MEMORANDUM OF

ASSOCIATION OF

THE AUSTRALIAN SOCIETY OF
HYPNOSIS LIMITED

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1. The name of the Company (hereinafter called "the Society") is 'The Australian Society of Hypnosis Limited.

2. The powers set out in the Third Schedule of the Companies Ordinance 1962 are hereby expressly excluded.

3. The objects of the Society are:-

(a) to advance the scientific study and professional practice of hypnosis and enhance the contribution of hypnosis to the promotion of the public welfare by encouraging the development of all aspects of hypnosis other than hypnosis for entertainment purposes and by lay practitioners; promoting research in hypnosis; promoting high standards of professional ethics competence conduct education qualifications and achievement amongst hypnotherapists; promoting the dissemination of knowledge and thought about hypnosis through meetings lectures seminars workshops reports discussions publications and professional contacts; advancing scientific interest and inquiry in hypnosis and all related areas of knowledge andpractice.

(b) to arrange provide for or join in arranging and providing for the holding of conferences exhibitions business and social meetings symposia lectures classes workshops and discussions on subjects of general and special interest to persons interested in hypnosis and also for the exhibition of any apparatus for hypnosis research and the conduct and publication of experiments and other investigations relevant to hypnosis research.

(c) to institute and conduct examinations and to issue certificates and diplomas to persons qualified to practise and teach hypnosis. Provided that each certificate or diploma shall contain on its face a statement to the effect that it is not issued under or by virtue or any statutory or government sanctions or authority but by the authority of the Society only.

(d) to promote honourable practice and suppress malpractice by and among practitioners and users of hypnosis to settle all questions and decide disputes questions of practice and questions of professional usage etiquette and courtesy referred to the Society.

(e) to consider and advise on any question of policy regarding hypnosis referred to it for consideration by any branch or section of the Society or any other body.

f) In furtherance of the above objects the Society shall have the following objects and powers:-

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(i) to make grants of money and to lend money at or without interest out of the funds of the Society for the advancement of any of the objects of the Society.

(ii) to print publish circulate with or without charge and to sell lend issue and distribute with or without charge any papers newspapers treatises books pamphlets leaflets or communications made to the Society or documents relating to hypnosis and any reports of the proceedings and accounts of the Society and for this purpose to cause translations to be made of any such papers etc. as shall be in a foreign language and to illustrate any of the publications as the Society may think expedient in connection with any or all of the objects of the Society.

(iii) to keep a register of members their qualifications and appointments and particulars of their professional experience generally.

(iv) to subscribe to become a member of or cooperate with any society, Society or organisation whether incorporated or not whose objects are wholly or partly similar to those of the Society provided that the Society shall not subscribe to or support with its funds any society, Society or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Society under or by virtue of Clause 7 of this Memorandum.

(v) to act as trustee of any trusts established solely or principally for purposes similar or related to the objects of the Society.

(vi) to impose and collect subscriptions and to invite donations to the funds of the Society by lawful means.

(vii) to expend such sums of money as the Society may think fit in furtherance of the purposes of the Society.

(viii) to purchase take on lease or in exchange hire or otherwise acquire lands buildings easements or property real or personal and any rights or privileges which may be requisite for the purposes of or capable of being conveniently used in connection with any of the objects of the Society. Provided that in case the Society shall take or hold any property which may be subject to any trusts the Society shall only deal with the same in such manner as is allowed by law having regard to such trusts.

(ix) to enter into any arrangements with any government or authority federal national state etc. that may seem conducive to the Society's objects or any of them; and to obtain from any such government or authority any rights privileges and concessions which the Society may think it desirable to obtain; and to carry out exercise and comply with any such arrangements rights privileges and concessions.

(x) to appoint employ remove or suspend such managers clerks secretaries servants workmen and other persons as may be necessary or convenient for the purposes of the Society.

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(xi) to establish and support or aid in the establishment and support of Society's institutions funds trusts and conveniences calculated to benefit employees or past employees of the Society or the dependents or connections of any such persons; and to grant pensions and allowances; and to make payments towards insurance; and to subscribe or guarantee money for charitable or benevolent objects or for any public general or useful object.

(xii) to construct improve maintain develop work manage carry out alter or control any houses buildings grounds, works or conveniences which may seem calculated directly or indirectly to advance the Society's interests and to contribute to subsidise or otherwise assist and take part in the construction improvement maintenance development working management carrying out alteration or control thereof.

(xiii) to invest and deal with the money of the Society not immediately required in such a manner as may be permitted by law for the investment of trust funds.

(xiv) to borrow or raise or secure the payment of money in such manner as the Society may think fit and to secure the same or the repayment or performance of any debt liability contract guarantee or other engagement incurred or to be entered into by the Society in any way and in particular by the issue of debentures perpetual or otherwise charged upon all or any of the Society's property both present and future and to purchase redeem or pay off any such securities.

(xv) to make draw accept endorse discount execute and issue promissory notes bills of exchange bills of lading and other negotiable or transferable instruments.

(xvi) to sell improve manage develop exchange lease dispose of tum to account or otherwise deal with all or part of the Society's property and rights of the Society.

(xvii) to take or hold mortgages liens and charges to secure payment of the purchase price or any unpaid balance of the purchase price of any part of the Society's property) of whatsoever kind sold by the Society or any money due to the Society from purchasers and others.

(xviii) to take any gifts of property whether subject to any special trust or not for any one or more of the objects of the Society but subject always to the proviso in Clause 3 (f)(vii).

(xix) to amalgamate with any companies institutions societies or Societys having objects altogether or in part similar to those of the Society and which shall prohibit the distribution of its or their members to an extent at least as great as that imposed upon the Society under or by virtue of Clause 7 of this Memorandum.

(xx) to purchase or otherwise acquire and undertake all or any part of the property assets liabilities and engagements of any one or more of the companies

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institutions societies or Societys with which the Society is authorised to amalgamate.

(xxi) to do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers ofthe Society

Provided always that the Society shall not support with its funds or endeavour to impose on or procure to be observed by its members or others any regulations or restrictions which if an object of the Society would make it a trade union.

AND IT IS HEREBY DECLARED that in the interpretation of this clause the meaning of the Society's objects or powers shall not be restricted by reference to any other object or power or by the juxtaposition of two or more objects or powers and that in the event of any ambiguity this clause shall be construed in such a way as to widen and not restrict the objects or powers of the Society.

4. The liability of the members is limited.

5. Every member of the Society undertakes to contribute to the assets of the Society in the event of the same being wound-up while he/she is a member or within one year afterwards for the payment of the debts and liabilities of the Society contracted before he/she ceases to be a member and of the costs charges and expenses of winding up the same and for the adjustment of the rights of the contributories among themselves such amount as may be required not exceeding Twenty-five dollars ($25).

6. Notwithstanding the generality of the objects of the as set out in Clause 3 hereof the Society shall not amalgamate with become a member of or support with its funds any company corporation, society, Society or organisation which does not prohibit distribution of its income and property amongst its members to the extent provided in Clause 7 of this Memorandum or to any lesser extent.

7. The income and property of the Society whencesoever derived shall be applied solely towards the promotion of the objects of the Society as set forth in its Memorandum of Society 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 Society provided that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the Society or to any member of the Society in return for any services actually rendered to the Society nor prevent the payment of interest at a rate not exceeding a proper commercial rate nor prevent the payment of the reasonable and proper rent for premises demised or let by any member of the Society to the Society.

8. The Society shall not be dissolved except at a General Meeting of the Society specially convened for the purpose by the majority of four-fifths of the votes recorded in respect of the same. 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 given or transferred to some other institution or institutions having objectives similar or in part similar to the objects of the Society and which shall also prohibit the distribution of its or their property among its or their members such institution or institutions to be determined by the members of the Society at or before the time of dissolution or in default thereof by the

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Chief Judge of such Court as may have or acquire jurisdiction in the matter.

9. The full names and addresses and occupations of the subscribers are as set out below:

Name, Address and Occupation

Graham Ralph WICKS	9 Collins Street Collinswood SA 5081	Medical Practitioner
Graham Dene BURROWS	11 Harcourt Street Hawthorn VIC 3123	Psychiatrist
Lorraine DENNERSTEIN	998 Mt Alexander Road Essendon VIC 3040	Psychiatrist
Michael R. BOUNDY	111 Walkerville Terrace Walkerville SA 5081	Medical Practitioner
James Arthur JACKSON	8 Gowan Court Carlingford NSW 2018	Medical Practitioner

10. The subscribers are desirous of being formed into a Company in pursuance of the Memorandum of Association.

SIGNATURE OF SUBSCRIBERS	WITNESS TO SIGNATURE & ADDRESS OF WITNESS
Graham Ralph WICKS	Suzanne ABRAHAM "The Astor", 123 Macquarie St., Sydney. 2000
Graham Dene BURROWS	Suzanne ABRAHAM "The Astor", 123 Macquarie St., Sydney. 2000
Lorraine DENNERSTEIN	Suzanne ABRAHAM "The Astor", 123 Macquarie St., Sydney. 2000
Michael R. BOUNDY	Suzanne ABRAHAM "The Astor", 123 Macquarie St., Sydney. 2000
James Arthur JACKSON	Robb SHAW 55 Blyth St., Brunswick, 3056

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