alter the statement of the company's objects in article 4; on any occasion when it does so, it must give notice to the registrar of companies and the amendment will not be effective until that notice is registered on the register of companies.

Powers

- 7 In pursuance of the objects listed in article 4 (but not otherwise), the company shall have the following powers:-
- (a) Encourage and promote the study of Advanced BioStructural Correction™ and its allied sciences and encourage members to participate in lifetime learning continuing training to develop and maintain standards of competence;
 - (b) Represent and support ABC™ practitioners who are members of the Association when their competence is called into question if the directors think it is right to do so;
 - (c) Maintain a register of ABC™ practitioners who are members of the Association;
 - (d) Ensure appropriate standards of conduct as laid down in the Association's Code of Conduct;
 - (e) Maintain and develop the Association's members as the providers of the highest standards of Advanced BioStructural Correction™;
 - (f) Increase awareness and uptake of Advanced BioStructural Correction™ as a safe and effective treatment amongst the public, healthcare professionals and external agencies;
 - (g) Promote and assist in securing legislation in the interests of Advanced BioStructural Correction™ and the development of the profession in countries throughout Europe and to effect improvements in external links with the Advanced BioStructural Correction™ profession and to improve access to Advanced BioStructural Correction™ care;
 - (h) Carry out promotional work for the Association and its members;
 - (i) Collate and distribute relevant information to its members;
 - (j) Provide an insurance scheme for its members against any claim against a member arising from the performance of his professional duties as an Advanced BioStructural Correction™ practitioner;
 - (k) Represent the Association's members in relations with other professions, government departments and agencies, and all other public and local authorities nationally and internationally;
 - (l) Establish, manage, or contribute to any charitable or benevolent fund from which gifts or loans may be made to Advanced BioStructural Correction™ practitioners or their dependents;
 - (m) To do anything else which may help achieve the objects as long as –
 - i. The Association does not regulate relationships between employers and workers or their respective organisations;
 - ii. The association obtains any property, it must not deal with that property without getting the necessary approvals; the Directors of the Association will be

personally responsible for their actions in dealing with that property as if the Association had not been incorporated.

- iii. There is no conflict with current legislation in a member's country of residence and/or country of practice. The articles are bound by regional/national requirements for obtaining additional healthcare training or a licence to practice ABC™ in any member's country of residence and/or country of practice

- (n) To carry on any other activities which further any of the above objects;
- (o) To promote companies whose activities may further one or more of the above objects, or may generate income to support the activities of the company, acquire and hold shares in such companies and carry out, in relation to any such company which is a subsidiary of the company, all such functions as may be associated with a holding company;
- (p) To acquire and take over the whole or any part of the undertaking and liabilities of any body holding property or rights which are suitable for the company's activities;
- (q) To purchase, take on lease, hire, or otherwise acquire, any property or rights which are suitable for the company's activities;
- (r) To improve, manage, develop, or otherwise deal with, all or any part of the property and rights of the company;
- (s) To sell, let, hire out, license, or otherwise dispose of, all or any part of the property and rights of the company;
- (t) To lend money and give credit (with or without security) and to grant guarantees and issue indemnities;
- (u) To borrow money, and to give security in support of any such borrowings by the company, in support of any obligations undertaken by the company or in support of any guarantee issued by the company;
- (v) To employ such staff as are considered appropriate for the proper conduct of the company's activities, and to make reasonable provision for the payment of pension and/or other benefits for members of staff, ex-members of staff and their dependants;
- (w) To engage such consultants and advisers as are considered appropriate from time to time;
- (x) To effect insurance of all kinds (which may include officers' liability insurance);
- (y) To invest any funds which are not immediately required for the company's activities in such investments as may be considered appropriate (and to dispose of, and vary, such investments);
- (z) To liaise with other voluntary sector bodies, local authorities, UK or Scottish government departments and agencies, and other bodies, all with a view to furthering the company's objects;
- (aa) To establish and/or support any other charity, and to make donations for any charitable purpose falling within the company's objects;
- (bb) To take such steps as may be deemed appropriate for the purpose of raising funds for the company's activities;
- (cc) To accept grants, donations and legacies of all kinds (and to accept any reasonable conditions attaching to them);
- (dd) To oppose, or object to, any application or proceedings which may prejudice the company's interests;

(ee) To enter into any arrangement with any organisation, government or authority which may be advantageous for the purposes of the activities of the company, and to enter into any arrangement for co-operation or mutual assistance with any charity;

(ff) To do anything which may be incidental or conducive to the furtherance of any of the company's objects.

Restrictions on use of the company's assets

- 8
- (a) The income and property of the company shall be applied solely towards promoting the company's objects.#
 - (b) No part of the income or property of the company shall be paid or transferred (directly or indirectly) to the members of the company, whether by way of dividend, bonus or otherwise.
 - (c) No director of the company shall be appointed as a paid employee of the company; no director shall hold any office under the company for which a salary or fee is payable.
 - (d) No benefit (whether in money or in kind) shall be given by the company to any director except (i) repayment of out-of-pocket expenses or (ii) reasonable payment in return for particular services (not being of a management nature) actually rendered to the company.

Liability of members

- 9 Each member undertakes that if the company is wound up while he/she is a member (or within one year after he/she ceases to be a member), he/she will contribute - up to a maximum of £1 - to the assets of the company, to be applied towards:
- (a) payment of the company's debts and liabilities contracted before he/she ceases to be a member;
 - (b) payment of the costs, charges and expenses of winding up; and
 - (c) adjustment of the rights of the contributories among themselves.

General structure

- 10 The structure of the company consists of:-
- (a) the MEMBERS - who have the right to attend the annual general meeting (and any other general meeting) and have important powers under the articles of association and the Act; in particular, the members elect people to serve as directors and take decisions in relation to changes to the articles themselves
 - (b) the DIRECTORS - who hold regular meetings during the period between annual general meetings, and generally control and supervise the activities of the company; in particular, the directors are responsible for monitoring the financial position of the company.

Qualifications for membership

- 11 The members of the company shall consist of the subscribers to the memorandum of association and such other persons as are admitted to membership under articles 14 to 16.
- 12 Membership shall be open to over 16 years old, has completed either an ABC™ training program or a degree in a healthcare field.
- 13 Employees of the company shall not be eligible for membership; a person who becomes an employee of the company after admission to membership shall automatically cease to be a member.

Application for membership

- 14 Any person who wishes to become a member must complete, sign, and lodge with the company, a written application for membership.

- 15 The directors may, at their discretion, refuse to admit any person to membership.
- 16 The directors shall consider each application for membership at the first directors' meeting which is held after receipt of the application; the directors shall, within a reasonable time after the meeting, notify the applicant of their decision on the application.

Membership subscription

- 17 Annual membership subscription shall be payable. The subscription fee will be established by the directors.

Register of members

- 18 The directors shall maintain a register of members, setting out the full name and address of each member, the date on which he/she was admitted to membership, and the date on which any person ceased to be a member.

Withdrawal from membership

- 19 Any person who wishes to withdraw from membership shall sign, and lodge with the company, a written notice to that effect; on receipt of the notice by the company, he/she shall cease to be a member.

Expulsion from membership

- 20 Any person may be expelled from membership for a breach of Code of Conduct. The procedures for this are laid out in the Code of Conduct document.

Termination/transfer

- 21 Membership shall cease on death.
- 22 A member may not transfer his/her membership to any other person.

General meetings (meetings of members)

- 23 The directors shall convene an annual general meeting in each year (but excluding the year in which the company is formed); the first annual general meeting shall be held not later than 18 months after the date of incorporation of the company.
- 24 Not more than 15 months shall elapse between one annual general meeting and the next.
- 25 The business of each annual general meeting shall include:-
- (a) a report by the chair on the activities of the company
 - (b) consideration of the annual accounts of the company
 - (c) the election/re-election of directors, as referred to in articles 51 to 53.
- 26 Subject to articles 23, 24 and 27, the directors may convene a general meeting at any time.
- 27 The directors must convene a general meeting if there is a valid requisition by members (under section 303 of the Act) or a requisition by a resigning auditor (under section 518 of the Act).

Notice of general meetings

- 28 At least 14 clear days' notice must be given of a general meeting.
- 29 The reference to "clear days" in article 28 shall be taken to mean that, in calculating the period of notice, the day after the notice is posted, (or, in the case of a notice sent by electronic means, the day after it was sent) and also the day of the meeting, should be excluded.
- 30 A notice calling a meeting shall specify the time and place of the meeting; it shall (a) indicate the general nature of the business to be dealt with at the meeting and (b) if a special resolution (see article 33) (or a resolution requiring special notice under the Act) is to be proposed, shall also state that fact, giving the exact terms of the resolution.
- 31 A notice convening an annual general meeting shall specify that the meeting is to be an annual general meeting.

- 32 Notice of every general meeting shall be given
- (a) in hard copy form
 - (b) in writing or (where the individual to whom notice is given has notified the company of an address to be used for the purpose of electronic communication) in electronic form; or
 - (c) (subject to the company notifying members of the presence of the notice on the website, and complying with the other requirements of section 309 of the Act) by means of a website.

Special resolutions and ordinary resolutions

- 33 For the purposes of these articles, a “special resolution” means a resolution passed by 75% or more of the definitive votes cast of on the resolution at a general meeting, providing proper notice of the meeting and of the intention to propose the resolution has been given in accordance with articles 28 to 32;
- 34 In addition to the matters expressly referred to elsewhere in these articles, the provisions of the Act allow the company, by special resolution,
- (a) to alter its name; or,
 - (b) to alter any provision of these articles or adopt new articles of association.
- 35 For the purposes of these articles, an “ordinary resolution” means a resolution passed by majority vote (taking account only of those votes cast in favour as compared with those votes against), at a general meeting, providing proper notice of the meeting has been given in accordance with articles 28 to 32. The Chairman shall have a casting vote.

Procedure at general meetings

- 36 No business shall be dealt with at any general meeting unless a quorum is present; the quorum for a general meeting shall be 20% of the membership entitled to vote (each being a member or a proxy for a member).
- 37 If a quorum is not present within 15 minutes after the time at which a general meeting was due to commence - or if, during a meeting, a quorum ceases to be present - the meeting shall stand adjourned to such time and place as may be fixed by the chairperson of the meeting.
- 38 The chair of the company shall (if present and willing to act as chairperson) preside as chairperson of each general meeting; if the chair is not present and willing to act as chairperson within 15 minutes after the time at which the meeting was due to commence, the directors present at the meeting shall elect from among themselves the person who will act as chairperson of that meeting.
- 39 The chairperson of a general meeting may, with the consent of the meeting, adjourn the meeting to such time and place as the chairperson may determine.
- 40 Every member shall have one vote, which (whether on a show of hands or on a secret ballot) may be given either personally or by proxy.
- 41 Any member who wishes to appoint a proxy to vote on his/her behalf at any meeting (or adjourned meeting):
- (a) shall lodge with the company, at the company’s registered office, a written instrument of proxy (in such form as the directors require), signed by him/her; or
 - (b) shall send by electronic means to the company, at such electronic address as may have been notified to the members by the company for that purpose, an instrument of proxy (in such form as the directors require)
- providing (in either case), the instrument of proxy is received by the company at the relevant address not less than 48 hours before the time for holding the meeting (or, as the case may be, adjourned meeting).
- 42 An instrument of proxy which does not conform with the provisions of article 41, or which is not lodged or sent in accordance with such provisions, shall be invalid.
- 43 A member shall not be entitled to appoint more than one proxy to attend on the same occasion.

- 44 A proxy appointed to attend and vote at any meeting instead of a member shall have the same right as the member who appointed him/her to speak at the meeting and need not be a member of the company.
- 45 A vote given, or ballot demanded, by proxy shall be valid notwithstanding that the authority of the person voting or demanding a ballot had terminated prior to the giving of such vote or demanding of such ballot, unless notice of such termination was received by the company at the company's registered office (or, where sent by electronic means, was received by the company at the address notified by the company to the members for the purpose of electronic communications) before the commencement of the meeting or adjourned meeting at which the vote was given or the ballot demanded.
- 46 If there are an equal number of votes for and against any resolution, the chairperson of the meeting shall not be entitled to a casting vote.
- 47 A resolution put to the vote at a general meeting shall be decided on a show of hands unless a secret ballot is demanded by the chairperson (or by at least two persons present in person at the meeting and entitled to vote (whether as members or proxies for members)); a secret ballot may be demanded either before the show of hands takes place, or immediately after the result of the show of hands is declared.
- 48 If a secret ballot is demanded, it shall be taken at the meeting and shall be conducted in such a manner as the chairperson may direct; the result of the ballot shall be declared at the meeting at which the ballot was demanded.

Maximum number of directors

- 49 The maximum number of directors shall be not less than three (3), and not subject to a maximum.

Eligibility

- 50 A person shall not be eligible for election/appointment as a director unless he/she is a member of the company.

Election, retiral, re-election

- 51 At each annual general meeting, the members may (subject to article 49) elect any member (providing he/she is willing to act) to be a director.
- 52 The directors may at any time appoint any member (providing he/she is willing to act) to be a director (subject to article 49).
- 53 At each annual general meeting, a minimum of a third of the directors shall retire from office - but shall then be eligible for re-election.

Termination of office

- 54 A director shall automatically vacate office if:-
- (c) he/she ceases to be a director through the operation of any provision of the Act or becomes prohibited by law from being a director
 - (d) he/she becomes debarred under any statutory provision from being a charity trustee
 - (e) he/she becomes incapable for medical reasons of fulfilling the duties of his/her office and such incapacity is expected to continue for a period of more than six months
 - (f) he/she ceases to be a member of the company
 - (g) he/she becomes an employee of the company
 - (h) he/she resigns office by notice to the company
 - (i) he/she is absent (without permission of the directors) from more than three consecutive meetings of the directors, and the directors resolve to remove him/her from office
 - (j) he/she is removed from office by resolution of the directors on the grounds that he/she is considered to have committed a material breach of the code of conduct for directors in force from time to time (as referred to in article 81); or

(k) he/she is removed from office by ordinary resolution (special notice having been given) in pursuance of section 168 of the Act.

- 55 A resolution under paragraph (h) or (i) of article **Error! Reference source not found.** shall be valid only if:-
- (a) the director who is the subject of the resolution is given reasonable (28 days) prior written notice by the directors of the grounds upon which the resolution for his/her removal is to be proposed;
 - (b) the director concerned is given the opportunity to address the meeting of directors at which the resolution is proposed, prior to the resolution being put to the vote; and
 - (c) at least two thirds (to the nearest round number) of the directors then in office vote in favour of the resolution.

Register of directors

- 56 The directors shall maintain a register of directors, setting out full details of each director, including the date on which he/she became a director, and also specifying the date on which any person ceased to hold office as a director.

Office bearers

- 57 The directors shall elect from among themselves a chair, treasurer and such other office bearers (if any) as they consider appropriate.
- 58 All of the office bearers shall cease to hold office at the conclusion of each annual general meeting, but shall then be eligible for re-election.
- 59 A person elected to any office shall cease to hold that office if he/she ceases to be a director, or if he/she resigns from that office by written notice to that effect.

Powers of directors

- 60 Subject to the provisions of the Act, and these articles, and subject to any directions given by special resolution, the company and its assets and undertaking shall be managed by the directors, who may exercise all the powers of the company.
- 61 A meeting of the directors at which a quorum is present may exercise all powers exercisable by the directors.

Personal interests

- 62 A director who has a personal interest in any transaction or other arrangement which the company is proposing to enter into, must declare that interest at a meeting of the directors; he/she will be debarred (in terms of article 76) from voting on the question of whether or not the company should enter into that arrangement.
- 63 For the purposes of the preceding article, a director shall be deemed to have a personal interest in an arrangement if any partner or other close relative of his/hers **or** any firm of which he/she is a partner **or** any limited company of which he/she is a substantial shareholder or director **or** any limited liability partnership of which he/she is a member **or** any Scottish charitable incorporated organisation of which he/she is a charity trustee **or** any registered society or unincorporated association of which he/she is a management committee member (or any other party who/which is deemed to be connected with him/her for the purposes of the Act) , has a personal interest in that arrangement.
- 64 Provided
- (a) he/she has declared his/her interest
 - (b) he/she has not voted on the question of whether or not the company should enter into the relevant arrangement and
 - (c) the requirements of article 68 are complied with,

a director will not be debarred from entering into an arrangement with the company in which he/she has a personal interest (or is deemed to have a personal interest under article 63) and may retain any personal benefit which he/she gains from his/her participation in that arrangement.

- 65 The directors shall be entitled, for the purposes of section 175 of the Act, to authorise (by way of resolution to that effect) any conflict situation (as defined for the purposes of that section of the Act) that may arise (such that the duty of the director concerned, under that section, to avoid conflicts of interest is not infringed) and to amend or vary any such authorisation; the directors may give such authorisation subject to such terms and conditions as they may consider appropriate and reasonable in the circumstances.
- 66 For the avoidance of doubt, the provisions of section 175 of the Act and article 65 do not apply to a conflict of interest relating to a transaction or arrangement with the company; conflicts of that kind are regulated by the provisions of articles 62 to 64 and articles 76 to 79.
- 67 No director may serve as an employee (full time or part time) of the company, and no director may be given any remuneration by the company for carrying out his/her duties as a director.
- 68 Where a director provides services to the company or might benefit from any remuneration paid to a connected party for such services, then
- (a) the maximum amount of the remuneration must be specified in a written agreement and must be reasonable
 - (b) the directors must be satisfied that it would be in the interests of the company to enter into the arrangement (taking account of that maximum amount); and
 - (c) less than half of the directors must be receiving remuneration from the company (or benefit from remuneration of that nature).
- 69 The directors may be paid all travelling and other expenses reasonably incurred by them in connection with their attendance at meetings of the directors, general meetings, or meetings of committees, or otherwise in connection with the carrying-out of their duties.

Procedure at directors' meetings

- 70 Any director may call a meeting of the directors or request the secretary to call a meeting of the directors.
- 71 Questions arising at a meeting of the directors shall be decided by a majority of votes; if an equality of votes arises, the chairperson of the meeting shall have a casting vote.
- 72 No business shall be dealt with at a meeting of the directors unless a quorum is present; the quorum for meetings of the directors shall be 50% of current directors.
- 73 If at any time the number of directors in office falls below the number fixed as the quorum, the remaining director(s) may act only for the purpose of filling vacancies or of calling a general meeting.
- 74 Unless he/she is unwilling to do so, the chair of the company shall preside as chairperson at every directors' meeting at which he/she is present; if the chair is unwilling to act as chairperson or is not present within 15 minutes after the time when the meeting was due to commence, the directors present shall elect from among themselves the person who will act as chairperson of the meeting.
- 75 The directors may, at their discretion, allow any person who they reasonably consider appropriate, to attend and speak at any meeting of the directors; for the avoidance of doubt, any such person who is invited to attend a directors' meeting shall not be entitled to vote.
- 76 A director shall not vote at a directors' meeting (or at a meeting of a committee) on any resolution concerning a matter in which he/she has a personal interest which conflicts (or may conflict) with the interests of the company; he/she must withdraw from the meeting while an item of that nature is being dealt with.
- 77 For the purposes of article 76, a person shall be deemed to have a personal interest in a particular matter if any partner or other close relative of his/hers **or** any firm of which he/she is a partner **or** any limited company of which he/she is a substantial shareholder or director **or** any limited liability partnership of which he/she is

a member **or** any Scottish charitable incorporated organisation of which he/she is a charity trustee **or** any registered society or unincorporated association of which he/she is a management committee member has a personal interest in that matter.

78 A director shall not be counted in the quorum present at a meeting in relation to a resolution on which he/she is not entitled to vote.

79 The company may, by ordinary resolution, suspend or relax to any extent – either generally or in relation to any particular matter – the provisions of articles 76 to 78.

Conduct of directors

80 Each of the directors shall, in exercising his/her functions as a director of the company, act in the interests of the company; and, in particular, must

- (a) seek, in good faith, to ensure that the company acts in a manner which is in accordance with its objects.
- (b) act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person
- (c) in circumstances giving rise to the possibility of a conflict of interest between the company and any other party
 - (i) put the interests of the company before that of the other party, in taking decisions as a director; or
 - (ii) where any other duty prevents him/her from doing so, disclose the conflicting interest to the company and refrain from participating in any discussions or decisions involving the other directors with regard to the matter in question
- (d) ensure that the company complies with any direction, requirement, notice or duty imposed on it by the Charities and Trustee Investment (Scotland) Act 2005.

81 Each of the directors shall comply with the code of conduct (incorporating detailed rules on conflict of interest) prescribed by the board of directors from time to time.

82 For the avoidance of doubt, the Code of Conduct shall be supplemental to the provisions relating to the conduct of directors contained in these articles of association; and the relevant provisions of these articles shall be interpreted and applied in accordance with the provisions of the code of conduct in force from time to time.

Delegation to sub-committees

83 The directors may delegate any of their powers to any sub-committee consisting of one or more directors and such other persons (if any) as the directors may determine; they may also delegate to the chair of the company (or the holder of any other post) such of their powers as they may consider appropriate.

84 Any delegation of powers under article 83 may be made subject to such conditions as the directors may impose and may be revoked or altered.

85 The rules of procedure for any sub-committee shall be as prescribed by the directors.

Operation of bank accounts

86 The signatures of two out of the signatories appointed by the directors shall be required in relation to all operations (other than lodgement of funds) on the bank and building society accounts held by the company; at least one out of the two signatures must be the signature of a director.

Secretary

87 The directors shall (notwithstanding the provisions of the Act) appoint a company secretary, and on the basis that the term of the appointment, the remuneration (if any) payable to the company secretary, and the such

conditions of appointment shall be as determined by the directors; the company secretary may be removed by them at any time.

Minutes

- 88 The directors shall ensure that minutes are made of all proceedings at general meetings, directors' meetings and meetings of committees; a minute of any meeting shall include the names of those present, and (as far as possible) shall be signed by the chairperson of the meeting.

Accounting records and annual accounts

- 89 The directors shall ensure that proper accounting records are maintained in accordance with all applicable statutory requirements.
- 90 The directors shall prepare annual accounts, complying with all relevant statutory requirements; if an audit is required under any statutory provisions or if they otherwise think fit, they shall ensure that an audit of such accounts is carried out by a qualified auditor.
- 91 No member shall (unless he/she is a director) have any right of inspecting any accounting or other records, or any document of the company, except as conferred by statute or as authorised by the directors or as authorised by ordinary resolution of the company.

Notices

- 92 Any notice which requires to be given to a member under these articles shall be given either in writing or by electronic means; such a notice may be given personally to the member *or* be sent by post in a pre-paid envelope addressed to the member at the address last intimated by him/her to the company *or* (in the case of a member who has notified the company of an address to be used for the purpose of electronic communications) may be given to the member by electronic means.
- 93 Any notice, if sent by post, shall be deemed to have been given at the expiry of 24 hours after posting; for the purpose of proving that any notice was given, it shall be sufficient to prove that the envelope containing the notice was properly addressed and posted.
- 94 Any notice sent by electronic means shall be deemed to have been given at the expiry of 24 hours after it is sent; for the purpose of proving that any notice sent by electronic means was indeed sent, it shall be sufficient to provide any of the evidence referred to in the relevant guidance issued from time to time by the Chartered Institute of Secretaries and Administrators.

Winding-up

- 95 If on the winding-up of the company any property remains after satisfaction of all the company's debts and liabilities, such property shall be transferred to such body or bodies (whether incorporated or unincorporated) as may be determined by the members of the company at or before the time of dissolution (or, failing such determination, by such court as may have or acquire jurisdiction), to be used for the promotion/use of Advanced BioStructural Correction™.
- 96 For the avoidance of doubt, a body to which property is transferred under article 95 may be a member of the company.
- 97 To the extent that effect cannot be given to article 95 (as read with article 96), the relevant property shall be applied to some charitable purpose or purposes.

Indemnity

- 98 (1) Subject to paragraph (2), a relevant director of the company or an associated company may be indemnified out of the company's assets against—
- (a) any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the company or an associated company,
 - (b) any liability incurred by that director in connection with the activities of the company or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006),
 - (c) any other liability incurred by that director as an officer of the company or an associated company.

(2) This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.

(3) In this article—

(a) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and

(b) a “relevant director” means any director or former director of the company or an associated company.

99 (1) The directors may decide to purchase and maintain insurance, at the expense of the company, for the benefit of any relevant director in respect of any relevant loss.

(2) In this article—

(a) a “relevant director” means any director or former director of the company or an associated company,

(b) a “relevant loss” means any loss or liability which has been or may be incurred by a relevant director in connection with that director’s duties or powers in relation to the company, any associated company or any pension fund or employees’ share scheme of the company or associated company, and

(c) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.