

955930/1

REGISTERED
10 JUN 1969

NO. OF COMPANY

THE COMPANIES ACT, 1948.

Declaration of Compliance with the requirements
of the Companies Act, 1948, on application for
Registration of a Company.

Pursuant to Section 15 (2)

(SEE FOOTNOTE OVERLEAF)

NAME OF
COMPANY.....THE MUSIC THERAPY CHARITY.....
.....LIMITED.

CAT. No. C.F. 41.

C511 J51640JL

JORDAN & SONS,
LIMITED

Company Registration Agents, Printers and Publishers
116, Chancery Lane, W.C.2, and 13, Broad Street Place, E.C.2

Presented by

THE MUSIC THERAPY CHARITY LIMITED,
c/o Messrs. Herbert & Gowers & Co.,
6/8 King Edward Street, Oxford.....

REGISTRATION
15 JUN 1969

HERBERT & GOWERS & CO.
6/8 KING EDWARD STREET
OXFORD

The Filing Fee is 5/-
Form No. 41

I, FRANK LESLIE SELF

of 6/8 KING EDWARD STREET, OXFORD.

DO solemnly and sincerely declare that I am (a) [a Solicitor of the Supreme Court engaged in the formation] [~~a person named in the Articles of Association as a~~
~~Director/Secretary,~~

Exp

of The Music Therapy Charity

..... LIMITED,

And that all the requirements of the Companies Act, 1948, in respect of matters precedent to the registration of the said Company and incidental thereto have been complied with, And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act, 1835.

Declared at 12 King Edward Street
in the City of Oxford Oxford

the 30th day of May

One thousand nine hundred and sixty nine

before me,


A Commissioner for Oaths (b)

FL Self


This margin to be reserved for binding

NOTE.

Section 15 of The Companies Act, 1948.

15.—(1) A Certificate of Incorporation given by the Registrar in respect of any Association shall be conclusive evidence that all the requirements of this Act in respect of registration and of matters precedent and incidental thereto have been complied with, and that the Association is a Company authorised to be registered and duly registered under this Act.
(2) A Statutory Declaration by a Solicitor of the Supreme Court, and in Scotland by a Solicitor, engaged in the formation of the Company, or by a person named in the Articles as a Director or Secretary of the Company, of compliance with all or any of the said requirements shall be produced to the Registrar, and the Registrar may accept such a Declaration as sufficient evidence of compliance.

- (a) Delete words not required.
- (b) or Notary Public or Justice of the Peace.

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COMPANIES
REGISTRATION

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THE COMPANIES ACTS, 1948 to 1967.

COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL.

955930

MEMORANDUM OF ASSOCIATION

of

THE MUSIC THERAPY CHARITY LIMITED.



10 JUN 1969

1. The name of the Company (hereinafter called "the Trust") is
"THE MUSIC THERAPY CHARITY LIMITED".

2. The Registered Office of the Trust will be situate in England.

3. The Objects for which the Trust is established are:-

(1) (i) To prevent, relieve and cure sickness and ill-health
of every kind whether physical or mental by the use of
the arts, music and colour therapy;

(ii) To promote research into the use of arts, music
therapy and colour therapy for the above purposes and
to publish the results thereof.

(2) In furtherance of the above objects but not otherwise
the Trust shall have the following powers:-

(A) To provide treatment or facilities or instruments for
treatment through the medium of music therapy and
colour therapy and the use of arts for therapeutic
purposes either gratuitously or on payment of such
reasonable charges as the Trust may determine from
time to time.

(B) To establish centres providing treatment and conduc-
ting research in any part of the United Kingdom.

(C) To purchase rent or acquire by way of gift or otherwise
and provide all proper equipment including musical
instruments, recording, audio-visual, cinematographic
and lighting apparatus and to provide such libraries of
tape recordings and other media of communication
required for the Objects of the Trust.

(D) To purchase rent or acquire by way of gift or otherwise
computers and other apparatus appliances equipment
for or connected with the making of investigations for
providing treatment and research or the analysis
processing recording and tabulating of data derived

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therefrom or relevant thereto and for any other purpose required in connection with the advancement of the Objects of the Trust.

- (E) To enter into and carry into effect agreements with physicians, surgeons, consultants, specialists, musicians, musicologists, music therapists, psychologists, speech therapists, physiotherapists, radiologists and radiographers, nurses, pharmacists, chemists, computer operators and other technicians and persons in any professions or callings similar to the above.
- (F) To enter into and carry into effect agreements or arrangements with governments or public authorities, hospitals, infirmaries, provident associations, nursing homes, rehabilitation and convalescent centres, educational, medical, remedial, musical and religious organisations and charitable establishments of all types, and other like institutions, orchestras, choirs and other similar musical organisations.
- (G) To provide training and education for teaching and training purposes with a view to training specialists in music therapy and callings required for the attaining of all or any of the Objects of the Trust.
- (H) To establish and support, and to aid in the establishment and support of, any other company or body of persons formed for all or any of the Objects of the Trust and constituted for charitable purposes only.
- (I) To amalgamate with any charitable companies, institutions, societies or associations having objects altogether or in part similar to the Objects of the Trust and which by their constitution prohibit the distribution of their income and property among their members to an extent at least as great as is imposed on the Trust under or by virtue of Clause 5 hereof.
- (J) To ^{provide} ~~give~~ reasonable pensions, gratuities or charitable aid to any persons (not being members of the Trust) who may have been employed by or may have served the Trust, or the dependants of such persons who are in need; to make reasonable payments towards insurance for their retirement benefit; to form or contribute or subscribe to ~~benefit, or any similar funds, and~~ superannuation and pension funds or other schemes for the retirement benefit of any such persons.
- (K) To raise or borrow money for the purposes of the Trust on such terms and on such security, if any, as may be thought fit and to make arrangements for the

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discharge or guarantee of all or any of the liabilities of the Trust.

- (L) To invite and receive property, endowment, legacy, bequest, covenant or gift for any purpose within the Objects of the Trust and to act as trustees or managers thereof.
- (M) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property or any rights or privileges which are required for the promotion of its objects, and to construct, maintain and alter any buildings or erections required for the work of the Trust.
- (N) To invest the monies of the Trust not immediately required for its purposes in or upon such investments, security or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter in Clause 4 provided.
- (O) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Trust.
- (P) To do all such other things as shall further the Objects of the Trust.
- ~~(Q) To do all such lawful things as shall further the above objects or any of them.~~

*Will
file*

4. Provided always as follows:-

- (1) In case the Trust shall take or hold any property which may be subject to any trusts, the Trust shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
- (2) The Trust 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 any object of the Trust would make it a Trade Union.
- (3) In case the Trust shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or the Department of Education and Science, the Trust 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 Board of Governors or Governing Body of the Trust 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 manner and to the same extent as they would as such Board of Governors or Governing Body have been if no incorporation had been effected, and the incorporation of the Trust shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners or the Department of Education and Science over such Board of Governors or Governing Body but they shall as regards any such property be subject jointly and separately to such control or authority as if the Trust were not incorporated.

5. The income and property of the Trust whencesoever derived, shall be applied solely towards the promotion of the objects of the Trust 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 Trust.

Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Trust, or to any member of the Trust in return for any services actually rendered to the Trust, nor prevent the payment of interest at a rate not exceeding 5 per cent. per annum on money lent or reasonable and proper rent for premises demised or let by any member to the Trust; but so that no Governor or member of the Board of Governors or Governing Body of the Trust shall be appointed to any salaried office of the Trust or any office of the Trust paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Trust to any Governor or member of such Board 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 Trust; provided that the provision last aforesaid shall not apply to any payment to any company of which a Governor or member of the Board of Governors or Governing Body may be a member and in which such Governor or member shall not hold more than one hundredth part of the capital and such Governor or member shall not be bound to account for any share of profits which he may receive in respect of any such payment.

6. The liability of the members is limited.

7. Every member of the Trust undertakes to contribute to the assets of the Trust in the event of its 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 Trust 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 contributories among themselves such amount as may be required, not exceeding One Pound.

8. If upon the winding up or dissolution of the Trust 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 Trust, but shall be given or transferred to some other institution or institutions, having objects similar to the objects of the Trust, and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Trust under or by virtue of Clause 5 hereof, such institution or institutions to be determined by the members of the Trust 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.

9. True accounts shall be kept of the sums of money received and expended by the Trust, and the matters in respect of which such receipts and expenditure take place, and of the property, credits and liabilities of the Trust; 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 Trust for the time being in force, such accounts shall be open to the inspection of the members. Once at least in every year the accounts of the Trust shall be examined and the correctness of the balance sheet ascertained by one or more properly qualified auditor or auditors.

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.

Clive Curcath

THE MANOR STABLES,
GREAT HASELEY,
OXFORD

COMPOSER & CONDUCTOR

Horace Algier Fitzpatrick
Duckets House
Steeple Aston
Oxford
University Lecturer

Dated this 30th day of May, 1969.

Witness to the above Signatures:-

Parsons PARSONS

6/8, King Edward Street,
Oxford

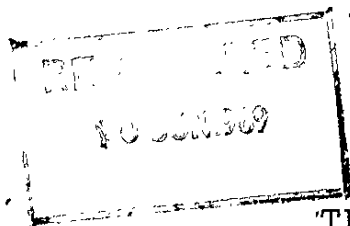
Company Secretary

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THE COMPANIES ACTS, 1948 to 1967.

COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL.



ARTICLES OF ASSOCIATION

of

THE MUSIC THERAPY CHARITY LIMITED.

PRELIMINARY.

1. In these Articles, unless there be something in the subject or context inconsistent therewith:-

"The Trust" means the above-named Company.

"The Act" means the Companies Act, 1948 as amended.

"The Board" means the Board of Governors for the time being of the Trust, and references in the Act to "Board of Directors" and "Board" shall be deemed to be references to the Board of Governors.

"Governor" means a member for the time being of the Board, and references in the Act to "Directors" shall be deemed to be references to "Governors".

"The said territory" means Great Britain and Northern Ireland.

Words importing the masculine gender only shall include the feminine; and words importing the singular number only shall include the plural and vice versa.

Words or expressions used in these Articles shall bear the same meanings as in the Act or any statutory modification thereof in force at the date on which these Articles become binding on the Company.

2. The Trust is established for the purposes expressed in the Memorandum of Association but, save as otherwise expressly or impliedly hereby provided, shall operate only within the said territory.

MEMBERS GENERALLY.

3. For the purpose of registration, the number of Members is declared to be 25. The Board may, whenever the circumstances of the Trust require it, register an increase of Members.

4. The subscribers to the Memorandum of Association and such other persons as shall be admitted to membership by the Board shall be Members, and shall be entered in the Register of Members accordingly. The Board shall have an absolute discretion as to the admission or rejection by them of an application for membership of the Trust.

5. No person shall be admitted as a Member unless he shall sign an application in writing in such form as shall from time to time be approved by the Board.

6. Every Member shall be bound to further to the best of his ability the objects and interests of the Trust, and shall observe all regulations and bye-laws of the Trust.

7. Any member who fails to observe any of the regulations or bye-laws of the Trust may be expelled from membership of the Trust by a resolution passed by a majority of at least three-fourths of the Governors present and voting at a meeting of the Board specially summoned for that purpose. Not less than seven days' notice of the meeting shall be given to the Member concerned and the notice shall state the purpose for which the meeting is called. Such Member may attend the meeting and be heard but shall not be present when voting takes place. The decision of the meeting shall be forthwith notified in writing to such Member.

8. Membership shall be personal to the Member and shall not be transferable by act of the Member or by operation of law.

9. A Member shall cease to hold that position:-

(1) If he becomes of unsound mind or permanently incapable of managing his affairs.

(2) If he becomes bankrupt or makes any arrangement with his creditors.

(3) If he sends to the Trust notice in writing of his retirement.

(4) If he is removed under the provisions of Article 7.

10. The Trust shall in each year hold a General Meeting as its Annual General Meeting in addition to any other Meeting in that year, and shall specify the Meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Trust and that of the next. Provided that so long as the Trust holds its Annual General Meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The Annual General Meeting shall be held at such time and place as the Governors shall appoint.

11. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

12. The Board 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. If at any time there are not within the said territory sufficient Governors capable of acting to form a quorum, any Governor or any two Members of the Trust may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which Meetings may be convened by the Governors.

NOTICE OF GENERAL MEETINGS.

13. An Annual General Meeting and a Meeting called for the passing of a Special Resolution shall be called by twenty-one days' notice at the least, and a Meeting of the Trust other than an Annual General Meeting or a Meeting for the passing of a Special Resolution shall be called by fourteen days' notice at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of the Meeting, and, in case of special business the general nature of that business, and shall be given in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Trust in General Meeting to such persons as are, under the Regulations of the Trust, entitled to receive such notices from the Trust.

Provided that a Meeting of the Trust shall, notwithstanding that it is called by shorter notice than that specified in this Regulation, be deemed to have been duly called if it is so agreed;-

(A) In the case of a Meeting called as the Annual General Meeting, by all Members entitled to attend and vote thereat; and

(B) in the case of any other Meeting, by a majority in number of the Members having a right to attend and vote at the Meeting being a majority together representing not less than ninety-five per cent. of the total voting rights at that Meeting of all the Members.

14. The accidental omission to give notice of a Meeting to, or the non-receipt of notice of a Meeting by, any Member shall not invalidate any resolution passed or any proceedings at any Meeting.

PROCEEDINGS AT GENERAL MEETINGS.

15. 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 accounts and balance sheet, and the reports of the Board and Auditors, the election of Governors and other officers, and the fixing of the remuneration of the Auditors.

16. No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the meeting proceeds to business; save as herein otherwise provided, seven Members present shall be a quorum.

17. If within half an hour from the time appointed for the Meeting a quorum is not present, the Meeting, if convened upon 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, and if at such adjourned Meeting a quorum is not present within half an hour of the time appointed for the Meeting, two Members shall be a quorum.

18. The Chairman of the Board shall preside as Chairman at any General Meeting of the Trust at which he is present. If the Chairman be not present within five minutes after the time appointed for holding the Meeting the Deputy Chairman, if present, shall take the Chair; if the Deputy Chairman be not then present, the Members present shall choose another Governor who is present and willing to act as Chairman of the Meeting; but if there is no such Governor present then the Members present shall choose one of their own number to be Chairman of the Meeting.

19. The Chairman of any Meeting at which a quorum is present may, with the consent of that 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 the business left unfinished at the Meeting from which the adjournment took place. Whenever a Meeting is adjourned for thirty days or more, notice of the adjourned Meeting shall be given in the same manner as an original Meeting, but save as aforesaid the Members shall not be entitled to notices of any adjournments or of the business to be transacted at an adjourned Meeting.

20. The decision of a Meeting shall be ascertained by a show of hands, unless before or upon the declaration of the result of the show of hands, a poll is demanded by the Chairman or by at least three Members of the Trust personally present and entitled to vote or by a Member or Members present 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 is so demanded a declaration by the Chairman that a resolution has been carried or lost or carried or not carried by a particular majority, shall be conclusive, and an entry in the minutes, signed by the Chairman, shall be conclusive evidence

of the decision of the Meeting without proof of the number or proportion of votes cast in favour of or against any resolution. Subject to the provisions of Article 21, 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. A demand for a poll may be withdrawn.

21. No poll shall be demanded on the election of a Chairman or on any question of adjournment. The demand of a poll shall not prevent the continuance of the Meeting for the transaction of any business other than the question on which a poll has been demanded.

22. In case of an equality of votes either on a show of hands or on a poll, the Chairman of the Meeting shall be entitled to a second or casting vote.

23. A resolution in writing signed by all the Members of the Trust shall be as valid as if it had been passed at a General Meeting except in any case in which under the provisions of the Act it is necessary to hold a General Meeting.

VOTES OF MEMBERS.

24. Every Member shall have one vote.

25. A Member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee, receiver, curator bonis or other person in the nature of a committee, receiver or curator bonis appointed by the court, and any such committee, receiver, curator bonis or other person may, on a poll, vote by proxy.

26. No Member shall be entitled to vote at any General Meeting unless all moneys presently payable by him to the Trust have been paid.

27. On a poll votes may be given either personally or by proxy.

28. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy need not be a Member of the Trust.

29. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of authority shall be deposited at the registered office of the Company or at such other place within the United Kingdom as is specified for that purpose in the notice convening the Meeting, not less than 48 hours before the time 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 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

30. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:-

THE MUSIC THERAPY CHARITY LIMITED

"I/We ,
of ,
in the County of being a
member/members of the above-named Trust, hereby
appoint ,
of ,
or failing him ,
of ,
as my/our proxy to vote for me/us on my/our behalf at
the (Annual or Extraordinary, as the case may be)
General Meeting of the Trust to be held on the
day of 19 , and at any adjournment
thereof.

Signed this day of 19 ."

31. Where it is desired to afford Members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:

THE MUSIC THERAPY CHARITY LIMITED

"I/We ,
of ,
in the County of being a
member/members of the above-named Trust, hereby
appoint ,
of ,
or failing him ,
of ,
as my/our proxy to vote for me/us on my/our behalf
at the (Annual or Extraordinary, as the case may be)
General Meeting of the Trust to be held on the
day of 19 , and at any adjourn-
ment thereof.

Signed this day of 19 .

This form is to be used *in favour of the resolution.
against

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

*Strike out whichever is not desired".

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

33. 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 such death, insanity or revocation as aforesaid shall have been received by the Trust at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

CORPORATIONS ACTING BY REPRESENTATIVES
AT MEETINGS.

34. Any corporation which is a Member of the Trust may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any Meeting of the Trust, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual Member of the Trust.

BOARD.

35. (1) There shall be not more than twelve Governors of the Trust, not more than five of whom shall be called Special and not more than seven shall be called Ordinary Governors. A Governor need not be a Member of the Trust but, whether or not a Member, shall be entitled to receive notices of and to attend any General Meeting of the Trust.

(2) The Special Governors shall be appointed and removed by the Ordinary Governors.

(3) The first Ordinary Governors shall be the subscribers to the Memorandum of Association.

(4) The Ordinary Governors may be appointed by the Trust in General Meeting.

36. (1) At the first Annual General Meeting and at every succeeding Annual General Meeting, one-third of the Ordinary Governors, or, if their number is not a multiple of three, then the number nearest to, but not exceeding one-third shall retire from office and be eligible for re-election.

(2) The one-third, or other nearest number, to retire as aforesaid at the first Annual General Meeting shall, unless the Ordinary Governors agree among themselves, be determined by lot; but in every subsequent year the one-third, or other nearest number, who have been longest in office shall retire. As between two or more who have been in office an equal length of time the Ordinary Governor or Governors to retire shall in default of agreement between them be determined by lot. The length of

time an Ordinary Governor has been in office shall be computed from his last election or appointment where he has previously vacated office.

(3) No person (other than a retiring Ordinary Governor) shall be eligible for election to the office of Ordinary Governor at any Annual General Meeting unless, not less than seven days before the date of that meeting, there shall have been left at the Registered Office of the Trust notice in writing, signed by a Member, duly eligible to attend and vote at Meetings, of his intention to propose such person for election.

(4) If at any General Meeting at which an election of Ordinary Governors ought to take place, the place of any Ordinary Governor retiring by rotation is not filled up, he shall, if willing, continue in office until the Annual General Meeting in the next year and so on from year to year until his place is filled up, unless it be determined at such Meeting on due notice to reduce the number of Ordinary Governors in office.

37. The powers of the Board shall be as follows:-

- (A) To manage the affairs of the Trust, pay all such expenses of and preliminary and incidental to the promotion, formation and registration of the Trust as they think fit and exercise all such powers of the Trust and do on behalf of the Trust all such acts as may be exercised or done by the Trust and as are not by the Act or by these Articles required to be exercised or done by the Trust in General Meeting, subject nevertheless to any Regulation of these Articles and the provisions of the Act.
- (B) To make and vary from time to time such rules, regulations and bye-laws for the conduct of the affairs of the Trust as they shall think proper, but so that no rule, regulation, or bye-law shall have any validity, effect or operation if it amounts to or involves such an addition to or alteration of these Articles as could only properly be made by Special Resolution.
- (C) To appoint any Member of the Trust as an Ordinary Governor to fill any casual vacancy among the Ordinary Governors; but so that any Member so appointed shall hold office only until the close of the Annual General Meeting next following his appointment, but shall then be eligible for re-election.

38. The Board shall engage such officers and servants as they may consider necessary, and shall fix and regulate their terms and conditions of service. The provisions of Sections 177 to 179 of the Act with respect to the Secretary shall be duly observed.

39. The Board may from time to time elect an Honorary President or Presidents, and such other Honorary Officers as may be thought fit and may determine for what period such Honorary Officers shall hold office.

40. (1) The Trust may establish and maintain at centres and such other establishments as the Board may determine in such parts of the said territory such provision for treatment through the medium of music therapy and allied arts as the Board may prescribe.

(2) The administration and conduct of such centres, services and facilities provided shall be equally available to all persons (whether or not subscribers to or otherwise connected with the Trust) desirous of using them on paying such reasonable charges and complying with such reasonable regulations as the Trust may from time to time make for the proper conduct of the establishments at which such facilities are made available Provided always that nothing in this article contained shall prevent facilities or services being provided gratuitously or at reduced rates on grounds of poverty of the patient or prevent the Governors entering into agreements to provide facilities for persons nominated by any institutions or medical bodies.

PROCEEDINGS OF THE BOARD.

41. The Board shall meet together not less than twice a year for the despatch of business, adjourn and otherwise regulate their Meetings as they think fit. 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.

42. The quorum necessary for the transaction of business at a Meeting of the Board shall be such number, not being less than two, as shall from time to time be determined by the Board and in default of such determination shall be four.

43. The Board may delegate any of their powers to committees consisting of such Governors as they may think fit, and in addition, the Board may invite any person or persons to assist any committee so appointed in the consideration or conduct of any matters referred to that committee but without power to vote at its Meetings. Any committee so formed shall, in the exercise of the powers so delegated to it, conform to any regulations that may from time to time be imposed upon it by the Board.

44. (1) The Board shall elect annually one of the Special Governors to be the Chairman of the Board.

(2) The Chairman shall, immediately upon his election, appoint another Special Governor to be Deputy Chairman, and shall fill any casual vacancy that may arise in that office. The

Chairman may, at his pleasure, remove the Deputy Chairman from office.

(3) The Deputy Chairman shall retire from office at the time when the Chairman appointing him retires from office; provided that if the Chairman vacates his office before the expiration of the period for which he was elected the Deputy Chairman appointed by him shall continue in office till a new Chairman shall be elected, and shall then retire from office.

(4) Any retiring Chairman or Deputy Chairman shall be eligible for re-election or re-appointment (as the case may be).

(5) The Chairman shall preside at all Meetings of the Board at which he is present. If the Chairman be not present within five minutes after the time appointed for the Meeting of the Board, the Deputy Chairman, if present, shall take the Chair; but if the Deputy Chairman be not present, the Governors then present shall choose one of themselves to take the Chair at that Meeting of the Board.

(6) A casual vacancy in the office of Chairman shall be filled as soon as conveniently may be by the Governors, not less than seven days' notice being served on the Governors of the meeting at which it is proposed to fill the same, and of the object of the Meeting. The Governor elected to fill such vacancy shall hold office so long only as the vacating Chairman would have been entitled to hold office.

45. The Secretary of the Trust shall on the request in writing of any three Governors summon a Meeting of the Board by notice served on the several Governors. A Governor who is absent abroad shall not be entitled to notice of any Meeting.

46. A Meeting of the Board at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under these Articles, vested for the time being in the Board.

47. All acts bona fide done by any Meeting of the Board or by any person acting as a Governor shall, notwithstanding it be afterwards discovered that there was some defect in the appointment of any Governor or Governors 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 and was qualified to be a Governor.

48. The Board shall cause minutes to be made in books provided for that purpose of all resolutions and proceedings at all Meetings of the Trust and of the Board and of Committees of the Board.

49. The Governors for the time being may act, notwithstanding any vacancy in their body.

50. A resolution in writing signed by all the Governors for the time being in the said territory shall be as valid and effectual as

if it had been passed at a Meeting of the Board duly convened and constituted.

DISQUALIFICATION OF GOVERNORS.

51. The office of Governor shall be vacated if he:-
- (A) becomes a bankrupt or enters into a composition with his creditors;
 - (B) ceases to be a Governor by virtue of Section 184 or Section 185 of the Act;
 - (C) becomes prohibited from being a Governor by reason of any order under Section 188 of the Act;
 - (D) becomes of unsound mind or permanently incapable of managing his affairs;
 - (E) resigns his office by notice in writing to the Trust;
 - (F) if being a Special Governor he is removed from office by Resolution passed by the majority of Ordinary Governors or being an Ordinary Governor is removed from office by Extraordinary Resolution of the Trust.

SEAL.

52. The seal of the Trust shall not be affixed to any instrument except by the authority of a resolution of the Board and in the presence of at least one Governor and of the Secretary or of such other person as the Board may appoint for the purpose in place of the Secretary and those persons shall sign every instrument to which the seal shall be affixed in their presence.

ACCOUNTS.

53. The Board shall cause proper and sufficient books of account to be kept with respect to all sums of money received and expended by the Trust, and the matters in respect of which the receipts and expenditure take place, of the assets and liabilities of the Trust, and of all sales and purchases of goods by the Trust.

54. The books of accounts shall be kept at the registered office of the Trust and shall always be open to the inspection of any Governor, and subject to any reasonable restrictions or conditions as to the time and manner of inspecting the same that may be imposed by the Trust in General Meeting, they shall be open to the inspection of the Members at all reasonable times during business hours.

55. The Board shall in each year in accordance with Sections 148, 150 and 157 of the Act cause to be prepared and submitted to the

Trust in General Meeting such income and expenditure accounts, balance sheets and reports as are referred to in those Sections.

56. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Trust in General Meeting, together with a copy of the Auditors' report, shall not less than twenty-one clear days before the date of the Meeting, be sent to every Member of and every holder of debentures of the Trust. Provided that a copy of those documents shall not be required to be sent to any person of whose address the Trust is not aware or to more than one of the joint holders of any debentures.

AUDITORS.

57. Auditors shall be appointed and their duties regulated in accordance with Sections 159 to 162 of the Act.

NOTICES.

58. A notice may be served by the Trust upon any Member either personally or by sending it through the post either as first or second class mail in a pre-paid letter addressed to such Member at his registered address. Any notice, if served by the post, shall be deemed to have been served on the second day following that on which the letter containing the same was posted, and in proving such service it shall be sufficient to prove that such letter was properly addressed and posted as a pre-paid letter.

59. Notice of every General Meeting shall be given in any manner hereinbefore authorised to:-

- (A) every Member except those who (having no registered address in the said territory) have not supplied to the Trust an address within the said territory for the giving of notices to them, and
- (B) the Auditor for the time being of the Company.

No other person shall be entitled to receive notices of General Meetings.

60. The provisions of Clause 8 of the Memorandum of Association relating to the winding up and dissolution of the Trust shall apply and have effect as if that clause were repeated in these Articles.

PRIVATE COMPANY.

61. The Company is a Private Company and accordingly -

- (a) If at any time the Company shall have a Share Capital the Directors shall be entitled without

assigning any reason to decline to register any transfer thereof.

- (b) Any invitation to the public to subscribe for any shares or debentures of the Company is prohibited.
- (c) The number of Members is limited to Fifty.

APPROVED AND FORWARDED:
SECRETARY

Ab

PP. 100-101 C. 0088. 1000000

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

Clive Juncash.

THE MANOR STABLES,
GREAT HASELEY,
OXFORD.

COMPOSER and CONDUCTOR

Arace Algier Fitzpatrick
Duckets House
Steeple Aston
Oxford
University Lecturer

Dated this 30th day of May 1969

Witness to the above Signatures :-

Hussons

6/8, Stirling Redwood Street,

Oxford

Company Secretary



CERTIFICATE OF INCORPORATION

No. 955930

I hereby certify that

THE MUSIC THERAPY CHARITY LIMITED

is this day incorporated under the Companies Acts 1948 to 1967 and that the Company is Limited.

Given under my hand at London the 10th JUNE, 1969. *W*

A handwritten signature in cursive script, appearing to read 'F. L. Knight'.

(F. L. KNIGHT)

Assistant Registrar of Companies

Company s

The Companies Act 1985

COMPANY LIMITED BY SHARES



Special Resolution

(Pursuant to s. 378 (2) of the Companies Act 1985)

OF

THE MUSIC THERAPY CHARITY LIMITED

Passed 7th November, 1991

ANNUAL

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at 7 Rolls Building, Fetter Lane, London EC4A 1NH

on the 7th day of November, 1991 the subjoined SPECIAL RESOLUTION duly passed, viz.:—

RESOLUTION

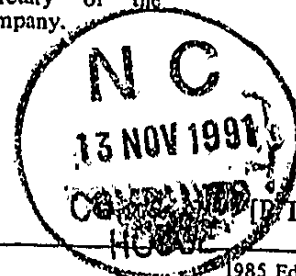
THAT the name of the Company be and it is hereby changed to "The Music Therapy Charity"

Signature..... [Signature] SECRETARY

To be signed by the Chairman, a Director, or the Secretary of the Company.

£50/BB/PI/020720

NOTE.—To be filed within 15 days after the passing of the Resolution(s).



No fee.

Declaration on change of name omitting "limited" or its Welsh equivalent

30(5)(c)

Please do not write in this margin

Pursuant to section 30(5)(c) of the Companies Act 1985

Please complete legibly, preferably in black type, or bold block lettering

For official use

Company number

[] [] [] [] [] []

955930

Name of company

* THE MUSIC THERAPY CHARITY LIMITED

* insert full name of company

I, MARK ROSS TELFER

of West Way House, Elms Parade, Oxford, OX2 9LL

† delete as appropriate

~~XXXXXXXXXX~~ as a director (the secretary) of THE MUSIC THERAPY CHARITY LIMITED

do solemnly and sincerely declare that the company complies with the requirements of section 30(3) of the above Act. And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835.

Declared at West Way House
Botley
Oxford

Declarant to sign below

the 11th day of November
One thousand nine hundred and ninety one
before me Pat Bhatta

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor having the powers conferred on a Commissioner for Oaths.

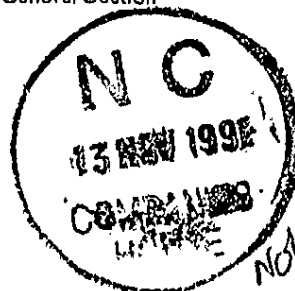
Presenter's name address and reference (if any):

Herbert & Gowers
West Way House
Elms Parade
Oxford OX2 9LL

Ref: MRT/M490/13

For official Use
General Section

Post room



No fee

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 955930

I hereby certify that

THE MUSIC THERAPY CHARITY LIMITED

having by special resolution changed its name,
is now incorporated under the name of

THE MUSIC THERAPY CHARITY

Given under my hand at the Companies Registration Office,
Cardiff the 26 NOVEMBER 1991

P. Davidson
P. Davidson (Mrs)

an authorised officer