

2017214

The Companies Act 1985

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE
CAPITAL

**ARTICLES OF ASSOCIATION
of
LAMBETH MIND**

GENERAL

1 In these Articles -

“The Act” means The Companies Act 1985

“These presents” means These Articles of Association and the regulations of the Association from time to time in force

“The Association” means the above-named Company.

“The Committee” means The Management Committee for the time being of the Association

“The Office” means The Registered Office of the Association

“The Seal” means the common seal of the Association

“The United Kingdom” means Great Britain and Northern Ireland

“Month” means calendar month

“In writing” means writing, printing, lithography or photography or partly one and partly another, and other modes of representing or reproducing words in a visible form

And words importing the singular number only shall include the plural number and vice versa, and

Words importing the masculine gender only shall include the feminine gender and

Words importing persons shall include corporations

Subject as aforesaid, any words or expressions defined in the Acts shall, if not inconsistent with the subject or context, bear the same meanings in these presents

2. The Association is established for the purposes expressed in the Memorandum of Association

THURSDAY



A06 *A185QSB6* 03/05/2012 #299
COMPANIES HOUSE

MEMBERS

3. The number of members with which the Association proposes to be registered is (12) but the Committee may from time to time register an increase of members
- 4 There shall be three categories of membership available on payment of the prescribed annual subscription as follows -
 - (i) full members shall have voting rights at the meeting of the Association;
 - (ii) Corporate membership shall be open to agencies, bodies or firms having objects similar to those of the Association and shall have voting rights at the meetings of the Association on the basis of one vote per corporate member,
 - (iii) Honorary membership shall be offered to individual agencies, bodies or firms, without subscription at the absolute discretion of the Committee but such Honorary Members not be entitled to vote at meetings of the Association
5. The provisions of section 352 of the Act shall be observed by the Association, and every member of the Association shall either sign a written consent to become a member or sign the register of members on becoming a member.
- 6 The subscribers to the Memorandum of Association and such other persons as the Committee shall admit to membership in accordance with the provisions hereinafter contained shall be members of the Association.
- 7 The consent of an individual agency body or firm to become a member of the Association shall be in the following form or such other form as the Committee may consider to be sufficient -

“I of desire and consent to become a member of Lambeth Mind which is a company limited by guarantee and I undertake to contribute to the assets of Lambeth Mind in the event of the same being wound up while I am a member or within one year after I cease to be a member for payment of the debts and liabilities of the Association contracted before I cease to be a member and of the costs, charges and expenses of winding-up and for the adjustment of the rights of the contributions among themselves such amount as may be required not exceeding £1 00
8. Any member may withdraw from the Association by giving one month’s notice in writing to the Secretary of his intention to do so but any person ceasing by any means to be a member shall remain liable for and shall pay to the Association all monies due from him to the Association at the time of his ceasing to be a member or for which he may become liable under the provisions of the Memorandum of Association
9. Applicants for membership of the Association whose applications are rejected shall have a right of appeal to the Annual General Meeting
- 10 The Committee shall have the right to terminate the membership of any member provided that member shall have the right to attend and be heard by the Committee before the decision is made

PATRONS

- 11 The Committee may elect as a patron of the Association any person who shall have expressed his or her willingness to act as such.

HONORARY MEMBERS

12. The Committee may from time at its absolute discretion confer honorary membership of the Association upon such person or persons as it thinks fit and shall appoint an Honorary Medical Adviser and an Honorary Legal Adviser who shall each be appropriately qualified and shall be entitled to attend Committee meetings.

GENERAL MEETINGS

- 13 The Association 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 Committee, and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting, and that so long as the Association holds its first Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year
- 14 All General Meetings, other than Annual general Meetings, shall be called Extraordinary General Meetings
- 15 The Committee 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 368 of the Act If at any time there are not in the United Kingdom sufficient Committee members capable of acting to form a quorum any member or any two members of the Association may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Committee.
- 16 Twenty-one days notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and seven days' notice in writing at the least of every other General Meeting(exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given),specifying the place, the day and the hour of the meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under these presents or under the Act entitled to receive such notices from the Association, 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 notices as those members think fit

- 17 The accidental omission to give notice of a meeting to, or the non-receipt of a notice of a meeting by any person entitled to receive notice shall not invalidate the proceedings at that meeting

PROCEEDINGS AT GENERAL MEETINGS

18. 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 income and expenditure account and balance sheet, and the reports of the Committee and of the Auditors, the election of members of the Committee in the place of those retiring, and the appointment of, and the fixing of the remuneration of, the Auditors.
- 19 No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided twelve members or one-tenth of the Membership whichever is the greater personally present shall be a quorum
- 20 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 place as the Committee may determine
- 21 The Chair, Deputy Chair, Secretary and Treasurer shall be elected annually at the Annual General Meeting and members holding these positions shall be eligible for re-appointment annually. If any of these positions becomes vacant or remains vacant at the Annual General Meeting the Committee may elect one of its number to the position. Any officer so elected shall retain his office only until the next Annual General Meeting but he shall then be eligible for re-election
- 22 The Chair of the Committee shall preside as Chair at every General Meeting, but if there be no such Chair or if at any meeting he be not 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 Committee, or if no such member be present, or if all the members of the Committee present decline to take the chair, they shall choose some member of the Association who shall be present to preside
- 23 The Chair 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

- 24 Subject to provisions of the Act a resolution in writing signed by all members for the time being entitled to receive notice of and to attend and vote at General Meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a General Meeting of the Association duly convened and held

VOTES OF MEMBERS

- 25 Subject as hereinafter provided, every member shall have one vote
- 26 Save as herein expressly provided, no member other than a member duly registered shall be entitled to vote on any question at any General Meeting

THE MANAGEMENT COMMITTEE

- 27 Until otherwise determined by a General Meeting, the number of the members of the Committee shall not be less than ten nor more than twenty
- 28 The first members of the Committee shall be the subscribers to the Memorandum of Association
29. The Chair, Deputy Chair, Secretary, Treasurer, Honorary Medical and Legal Advisers shall be members of the Committee Not less than eight members of the Committee shall be elected at the Annual General Meeting
- 30 The Committee may from time to time and at any time appoint any member of the Association as a member of the Committee, provided that the prescribed maximum be not thereby exceeded. Any member so appointed shall retain his office only until the next Annual General Meeting, but he shall then be eligible for election
- 31 No person who is not a member of the Association shall in any circumstances be a member of the Committee with the exception of the Honorary Medical and Honorary Legal Advisers who shall only vote if they are full members of the Association and have been elected to the Committee
- 32 Not less than 70% of the committee shall be mental health service users, former users or survivors

POWERS OF THE COMMITTEE

- 33 The business of the Association shall be managed by the Committee who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Association as they think fit, and may exercise all such powers of the Association, and do so on behalf of the association all such acts as may be exercised and done by the Association as are not by the Act or by these presents required to be exercised or done by the Association in General Meeting, subject nevertheless to any regulations of these presents, 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 Association in General Meeting; but no regulation made by the Association in General Meeting shall invalidate any prior act of the Committee which would have been valid if such regulation had not been made.
34. The members for the time being of the Committee may act notwithstanding any vacancy in their body, provided always that in case the members of the Committee shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these presents, it shall be lawful for them to act as the Committee for the purpose of admitting persons to membership of the Association, filling up vacancies in their body, or of summoning a General Meeting , but not for any other purpose.
- 35 The provisions of section 283 and 284 of the Act shall apply and be observed The Committee may from time to time by resolution appoint an assistant or deputy Secretary and Treasurer, and any person so appointed may act in place of the Secretary and Treasurer, and any person so appointed may act in place of the Secretary and Treasurer if there be no Secretary or Treasurer or no Secretary or Treasurer capable of acting.

THE SEAL

- 36 The seal of the Association shall not be affixed to any instrument except by the authority of a resolution of the Committee and in the presence of at least two members of the Committee 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 Association such signatures shall be conclusive evidence of the fact that the seal has been properly affixed

DISQUALIFICATION OF MEMBERS OF THE COMMITTEE

- 37 The office of a member of the committee shall be vacated -
- (a) If a receiving order is made against him or he makes any arrangements or composition with his creditors
 - (b) If he becomes of unsound mind
 - (c) If he ceases to be a member of the Association
 - (d) If by notice in writing to the Association he resigns his office.

- (e) If he ceases to hold office by reason of any order made under section 297 or 298 of the Act
 - (f) If he is removed from office by a resolution duly passed pursuant to section 303 of the Act
38. The first Committee members shall hold office until the first Annual General Meeting and thereafter at the Annual General Meeting in every subsequent year the Committee members for the time being shall retire from office and shall be eligible for re-appointment

PROCEEDINGS OF THE COMMITTEE

- 39 The Committee shall hold not fewer than four meetings in a year
- 40 The Committee may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business which shall not be less than four Questions arising at any meeting shall be decided by a majority of votes In case of an equality of votes the Chair shall have a second or casting vote No business which is not specified on the Agenda shall be transacted at any meeting except by consent of three-quarters of the members present at the meeting
- 41 A member of the Committee may, and on the request of a member of the Committee the Secretary shall, at any time summon a meeting of the Committee by notice served upon the several members of the Committee
42. The Secretary shall send to each member of the Committee notice of Committee meetings not less than ten days prior to the meetings, specifying the time and place of the meetings and the proposed agenda including any motion or other business proposed by any two members of the Committee of which notice has been received by the Secretary
- 43 If at any meeting the Chair be not present within five minutes after the time appointed for holding the meeting and willing to preside, the members of the Committee present shall choose one of their number to be Chair of the meeting. The Chair for the time being may step down generally or for the purpose of any business of the Committee in which he had a personal interest
- 44 A meeting of the Committee at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Association for the time being vested in the Committee generally
- 45 The Committee may delegate any of their powers to sub-committees consisting of such member of members of the Committee or the Association as they think fit, and any sub-committee so formed shall in the exercise of the powers so delegated, conform to any regulations imposed on it by the Committee The meetings and proceedings of any such sub-committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Committee so far as applicable and so far as the same shall not be superseded by any regulations made by the Committee and all decisions and actions of any sub-committee shall be reported back to the Committee

- 46 All acts bona fide done by any meeting of the Committee or of any committee of the Committee, or by any person acting as a member of the Committee 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 person had been duly appointed or had duly continued in office and was qualified to be a member of the Committee.
47. The Committee shall cause proper minutes to be made of all appointments of officers made by the Committee and of the proceedings of all meetings of the Association and of the Committee and of the committees of the Committee, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chair of such meetings, or by the Chair of the next succeeding meeting shall be sufficient evidence without any further proof of the facts therein stated
- 48 A Resolution in writing signed by all the members for the time being of the Committee or of any committee of the Committee who are entitled to receive notice of a meeting of the Committee or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Committee or of such committee duly convened and constituted

ACCOUNTS

- 49 The Committee shall cause accounting records to be kept in accordance with the requirements of the Act
50. The accounting records shall be kept at the registered office, or, subject to the provisions of the Act, at such other place or places as the Committee shall think fit, and shall always be open to inspection of the officers of the Association.
51. The Committee shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Association or any of them shall be open to the inspection of members not being officers of the Association, and no member (not being an officer) shall have any right of inspecting any account or book or document of the Association except as conferred by statute or authorised by the Committee or by the Association in General Meeting
- 52 At the Annual General Meeting in every year the Committee shall in accordance with the provisions of the Act lay before the Association a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Association) made up to a date not more than six months before such meeting, together with a proper balance sheet made up as at the same date Every such balance sheet shall be accompanied by proper reports of the Committee and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty one clear days before the date of

the meeting, subject nevertheless to the provisions of section 240 (4) of the Act, be sent to the Auditors and to all other persons entitled to receiving notices of General Meetings in the manner in which notices are hereinafter directed to be served. The Auditors' report shall be open to inspection and be read before the meeting as required by section 241 of the Act

AUDIT

- 53 In accordance with the provisions of the Act once at least in every year the accounts of the Association shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors
- 54 Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act, the members of the Committee being treated as the Directors mentioned in those provisions

NOTICES

55. A notice may be served by the Association upon any member, either personally or by sending it through the post in prepaid envelope, addressed to such member at his last known registered address as appearing in the register of members
- 56 Any notice, if served by post, shall be deemed to have been served on the second day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter

DISSOLUTION

- 57 Clause 7 of the Memorandum of Association relating to the winding-up and dissolution of the Association shall have effect as if the provisions thereof were repeated in these Articles.

Dated 1st May 2012