

Companies Acts 1985 & 1989

Company limited by guarantee and not having a share capital

Memorandum of Association of

**COMMUNITY
FOUNDATION FOR PLANETARY HEALING**

1. NAME

The name of the Company is COMMUNITY FOUNDATION FOR PLANETARY HEALING. The Company also wishes to be known as **FOUNDATION FOR PLANETARY HEALING**

2. REGISTERED OFFICE

The registered office of the Charity is:
Pirnie Ha'
Cockburn Hill Road
Balerno
EH14 7JB

3. OBJECTS

The objects of the Foundation are the promotion, study and practice of the art of holistic therapy for public benefit and in particular to foster the psychological, emotional and physical welfare of the community. In furtherance of which but not otherwise the Foundation shall seek to:

- 3.1 Nurture the personal development of individuals within the community through holistic therapies
- 3.2 Make a positive difference in the community by offering a recreational/holistic therapeutic base for the well-being, self-development and inner growth of individuals within the community.
- 3.3 Promote the revival of ancient healing methods and natural healing practices
- 3.4 Support individuals through whole-person approaches in workshops, group discussions, creative activities, and complementary therapies
- 3.5 Provide access to resources such as books, tapes, cds or other means
- 3.6 Assist individuals who are restricted financially by providing them access to services offered by the Foundation through bursary fund.
- 3.7 Promote public education in the practice and principles of yoga, meditation, relaxation techniques, dance, drama, art, music and holistic therapies
- 3.8 Provide a meditation/retreat room for the community
- 3.9 Provide a library and a reading room for the community
- 3.11 Provide conferences, seminars, training, workshops, and networking opportunities

- to enable members of the community to develop personal growth
- 3.12 Promote cultural exchange and voluntary community work between the UK, the Americas and other Continents

4. POWERS

- The Foundation has the following powers, which may be exercised only in promoting the objects: -
- 4.1 To promote and execute Holistic Therapy, offering education and treatment to individuals who have been referred by the medical profession, other charities, organisations and to those who independently seek help
- 4.2 To promote or carry out research and development
- 4.3 To publish or distribute information
- 4.4 To co-operate with other bodies
- 4.5 To support, administer or set up other charities or non-profit making organisations
- 4.6 To raise funds (but not by means of taxable trading)
- 4.7 To borrow money and to give security for loans
- 4.8 To acquire or hire property of any kind
- 4.9 To make grants or loans of money and to give guarantees
- 4.10 To set aside funds for special purposes or as reserves against future expenditure
- 4.11 To deposit or invest funds in any manner (but to invest only after obtaining advice from a financial expert and having regard to the suitability of investments and the need for diversification)
- 4.12 To delegate the management of investment of investment to a financial expert, but only on the following terms:
- 4.12.1 The investment policy is set down in writing for the financial expert by the Directors
- 4.12.2 Every transaction is reported promptly to the Directors
- 4.12.3 The performance of the investment is reviewed regularly with the Directors
- 4.12.4 The Directors are entitled to cancel the delegation arrangement at any time
- 4.12.5 The investment policy and the delegation arrangement are reviewed at least once a year
- 4.12.6 All payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Directors on receipt
- 4.12.7 The financial expert must not do anything outside the powers of the Directors
- 4.13 To arrange for investment or other property of the Foundation to be held in the name of a nominee (being a corporate body registered or having an established place of business in the United Kingdom) under the control of the Directors or of a financial expert acting under their instructions and to pay any reasonable fee required
- 4.14 To insure the property of the Foundation against any foreseeable risk and take out other insurance policies to protect the Foundation when required

- 4.15 Subject to clause 5, to employ paid or unpaid agents, staff or advisers
- 4.16 To enter into contracts to provide services to or on behalf of other bodies
- 4.17 To establish subsidiary companies to assist or act as agents for the Foundation
- 4.18 To pay the costs of forming the Foundation
- 4.19 To do anything else within the law which promotes or helps to promote the Objects

5. BENEFITS TO MEMBERS AND DIRECTORS

- 5.1 The property and funds of the Foundation must be used only for promoting the Objects and do not belong to the members of the Foundation but
 - 5.1.1 Members who are not Directors may be employed by or enter into contracts with the Foundation and receive reasonable payment for goods or services supplied
 - 5.1.2 Members (including Directors) may be paid interest at a reasonable rate on money lent to the Foundation
 - 5.1.3 Members (including Directors) may be paid a reasonable rent or hiring fee for property let or hired to the Foundation
- 5.2 A Director must not receive any payment of money or other material benefit (whether directly or indirectly) from the Foundation except
 - 5.2.1 as mentioned in clauses 5.1.2, 5.1.3 or 5.3
 - 5.2.2 reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in running the Foundation
 - 5.2.3 And indemnity in respect of any liabilities properly incurred in running the Foundation (including the costs of a successful defence to criminal proceedings)
- 5.3 Any Director (or any firm or company of which a Director is a member or employee) may enter into a contract with the Foundation to supply goods or services in return for a payment or other material benefit but only if
 - 5.3.1 The goods or services are actually required by the Foundation
 - 5.3.2 The nature and level of the remuneration is no more than is reasonable in relation to the value of the goods or services and is set in accordance with the procedure in clause 5.4
- 5.4 Whenever a Director has a personal interest in a matter to be discussed at a meeting of the Directors or a committee, the Director concerned must: -
 - 5.4.1 declare an interest at or before discussion begins on the matter
 - 5.4.2 withdraw from the meeting for that item unless expressly invited to remain in order to provide information
 - 5.4.3 withdraw during the vote and have no vote on the matter

6 LIMITED LIABILITY

The liability of members is limited

7 GUARANTEE

Every member promises, if the Foundation is dissolved while he, she or it remains a member or within 12 months afterwards, to pay up to £1 towards the costs of dissolution and the liabilities incurred by the Foundation while the contributor was a member

8 DISSOLUTION

8.3 If the Foundation is dissolved the assets (if any) remaining after provision has been made for all its liabilities must be applied in one or more of the following ways: -

8.3.1 In the event of dissolution, any assets of the Group which remain after all debts and liabilities have been satisfied, shall not be paid to or distributed among the Group's members, but shall be given or transferred to a recognised charitable organisation(s) such organisation to be decided by the members at or before the time of dissolution.

8.3.2 A final report and statement of account must be sent to the Inland Revenue

9 INTERPRETATION

9.3 Words and expression defined in the Articles have the same meanings in this Memorandum

9.4 References to an Act of Parliament are references to the Act as amended or re-enacted from time to time and to any subordinate legislation made under it

Approved and adopted by the Board on 1st September 2003.

Fully approved and registered with OSCR and Companies House on 06.10.2003

Name: ___CLAUDIA GONCALVES_____

Signature: ___Claudia Goncalves_____

On behalf of the board of trustees.

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Articles of Association of

COMMUNITY FOUNDATION FOR PLANETARY HEALING

1. MEMBERSHIP

- 1.1 The Foundation must maintain a register of members
- 1.2 Membership of the Foundation shall be open to all persons irrespective of age, sex, ethnicity, nationality, disability orientation, religion or beliefs.
- 1.3 Membership of the Foundation is open to any individual organisation interested in promoting the Objects who
 - 1.3.1 applies to the Foundation in the form required by the Directors
 - 1.3.2 is approved by the Directors
 - and
 - 1.3.3 signs the register of members or consents in writing to become a member either personally or (in the case of a member organisation) through an authorised representative
- 1.4 The Directors may establish different classes of membership and prescribe their respective privileges and duties and set the amounts of any subscriptions
- 1.5 Membership is terminated if the member concerned
 - 1.4.1. gives written notice of resignation to the Foundation
dies or (in the case of an organisation) ceases to exist
 - 1.4.2. is six months in arrears in paying the relevant subscription (if any) (but in such a case the member may be reinstated on payment of the amount due)
 - 1.4.3. is removed from membership by resolution of the Directors on the ground that their reasonable opinion the member's continued membership is harmful to the Foundation (but only after notifying the member in writing and considering the matter in the light of any written representations which the member concerned puts forward within 14 clear days after receiving notice)

1.6 Membership of the Foundation is not transferable

2. GENERAL MEETINGS

- 2.1 Members are entitled to attend general meetings either personally or (in the case of a member organisation) by an authorised representative. General meetings are called on at least clear 21 days written notice specifying the business to be discussed.
- 2.2 There is a quorum at a general meeting if the number of members or authorised representatives personally present is at least 2 (or 50% of the members if greater)
- 2.3 The Chairman or (if the Chairman is unable or unwilling to do so) some other member elected by those present presides at a general meeting.
- 2.4 Except where otherwise provided by the Act every issue is decided by a majority of the votes cast.
- 2.5 Except for the chairman of the meeting who has a second or casting vote, every member present in person or through an authorised representative has one vote on each issue.
- 2.6 A written resolution signed by all those entitled to vote at a general meeting is as valid as a resolution actually passed at a general meeting (and for this purpose the written resolution may be set out in more than one document and will be treated as passed on the date of the last signature)
- 2.7 The Foundation must hold an AGM every year, which all members are entitled to attend. The first AGM may be held within 18 months after the Foundation's incorporation.
- 2.8 At an AGM the member:
- 2.8.1 receive the accounts of the Foundation for the previous financial year
 - 2.8.2 receive the Director's report on the Foundation's activities since the previous AGM
 - 2.8.3 accept the retirement of those Directors who wish to retire
 - 2.8.4 elect persons (if required) to be Directors to fill the vacancies arising
 - 2.8.5 appoint auditors for the Foundation
 - 2.8.6 may confer on any individual (with his or her consent) the honorary title of Patron, President or Vice-President of the Foundation and
 - 2.8.7 discuss and determine any issues of policy or deal with any other business put before them
- 2.9 Any general meeting which is not an AGM is an EGM
- 2.10 An EGM may be called at any time by the Directors and must be called within 28 days on a written request from at least 75% of members.

3. THE DIRECTORS

- 3.1 The Directors have control of the Foundation and its property and funds
- 3.2 The Directors when complete consist of at least two and not more than seven

- individuals all of whom must be members
- 3.3 The subscribers to the Memorandum are the first Directors of the Foundation
- 3.4 Every Director must sign a declaration of willingness to act as a Director of the Foundation before he or she is eligible to vote at any meeting of the Directors
- 3.5 One third (or the number nearest one third) of the Directors must retire after 5 years at an AGM, those longest in office retiring first and the choice between any of equal service being made by drawing lots. The Officers of the Foundation - Chairman, Vice Chairman, Secretary and Treasurer are not subject to retirement by rotation but must also retire after 5 years service. All retiring Directors including Officers are eligible for re-election by the members.
- 3.6 A Director's term of office automatically terminates if he or she
- 3.6.1 is disqualified by law from acting as a Director or as a person concerned in the management or control of a recognised body in terms of the Law Reform (Miscellaneous Provisions) (Scotland) Act 1990
- 3.6.2 is incapable, whether mentally or physically, or managing his or her own affairs
- 3.6.3 is absent from four consecutive meetings of Directors
- 3.6.4 ceases to be a member
- 3.6.5 resigns by written notice to the Directors (but only if at least two Directors will remain in office)
- 3.6.6 is removed by resolution passed by at least 75% of the members present and voting at a general meeting after the meeting has invited the views of the Directors concerned and considered the matter in the light of any such views
- 3.7 The Directors may at any time co-opt any person to be appointed as a Director to fill a vacancy in their number or as an additional Director, but a co-opted Director holds office only until the next AGM
- 3.8 A technical defect in the appointment of a Director which the Directors are unaware at the time does not invalidate decisions taken at a meeting

4. PROCEEDINGS OF DIRECTORS

- 4.1 The Directors must hold at least four meetings each year
- 4.2 A quorum of a meeting of the Directors is two or 50% of the total number of Directors, if greater.
- 4.3 A meeting of the Directors may be held either in person or by suitable electronic means agreed by the Directors in which all participants may communicate with all other participants
- 4.4 The Chairman or (if the Chairman is unable or unwilling to do so) some other Director chosen by those present presides at each meeting
- 4.5 Every issue may be determined by a simple majority of the votes cast at a meeting
- 4.6 Except for the chairman of the meeting, who has a second or casting vote, every Director has one vote on each issue
- 4.7 A procedural defect of which the Directors are unaware at the time does not

invalidate decisions taken at a meeting

5. POWERS OF DIRECTORS

The Directors have the following powers in the administration of the Foundation:

- 5.1 to appoint (and remove) any member (who may be a Director) to act as Secretary to the Foundation in accordance with the Act
- 5.2 to appoint a Chairman, Vice Chairman, Treasurer and other honorary officers from among their number
- 5.3 to delegate any of their functions to committees consisting of two or more individuals appointed by them (but at least one member of every committee must be a Director and all proceedings of committees must be reported promptly to the Directors)
- 5.4 to make Standing Orders (consistent with the Memorandum, these Articles and the Act) to govern proceedings at general meetings
- 5.5 to make Rules (consistent with the Memorandum, these Articles and the Act) to govern proceedings at their meetings and meetings of committees
- 5.6 to make Regulations consistent with the Memorandum, these Articles and the Act to govern the administration of the Foundation
- 5.7 to establish procedures to assist the resolution of disputes within the Foundation
- 5.8 to exercise any powers of the Foundation which are not reserved to a general meeting.

6. RECORDS AND ACCOUNTS

- 6.1 The Directors must comply with the requirements of the Act and the Law Reform (Miscellaneous Provisions) (Scotland) Act as to keeping financial records, the audit of accounts and the preparation and transmission to the Registrar of Companies of:
 - 6.6.1 annual reports
 - 6.6.2 annual returns
 - 6.6.3 annual statement of account
- 6.2 The Directors must keep proper records of all proceedings at general meetings
 - 6.2.1 all proceedings at meetings of the Directors
 - 6.2.2 all reports of committees
 - 6.2.3 all professional advice obtained
- 6.3 Accounting records relating to the Foundation must be made available for inspection by any Directors at any reasonable time during normal office hours and may be made available for inspection by members who are not Directors if the Directors so decide

- 6.4 A copy of the Foundation's latest available statement of account must be supplied on request to any Director or member, to the Lord Advocate, or to any other person who request it and pays the Foundation reasonable costs within one month, and any person who requests the Foundation's accounting reference date must be informed of it
- 6.5 A copy of the Foundation's Memorandum and Articles of Association must be supplied within one month to any person who requests a copy of its explanatory document and pays the Foundation's reasonable costs within one month, and any person who requests the Foundation's accounting reference date must be informed of it

7. NOTICES

- 7.1 Notices under these Articles may be sent by hand, or by post or by suitable electronic means or (where applicable to members generally) may be published in any newsletter distributed by the Foundation
- 7.2 The only address at which a member is entitled to receive notices is the address shown in the register of members
- 7.3 Any notice given in accordance with these Articles is to be treated for all purposes as having been received
- 7.3.1 24 hours after being sent by electronic means or delivered by hand to the relevant address
 - 7.3.2 two clear days after being sent by first class post to that address
 - 7.3.3 three clear days after being sent by second class or overseas post to that address
 - 7.3.4 on being handed to the member (or, in the case of a member organisation, its authorised representative) personally or, if earlier,
 - 7.3.5 as soon as the member acknowledges actual receipt
- 7.4 A technical defect in the giving of notice of which the Directors are unaware at the time does not invalidate decisions taken at a meeting

8. DISSOLUTION

The provisions of the Memorandum relating to dissolution of the Foundation take affect as though repeated here

9. INTERPRETATION

- 9.1 In the Memorandum and in these Articles:
"The Act" means the Companies Act 1985

“AGM” means Annual General Meeting of the Foundation
“these Articles” means these articles of association
“authorised representative” means an individual who is authorised by a member organisation to act on its behalf at meetings of the Foundation and whose name is given to the Secretary
“clear day” means 24 hours from midnight following the relevant event
“EGM” means an Extraordinary General Meeting of the Foundation
“financial expert” means an individual, company or firm who is an authorised person or an exempted person within the meaning of the Financial Services Act 1986.

“material benefit” means a benefit, which may not be financial but has a monetary value

“member” and “membership” refer to membership of the Foundation

“Memorandum” means the Foundation’s Memorandum of Association

“month” means calendar month

“The Objects” means the Objects of the Foundation as defined in clause 3 of the Memorandum

“Secretary” means the Secretary of the Foundation

“taxable trading” means carrying on a trade or business on a continuing basis for the principal purpose of raising funds and not for the purpose of actually carrying out the Objects and profits of which are liable to tax

“Director” means a director of the Foundation and “Directors” means all the directors

“the Foundation” means the company governed by these Articles

9.2 Expression defined in the Act have the same meaning

9.3 References to an Act of Parliament are to the Act as amended or re-enacted from time to time and to any subordinate legislation made under it

Approved and adopted by the board of trustees on 1st September 2003.

Fully approved and registered with OSCR and Companies House on 06.10.2003

Name: CLAUDIA GONCALVES

Signature: *Claudia Goncalves*

On behalf of the board of trustees.