



Company No.2391297

THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

THE OSTEOPATHIC ASSOCIATION OF GREAT BRITAIN

On 21 March 1998 the following Special Resolutions were passed at an Extraordinary general Meeting of the Shareholders. THAT:

SPECIAL RESOLUTIONS

(1) Clause 3 (a) of the Memorandum of Association be amended to read as follows:

- “(i) To create a unified organisation of osteopaths for mutual support and protection.
- (ii) To unite osteopaths world-wide for the purpose of mutual support and of promoting and increasing the use of osteopathy.
- (iii) To educate the public as to the value and practical application of osteopathy.
- (iv) To establish, maintain and develop policy from a body representative of members geographically and according to mode of practice.
- (v) To foster the development of professional education.
- (vi) To demonstrate the practice of osteopathy, and allied sciences either as distinct from and/or supplementary to the practice of medical, surgical and allied sciences either by the printing, publication, sale or distribution of books, leaflets, journals and other literature, or by advertising the same in any approved manner or by organising and holding public or private demonstrations or lectures and to charge and receive a price (or entrance fee) for any such book, demonstration or lecture.
- (vii) To promote organise and administer such services as may be deemed advantageous to Members including arranging with insurance companies or underwriters as favourable terms as possible, such group, collective or individual insurance or indemnity as may be deemed appropriate
- (viii) To support, acquire, erect, establish, equip, furnish, carry on and maintain clinics, hospitals, convalescent homes, dispensaries, museums, lecture rooms, libraries, demonstrating or operating theatres, schools or other institutions, with or without beds, for the treatment of patients, and for the training of students and to board and lodge such patients and/or students either for profit or otherwise.”

(2) An additional subclause be added at the end of clause 3 of the Memorandum of Association to read:

“(5) In this Memorandum “the Council” means the Board of Directors of the Company”

(4) The following definitions are added to Clause 1 (c) of the Articles of Association:

“Member” means Member of the Company and Honorary Members save where the context otherwise requires;

"the Council" means the Board of Directors of the Company.'

- (5) Clause 3 of the Articles of Association be amended to make provision for Honorary Members and read as follows

"3 (a) The subscribers to the Memorandum of Association of the Company and such other persons as are admitted to membership in accordance with these Articles shall be Members of the Company. No person shall be admitted as a Member of the Company unless he is approved by the Council. Every person who wishes to become a Member shall save for an Honorary Member deliver to the Company an application for membership, in such form as the Council require, executed by him.

(b) Subject to any Rules or Bye Laws of the Company for the time being in force the Council may admit such persons as it thinks fit to be Honorary Members of the Company, being persons who, in the opinion of the Council, are eminent members of the medical profession or are persons whose association with the Company will promote its objects or promote the interests of the profession of osteopathy. An Honorary Member shall not be a Member of the Company for any purpose of company law and shall not (without limitation of the generality of the foregoing) be required to give a guarantee nor shall an Honorary Member be entitled to vote at any General Meeting of the Company."

- (6) Clause 19 dealing with the indemnification of Members of the Council and others be amended by the addition of the following:

"(b) The Council shall have power to purchase for any Member of The Council, Officer or Auditor of the Company, insurance against any such liability as is referred to in Section 310(i) of the act."

- (7) Clause 20 be amended to extend the power to make Rules and Bye Laws to

"(xi) The appointment of Members of the Council by Divisional Societies and the appointment of Officers of the Council.

- (8) Clause 12 of the Articles dealing with Alternate Directors be deleted and Clause 10 be amended to read,

"10 (a) Clauses 64 to 69 in Table A shall not apply to the Company and all other references to alternate Directors shall be read accordingly.

(b) The maximum number and minimum number respectively of the Council may be determined from time to time by Ordinary Resolution in General Meeting of the Company. Subject to and in default of any such determination there shall be no maximum number of Council and the minimum number of Council shall be one. Whensoever the minimum number of Council shall be one, a sole Member of the Council shall have authority to exercise all the powers and discretions by Table A and by these Articles expressed to be vested in the Council generally, and Clause 89 in Table A shall be modified accordingly.

(c) No person shall be appointed as a member of the Council unless such person is a Member. An honorary member shall not be entitled to be appointed as a member of the Council.

(d) Subject to any Rules or Bye Laws of the Company for the time being in force the Divisional Societies (as defined in such Rules or Bye Laws) may appoint and remove members of the Council."



President

21st March 1998.
REGISTERED OFFICE
Charter House
Alma Street
LU1 2PL