

The Companies Acts 1985-1989
Company Limited by Guarantee not having a Share Capital

Memorandum

of

St Luke's Trust Ltd

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The Companies Acts 1985 -1989

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Memorandum of Association

of

St Luke's Trust Ltd

Amended by Special Resolution dated 4th June 2007

I hereby confirm that this is the form of amended Memorandum of Association approved by Special Resolution of the Company on 4th June 2007

Signed:
Chair of Trustees

Name: John West

Date: 4th June 2007

1. Name

The name of the company is St Luke's Trust Ltd ("the Charity").

2. Registered office

The Charity's registered office will be in England or Wales.

3. Objects

The Charity's objects are, for the public benefit;

(1) to relieve sickness, promote good health, provide care to and advance the education and training of: people with a disability (whether mental or physical), the young, the old, or people otherwise in need, in accordance with the principles of Dr Rudolf Steiner (as summarised in the Appendix to this Memorandum), particularly (without limitation) by the establishment and maintenance of communities in the form of villages, residential houses, day centres, kindergartens, schools, colleges or other types of social and/or educational community, in which beneficiaries live and/or work and/or to which they otherwise resort, in community with persons providing support.

(2) to relieve sickness and promote good health by means of and advance education and promote research (making useful results publicly available) in the field of Anthroposophical medicine (as summarised in the Appendix to this Memorandum).

4. Powers

To promote its objects but not for any other purpose the Charity may:-

- 4.1 support its beneficiaries in relation to their needs, including through the establishment and operation of community businesses in which beneficiaries and their Co-workers are engaged and/or by which they are supported;
- 4.2 provide to, or procure for, beneficiaries the benefits of private family life in all its aspects and suitable healthcare, medical treatment and personal support, including (without limitation) through anthroposophical, social, philosophical, spiritual and religious practices following Steiner Principles;
- 4.3 provide to, or procure for, beneficiaries, education, training, leisure activity and work, within, or outside, the Charity community, or communities;
- 4.4 provide for all aspects of organisational, social and business life in the Charity community, or communities, including such administrative and management structures as are necessary for, or otherwise conducive to, the care, support and daily life of the Charity's beneficiaries;
- 4.5 establish and maintain medical centres, clinics, hospitals and other care and treatment facilities;
- 4.6 liaise, exchange information and advice and co-operate with public authorities and charitable and other organisations;
- 4.7 produce and support written materials in any format;
- 4.8 undertake and promote, education and training and arrange and provide for classes, conferences, displays, exhibitions, lectures, meetings, seminars and similar events;
- 4.9 undertake and promote research, surveys, studies or other work, publishing the useful results;
- 4.10 provide or procure the provision of advice, counselling and guidance;
- 4.11 alone, or with other organisations, seek to influence public opinion and make representations to and seek to influence governmental and other institutions regarding the development and implementation of appropriate public policies, provided that all such activities shall be conducted on the basis of well- founded, reasoned argument and shall in all other respects be confined to those which a Charity subject to the law of England and Wales may properly undertake;
- 4.12 enter into contracts to provide services to, or on the behalf of, other persons or bodies;
- 4.13 acquire any interest in real or personal property, construct and alter buildings and maintain such property and equip it for use;
- 4.14 sell, lease, mortgage, or otherwise dispose of, or deal with, any of its real or personal property (subject to required consents);

- 4.15 borrow and provide charges, guarantees and other security (subject to required consents);
- 4.16 raise funds provided that (subject to 4.16) the Charity shall not undertake permanent trading activities in raising funds;
- 4.17 carry on trade in the course of carrying out any of its objects, temporary trade ancillary to carrying out its objects and any other trade which is not expected to give rise to taxable profits;
- 4.18 incorporate wholly owned subsidiary companies to carry on any trade;
- 4.19 recruit and appoint community members to act as Co-workers for the benefit of beneficiaries and provide such Co-workers and their dependants with accommodation, food and support to meet their other personal and family needs, as the Trustees shall from time to time determine, in accordance with the principles of Dr Rudolf Steiner (as summarised in the Appendix to this Memorandum);
- 4.20 employ and engage employees, contractors and professional or other advisors and recruit and appoint volunteers;
- 4.21 make appropriate provision for persons who are, or have been, under the direction of the Charity, including, for the avoidance of doubt, employees and Co-workers and their respective dependants, by way of pensions, superannuation, retirement benefits and other financial, or material, support;
- 4.22 establish, support, or aid any other charity and subscribe, lend or guarantee money or property for charitable purposes;
- 4.23 become a member, affiliate or associate of, act as trustee of, or appoint trustees of, any other charity (including, without limitation, any charitable trust of permanent endowment property);
- 4.24 undertake and execute charitable trusts;
- 4.25 amalgamate with, or acquire, or undertake, all or any property, liabilities and engagements of any charity having charitable objects wholly, or in part, similar, to those of the Charity;
- 4.26 set aside funds for special purposes, or, in accordance with an appropriate written policy, as reserves;
- 4.27 invest and deal with the Charity's funds not immediately required for its objects in or upon any investments, securities, or property;
- 4.28 delegate the management of investments to a financial expert and arrange for investments, or other property, of the Charity to be held in the name of a nominee, in each case in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;
- 4.29 give loans, credit and guarantees, taking appropriate security and become or give security for the performance of contracts by any person;

- 4.30 open and operate banking accounts and other facilities for banking and use any financial instruments;
- 4.31 insure the property of the Charity against any foreseeable risk and take out other insurance policies to protect the Charity when required;
- 4.32 pay out of the funds of the Charity the cost of any premium in respect of indemnity insurance to cover the liability of the Trustees (or any of them) which by virtue of any rule of law would otherwise attach to them in respect of any negligence default, breach of trust, or breach of duty of which they may be guilty in relation to the Charity, except that no such insurance shall extend to liability for:
 - 4.32.1 any claim arising from any act or omission which the Trustee (or any of them) knew to be a breach of trust or breach of duty or which was committed by the Trustee (or any of them) in reckless disregard of whether it was a breach of trust or breach of duty or not;
 - 4.32.2 personal fines;
 - 4.32.3 costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud, dishonesty, or wilful or reckless misconduct of the Trustee.
- 4.33 do all such other lawful things as shall further the Charity's objects;

5. Limitation on private benefits

- 5.1 The income and property of the Charity shall be applied solely towards the promotion of its objects.
- 5.2 No part of the income and property of the Charity shall be paid or transferred, directly or indirectly, by way of benefit, to Members and no Trustee may receive any remuneration, or other benefit in money or money's worth, from the Charity, except for payment in good faith of:-
 - 5.2.1 any payment made, or benefit provided, to any Member, or Trustee, or Connected Person in their capacity as a beneficiary of the Charity;
 - 5.2.2 any benefit, subject to 5.3, provided to a Co-worker, who is also a Member, Trustee or Connected Person, in the form of accommodation, living expenses and other necessary goods, services or funds enabling him/her to fulfil his/her role as a Co-worker;
 - 5.2.3 any benefit, subject to 5.3, provided to a Co-worker who is also a Member, Trustee or Connected Person, in relation to the provision of reasonable breaks from his/her work for the Charity and appropriate benefits, as described in 4.20, on leaving his/her position as a Co-worker;
 - 5.2.4 reasonable and proper payment to any person (not being a Trustee) for any goods or services supplied to the Charity;
 - 5.2.5 reasonable travelling and other out of pocket expenses necessarily incurred in carrying out the duties of an employee, Co-worker, Trustee, or other representative of the Charity;

- 5.2.6 interest on money lent to the Charity at a reasonable and proper rate per annum;
 - 5.2.7 reasonable and proper rent for premises let to the Charity;
 - 5.2.8 payments, or other benefits, in money or money's worth, to any company of which a Member, Trustee, or Connected Person is a member holding not more than 1% of its capital;
 - 5.2.9 reasonable and proper premiums in respect of indemnity insurance effected in accordance with Clause 4.31 of this Memorandum;
 - 5.2.10 the usual professional charges for business done by any Member, or subject to 5.3, any Trustee or Connected Person, who is a solicitor, accountant or other person engaged in a profession, or by any partner of his/hers, when instructed by the Charity to act in a professional capacity on its behalf;
 - 5.2.11 payment for other goods or services provided to the Charity by any Member or, subject to 5.3, any Trustee or Connected Person (other than for acting as a trustee).
- 5.3 Any payments, or other benefits, under Clauses 5.2.2, 5.2.3, 5.2.10, or 5.2.11 may only be made if the following conditions are satisfied:
- 5.3.1 at least two Trustees are not Co-workers or otherwise resident in any community managed by the Charity;
 - 5.3.2 the payments, or other benefits, do not exceed an amount that is reasonable in all the circumstances;
 - 5.3.3 any relevant Trustee is absent from and does not count towards quorum for the part of any meeting at which there is discussion of and does not vote on any resolution relating, to:
 - the setting of, or amendment to general policy on provisions for Co-workers;
 - his/her, or a relevant Connected Person's, appointment, or performance, as a Co-worker and any material benefit to be provided to such person as a Co-worker which is not provided to Co-workers generally;
 - his/her, or a relevant Connected Person's, engagement by the Charity under any contract, the payment and other terms of such contract and such person's performance under it;
 - 5.3.4 in relation to any proposed contract with a relevant Trustee, or Connected Person, that the other Trustees are satisfied that it is in the best interests of the Charity to enter into a contract with that Trustee, or Connected Person, rather than with someone who is not a Trustee, or Connected Person;
 - 5.3.5 the reasons for the decision of the Trustees are recorded in the official minutes of trustee meetings;

5.3.6 a majority of Trustees then in office have not received any such payment, or other benefit, except for benefits applicable to all Co-workers under duly approved general policy on provisions for Co-workers.

5.4 The restrictions and qualifications to them, under this Clause 5, relating to remuneration of and provision of benefits to Trustees from the Charity apply also to remuneration of and benefits to Trustees from Subsidiary Companies.

6. Limited liability

The liability of the Members is limited.

7. Member obligations

Every Member undertakes to contribute such amount as may be required, not exceeding [£1], to the Charity's assets if it is wound up while he/she is, or within one year after he/she ceases to be, a Member for:-

7.1 payment of the Charity's debts and liabilities contracted before he/she ceased to be a Member;

7.2 the costs, charges and expenses of winding up; and

7.3 the adjustment of rights, between themselves, of persons who have contributed to the Charity's assets.

8. Surplus on winding up

If any property remains after the Charity has been wound up or dissolved and all debts and liabilities have been satisfied, it shall not be paid to, or distributed among, Members, but shall be given, or transferred, to some other charitable institution or institutions having similar objects. The institution or institutions to benefit shall be chosen by the Members at or before the time of winding up or dissolution.

9. Definitions

Words and phrases used in this Memorandum have the same meanings as are ascribed to them in the Charity's Articles of Association, unless the context requires otherwise.

Appendix

Summary of the principles of Dr. Rudolf Steiner relating to the establishment and operation of Camphill charities

Rudolf Steiner (1861-1925), an Austrian philosopher, scientist and social reformer, extended scientific research beyond the existing parameters of natural science to investigate the non-physical, spiritual realities of life. Using clear and accessible means for attaining spiritual

knowledge, he offered insights that have inspired new approaches to medicine, education, the arts, architecture, agriculture, social reform and economics. As in the natural sciences, spiritual science employs objective methodologies which can be understood with rigorous thinking and empirically verified in practical activity. The name given to this new branch of science is ‘anthroposophy’, a Greek word meaning ‘wisdom of Man’.

Anthroposophical principles as to curative treatment, education, medicine, architecture, agriculture, horticulture, art, science and religion form the basis of the life and activities of communities, provided that every member of such communities shall be at liberty to follow the religion of his/her choice. Rigidity in the matter of control should be avoided and the closest liaison should be maintained between all those responsible for the administration of the Charity and its community or communities in their everyday life.

Specific practices following the developed social and philosophical ideas and theories of Rudolf Steiner should be integrated into the work of the Charity as far as appropriate, including:

1. Community life. Camphill establishes and maintains intentional communities. Their sustainability rests on an ethical foundation that recognises the uniqueness of the individual and seeks to respect, value and enhance the strengths and potential of each one. Social life in Camphill communities is based upon a threefold arrangement reflecting the recognition of the human being as comprising body, soul and spirit. This arrangement is expressed in the exercise of freedom in the spiritual/cultural domain; the safeguarding of equality in the realm of rights and responsibilities; and the practice of brotherliness in the economic realm. By application of these principles community members are bound together by will and personal commitment, not by legal constructs, meaning, for beneficiaries, any form of compulsion and for Co-workers the rights and obligations of contract.
2. Steiner Waldorf Education. Based on the work and teachings of Rudolf Steiner, this is founded on an understanding of the human being related to specific concepts of body, soul and spirit and their development through childhood. It integrates educational content and method in ways that are supportive of this. The curriculum aims to meet the developmental needs of the growing child and adolescent, nurturing faculties rather than merely delivering prescribed information.
3. Anthroposophical Medicine. This an extension of natural scientific medicine which constitutes an international school of thought and practice based on the work and teachings of Rudolf Steiner and as further elaborated by the Medical Section of the School for Spiritual Science based at the Goetheanum, Switzerland and by its members working throughout the world. Anthroposophical medicine includes the prescribing of anthroposophically developed medicines, therapies, social therapies, and pastoral medicine.
4. Biodynamic agriculture and horticulture. This unique form of organic husbandry is inspired by the research of Rudolf Steiner and is founded on a holistic and spiritual understanding of nature and the human being. It embraces respect for the environment, production of healthy food, and an understanding of the valuable connections between the individual, the community and the spiritual forces at work in nature.

Original subscribers

The original subscribers to this Memorandum on *[date]* were:

[Name:

Address:

Occupation:

Witness: *etc]*

