

THE COMPANIES ACT 1985 *to 2006*

COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM  
AND  
ARTICLES OF ASSOCIATION

OF

THE BRITISH SOCIETY

OF DOWSERS

COMPANY NUMBER- 2154580  
INCORPORATED THE 13TH DAY  
OF AUGUST 1987  
REGISTERED CHARITY NO. 295911

Amended

- January 2003
- January 2004
- September 2009



**THE COMPANIES ACT 1985  
PRIVATE COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE  
CAPITAL**

**MEMORANDUM OF ASSOCIATION  
OF  
THE BRITISH SOCIETY OF DOWSERS**

1. The name of the Company (hereinafter called 'the Society') is "THE BRITISH SOCIETY OF DOWSERS"

2. The registered office of the Society is to be situated in England and Wales.

3. The Objects for which the Society is established are:

To encourage and support the study and practice of dowsing and its application in every field of human interest, in so far as such objects may be charitable.

And the Society shall have the following powers exercisable in furtherance of its said objects but not otherwise, namely:

(A) To maintain a public dowsing information service, including a Register of Dowsing Practitioners and a Register of Dowsing Tutors.

(B) To relieve communities, particularly those in less well-developed countries who are suffering hardship by reason of their economic and social circumstances, especially in relation to water supplies

4. In addition to any other powers it may have, the Society shall have the following powers exercisable in furtherance of the Objects but not otherwise, namely

(A) to hold meetings, lectures, courses and rallies for the advancement of dowsing knowledge.

(B) to publish journals, books, pamphlets and leaflets to further disseminate the said knowledge.

(C) to maintain a library to facilitate research into such knowledge.

(D) to administer any charitable trust fund committed to its charge which advances the Objects.

(E) to purchase, take on lease or in exchange, hire or otherwise acquire real or personal property and rights or privileges, and to construct, maintain and alter buildings or erections.

(F) subject to such consents as may be required by law, to sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Society.

(G) subject to such consents as may be required by law, to borrow or raise money on such terms and on such security as may be thought fit.

(H) to accept subscriptions and donations and devises and bequests.

(I) to invest any money of the Society in such investments and other property as may, from time to time be thought fit and to hold, sell or otherwise dispose of any such investment.

(J) to employ and remunerate such officers and employees (not being directors of the Society) as may be required for the purposes of the Society

(L) 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

(M) to arrange direct debiting mandates for the payment of subscriptions and other moneys due to the Society by members and donors and to enter into arrangements to indemnify any bank against errors and malpractice on the part of the Society.

(N) to raise funds and invite and receive contributions, provided that in raising funds the Society shall not undertake any substantial permanent trading activities and shall conform to any relevant statutory regulations

(O) to do all such other lawful things as are incidental to the attainment or furtherance of the Objects or any of them.

Provided that:-

(i) In case the Society shall take or hold any property which may be subject to any trusts, the Society shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.

(ii) In case the Society shall take or hold any property subject to the jurisdiction of the Charty Commissioners for England and Wales, the Society 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 directors 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 directors have been if no incorporation had been effected, and the incorporation of the Society shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such directors, but they shall as regards any such property be subject jointly and separately to such control or authority as if the Society were not incorporated.

5. The income and property of the Society shall be applied solely towards the promotion of the Objects 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 members of the Society and no director shall be appointed to any office of the Society paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Society.

Provided that nothing herein shall prevent any payment for proper consideration and in good faith by the Society:-

(A) of reasonable and proper remuneration to any member, officer or servant of the Society (not being a director of the Society);

(B) of interest at a rate not exceeding 2% less than the base rate prescribed by Barclays Bank Plc or 3% whichever is the greater on money lent to the Society;

(C) for reasonable and proper rent for premises demised or let by any member or director of the Society;

(D) to any director of the Society of reasonable and proper out-of-pocket expenses;

(E) to a company of which a member or director of the Society may be a member holding not more than one hundredth part of the capital of such company.

6 No addition, alteration, or amendment shall be made to or in the provisions of this Memorandum or the Articles of Association of the Society for the time being in force, which would have the effect that the Society shall cease to be a company to which section 30 of the Companies Act 1985 or, from 1 October 2009, section 60 of the Companies Act 2006, applies.

7. The liability of the members is limited.

8. Every member of the Society undertakes to contribute such amount as may be required (not exceeding One Pound) to the assets of the Society if it should be wound up while he is a member or within one year after he ceases to be a member, for payment of the Society's debts and liabilities 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.

9. If upon the winding up or dissolution of the Society 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 Society but shall be transferred either to some other institution (whether or not a member of the Society) having objects similar to the objects of the Society, or to some institution (whether or not a member of the Society) having exclusively Charitable objects as determined by the members of the Society at or before the time of dissolution.

We, the subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum

**NAMES AND ADDRESSES OF SUBSCRIBERS**

**MICHAEL DAVID RUST**  
Sycamore Cottage  
Hastingleigh  
Ashford  
Kent  
TN25 5HW  
*Smallholder, Artist and Association Executive*

**SIR CHARLES J JESSEL, Bt**  
South Hill Farm  
Hastingleigh  
Ashford  
Kent  
TN25 5HL  
*Farmer*

**DATED the 21st day of May 1987**

**WITNESS to the above Signatures**  
**MRS Y D HELMER**  
Rayshaley  
Hastingleigh  
Ashford  
Kent  
TN25 5 HU  
*Married Woman*

THE COMPANIES ACT 1985 to 2006  
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION  
OF  
THE BRITISH SOCIETY OF DOWSERS  
(As adopted by special resolution passed on 27 September 2009)

**GENERAL**

1. In these Articles, the following words and expressions shall, unless the context otherwise requires, have the following meanings:

WORDS

Accountants

the Act

address

these Articles

clear days

the Council

Member

month

the Secretary

MEANINGS

such firm of accountants as is appointed by the Council to be the accountants or, if appropriate, the auditors of the Society.

the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force and any provisions of the Companies Act 2006 for the time being in force

a postal address or, for the purposes of electronic communication, a fax number, an email address or a text message number, in each case registered with the Society.

the Articles of Association contained in this document.

in relation to a period of notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect.

the board of directors for the time being of the Society and "member of the Council" shall be construed accordingly. The directors are charity trustees as defined in section 97 of the Charities Act 1993.

a member of the Society.

a calendar month.

the secretary of the Society or any person appointed to perform the duties of such secretary including a joint, assistant or deputy secretary.

the Society

the company intended to be regulated by these Articles.

the United Kingdom

Great Britain and Northern Ireland.

2. In these Articles, words importing one gender shall include all genders, and the singular includes the plural and vice versa.

3. Any words or expressions defined in the Act shall, if not inconsistent with the subject or context, bear the same meanings in the Articles.

4. The Society is established for the purposes expressed in its Memorandum of Association.

## **MEMBERSHIP**

5 The subscribers to the Memorandum and Articles of Association and such other persons as the Council shall admit to membership in accordance with these Articles shall be the Members. No person shall be admitted as a Member of the Society unless he is approved by the Council. The Council reserves the right not to provide any reason for refusing membership. Subject thereto membership is open to all persons interested in the objects of the Society.

6. Every candidate desirous of becoming a Member must apply to the Society on the form and in the manner required by the Council.

7. The Council shall keep a register of names and addresses of the Members.

8 All new Members will, on request, be sent a copy of the Memorandum and Articles of Association of the Society.

9. Members of the Society who are eminent in one or more branches of dowsing (radiesthesia) or who have rendered distinguished service to the Society may be elected by the Council as "Honorary Life Members" and shall continue to enjoy all the privileges of ordinary Members for life, but shall not be required to pay subscriptions.

10 The Council may elect as "Honorary Members" any persons of eminent attainments or who have rendered distinguished service towards the advancement of the objects of the Society. Honorary Members shall enjoy all the privileges of ordinary Members except that they shall not be eligible to hold office, be members of the Council or vote at any general meetings of the Society and shall not be required to pay subscriptions.

11. Every newly elected Honorary Life Member and Honorary Member shall be sent a letter signed by the Secretary informing him of his election.

12. Subject as aforesaid every Member shall pay such entry fee and such subscription at such times as shall be determined by the Council

13. A Member may at any time withdraw from the Society by giving at least seven clear days' notice to the Society Membership shall not be transferable and shall cease on death

14. Any Member whose annual subscription is in arrear three months after the due date shall have his name removed from the register of Members, but on payment of any arrears he may, at the discretion of the Council, be readmitted to membership

15. Should the conduct of any Member be, in the reasonable opinion of the Council, injurious to the character or interests of the Society, the Council may, if they believe it to be in the best interests of the Society, cancel his membership by passing a resolution to that effect, whereupon he shall cease to be a Member, provided that a resolution to remove a Member from membership may only be passed if:-

(i) the Member in question has been given at least twenty-one days' notice in writing of the meeting of the Council at which the resolution will be proposed and the reasons why it is to be proposed; and

(ii) the Member in question or, at the option of the Member, the Member's representative (who need not be a Member) has been allowed to make representations to the meeting

16. Members are not allowed to use any abbreviated initials of the Society's name in the manner of a qualification, nor may they use the Society's logo. Members may use the words 'Member of The British Society of Dowsers' on notepaper etc., subject to the prior approval of the Council, save that Members of the Tutors' Register are permitted to use the BSD/Tutor logo on advertising material for their approved courses.

## **GENERAL MEETINGS**

17 The Society 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 notices calling it, provided that every Annual General Meeting shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting.

18. All General Meetings other than Annual General Meetings, shall be called Extraordinary General Meetings.

19. The Council may whenever they think fit convene an Extraordinary General Meeting, and shall convene an Extraordinary General Meeting in accordance with, and at the request of such requisitionists as are mentioned in, section 303 of the Companies Act 2006. The Members may themselves call a meeting in accordance with section 305 of the Companies Act 2006.



20. At least 21 clear days' notice in writing of every General Meeting 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 the manner hereinafter mentioned to such persons (including the Accountants) as are under these Articles or under the Act entitled to receive such notices from the Society; 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

21. 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**

22. 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 financial statements, accounts and reports, the election of members of the Council in the place of those retiring, and the appointment of the Accountants

23. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business

24. Save as herein otherwise provided twenty Members personally present shall be a quorum for special business and two Members for other business.

25. 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 time and place as the Council may determine.

26. The President or failing him the senior Vice-President present shall preside as Chairman at every General Meeting, but if there be no such person, or if at any meeting he shall not 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 Society who shall be present to preside.

27. 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 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.

28. 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 two Members present, 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 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 Society 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. Voting by proxy shall be permitted on a poll but not on a show of hands

29 Subject to the provisions of these Articles, if a poll be demanded in the 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.

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

31 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.

32. 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

33. A resolution of the Members (or of a class of the Members) may be passed as a written resolution in accordance with Part 13 of the Companies Act 2006.

## **VOTES OF MEMBERS**

34. Subject as herein provided, every Member shall have one vote.

35. 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 Society in respect of his membership, shall be entitled to vote on any question at any General Meeting.

36. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the Chairman whose decision shall be final and conclusive.

37. A corporation may vote by its duly authorised representative appointed as provided by section 323 of the Companies Act 2006.

## **COUNCIL**

38. The number of members of the Council shall not be less than four and until otherwise determined by ordinary resolution of the Society shall comprise: the President, three Vice-Presidents, the Secretary and the Treasurer (being the officers of the Society) and such other members as are considered appropriate by Council.

39. The Council shall meet as often as is necessary properly to conduct the business of the Society Its meetings shall be under the direction of the President.

40. At all meetings of the Council four shall be a quorum.

41. The President, when present, shall be the chairman at all meetings of the Council, when absent, the senior Vice-President shall preside; if both are absent, the Council shall elect one of their number to act as chairman. The chairman of meeting of the Council shall not have a second or casting vote

42 The officers and other members of the Council shall be elected at Annual General Meetings of the Society. Nominations for any vacancies on the Council shall be made in writing to the Secretary no later than 1 August in any year for election at the immediately following Annual General Meeting. The officers and other Members so elected shall hold office for an initial term of three years and shall be eligible for re-election for a further three year term. No officer or other member of the Council shall be entitled to serve more than two consecutive terms without the unanimous consent of the Council

43. The Council may from time to time and at any time appoint any member of the Society as a member of the Council, to fill a casual vacancy. Any member so appointed shall retain his office only until the next Annual General Meeting, but he/she shall then be eligible for election

44. No person who is not a Member shall be eligible to hold office as a member of the Council.

45. The business of the Society shall be managed by the Council who may exercise all the powers of the Society, and do on behalf of the Society all such acts as may be exercised and done by the Society and are not by the Act or by the Articles required to be exercised or done by the Society in General Meeting, subject nevertheless to any regulations of the Articles, to the provisions of the Act and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Society in General Meeting; but no regulation made by the Society in General Meeting shall invalidate any prior act of the Council which would have been valid if such regulation had not been made.

46. 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 four it shall be lawful for them to act as the Council for the purpose of admitting persons to membership of the

Society, filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.

47. 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 Society for the time being vested in the Council generally.

48. The Council may delegate any of their powers to committees consisting of such member or members of the Council as they think fit, and 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 the Articles 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. The Council are empowered to co-opt any Members to any committee.

49. 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

50. 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 Society 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.

51. 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.

52. Members of the Council who are eminent in one or more branches of dowsing (radiesthesia) and who have rendered distinguished service to the Society may be elected by the Council as "Honorary Life Vice-Presidents".

53. There shall be no limit to the numbers of such Honorary Life Vice-Presidents but they will not normally attend and will not be entitled to vote at Council meetings. It is expected, however, that they will be available when requested by the President or Council to advise and counsel from their position of knowledge and experience. Retiring Presidents of the Society shall be known as "Past Presidents" and be available to advise the Council on the same basis as Honorary Life Vice-Presidents.

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

54 The office of a member of the Council shall be vacated -

(A) If he becomes bankrupt or makes any arrangement or composition with his creditors generally.

(B) If he becomes of unsound mind

(C) If he ceases to be a Member

(D) If by notice in writing to the Society he resigns his office.

(E) If he ceases to hold office by virtue of any provision of the Act or he becomes prohibited by law from being a director.

(F) If he is requested in writing to resign by a majority of all the other members of the Council.

## **THE SEAL**

55. The common seal of the Society 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 Society such signatures shall be conclusive evidence of the fact that the seal has been properly affixed

## **ACCOUNTS**

56. The Council shall cause accounting records to be kept in accordance with the requirements of the Act.

57. The accounting records shall be kept at the registered office of the Society, or, subject to the provisions of the Act, at such other place or places as the Council shall think fit, and shall always be open to the inspection by the officers of the Society and members of the Council.

58. The Council shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounting records of the Society or any of them shall be open to the inspection of members not being officers of the Society, and no member (not being an officer) shall have any right of inspecting any accounting records or other book or document of the Society except as conferred by statute or authorised by the Council or by the Society in General Meeting.

At the Annual General Meeting in every year the Council shall lay before the Society such financial statements, accounts and reports as are required to be prepared by the Society in accordance with Part 15 of the Companies Act 2006.

## **ACCOUNTS AND AUDIT**

59 At least once in every year the accounting records and financial statements of the Society shall be reviewed and a report affixed thereto according to the relevant statutory regulations by the Accountants and an appropriate report issued by them. Any requirement for an audit shall be governed by statutory regulations relevant at the time except that, if an audit is not demanded by regulations, the Council may nevertheless require that one be carried out

60. The Accountants shall be appointed and their duties regulated in accordance with any statutory regulations and requirements of the Council.

## **NOTICES**

61 Any notice to be given to or by any person pursuant to these Articles must be:

- (i) in hard copy form, or
- (ii) in electronic form

62 The Society may also give notice by means of a website

63

(i) The Society may give any notice to a Member either:

- (a) by hand to the address of the Member, or
- (b) by sending it by post in a pre-paid envelope addressed to the Member at his or her address, or
- (c) by giving it using electronic means to the address for the time being notified to the Society by the Member, or
- (d) by making it available on a website, the address of which has been notified to the Member in writing.

(ii) A Member who does not register an address with the Society or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Society.

64 A Member present in person at any meeting of the Society shall be deemed to have received notice of the meeting and of the purposes for which it was called.

65

(i) Proof that an envelope containing a notice was properly addressed, pre-paid and posted shall be conclusive evidence that the notice was given.

- (ii) Proof that a notice in electronic form was sent or was made available on a website in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given.
- (iii) A notice shall be deemed to be given
  - (a) if delivered by hand, at the time it is handed to, or left for, the Member; or
  - (b) if sent by post, 48 hours after the envelope containing it was posted, or
  - (c) if sent by electronic means, at the time it was sent, or
  - (d) if made available on a website, when the material was first made available on the website or, if later, when the Member received (or is deemed to have received) notice of the fact that the material was available on the website.

## **DISSOLUTION**

66. Clause 9 of the Memorandum of Society of the Society relating to the winding up and the dissolution of the Society shall have effect as if the provisions thereof were repeated in these Articles.

## **RULES AND BYE-LAWS**

67

- (i) The Council may from time to time make such reasonable and proper rules or bye-laws as they may deem necessary or expedient for the proper conduct and management of the Society.
- (iii) The bye-laws may regulate the following matters but are not restricted to them:
  - (a) the admission of Members (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by Members;
  - (b) the conduct of Members in relation to one another, and to the Society's employees and volunteers;
  - (c) the setting aside of the whole or any part or parts of the Society's premises at any particular time or times or for any particular purpose or purposes;
  - (d) the procedure at general meetings and meetings of the Council in so far as such procedure is not regulated by the Act or by these Articles;

- (e) generally, all such matters as are commonly the subject matter of company rules.
- (3) The Society in general meeting has the power to alter, add to or repeal the rules or bye-laws.
- (4) The Council must adopt such means as they think sufficient to bring the rules and bye-laws to the notice of Members.
- (5) The rules or bye-laws shall be binding on all the Members. No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum of Association or these Articles