

The Companies Acts 1948 – 1967

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COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

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**Memorandum  
and  
Articles of Association  
of  
THE RADIONIC ASSOCIATION LIMITED**

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Incorporated the 30<sup>th</sup> day of March 1960

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Embodying amendments made by resolutions passed at  
Extraordinary General Meetings held on 11<sup>th</sup> July 1970,  
12<sup>th</sup> January 1974, 15<sup>th</sup> January 1977, 10<sup>th</sup> November 1979,  
22<sup>nd</sup> October 1983, 4<sup>th</sup> November 1989, 8<sup>th</sup> July 1995  
23<sup>rd</sup> February 2003 and 30<sup>th</sup> October 2010

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**The Companies Acts 1948 to 1967**  
**COMPANY LIMITED BY GUARANTEE AND**  
**NOT HAVING A SHARE CAPITAL**

**Memorandum of Association**  
**of**

**THE RADIONIC ASSOCIATION LIMITED**

1. The name of the Company (hereinafter called "the Association") is "THE RADIONIC ASSOCIATION LTD."

2. The registered office of the Association will be situated in England.

3. The objects for which the Association is established are:-

**(A) (1)** To promote, encourage, sponsor and support the study of and research into Radionics.

**(2)** To secure the general recognition and acceptance of Radionics.

**(3)** To provide a common meeting ground for all persons of goodwill who practise, study, conduct research into or are genuinely interested in Radionics or phenomena associated therewith.

**(4)** To secure the advancement of and facilitate the acquisition of the knowledge requisite for practising Radionics in any of its branches whether by theoretical and practical demonstrations, conferences, public meetings, lectures, classes, publications or other lawful means.

**(5)** To establish the practice of Radionics as a recognised and accepted profession.

**(6)** To instruct and train prospective Radionic practitioners in the art of healing by Radionics and to test by examination or otherwise persons engaged or about to be engaged in the practice of any branch of Radionics and to award certificates and to institute grants, awards and other benefactions, provided that any certificate of proficiency which may be granted shall on the face of it express that it merely shows the result of an examination by the Association or the opinion of the Association or its officers and that it is not issued under, in pursuance or by virtue of any statutory or government sanction or authority.

**(7)** To maintain and extend the services which Radionic Practitioners render to the public.

**(8)** To support and protect the character, status and rights and to promote the general interests of Radionic Practitioners.

**(9)** To maintain and improve the standard of professional competence and conduct of Qualified Members of the Association and to promote honourable practice, to repress malpractices and to decide questions of professional etiquette, usage or courtesy between and among Radionic Practitioners.

- (B)** Subject to the provisions of section 14 of the Companies Act 1948, to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Association may think necessary or convenient for the promotion of its objects, and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Association.
- (C)** To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Association as may be thought expedient with a view to the promotion of its objects
- (D)** To undertake and execute any trusts which may lawfully be undertaken by the Association and may be conducive to its objects.
- (E)** To borrow or raise money for the purposes of the Association on such terms and on such security as may be thought fit.
- (F)** To invest the monies of the Association not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, but so that monies subject to or representing property subject to the jurisdiction of the Charity Commissioners for England and Wales shall only be invested in such securities and with such sanction (if any) as may for the time being be prescribed by law.
- (G)** To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Association or calculated to further its objects.
- (H)** To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

Provided that the Association shall not support with its funds any object, or endeavour to impose on or procure to be observed by its members or others, any regulation, restriction or condition which if an object of the Association would make it a Trade Union.

Provided also that in case the Association shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or the Secretary of State for Education and Science, the Association shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Council of Management or Governing Body of the Association shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Council of Management or Governing Body have been if no incorporation had been effected, and the incorporation of the Association shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners or the Secretary of State for Education and Science over such Council of Management or Governing Body but they shall as

regards any such property be subject jointly and separately to such control or authority as if the Association were not incorporated. In case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with the same in such manner as allowed by law, having regard to such trusts.

4. The income and property of the Association, whencesoever derived, shall be applied solely towards the promotion of the objects of the Association as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the Association.

Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Association, or to any member of the Association, in return for any services actually rendered to the Association, nor prevent the payment of interest at a rate not exceeding six per cent per annum on money lent or reasonable and proper rent for premises demised or let by any member to the Association; but so that no member of the Council of Management or Governing Body of the Association shall be appointed to any salaried office of the Association or any office of the Association paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Association to any member of such Council or Governing Body, except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Association; provided that the provision last aforesaid shall not apply to any payment to any company of which a member of the Council of Management or Governing Body may be a member, and in which such member shall not hold more than one hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of any such payment.

5. The Liability of the members is limited.

6. Every member of the Association undertakes to contribute to the assets of the Association, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Association contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding one pound.

7. If upon winding up or dissolution of the Association 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 Association, but shall be given or transferred either to The Healing Education Trust or to some other institution or institutions having objects similar to the objects of the Association,

and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Association at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object.

**8.** True accounts shall be kept of the sums of money received and expended by the Association, and the matters in respect of which such receipts ,and expenditure take place, of all sales and purchases of goods by the Association and of the property, credits and liabilities of the Association; and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Association for the time being, such accounts shall be open to the inspection of the members. Once at least in every year the accounts of the Association shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more persons selected by the Council.

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.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Anne Ray	Radionic Practitioner	Trackways, Boars Hill, Oxford
Gertrude Marjorie de la Warr	Radionic Practitioner	Delawarr Laboratories, Raleigh Park Road, Oxford
Elizabeth Baerlein	Radionic Practitioner	Swinbrook Cottage, near Burford, Oxfordshire
Jane Orr Wilcox	Radionic Practitioner	1, White Hill Farm, Kings Ride, Camberley, Surrey
Aymee Lavender Gandar Dower	Radionic Practitioner	Swinbrook Cottage, near Burford, Oxfordshire
Marjorie Sybil Smallbone	Radionic Practitioner	Trackways, Boars Hill, Oxford.
Sidney Stuart Bidie	Radionic Practitioner	182 Hillmorton Road, Rugby
George Walter de la Warr	Research Worker	Delawarr Laboratories, Raleigh Park Road, Oxford
Charles James Norman Atkinson	Captain R.N (Retired)	Buckells, East Hagbourne, Berkshire
Eric Cecil Gordon England	Aeronautical Engineer	Concordia, Frolbury Manor, Sutton Abinger, near Dorking, Surrey
John Osmond Wilcox	Barrister-at-Law	1 White Hill Farm, Kings Ride, Camberley, Surrey

Dated this 27th day of February, 1960.

Witness to the above signatures:

ROBERT JOHN ELLIS , Trackways, Boars Hill, Oxford. Radionic Practitioner.

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**COMPANY LIMITED BY GUARANTEE AND**  
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**Articles of Association**  
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**THE RADIONIC ASSOCIATION LIMITED**

**GENERAL**

1. In these presents the words standing in the first column of the table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context -

WORDS	MEANINGS
The Act .....	The Companies Act 1948
These presents	These Articles of Association, and the regulations of the Association from time to time in force.
The Association.....	The above-named Association.
The Council	The Council of Management for the time being of the Association.
The Office.....	The registered office of the Association.
The Seal.....	The common seal of the Association.
The United Kingdom .....	Great Britain and Northern Ireland.
Month.....	Calendar month.
In writing	Written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form.

And words importing the singular number only shall include the plural number, and vice versa.

Words importing the masculine gender only shall include the feminine gender; and Words importing persons shall include corporations.

Subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these presents become binding on the Association shall, if not inconsistent with the subject or context, bear the same meanings in these presents.

2. The provisions of Section 110 of the Act shall be observed by the Association, and every member of the Association shall either sign a written consent to become a member or sign the register of members on becoming a member.

3. The Association is established for the purposes expressed in the Memorandum of Association.

## **QUALIFICATIONS OF MEMBERS**

**4.** Membership shall be open to any person who is otherwise eligible and qualified for membership, irrespective of colour, race or ethnic or national origin.

**5.** (1) There shall be three classes of members, namely

- (a) Qualified members
- (b) Associate members
- (c) Honorary Fellows and members

(2) The class of Qualified members shall comprise four grades of membership, namely: Fellowship, Membership and Licentiate and Delawarr Associate (non-voting).

**6.** No person shall be eligible for election as a Fellow of the Association unless he is able to satisfy the following conditions, that is to say:-

- (a) He has attained the age of thirty years; and
- (b) He has been a Member of the Association for a period of not less than five years immediately preceding the date of his application; and
- (c) He has presented a thesis or other item of written work deemed equivalent in originality and value to Radionics of a standard acceptable to the Council; and
- (d) His personal standing is in the opinion of the Council such as to qualify him for Fellowship.

**7.** Save as provided in Article 8 hereof, no person shall be eligible for election as a Member of the Association unless he is able to satisfy the following conditions, that is to say:-

- (a) He has attained the age of twenty-one years; and
- (b) He has been a Licentiate of the Association for a period of not less than one year immediately preceding the date of his application; and
- (c) He has passed such oral and/or written examination or other test as may for the time being be prescribed by the Council as a qualification for Membership, save that any oral and written test passes to qualify for membership of the Delawarr Society will count as a qualification.

**8.** The Council shall have power to elect as a Member of the Association any person who, being unable to satisfy either condition (b) or condition (c) of Article 7 hereof, is able to satisfy the following conditions, that is to say:-

- (a) He is not less than twenty five years of age; and
- (b) He has been an Associate member of the Association for not less than two years immediately preceding the date of his application or is a Delawarr Associate (non-voting) member of the Association; and
- (c) He has been practising Radionics for a period of not less than four years immediately preceding the date of his application; and
- (d) He has by practical experience acquired such knowledge of the theory



and practice of Radionics in any of its branches as in the opinion of the Council qualifies him for Membership; and

**(e)** he has satisfied such conditions as may for the time being be prescribed by the council as a qualification for Membership under this article; and

**(f)** He has proved to the Council's satisfaction that he is conversant with the rules and regulations of the Association, the ethics of Radionic practice and the law relating to Radionics, and that the records kept in connection with his practice are of an adequate standard; and

**(g)** His personal standing is in the opinion of the Council such as to qualify him for Membership.

**9.** No person shall be eligible for election as a Licentiate of the Association unless he is able to satisfy the following conditions, that is to say:--

**(a)** He has attained the age of twenty years; and

**(b)** He holds a Certificate of Proficiency in Radionics awarded by a school of Radionics approved by the Council; and

**(c)** He has passed such examination in Anatomy and Physiology as may be accepted by the Council as evidence of the acquisition of adequate knowledge of those subjects; and

**(d)** He has passed such oral and/or written examination or other test as may for the time being be prescribed by the Council as a qualification for Licentiateship; and

**(e)** He has undertaken to obtain adequate professional indemnity insurance cover.

**10 (1)** No person shall be eligible for election as an Associate member of the Association unless he is able to satisfy the following conditions, that is to say:-

**(a)** He has attained the age of eighteen years; and

**(b)** He is bona fide interested in Radionics; and

**(c)** He is genuinely desirous of supporting and promoting the objects of the Association.

**(2)** No Voting Associate shall be permitted to hold himself out to the public as a Radionic practitioner.

**(3)** In no circumstances shall any Non-voting Associate have the right to vote at or to requisition or to join in requisitioning any General Meeting of the Association, or to be eligible for appointment as a member of the Council or any of its Committees.

(4) No Associate (Voting or Non-Voting) shall be permitted to use the name of, or the fact of his membership of, the Association for any professional purpose whatsoever save that this shall not apply to Delawarr Associate (non-voting) members.

11 (1) The Council shall have the power to elect as Delawarr Associate (non-voting) members those persons who have been elected as qualified members of the Delawarr Society for Radionics.

(2) The Council shall have power to elect as an Honorary Fellow of the Association without requiring the payment of an entrance fee or subscription any person (whether or not he is otherwise eligible for election under these Articles) who is or has been directly and personally concerned with Radionics and/or Radiesthesia in any capacity and has made such an exceptional contribution to the promotion of the profession of Radionics as in their opinion qualifies him for the distinction of election to Honorary Fellowship.

(3) The Council shall have power to elect as an Honorary member of the Association without requiring the payment of an entrance fee or subscription any person (whether or not he is otherwise eligible for election under these Articles) who, being sympathetic to Radionics, in their opinion is, or may be, by reason of the office he holds, his standing in the community or other relevant factor in a position to make a significant contribution to the advancement of Radionics and the attainment of the objects of the Association.

(4) Every Honorary Fellow and every Honorary member shall be entitled to attend and take part in all General Meetings of the Association and to enjoy the rights and privileges of membership, provided that in no circumstances shall any Honorary Fellow or Honorary member have the right to vote at or to requisition or to join in requisitioning any General Meeting of the Association except where his duly qualified to do so by reason of this existing membership of the Association in some other class.

#### **APPLICATION FOR AND ELECTION TO MEMBERSHIP**

12. Election to the class of Honorary Fellows and members shall be at the invitation of the Council only and no person shall be considered for election to that class unless he shall have been proposed by at least three members of the Council. Save as aforesaid, it shall be open to any person wishing to become a member of the Association in any class, or to be transferred from one class or grade to another, to apply for such election or transfer; and "applicant" and "application" in these Articles shall be construed accordingly.

**13 (1)** The name of each applicant shall be specified, together with the names of his proposers, in the Agenda for the Meeting of the Council at which the application is to be considered.

**(2)** No person shall be elected to membership of the Association in any class or transferred from any class or grade to another class or grade unless his application for election or transfer or, in the case of a candidate proposed for election as an Honorary Fellow or an Honorary member, the proposal for his election shall have been approved by a resolution of the Council passed by a majority of not less than three-quarters of those present in person at any meeting thereof.

**(3)** The Council shall have power at their complete discretion to decide by a simple majority in relation to any application for election or transfer to any class or grade of membership which does not secure the three-quarters majority specified in paragraph (2) hereof whether such application should be deferred for consideration at a later date or declined; and they shall in no circumstances be under any obligation to give any reason for their decision.

**14 (1)** Every applicant shall complete and sign an application in the form for the time being prescribed by the Council.

**(2)** The form of application for election or transfer to Fellowship shall bear the signatures, as proposers of two Fellows or four Members, or one Fellow and two Members.

**(3)** The form of application for election or transfer to Membership and the form of application for election or transfer to Licentiatehip shall bear the signatures, as proposers, of two Fellows or Members.

**(4)** The form of application for election to the class of Associate shall bear the signatures, as proposers, of any two members: Provided that the Council may at their discretion dispense with either or both of such signatures in any case where in their opinion it would be in the interests of the Association to do so.

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

**16.** Every member of any class shall be bound to further to the best of his ability the objects, interests and influence of the Association and shall observe the Rules of Conduct as herein stated and all Bye-laws of the Association made pursuant to the powers in that behalf hereinafter contained.

## **FEES AND SUBSCRIPTIONS**

**17 (1)** Entrance fees and subscriptions shall be of such amounts as may from time to time be determined by the Council.

(2) No entrance fee shall be payable on transfer from one class or grade of membership to another.

**18 (1)** The annual subscription of any member elected before 1 January 1971 shall be due and payable on the first day of April in each year.

(2) The annual subscription of any member elected on or after 1 January 1971 shall be due and payable on the anniversary of the date of his election.

**19.** The first subscription of a newly elected member shall be payable within twenty-eight days of the despatch of the notification of such member's election and if it is not so paid the election shall be null and void.

**20.** Where by reason of being transferred from one class or grade of membership to another a member becomes liable for the payment of a higher subscription than that which he was formerly paying, such higher subscription shall be payable with effect from the first occasion after his transfer on which his annual subscription becomes payable.

**21.** Notwithstanding the provisions of Articles 17 to 20 inclusive hereof, the Council may in such cases as they in their complete discretion shall think fit waive, reduce or defer the payment of any entrance fee or subscription of any member.

## **TERMINATION OF MEMBERSHIP**

**22.** Any member may, provided that his subscription for the current year has been paid, terminate his membership by two months notice in writing to the Secretary and upon expiration of the notice, unless it has been withdrawn, his membership shall cease.

**23.** If the annual subscription of any member is in arrear and unpaid for three months after the same has become payable, then the Secretary shall give notice thereof in writing to the member concerned, and if such subscription shall still be unpaid one month after such notice shall have been given then the member concerned shall forthwith cease to be a member, but without prejudice to his obligation to pay such subscription: provided that the Council may at their discretion reinstate any such person upon payment of all arrears of subscriptions and of any costs incurred by the Association in connection therewith.

**24.** Any member of any class who shall have a receiving order in bankruptcy made against him or shall either individually or as a partner in a firm make or agree to make any assignment for the benefit of his creditors or shall pay or propose to pay any composition to his creditors or make any similar arrangement with his creditors or become lunatic or of unsound mind or be convicted of any indictable offence except under the Road Traffic Acts and such other statutes as the Council may from time to time determine shall ipso facto cease to be a member of the

Association but may, within not less than twelve months, subject to payment of all monies owing by him to the Association including any costs it may have incurred, be reinstated by a majority vote of the Council in favour of such reinstatement taken upon due notice of motion, such motion to appear in the agenda for the meeting of the Council at which the vote is to be taken and thereupon these presents shall apply to the re instated member.

## **RULES OF CONDUCT**

**25.** In this Article the word "patient" means any person who requires or receives Radionic treatment or advice in respect of a human ailment or condition and the word "client" means any person (including a body corporate) who requires or receives Radionic treatment or advice in respect of any matter or thing other than a human ailment or condition.

**26.** A Qualified member who is consulted by a person who is already the patient or client of another Qualified member shall ensure that such other member is notified at the earliest practicable opportunity of the wish of the patient or client to change his practitioner.

**27.** Any Qualified member who by arrangement temporarily treats or advises another Qualified member's patient or client shall pay due regard to such other member's interests.

**28.** No member shall claim, pretend or purport to hold any qualification as a registered medical practitioner or as a member of a profession supplementary to medicine which he does not in fact possess; and it shall be the duty of every Qualified member to ensure that no patient or client by whom he is consulted is under any misapprehension about the nature of his qualifications.

**29.** Where at any time it appears that the interests of a Qualified member's patient or client require that he should be advised or treated by a different consultant, whether or not a registered medical practitioner, it shall be the member's duty, with out regard to his personal advantage, to refer the patient or client to such other consultant as in his opinion is in all the circumstances of the case best qualified to provide the advice or treatment required.

**30 (1)** Save as hereinafter provided, it shall not be permissible for a member to administer or purport or attempt to administer any Radionic treatment to any person without such person's knowledge and consent.

(2) Treatment may notwithstanding the absence of the patient's personal consent be given to a child or young person or anyone who, by reason of unconsciousness or mental incapacity, is incapable of giving such consent provided it is authorised by the parent, guardian or next of kin of the patient or any other person who is known to the Qualified member concerned to have the express or implied authority of the patient to authorise treatment on his behalf.

(3) A Qualified member shall not be regarded as contravening the rule contained in paragraph (1) hereof merely by reason of the fact that in the case of an accident involving personal injury, whether physical or mental, he seeks by the exercise of his art as a Radionic practitioner temporarily to alleviate the suffering of any victim of such accident without his express consent until such time as medical aid is available.

**31.** No member who is not also a registered medical practitioner shall administer a general or local anaesthetic, perform an operation, prescribe medicines which are classified as dangerous drugs or make an internal physical examination of a patient.

**32.** No Qualified member shall be permitted –

(1) To use any general description signifying his function as a practitioner of Radionics other than the description "Radionic Practitioner".

(2) To use any designation or designatory letters indicating membership of the Association save that Fellows shall be entitled to use the letters "FRadA", ~ Members shall be entitled to use the letters "MRadA" and/or the description "A Registered Member of the Radionic Association" excepting that Delawarr Associate (non-voting) members shall be entitled only to use the description "A Registered Member of the Radionic Association" and their Delawarr Society of Radionics qualifications, and Licentiates shall be entitled to use the description "Licentiate of the Radionic Association" and Honorary Fellows and Honorary Members who are already Qualified members of the Association may use the letters "HFRadA" and "HMRadA" respectively together with the designation and/or description to which they are entitled by reason of such Qualified membership.

**33 (1)** Save as hereinafter provided, no member shall without the consent of the Council advertise himself or his services as a Radionic Practitioner or advertise any Radionic instruments of which he is the designer or manufacturer in any manner whatsoever.

(2) It shall be permissible for a Qualified member to state on a brass plate or other similar notice of a size and design approved by the Council exhibited at his premises or treatment room and on his professional stationery his name, his University Degrees, his recognised professional qualifications, his telephone number and his hours of attendance and to describe himself in such places as aforesaid in the terms authorised by Article 32 above but in no other manner whatsoever.

(3) It shall be permissible for a Qualified member to announce a change of address by means of a brief notice in purely factual terms inserted in the Press.

(4) It shall be permissible for a Qualified member to insert an entry under the appropriate heading in the classified (yellow pages) section of the appropriate telephone directory containing his name, address and telephone number.

34. No Qualified member shall engage in or be connected with any occupation or business which in the opinion of the Council is inconsistent with the practice of Radionics.

35. No member shall conduct himself in such a manner as to prejudice the profession of Radionics, the reputation of the Association or, in the case of a Qualified member, his own professional status as a Radionic practitioner.

36. Every Qualified member who is in practice shall hold professional indemnity insurance cover and, when required by the Council, shall produce his insurance certificate for inspection: Provided that the Council may at their discretion confer exemption from this provision on any Qualified member practising overseas who is, unable to obtain insurance cover on reasonable terms.

## **DISCIPLINE**

37 (1) If a member contravenes any of the provisions of these Articles the Council shall have power to impose anyone or more of the following penalties: -

(i) To require the member to give a written undertaking to refrain from continuing or repeating the conduct which constitutes the contravention;

(ii) to reprimand the member;

(iii) to take such other action as the Council think fit (other than suspension or expulsion) to prevent the member from continuing or repeating the conduct which constitutes the contravention;

(iv) to suspend the member for such period as the Council may determine;

(v) to expel the member from the Association.

Provided that the powers specified in sub-paragraphs (iv) and (v) above shall only be exercisable by the Council on a resolution passed by a majority of three-quarters at least of the whole number present in person at a specially convened meeting thereof.

(2) A member who has been suspended shall not during the period of suspension be entitled to exercise any of the rights of membership, but any such suspension shall be without prejudice to the right of the Council to take disciplinary action against the member during the period of suspension as if the suspended member remained a member and was subject to the provisions of these Articles.

(3) Before any decision is taken under paragraph (1) or (2) of this Article the member who is alleged to have contravened any of the provisions of these Articles shall be informed of any complaint made against him and shall be given full opportunity of stating his defence either in writing or by personal attendance at a meeting of the Council.

(4) Any decision to suspend or expel a member may be at any time revoked or modified by the Council at a like meeting and by such a majority as aforesaid, and the Council may make such terms and conditions as they may think fit.

(5) The Association shall be entitled to publish in the "Radionic Quarterly" and in the general press or any other publications selected by the Council notice of the expulsion or suspension of any member who shall be expelled or suspended pursuant to the provisions of this Article containing the name and address of such member and such particulars as the Council may think proper of the offence for which the member was expelled or suspended and the member concerned shall have no right of action against the Association or the members of the Council or any officer of the Association or any other publisher by reason of such publication.

## **GENERAL MEETINGS**

**38.** The Association shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Council, and shall specify the meeting as such in the notice calling it, provided that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting.

**39.** All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

**40.** The Council may whenever they think fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by Section 132 of the Act.



**41.** Twenty-one days' notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and fourteen days' notice in writing at the least of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), 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 in manner hereinafter mentioned to such persons (including the Auditors) as are under these presents or under the Act entitled to receive such notices from the Association; but with the consent of all the members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Act in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those members may think fit.

**42.** The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any meeting:

#### **PROCEEDINGS AT GENERAL MEETINGS**

**43.** All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that 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, the reports of the Council and of the Auditors, the election of the members of the Council in the place of those retiring, and the appointment of, and the fixing of the remuneration of, the Auditors.

**44.** No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided twenty members personally present shall be a quorum.

**45.** 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 the holding of the meeting the members present shall be a quorum.

**46.** The Chairman of the Council or failing him the Vice-Chairman shall preside as Chairman at every General Meeting, but if at any meeting neither the Chairman nor the Vice-Chairman shall be present within fifteen minutes after the time appointed for holding the same, 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 the members of the Council present decline to take the chair, they shall choose some

member of the Association who shall be present to preside .

**47.** The Chairman may, with the consent of any 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 meeting<sup>1</sup> is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original 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.

**48.** 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 five members present in person or by proxy, or by a member or members present in person or by proxy and representing one-tenth of the total voting rights of all the members having the right to vote at the meeting, and unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Association 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 may be withdrawn.

**49.** Subject to the provisions of Article 50, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

**50.** No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.

**51.** In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting~ shall be entitled to a second or casting vote.

**52.** The demand of a poll shall not prevent the continuance of " a meeting for the transaction of any business other than the question on which a poll has been demanded.

## **VOTES OF MEMBERS**

**53.** Subject as hereinafter provided, on a poll every Fellow, Member and Licentiate shall have five votes and every Associate one vote. On a show of hands every member present shall have one vote.

**54.** Save as herein expressly provided, no member other than a member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Association in respect of his membership, shall be entitled to vote on any question either personally or by proxy, or as a proxy for another member, at any General Meeting.

**55.** Votes may be given on a poll either personally or by proxy. On a show of hands a member present only by proxy shall have no vote.

**56.** The instrument appointing a proxy shall be in writing under the hand of the appointor or his Attorney duly authorised in writing.

**57.** The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the office not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll not less than twenty four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

**58.** A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

59. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit -

THE RADIONIC ASSOCIATION LIMITED

I, of .....  
a Fellow/Member/Licentiate/Associate\* of THE RADIONIC ASSOCIATION UMITED,  
hereby ..... appoint

.....  
Of .....  
and failing him ..... of

.....  
to vote for me and on my behalf at the Annual or Extraordinary or Adjourned, as  
the case may be, General Meeting of the Association to be held on the ..... day  
of ..... and at every adjournment thereof.

As witness my hand this ..... day of  
.....

This instrument is to be used to support/oppose\* the resolution.

\*Delete whichever is inapplicable.

Unless otherwise instructed the proxy will vote as he thinks fit.

The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

**COUNCIL OF MANAGEMENT**

60. Until otherwise determined by a General Meeting, the number of the members of the Council shall not be less than seven nor more than twelve.

61. The Council may from time to time and at any time appoint any member of the Association as a member of the Council, either to fill a casual vacancy or by way of addition to the Council, provided that the prescribed maximum be not thereby exceeded. Any member so appointed shall retain his office only until the next Annual General Meeting, but he shall then be eligible for re-election.

62. No person who is not a member of the Association shall in any circumstances be eligible to hold office as a member of the Council.

63. Any member of the Council who fails to attend at least one-half of the meetings of the Council called during any calendar year shall with effect from the date of the first Council Meeting called in the next succeeding calendar year cease to be a member of the Council unless the Council shall by a Resolution passed by a majority of not less than three quarters of those present in person at such meeting decide to allow him to remain a member.

## **POWERS OF THE COUNCIL**

**64.** The business of the Association shall be managed by the Council who may exercise all such powers of the Association, and do on behalf of the Association all such acts as may be exercised and done by the Association, and as are not by statute or by these presents required to be exercised or done by the Association in General Meeting, subject nevertheless to any regulations of these presents and to the provisions of the Statutes for the time being in force and affecting the Association.

**65.** In particular and without prejudice to the foregoing the Council may from time to time make, alter or repeal such byelaws as they may deem necessary or expedient for the proper conduct and management of the Association. The Council shall adopt such means as they deem sufficient to bring to the notice of members of the Association all such byelaws, alterations and repeals. Provided that no such bye law shall be inconsistent with or shall affect or repeal anything contained in the Memorandum or Articles of the Association and that any byelaw may be set aside by a Special Resolution of a General Meeting of the Association.

**66.** The members for the time being of the Council may act notwithstanding any vacancy in their body; provided always that in case the members of the Council shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these presents, it shall be lawful for them to act as the Council for the purpose of admitting persons to membership of the Association, filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.

**67.** The Council may on a resolution passed unanimously by those present in person at any meeting thereof appoint as the President or as a Vice-President of the Association any person willing to act who, whether or not he be a member of the Association, is in their opinion of such eminence and distinction that his appointment would enhance the standing and repute of the Association. Any person so appointed shall hold office for such period not exceeding three years as may be like wise determined by the Council, provided that on the expiration of such period he shall be eligible for re-election.

**68.** The Council shall have power to establish Branches in any part of the world and to make such regulations for the conduct and finances of such Branches as they may think fit.

## **SECRETARY**

**69.** The Secretary shall be appointed by the Council for such time, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. The provisions of Sections 177 and 179 of the Act shall apply and be observed. The Council may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

## **THE SEAL**

**70.** The seal of the Association shall not be affixed to any instrument except by the authority of a resolution of the Council, and in the presence of at least two members of the Council and of the Secretary, and the said members and Secretary shall sign every instrument to which the seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Association such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

## **DISQUALIFICATION OF MEMBERS OF THE COUNCIL**

**71.** The office of a member of the Council shall be vacated -

- (a)** If a receiving order is made against him or he makes any arrangement or composition with his creditors.
- (b)** If he becomes of unsound mind.
- (c)** If he ceases to be a member of the Association.
- (d)** If by notice in writing to the Association he resigns his office.
- (e)** If he ceases to hold office by reason of any order made under Section 188 of the Act.
- (f)** If he is removed from office by a resolution duly passed pursuant to Section 184 of the Act.
- (g)** If he ceases to be a member by virtue of Section 185 of the Act.

## **ROTATION OF MEMBERS OF THE COUNCIL**

**72.** At every Annual General Meeting one-third of the members of the Council for the time being, or if their number is not a multiple of three then the number nearest to one-third, shall retire from office.

**73.** The members of the Council to retire shall be those who have been longest in office since their last election or appointment. As between members of equal seniority, the members to retire shall in the absence of agreement be selected from among them by lot. The length of time a member has been in office shall be computed from his last election or appointment. A retiring member of the Council shall be eligible for re-election.

**74.** The Association may, at the meeting at which a member of the Council retires in manner aforesaid, fill up the vacated office by electing a person thereto, and in default the retiring member shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office, or unless a resolution for the re-election of such member shall have been put to the meeting and lost.

**75.** No person not being a member of the Council retiring at the meeting shall, unless recommended by the Council for election, be eligible for election, to membership of the Council at any General Meeting, unless within the prescribed time before the day appointed for the meeting there shall have been given to the Secretary notice in writing (which notice shall be countersigned by a member of the Council), by some member duly qualified to be present and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing, signed by the person to be proposed, of his willingness to be elected. The prescribed time above mentioned shall be such that, between the date when the notice is served, or deemed to be served, and the day appointed for the meeting there shall be not less than four nor more than twenty-eight intervening days.

**76.** No Associate shall be eligible in the first place for election to the Council except under the provisions of Article 61.

**77.** The Association may from time to time in General Meeting increase or reduce the number of members of the Council, and determine in what rotation such increased or reduced number shall go out of office, and, subject to Article 76, may make the appointments necessary for effecting any such increase.

**78.** The Council may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined five shall be a quorum and save as provided in Articles 13(2),37(1),37(4),63 and 67 questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote.

**79.** A member of the Council may, and on the request of a member of the Council the Secretary shall, at any time, summon a meeting of the Council by notice served upon the several members of the Council. A member of the Council who is absent from the United Kingdom shall not be entitled to notice of a meeting.

**80.** The Council shall from time to time elect a Chairman and a Vice-Chairman. The Chairman or failing him the Vice-Chairman shall be entitled to preside at all Meetings of the Council. The Council may determine for what period they are respectively to hold office. If at any meeting the Chairman or failing him the Vice-Chairman 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 number to be Chairman of the meeting.

**81.** 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 the regulations of the Association for the time being vested in the Council generally.

**82.** The Council may delegate any of their powers to committees and such committees, if so authorised by the Council, may co-opt members of the Association who are not members of the Council. Such co-opted members may be invited to attend meetings of the Council, but shall have no vote. 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 presents for regulating the meetings and proceedings of the Council so far as applicable and so far as the same shall not be superseded by any regulations made by the Council.

**83.** All acts bona fide done 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 such member or person acting as aforesaid, or that they or any of them were 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.

**84.** The Council shall cause proper minutes to be made of all appointments of officers made by the Council and of the proceedings of all meetings of the Association 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 purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

**85.** A resolution in writing signed by all the 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.

## **ACCOUNTS**

**86.** The Council shall cause proper books of account to be kept with respect to:

- (a)** All sums of money received and expended by the Association and the matters in respect of which such receipts and expenditure take place;
- (b)** All sales and purchases of goods by the Association; and
- (c)** The assets and liabilities of the Association.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the affairs of the Association and to explain its transactions.

**87.** The books of account shall be kept at the office, or subject to Section 147(3) of the Act, at such other place or places as the Council shall think fit, and shall always be open to the inspection of the members of the Council.

**88.** The Association in General Meeting may from time to time impose reasonable restrictions as to the time and manner of the inspection by the members, other than members of the Council, of the accounts and books of the Association, or any of them, and subject to such restrictions the accounts and books of the Association shall be open to the inspection of such members at all reasonable times during business hours.

**89.** At the Annual General Meeting in every year the Council shall lay before the Association a proper income and expenditure account for the period since the last preceding account made up to a date not more than four 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 Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty-one clear days before the date of the meeting, subject nevertheless to the provisions of Section 158(1)(c) of the Act, be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The Auditors' report shall be open to inspection and be read before the meeting as required by Section 14 of the Companies Act 1967.

## **AUDIT**

**90.** Once at least in every year the accounts of the Association shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.

**91.** Auditors shall be appointed and their duties regulated in accordance with Sections 159 to 161 of the Act and Section 19 of the Companies Act 1967, the members of the Council being treated as the Directors mentioned in those Sections.

## **NOTICES**

**92.** A notice may be served by the Association upon any member, either personally or by sending it through the post in a prepaid letter, addressed to such member at his registered address as appearing in the register of members.

**93.** Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Association an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but, save as aforesaid and provided by the Act, only those members who are described in the register of members by an address within the United Kingdom shall be entitled to receive notices from the Association.

**94.** Any notice if served by post, shall be deemed to have been served on the next day but one following that on which the letter containing the same is put into the post, 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 as a prepaid letter.

## **DISSOLUTION**

**95.** Clause 7 of the Memorandum of Association relating to the winding up and dissolution of the Association shall have effect as if the provisions thereof were repeated in these Articles.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Anne Ray	Radionic Practitioner	Trackways, Boars Hill, Oxford
Gertrude Marjorie de la Warr	Radionic Practitioner	Delawarr Laboratories, Raleigh Park Road, Oxford
Elizabeth Baerlein	Radionic Practitioner	Swinbrook Cottage, near Burford, Oxfordshire
Jane Orr Wilcox	Radionic Practitioner	1, White Hill Farm, Kings Ride, Camberley, Surrey
Aymee Lavender Gandar Dower	Radionic Practitioner	Swinbrook Cottage, near Burford, Oxfordshire
Marjorie Sybil Smallbone	Radionic Practitioner	Trackways, Boars Hill, Oxford.
Sidney Stuart Bidie	Radionic Practitioner	182 Hillmorton Road, Rugby
George Walter de la Warr	Research Worker	Delawarr Laboratories, Raleigh Park Road, Oxford
Charles James Norman Atkinson	Captain R.N (Retired)	Buckells, East Hagbourne, Berkshire
Eric Cecil Gordon England	Aeronautical Engineer	Concordia, Frolbury Manor, Sutton Abinger, near Dorking, Surrey
John Osmond Wilcox	Barrister-at-Law	1 White Hill Farm, Kings Ride, Camberley, Surrey

Dated this 27th day of February, 1960.

Witness to the above signatures:

ROBERT JOHN ELLIS , Trackways, Boars Hill, Oxford. Radionic Practitioner.