

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION of  
TIGH a' CHOMAINN CAMPHILL LIMITED

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- I. The name of the Company (hereinafter called "the Incorporation") is Tigh a' Chomainn Camphill Limited
  
- II. The Registered Office of the Incorporation will be situate in Scotland.
  
- III. The objects for which the Incorporation is established are as follows:-
  1. To make provision for the education and training of young persons and adults requiring special care for the development of mind, character and body, as also young persons and adults who are unable to find a place in the social order so that such young persons and adults may be fit as possible for the discharge of private and public duties as citizens of the country and also to carry on educational, benevolent, and medical (including medical research) work, and for these purposes to purchase or lease such property and equipment for the carrying on of homes, schools, clinics, laboratories, farms, workshops, hostels and colonies in the United Kingdom and abroad as the Incorporation may determine.
  
  2. To acquire by purchase or lease the premises of Whithorn, Cairnlee Estate, Bielside, Aberdeen, and maintain, alter, improve or extend them, and to acquire, build, lease, equip and maintain additional homes or other premises either in the United Kingdom or abroad as the Incorporation may determine.
  
  3. (a) To manage, control, administer, and govern the homes and other premises of the Incorporation in every respect as to it may seem fit, and to appoint appropriate care staff in pursuance thereof but so that no member of the Council shall be appointed to any salaried/

salaried office of the Incorporation or any office of the Incorporation paid by fees, other than that of a teacher or other official whose services are requisite for the conduct of homes, schools, clinics, laboratories, farms, workshops, hostels, and village or urban communities as mentioned in Clause 1 hereof and whom it is usual to remunerate for such services, and that no remuneration or other benefit in money or money's worth shall be given by the Incorporation to any member of the Council (other than aforesaid) except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises let to the Incorporation; 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 may be a member, or any other company in which such member shall not hold more than one hundredth part of the issued capital and such member shall not be bound to account for any share of profits he may receive in respect of any such payment.

(b) Notwithstanding anything from time to time contained in the Articles of Association of the Incorporation no member of the Council who is for the time being the holder of any salaried office of the Incorporation or any office of the Incorporation remunerated by fees as a teacher or other official as aforesaid shall be entitled to vote at any meeting of the Council or the Incorporation at which is discussed any question affecting the remuneration or terms of employment or any other benefits provided by the Incorporation to any employee of the Incorporation and if any such persons shall purport to vote, his vote shall be counted to the intent that all such questions shall be decided solely by the members who for the time being do not hold any such office as aforesaid.

4. To receive as residents of the homes or other premises, such persons (whether young persons or adults), as the Council of Management (hereinafter referred to as "the Council") may consider proper, and that on such conditions, including payment of monies for or towards their/

their maintenance and treatment and for such periods, all as the Council may fix; and to remove any such persons from said homes or other premises at the discretion of the Council, without cause assigned.

5. To make such Bye-laws as shall be lawful for the control and government of the homes and other premises and of the work generally, which Bye-laws shall be binding on the residents of the homes and other premises, and on the members and officials of the Incorporation.
6. To assist in the education, upbringing, occupational training, and the starting in life, of young persons and adults who have been previously residents of the Homes or any related type of establishment.
7. To organise and hold public meetings, and to establish and carry on libraries, reading and recreation rooms, club rooms, or other premises or organisations for the benefit of young persons and adults.
8. To print, publish, buy and sell books, magazines and other publications relating to or for the purposes of the Homes, and other establishments and to publish or to contribute to the publication of any periodical journal, and to print and circulate lectures, papers and information relating to the work or conducive to its objects.
9. To establish and support or aid in the establishment or support of associations, institutions, funds or trusts calculated to benefit persons who are under the direction of or who may have been under the direction of the Incorporation, or the dependents of such persons and to grant pensions and allowances, and to make payment of insurance premiums or contributions in any scheme or otherwise for private superannuation allowances or other payments to such persons.
10. To accept fees, donations, subscriptions, legacies, bequests, conveyances and transfers, either of money or of property, and either absolutely or conditionally, or in trust; and to apply the same for any of the objects of the Incorporation, or for any special object specified by the respective donors, subscribers or testators.
- 11./

11. To exercise any of the foregoing powers either alone or in conjunction with any other incorporation, company, society, association, institution or body, whether incorporated or not, having similar powers or objects.
12. To amalgamate or affiliate, either wholly or partially, with any other incorporation, company, society, association, institution or body, whether incorporated or not having objects similar to any of the objects of the Incorporation, and which is prohibited by its constitution from distributing its profits or assets amongst its members to an extent at least as great as is imposed upon this Incorporation, to take over, purchase or otherwise acquire all or any part of the property, assets or liabilities and engagements of any such incorporation, company, society, association, institution or body with which it is proposed to amalgamate.
13. To form a separate Incorporation or Incorporations, or other organisation, incorporated or unincorporated, and, subject to a prohibition of the character mentioned in the previous paragraph, to take over any of the branches of the work, and to make over to such Incorporation or organisation, with or without consideration, for the working of such branches, the properties and other assets held for the same or used therefor, subject to such conditions and powers as the Incorporation may approve; or to apply for and procure a Provisional Order or Act of Parliament for the formation of an incorporation or other organisation to take over the work and undertaking of the Incorporation or any of the branches thereof; or to make over, with or without consideration, to any public body having powers and willing to carry on the work, any branch of the work and the properties and other assets held for same or used therefor.
14. To pay all expenses of or incident to any such application and the formation and establishment of the Incorporation.
15. To have the Incorporation registered or otherwise constituted or recognised by law in any country, state, district, or place in which it shall, from time to time, acquire or hold, or contemplate acquiring or holding, land, or carrying on work.

16./

16. To purchase, feu, take on lease, exchange, excamb, accept a donation of, or otherwise acquire, temporarily or permanently, for the purposes of the Incorporation, any heritable or moveable, real or personal property.
17. To sell, feu, excamb, or let on lease, the property and assets of the Incorporation, and to mortgage, pledge, improve or otherwise deal with or dispose of the same for the purposes of the Incorporation.
18. To borrow money for the purposes of the Incorporation, with or without security, and to grant all conveyances including, where deemed advisable, ex facie absolute conveyances, mortgages, bonds and dispositions, or bonds and assignations in security, containing all usual and necessary clauses, or other deeds which the Council may consider necessary therefor.
19. To invest the moneys of the Incorporation in such securities as may be determined by the Council, provided that money subject or representing property subject to the jurisdiction of the Charity Commissioners for England and Wales or any similar body or authority shall only be invested in such securities and with such sanction (if any) as may for the time being be prescribed by law.
20. To undertake and execute any trusts which the Incorporation or its Council may think it expedient to undertake.
21. To establish and support or aid in the establishment and support of any charitable associations and institutions and to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Incorporation or for like purposes.
22. To do all such other lawful things as are incidental or conducive to the attainment of the above objects or any of them.

IV. The liability of the members is limited

V Every member of the Incorporation undertakes to contribute to the assets of the Incorporation, in the event of the same being wound up during the time that/

debts and liabilities of the Incorporation 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 one pound.

- VI. If upon the winding up or dissolution of the Incorporation, 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 Incorporation, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Incorporation, and which shall prohibit the distribution of its or their income and property amongst its or their members, such institution or institutions to be determined by the members of the Incorporation at or before the time of dissolution, or in default thereof, by the Court of Session in Scotland, or such judge and so far as effect cannot be given to the aforesaid provision, then to some charitable object.

WE/

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, and we respectively agree to take the number of shares in the capital of the company set opposite our respective names.

NAMES, ADDRESSES & DESCRIPTIONS OF SUBSCRIBERS	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER
Sgd. Rainer Reinardy RAINER REINARDY MIGNONETTE MURTL BIELDSIDE, ABERDEEN. CURATIVE TEACHER	ONE
Sgd. Laurence Alfred LAURENCE ALFRED WITIKO, CAMPHILL, MILLTIMBER. CURATIVE TEACHER	ONE

Dated the Nineteenth day of February Nineteen hundred and eighty-seven.

Witness to the above Signatures:-

Sgd. F. Bock  
FRIEDWART BOCK,  
School Principal  
Camphill House,  
Milltimber,  
Aberdeen.

THE COMPANIES ACT, 1985

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COMPANY LIMITED BY GUARANTEE  
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ARTICLES OF ASSOCIATION

- of -

TIGH a' CHOMAINN CAMPHILL LIMITED

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PRELIMINARY

1. These Articles shall be construed with reference to the provisions of the Companies Act, 1985, so far as not inconsistent with the context, be taken as having the respective meanings they have in those statutes. Words importing the singular shall include the plural; words importing the masculine shall include the feminine, and vice versa; and words importing persons shall include bodies incorporate.

2. The Incorporation, for the purposes of registration, is declared to consist of twenty members, but the Council of Management (hereinafter referred to as "the Council") may, whenever in its opinion the business of the Incorporation requires or renders it desirable so to do, register an increase of members.

3. The Regulations contained or incorporated in Table A in the Companies (Tables A to F) Regulations 1985 (S.I. 1985/805) as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (S.I. 1985/1052) (being hereinafter called "Table A") shall be deemed to be incorporated with these Articles and shall apply to the Company with the exception of Regulations 2 to 35 inclusive, 46(d), 54 to 57 inclusive, 59 to 63 inclusive, 65 to 69 inclusive, 73 to 77 inclusive, 102 to 108 inclusive, 110, 114, 116 and 117.

INTERPRETATION

4. In Regulation 1 of Table A the definition of "the holder" shall be omitted.

MEMBERSHIP/



## MEMBERSHIP

5. In addition to the subscribers to the Memorandum of Association, the Council may from time to time, subject to the terms of Article 2 hereof, admit any other person to be a member of the Incorporation, either in an individual capacity or as the representative of any association or body nominating him to represent such an association or body, provided that any such representative shall have the same rights and be subject to the same obligations and liabilities incident to membership as if he were a member in his individual capacity. Every person who is proposed to be admitted as a member under this Article shall either sign the Register of Members or shall sign a written application for membership in such form as the Council shall prescribe.

6. The rights and privileges of membership shall be personal and incapable of transfer.

7. A member may at any time resign his membership of the Incorporation by letter addressed to the Secretary.

8. Each member shall be bound to further, to the best of his ability, the objects, interests, and influence of the Incorporation, and shall observe all regulations and bye-laws of the Incorporation made pursuant to the powers in that behalf contained in these Articles.

9. Any member who shall fail to observe any of the regulations or bye-laws of the Incorporation, or whose conduct or public utterances shall, in the opinion of the Council, be derogatory to the character or prejudicial to the interests of the Incorporation, may be excluded from the Incorporation by a resolution duly approved by a majority of three-fourths of the Council present and voting at a meeting of the Council specially called to consider the passing of such a motion, of which meeting such member shall have been given reasonable notice and at which he shall have had a proper opportunity of being heard in his defence, and such member shall thereupon cease to be a member of the Incorporation.

## GENERAL MEETING

10. The first general meeting shall be held at such time, not being less than one month nor more than three months after the establishment of the Incorporation, and at such place as the Council may determine.

11./

11. Subsequent general meetings shall be held once in each year at such time (not being more than fifteen months after the holding of the last preceding general meeting) and place, as may be prescribed by the Incorporation in general meeting, or, in default, at such time and place as may be determined by the Council. In default of a general meeting being held within said period of fifteen months any member may convene a general meeting in the same manner, as nearly as possible, as that in which meetings are to be convened by the Council.

12. The above-mentioned general meetings shall be called ordinary general meetings; all other meetings of the Incorporation shall be extraordinary general meetings.

13. The Council may, whenever they think fit, and shall, on a requisition made in writing by any two or more members, call an extraordinary general meeting.

#### NOTICE OF MEETINGS

14. Subject to the provisions of Section 369 of the Companies Act, 1985 relating to the convening of meetings for the passing of Special Resolutions seven days' notice (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which notice is given) specifying the place, day, and hour of meeting, and in the case of special business, the general nature of that business, shall be given to the members of the Incorporation in manner hereinafter mentioned, unless the notice calling the meeting is signed by all the members, in which case, or if all the members are present, a meeting may be held at any time. The accidental omission to give notice to or the non-receipt of notice by any member shall not invalidate the proceedings at any general meeting.

15. In Regulation 38 of Table A - (a) in paragraph (b) the words "of the total voting rights at the meeting of all the members" shall be substituted for "in nominal value of the shares giving that right" and (b) the words "The notice shall be given to all the members and to the directors and auditors" shall be substituted for the last sentence therein.

#### PROCEEDINGS AT GENERAL MEETINGS

16. The business of an ordinary general meeting of the Incorporation other than the first shall be the consideration of the accounts, balance sheets, and the ordinary reports of the Council and auditors; the election of members of Council/

Council and other officers in the place of those retiring, and the fixing of the remuneration of the auditors; but the meeting may transact any business arising out of said reports. All other business transacted at an extraordinary general meeting, shall be deemed special.

17. No business shall be transacted at any general meeting unless a quorum is present; and, save as herein otherwise provided, three members personally present shall be a quorum.

18. If within half an hour after the time appointed for the meeting a quorum is not present, the meeting, if convened on a requisition as aforesaid, shall be dissolved; and in any other case it shall stand adjourned to the same day in the following week, at the same time and place; and if, at such adjourned meeting, a quorum is not present, those present, if not fewer than two, shall be deemed to be a quorum.

19. The Chairman of the Council, if any or, in his absence, a member of the Council, or, failing any member of the Council being present, a member of the Incorporation nominated by the meeting, shall be entitled to take the chair at any general meeting.

20. Every question submitted to a meeting shall be decided by a majority of the votes of those present, and in the case of an equality of votes the Chairman of the meeting shall have a second or casting vote.

21. The Chairman may, with consent of the meeting (and shall, if so directed by the meeting) adjourn such meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished, or not commenced, at the meeting from which the adjournment took place, and the adjourned meeting shall, to all intents and purposes, be construed as a continuation of the original meeting. No notice of an adjourned meeting shall be required unless the adjournment has been for more than ten days.

22. A Minute signed by all the members of the Incorporation shall have the like force and effect as a resolution passed at a duly convened general meeting, ordinary or extraordinary, as the case may be, of the Incorporation.

23./

23. The words "and at any separate meeting of the holders of any class of shares in the company" shall be omitted from Regulation 44 of Table A.

#### VOTES OF MEMBERS

24. Every member shall have one vote. Votes shall be given personally and not by proxy.

#### COUNCIL OF MANAGEMENT

25. Until otherwise determined by the Incorporation in general meeting the number of members of the Council shall not be less than three nor more than twenty.

26. The number of members of Council and the names of the first members of Council shall be determined in writing by the subscribers of the Memorandum of Association or a majority of them.

27. At the first Annual General Meeting of the Company all members of Council shall retire but shall be eligible for re-election from year to year thereafter.

28. Any member of the Council who shall intimate in writing his resignation of office, or who shall be or become incapax or non valens agere, or shall become bankrupt, or shall cease to be a member of the Incorporation, shall, ipso facto, vacate office.

29. Every vacancy occasioned by any of the causes mentioned in the preceding Article, or by death, shall be entered in the minutes, and the Council may thereupon appoint a new member to fill the vacancy. Such new member shall hold office until the next ordinary general meeting, and shall be eligible for re-election thereat.

30. The Council shall have power at any time to appoint an additional member, who shall retire from office at the next ordinary general meeting, but shall be eligible for election by the Incorporation at that meeting as an additional member or to fill a vacancy.

31. For the avoidance of doubt every member of the Council is hereby declared to be a Director of the Incorporation.

POWERS/

#### POWERS OF COUNCIL

32. The whole business of the Incorporation shall be managed by the Council who may exercise all such powers of the Incorporation as are not by the Companies Act 1985, or any statutory modification thereof for the time being in force, or by these Articles, required to be exercised by the Incorporation in general meeting, subject nevertheless to any regulations in these Articles, to the provisions of said Act, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Incorporation in general meeting; but no regulation made by the Incorporation in general meeting shall invalidate any prior act of the Council which would have been valid if that regulation had not been made. The Council, without prejudice to their general powers, may in the name of and on behalf of the Incorporation and from time to time at their discretion borrow any sum or sums of money for the purposes of the Incorporation and that upon such terms and in such manner as they think fit.

33. The words "of any class of shares or" shall be omitted from Regulation 83 of Table A.

#### SEAL

34. The Seal of the Incorporation shall not be affixed to any instrument except by the authority of a resolution of the Council and in presence of a member of Council and the Secretary or such other person as the Council may appoint for the purpose and that member of Council and Secretary or other person as aforesaid shall sign every instrument to which the seal of the Incorporation is so affixed in their presence.

#### PROCEEDINGS OF COUNCIL

35. The Council may meet together for the dispatch of business, adjourn, and otherwise regulate their meetings and proceedings as they think fit, and may determine the quorum for the transaction of business, but, until otherwise determined by them, three members shall be a quorum.

36. The continuing members of the Council may act, notwithstanding any vacancy in their body, but if and so long as their number is reduced below the number fixed by or pursuant to the regulations of the Incorporation as the necessary quorum of members, the continuing members may act for the purpose of increasing the number of members to that number, or/of summoning a general meeting or of admitting additional members of the Incorporation but for no other purpose.

37./

37. A member of the Council may, and the Secretary shall, whenever required to do so by the Chairman or by two members of the Council, convene a meeting of the Council. Two days' notice at least shall be given of all meetings of the Council, except where all the members sign a shorter notice or are present at the meeting.

38. Questions arising at a meeting of the Council shall be decided by a majority of votes, each member having one vote. In the case of an equality of votes, the Chairman shall have a second or casting vote.

39. If at the time appointed for a meeting a quorum is not present, or if the business of the meeting is not completed, the meeting shall be adjourned to such day and time as those present may determine.

40. The Council may, at their first meeting, and thereafter at their first meeting after the ordinary general meeting of the Incorporation in each year, appoint a Chairman, who shall hold office for a year, and shall be eligible for re-election. If any casual vacancy shall occur in the chairmanship the Council may fill the vacancy.

41. The Chairman shall be entitled to preside at all meetings of the Council at which he is present, but if not desiring to do so, or in his absence, those present shall elect a Chairman of the meeting.

42. A minute signed by all the members of the Council, or a minute of a meeting of the Council, at which a quorum was not present, signed by all the other members as concurring therein, shall be equivalent to a resolution passed at a duly convened meeting of the Council at which a quorum was present.

43. The Council may appoint Committees consisting of at least two of their number, and may delegate to such Committees any of their powers, and any Committee so formed shall, in the exercise of the powers so delegated, conform to any regulations (including the fixing of a quorum for its meetings) that may from time to time be imposed on them by the Council. In the absence of any contrary regulations by the Council, the foregoing Articles under the heading of Proceedings of Council shall apply, mutatis mutandis to the proceedings of such Committees.

BYE-LAWS/

#### BYE-LAWS

44. The Council shall have power from time to time to make and vary bye-laws for the efficient carrying on of the business and work of the Incorporation, and the oversight and control thereof, and of all homes and other premises belonging to the Incorporation, or under its control, and to enforce due observance of same, including the removal from office of any employee or the removal from any of the homes or other premises of any inmate thereof. Provided that no bye-law so made shall have any validity or effect if it shall amount to such an alteration of or addition to these Articles as can only lawfully be made by special resolution.

#### ACCOUNTS AND AUDIT

45. The Council shall cause true accounts to be kept of the whole property and assets of the Incorporation, and of all sums received and expended by it.

46. The books and accounts of the Incorporation shall be open to the inspection of the members at all times during business hours, subject to any reasonable restrictions as to the time and manner of inspecting the same which may from time to time be imposed by the Incorporation in general meeting.

#### NOTICES

47. A notice may be served by the Incorporation upon any member, either personally or by sending it through the post in a prepaid letter or circular addressed to the registered address of such member, and any notice posted to a registered address shall be deemed to have been served at the expiration of twenty-four hours after posting, and, as regards those members who have no registered address in Great Britain, a notice shall be deemed to be duly served at the expiration of twenty-four hours after it shall have been posted up in the registered office; 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.

#### INDEMNITY

48. The members of the Council and the officers of the Incorporation shall at all times be indemnified out of the funds of the Incorporation against all outlays and liabilities which they may incur or be put to in consequence of any act, matter, or thing done or permitted by them in or about the bona fide execution of the duties of their offices, and each of them shall be chargeable only/

only with such money as he may actually receive, and shall not be answerable or accountable for any loss or losses which may arise from any investment of the funds of the Incorporation, nor for any errors, neglect, or omissions, nor for the intromissions of any officers, auditors, or agents of the Incorporation unless such loss be sustained through his own wilful act or default.

#### COSTS

49. The costs, charges, and expenses of and incident to the preparation and execution of the Memorandum and Articles of the Incorporation and the registration and establishment of the Incorporation may be defrayed out of the funds of the Incorporation.

#### NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS/

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Sgd. Rainer Reinardy  
RAINER REINARDY  
MIGNONETTE MURTL  
BIELDSIDE ABERDEEN  
CURATIVE TEACHER.

Sgd. Laurence Alfred  
LAURENCE ALFRED  
WITIKO, CAMPHILL,  
MILLTIMBER, ABERDEEN.  
CURATIVE TEACHER.