

FILE COPY



**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

No. 2853335

I hereby certify that

NORTHAMPTON AND DISTRICT MIND

is this day incorporated under the Companies Act 1985 as
a private company and that the Company is limited.

Given under my hand at the Companies Registration Office,
Cardiff the 14 SEPTEMBER 1993

A handwritten signature in black ink, appearing to read 'A. F. Fletcher'.

A. F. FLETCHER

an authorised officer

G

COMPANIES FORM No. 12

Statutory Declaration of compliance with requirements on application for registration of a company

12

Please do not
write in
this margin

Pursuant to section 12(3) of the Companies Act 1985

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

To the Registrar of Companies

For official use

For official use

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--

Name of company

* NORTHAMPTON AND DISTRICT MIND

* Insert full
name of Company

I, JOHN KERR

of 25 BARNSTAPLE CLOSE

FAVELL GREEN

NORTHAMPTON NN3 3BH

† delete as
appropriate

do solemnly and sincerely declare that I am a ~~Solicitor engaged in the formation of the company~~
[person named as director or secretary of the company in the statement delivered to the registrar
under section 10(2)]X and that all the requirements of the above Act in respect of the registration of the
above company and of matters precedent and incidental to it 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 2, Castle Street
Northampton

Declarant to sign below

the 3rd day of September
One thousand nine hundred and ninety-three
before me Shirley H. Mackintosh

John Kerr

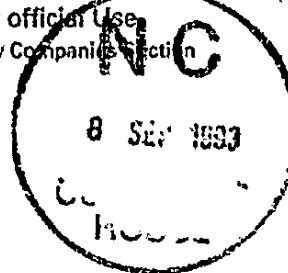
A Commissioner for Oaths or Notary Public or Justice of
the Peace or Solicitor having the powers conferred on a
Commissioner for Oaths.

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

Hewitson Becke + Shaw
7 Spencer Parade,
NORTHAMPTON
NN1 5AB

Ref EJA
Tel 0604 233233

For official Use
New Companies Section



Post room

G

30 (5)(a)

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

Company number

Name of company

* NORTHAMPTON AND DISTRICT MIND

JOHN KERR

of 25 BARNSTAPLE CLOSE FAVELL GREEN NORTHAMPTON NN3 3BH

a ~~Solicitor engaged in the formation of the above named company~~ person named as director or secretary of the above company in the statement delivered under section 10 of the above Act, 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

Statutory Declarations Act 1835.
Declared at 2 Castilian Street
Northampton

Declarant to sign below

the 23rd day of July

One thousand, nine hundred, and ninety-five

One thousand nine hundred and ninety-nine
before me Charles H. Mackintosh - Solicitor

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):

HEWITSON BECKE + SHAW
7 SPENCER PARADE
NORTHAMPTON, NN1 5AB
REF. EJA
TEL. (0604) 233233

For official use
New Companies Section



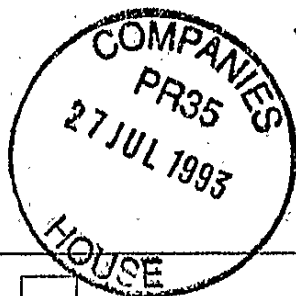
Post room





OYEZ
CHA1

10



**Statement of first directors and
secretary and intended situation
of registered office**

This form should be completed in black.

Company name (in full)

CN

For official use ☐

NORTHAMPTON AND DISTRICT MIND

Registered office of the company on
incorporation.

RO

ANCHOR HOUSE

6/7 REGENT SQUARE

Post town NORTHAMPTON

County/Region NORTHAMPTONSHIRE

Postcode NN1 2NQ

If the memorandum is delivered by an
agent for the subscribers of the
memorandum mark 'X' in the box
opposite and give the agent's name
and address.



Name HEWITSON BECKE + SHAW

RA

7 SPENCER PARADE

Post town NORTHAMPTON

County/Region NORTHAMPTONSHIRE

Postcode NN1 5AB

Number of continuation sheets attached

7

To whom should Companies House
direct any enquiries about the
information shown in this form?

MRS. E. J. APPELYARD

HEWITSON BECKE + SHAW, 7 SPENCER PARADE

NORTHAMPTON

Postcode NN1 5AB

Telephone (0604) 253233

Extension

Company Secretary (See notes 1 - 5)

Name

*Style/Title

Forenames

Surname

*Honours etc

Previous forenames

Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Consent signature

CS	MR.
	MICHAEL MORRIS
	LOE
AD	SWAN HOUSE
	PARK LANE HARPOLE
	Post town NORTHAMPTON
	County/Region NORTHAMPTONSHIRE
	Postcode Country ENGLAND
I consent to act as secretary of the company named on page 1	
Signed	u c c.
	Date 13/7/93

Directors (See notes 1 - 5)

Please list directors in alphabetical order.

Name

*Style/Title

Forenames

Surname

*Honours etc

Previous forenames

Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Date of birth

Business occupation

Other directorships

* Voluntary details

Consent signature

CD	
	JOHN JAMES
	BLACK
AD	27 PRENTICE COURT
	GOLDINGS
	Post town NORTHAMPTON
	County/Region NORTHAMPTONSHIRE
	Postcode NN3 4XS Country ENGLAND
DO	11/7/01 516
	Nationality NA BRITISH
OC	RESEARCH STUDENT
OD	
I consent to act as director of the company named on page 1	
Signed	<i>[Signature]</i>
	Date 21/7/93

Company Secretary (See notes 1 - 5)

NORTHAMPTON AND DISTRICT MIND

Name ***Style/Title**

Forenames

Surname

***Honours etc**

Previous forenames

Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

CS	
AD	
Post town	
County/Region	
Postcode	Country
I consent to act as secretary of the company named on page 1	
Signed	Date

Consent signature**Directors** (See notes 1 - 5)

Please list directors in alphabetical order.

Name ***Style/Title**

Forenames

Surname

***Honours etc**

Previous forenames

Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

CD	
	MICHAEL MORRIS
	LOE
AD	SWAN HOUSE
	PARK LANE HARPOLE
Post town	NORTHAMPTON
County/Region	NORTHAMPTONSHIRE
Postcode	Country
	ENGLAND
Date of birth	Nationality
DO 1 2 0 3 4 2	NA BRITISH
OC	CHARITY WORKSHOP MANAGER
OD	BRITISH INSTITUTE OF INDUSTRIAL THERAPY
I consent to act as director of the company named on page 1	
Signed	Date
h h h.	13/7/95

* Voluntary details

Consent signature

Company Secretary (See notes 1 - 5)

NORTHAMPTON AND DISTRICT MIND

Name ***Style/Title**
Forenames
Surname
***Honours etc**
Previous forenames
Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Consent signature

CS	
AD	
Post town	
County/Region	
Postcode	Country
I consent to act as secretary of the company named on page 1	
Signed	Date

Directors (See notes 1 - 5)

Please list directors in alphabetical order.

Name ***Style/Title**
Forenames
Surname
***Honours etc**
Previous forenames
Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

CD	
	ELsie
	HEAD
AD	43 WEST OVAL
	KINGS HEATH
Post town	NORTHAMPTON
County/Region	NORTHAMPTONSHIRE
Postcode	Country
DO 311 1230	Nationality NA BRITISH
OC	NONE
OD	
I consent to act as director of the company named on page 1	
Signed	Date

* Voluntary details

Consent signature

Signed

E M Head

Date

21/7/93

Name *Style/Title
Forenames
Surname
*Honours etc
Previous forenames
Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Consent signature

CS	
AD	
Post town	
County/Region	
Postcode	Country
I consent to act as secretary of the company named on page 1	
Signed	Date

Directors (See notes 1 - 5)

Please list directors in alphabetical order.

Name *Style/Title
Forenames
Surname
*Honours etc
Previous forenames
Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

* Voluntary details

Consent signature

CD	
	JOHN
	KERR
AD	25 BARNSTAPLE CLOSE
	FAVELL GREEN
Post town	NORTHAMPTON
County/Region	NORTHAMPTONSHIRE
Postcode	NN3 3BH
Country	ENGLAND
Date of birth	DD 2/5 1/1 4/6
Nationality	NA BRITISH
Business occupation	OC LOCAL GOVERNMENT OFFICER
Other directorships	OD
I consent to act as director of the company named on page 1	
Signed	Date

Company Secretary (See notes 1 - 5)

NORTHAMPTON AND DISTRICT MIND

Name *Style/Title

Forenames

Surname

*Honours etc

Previous forenames

Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

CS

AD

Post town

County/Region

Postcode

Country

I consent to act as secretary of the company named on page 1

Consent signature

Signed

Date

Directors (See notes 1 - 5)

Please list directors in alphabetical order.

Name *Style/Title

Forenames

Surname

*Honours etc

Previous forenames

Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

CD

AD

BERNARD

POTTS

13 FULMAR LANE

Post town

WELLINGBOROUGH

County/Region

NORTHAMPTONSHIRE

Postcode

Country

ENGLAND

Date of birth

DO 29 01 44

Nationality

NA

BRITISH

Business occupation

OC

UNEMPLOYED

Other directorships

OD

* Voluntary details

I consent to act as director of the company named on page 1

Consent signature

Signed

Date

21/7/93

Name *Style/Title
Forenames
Surname
*Honours etc
Previous forenames
Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Consent signature

Directors (See notes 1 - 5)

Please list directors in alphabetical order.

Name *Style/Title
Forenames
Surname
*Honours etc
Previous forenames
Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Date of birth

Business occupation

Other directorships

* Voluntary details

Consent signature

NORTHAMPTON AND DISTRICT MIND

CS

AD

Post town

County/Region

Postcode Country

I consent to act as secretary of the company named on page 1

Signed Date

CD

DAVID ALEXANDER

THOMAS

AD

50 GARRICK ROAD

ABINGTON

Post town NORTHAMPTON

County/Region NORTHAMPTONSHIRE

Postcode NN1 5ND Country ENGLAND

Date of birth DO 0 9 0 6 5 8 Nationality NA BRITISH

OC CLINICAL PSYCHOLOGIST

OD

I consent to act as director of the company named on page 1

Signed David Thomas Date 12.7.93.

Company Secretary (See notes 1 - 5)

NORTHAMPTON AND DISTRICT MIND

Name *Style/Title

Forenames

Surname

*Honours etc

Previous forenames

Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

CS

AD

Post town

County/Region

Postcode

Country

I consent to act as secretary of the company named on page 1

Consent signature

Signed

Date

Directors (See notes 1 - 5)

Please list directors in alphabetical order.

Name *Style/Title

Forenames

Surname

*Honours etc

Previous forenames

Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

CD

AD

CAROL

THORNE-SMITH

THORPLAND

Post town NORTHAMPTON

County/Region NORTHAMPTONSHIRE

Postcode NN3 1XP

Country ENGLAND

Date of birth

DO 2 7 0 1 4 7

Nationality NA BRITISH

Business occupation

OC UNEMPLOYED

Other directorships

OD

* Voluntary details

I consent to act as director of the company named on page 1

Consent signature

Signed Carol Thorne-Smith Date 21.7.93

NORTHAMPTON AND DISTRICT MIND

Name	*Style/Title
Forenames	
Surname	
*Honours etc	
Previous forenames	
Previous surname	

Address

Usual residential address must be given. In the case of a corporation, give the registered or principal office address.

Consent signature

[illegible]**Directors** (See notes 1 - 5)

Please list directors in alphabetical order.

Name	*Style/Title
	Forenames
	Surname
	*Honours etc
	Previous forenames
	Previous surname

Address

Usual residential address must be given. In the case of a corporation, give the registered or principal office address.

Business occupation

Other directorships

CD	DANNY		
WATERFIELD			
DANNY			
WATERFIELD			
AD	6 BILLINGMEAD SQUARE		
BELLINGE			
Post town	NORTHAMPTON		
County/Region	NORTHAMPTONSHIRE		
Postcode	Country	ENGLAND	
DO2 8 0 4 5 0	Nationality	NA	BRITISH
OC	UNEMPLOYED		
OD			

* voluntary detentions

I consent to act as director of the company named on page 1

Case No. 21 Signature

Waterfield

21/7/93

Directors (continued)
(See notes 1 - 5)

Name

*Style/Title

Forenames

Surname

*Honours etc

Previous forenames

Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Date of birth

Business occupation

Other directorships

* Voluntary details

Consent signature

Delete if the form
is signed by the
subscribers.

Delete if the form
is signed by an
agent on behalf of
all the subscribers.

All the subscribers
must sign either
personally or by a
person or persons
authorised to sign
for them.

CD

ROBERT CHARLES

DUNN

AD

8 MARLOW CLOSE

Post town DAVENTRY

County/Region NORTHAMPTONSHIRE

Postcode NN11 4HN

Country ENGLAND

DD 01 21 05 16

Nationality NA BRITISH

OC FIREMAN

OD

I consent to act as director of the company named on page 1

Signed

Robert Dunn

Date

14/7/93

Heather Brockton
Signature of agent on behalf of all subscribers

Date 26-7-93

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

280333272

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

MEMORANDUM OF ASSOCIATION
OF
NORTHAMPTON AND DISTRICT MIND

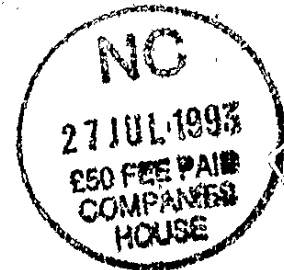
1. The name of the Company (hereinafter called "the Association") is NORTHAMPTON AND DISTRICT MIND.
2. The Registered Office of the Association will be situated in England and Wales.
3. The objects for which the Association is established are to promote the preservation of mental health and to assist in relieving and rehabilitating persons suffering from mental disorder or conditions of emotional or mental distress requiring advice or treatment in the administrative areas of Northampton Borough Council, South Northamptonshire District Council and Daventry District Council in association with MIND (the National Association for Mental Health) (hereinafter called "MIND") and in accordance with the aims and objects of MIND;

And the Association shall have the following powers exercisable in furtherance of the said objects but not further or otherwise:

- (i) To take over all the functions, acquire the property and assume the liabilities of the Northamptonshire Association for Mental Health within the administrative areas mentioned earlier in this clause.
- (ii) To purchase, take on lease, or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Association may think necessary for the promotion of its objects and to construct, maintain and alter any buildings or erections which the Association may think necessary for the promotion of its objects.
- (iii) To sell, manage, let, mortgage, dispose of all, or any part, of the property of the Association (subject to such consents as may be required by law).



146236



- (iv) To accept donations, subscriptions, endowments, sponsorship fees, legacies and bequests for any one or more objects of the Association and whether or not they are subject to any special trusts.
- (v) Subject to such consents (if any) as may be required by law, to borrow or raise money for the objects of the Association on such terms and on such security as may be thought fit.
- (vi) To invest monies of the Association not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may be imposed or required by law and subject also as hereinafter provided.
- (vii) To engage or employ such persons, not being members of its Executive Committee, (whether as employees, consultants, advisers or otherwise) as may be required to promote the objects of the Association and, subject to the provisions of clause 4 of this Memorandum, to pay reasonable remuneration to the employees of the Association and to make any reasonable and necessary provision for the payment of pensions or superannuation to or on behalf of such employees and the wives, widows, children and other dependants of such persons.
- (viii) To publish periodicals, magazines, books, reports, leaflets or other documents, films and recorded tapes.
- (ix) To hold exhibitions, meetings, lectures, classes, seminars and courses either alone or with others.
- (x) To foster and undertake research into any aspect of the objects of the Association and its work and to disseminate the results of any such research.
- (xi) To co-operate and enter into arrangements and confer with representatives of voluntary organisations and with authorities (whether national, local or otherwise).
- (xii) To issue appeals, hold public meetings and take such other steps as may be required for the purpose of procuring contributions, donations, subscriptions or any other contributions to the funds of the Association.
- (xiii) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other

instruments, and to operate bank accounts.

- (xiv) To make any charitable donations either in cash or assets for the furtherance of the objects of the Association.
- (xv) To establish and support any charitable association or body and to subscribe or guarantee money for charitable purposes calculated to further the objects of the Association.
- (xvi) To insure and arrange insurance cover for, and to indemnify its officers, staff and voluntary workers and those of its members from and against all such risks incurred in the course of the performance of their duties as may be thought fit.
- (xvii) To amalgamate with any companies, institutions, societies or associations which are charitable by law and have objects altogether or mainly similar to those of the Association and prohibit payment of any dividend or profit to and the distribution of any of their assets amongst their members at least to the same extent as such payments or distributions are prohibited in the case of members of the Association by this Memorandum of Association.
- (xviii) To pay out of the funds of the Association the costs, charges and expenses of, and incidental to, the formation and registration of the Association.
- (xix) To undertake and execute any charitable trusts which may be lawfully undertaken by the Association and may be necessary to further its objects.
- (xx) To establish and support (or aid in the establishment and support of) or to amalgamate with any other charitable bodies and to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Association or calculated to further its objects.
- (xx) To do all such other lawful and charitable things as shall further the attainment of all the above objects or any of them.

PROVIDED THAT:

- a) In case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
- b) The objects of the Association shall not extend to the

regulation of relations between workers and employers or organisations of workers and organisations of employers.

- c) In case the Association shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Association 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 Executive Committee of the Association 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 the Executive Committee would have been if no incorporation had been effected and the incorporation of the Association shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such Executive Committee but they shall, as regards any such property be subject jointly and separately to such control or authority as if the Association were not incorporated.
4. All income and property of the Association shall be applied solely towards the promotion of its objects as set out in this Memorandum 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 Association and no member of its Executive Committee shall be appointed to any office of the Association paid by salary or fees or receive any remuneration or other benefit in money, or money's worth from the Association.

PROVIDED THAT nothing herein shall prevent any payment in good faith by the Association:

- a) of reasonable and proper remuneration to any member, officer or employee of the Association (not being a member of its Executive Committee) for any services rendered to the Association.
- b) of interest on money lent by any member of the Association (or of its Executive Committee) at a rate per annum not exceeding two per cent less than the base lending rate of the clearing bank to be selected by the Executive Committee.
- c) of reasonable and proper rent for premises demised or let by any member of the Association (or of its Executive Committee).

- d) of fees, remuneration or other benefits in money or money's worth to a company of which a member of the Executive Committee may be a member holding not more than one hundredth part of the capital of that company.
- e) to any member of the Executive Committee in respect of reasonable out-of-pocket expenses.
- f) to a member of its Executive Committee of reasonable and proper remuneration in return for any professional services actually rendered to the Association on the instruction of the other members of the Executive Committee not including acts which a member of the Executive Committee not being in any profession or business could have done personally.

5. The liability of the members is limited.

6. Every member of the Association undertakes to contribute to the assets of the Association in the event of the same being wound up while s/he is a member, or within one year after s/he ceases to be a member, for payment of the Association's debts and liabilities contracted before s/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 amongst themselves, such amount as may be required not exceeding £1.

7. If upon the winding up or dissolution of the Association 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 Association but shall be given or transferred to some other charitable body or bodies having objects similar to those of the Association and which shall prohibit the distribution of its or their income and property to an extent at least as great as that imposed on the Association under or by virtue of Clause 4 hereof, such body or bodies to be determined by the members of the Association at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some other charitable body.

8. All proposed amendments to the provisions of the Memorandum or Articles of Association from time to time in force must be approved by Special Resolution of the Association in General Meeting.

9. No amendments shall be made to or in the provisions of the Memorandum or Articles of Association from time to time in force without first obtaining the approval of MIND (which shall not be unreasonably withheld) and no such amendment shall be made as shall:-

- a) make the Association a company to which Section 30 of the Companies Act 1985 does not apply; or

- b) cause the Association to cease to be a charity in law.
10. In carrying out the above objects, the Association shall be non-party in politics and non-denominational in religion and shall promote equality of opportunity and oppose discrimination on grounds of race, gender, age, culture or disability. As regards employment the Association shall adopt an Equal Opportunity Policy by which all members of the Association shall agree to be bound.

We the several persons whose names and addresses are subscribed wish to be formed into a company pursuant to this Memorandum of Association.

NAMES AND ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

JOHN JAMES BLACK
27 Prentice Court,
Goldings,
Northampton NN3 4XS
RESEARCH STUDENT

ROBERT CHARLES DUNN
8 Marlow Close,
Daventry,
Northamptonshire. NN11 4HN
FIREMAN

ELSIE HEAD
43 West Oval,
Kings Heath,
Northampton.

NONE
JOHN KERR
25 Barnstaple Close,
Favell Green,
Northampton, NN3 3BH
LOCAL GOVERNMENT OFFICER

MICHAEL MORRIS LOE
Swan House,
Park Lane,
Harpole,
Northamptonshire.
CHARITY WORKSHOP MANAGER

BERNARD POTTS
13 Fulmar Lane,
Wellingborough,
Northamptonshire.

UNEMPLOYED
DAVID ALEXANDER THOMAS
50 Garrick Road,
Abington,
Northampton, NN1 5ND
CLINICAL PSYCHOLOGIST

CAROL THORNE-SMITH
36 Midfield Court,
Thorpland,
Northampton NN3 1XP
UNEMPLOYED

DANNY WATERFIELD
6 Billingmead Square,
Bellinge,
Northampton.
UNEMPLOYED

DATED THIS TWENTY - FIRST DAY OF JULY 1993.

WITNESS to the above signatures

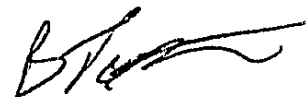
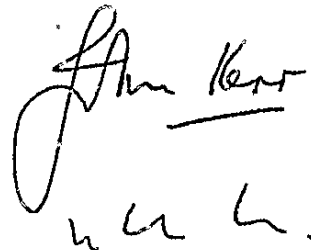
LYNDA MARY RAYMOND
1 Stonepit Drive
Cottingham, Market Harborough
Leicestershire LE16 8XY

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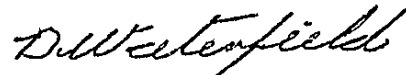
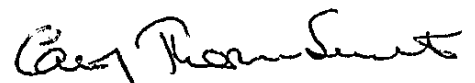
-7-



E M Head.



David Thomas.



Acting Senior Worker
Northampton & District Min

THE COMPANIES ACT 1985

**COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL**

**ARTICLES OF ASSOCIATION
OF**

NORTHAMPTON AND DISTRICT MIND ASSOCIATION

Interpretations

1. In these Articles:

"The Act" means the Companies Act 1985 including any statutory modifications or re-enactments for the time being in force.

"The Area" means the administrative areas of Northampton Borough Council South Northamptonshire District Council and Daventry District Council.

"The Articles" means the Articles of the Association.

"The Association" means the above-named Company.

"Clear Days" in relation to the period of a 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 Executive Committee" means the Directors of the Association and includes all persons appointed to perform the duties of Directors of the Association.

"The Seal" means the Common Seal of the Association.

"The Secretary" means the Secretary of the Association or any other person appointed to perform the duties of the Secretary of the Association, including a joint, assistant or deputy secretary.

"User of mental health services" means any person or group of persons who define themselves as suffering from or being vulnerable to mental distress for which they need help from external sources.

Unless the context otherwise requires:-

- (a) "In writing" shall be construed as including references to printing, typewriting, lithography, photography and other modes of representing or reproducing words in a visible form.
- (b) Words denoting the singular shall include the plural and vice versa; and words denoting persons shall include firms and corporations and vice versa.
- (c) Words or expressions contained in these Articles shall bear the same meaning as in the Act.

Members

- 2. Every person who wishes to become a member shall deliver to the Association an application for membership in such form as the Executive Committee shall require. Applications from users of mental health services will be welcomed.
- 3. The Executive Committee may admit to membership (without discrimination by reference to wealth, politics, race, religion or disability) individuals living or working in the Area who support the objects of the Association;

Provided that members of staff of the Association shall not be admitted to full membership but only to non-voting membership and, accordingly, shall not count in the quorum of nor be entitled to vote at General Meetings; and that any person admitted to membership has paid or has agreed to pay the annual subscription (if any).

- 4. It shall be lawful for the Executive Committee to provide for the admission of such persons as they may think fit to be friends or associates of the Association and for Association and for the rights duties and liabilities (if any) of such friends or associates but so that such persons shall not by virtue of being friends or associates as aforesaid be members of the Association and their rights (if any) shall not include a right to speak or vote at general meetings of the Association. The Secretary shall keep an accurate register of such friends or associates of the Association.

Register of Members

- 5. On becoming a member, every member shall either sign a written consent to become a member or sign the Register of Members. A member shall notify the Secretary in writing within seven days of a change to his or her name or address.

Cessation of Membership

- 6. The rights and privileges of a member shall not be

transferable and shall cease upon the member ceasing to be such.

7. A member shall cease to be a member immediately that s/he:

- (a) resigns in writing to the Secretary; or
- (b) dies

The Executive Committee may also at its discretion terminate the membership of any member but the requirements of natural justice shall be respected and a member shall be entitled to be heard in his or her own defence by a special committee composed of a member of the Regional Council of MIND, a member of regional MIND staff and the President or Vice President of the Association (if any); or such other person(s) as the Association shall determine in General Meeting.

General Meetings

8. The Association shall in each calendar year hold a General Meeting as its Annual General Meeting in addition to any other General Meetings in that year and shall specify the meetings as such in the notices calling it; and not more than fifteen months shall elapse between the holding of one Annual General Meeting and the next. Provided that so long as the Association holds its first Annual General Meeting within eighteen months of incorporation it need not hold it in its year of incorporation nor in the following year. The Annual General Meeting shall be held as soon as possible after 1st April in each year, at such time and place as the Executive Committee shall appoint.

9. The business of an Annual General Meeting shall comprise:

- (i) the consideration of the Report and Accounts presented by the Executive Committee and the Auditors' Report;
- (ii) the election of Executive Committee members in place of those retiring;
- (iii) the election of a Chairperson, a Vice-Chairperson, a Treasurer, and such other officers as the Association may from time to time decide to appoint;
- (iv) the appointment and the fixing of the remuneration of the Auditor or Auditors;
- (v) the fixing of annual subscriptions (if any).

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

11. The Executive Committee may convene an Extraordinary General Meeting whenever they think fit; and shall do so on the requisition of members, in accordance with the provisions of

section 368 of the Act.

12. Decisions at General Meetings shall be made by passing resolutions:

(a) Decisions involving an alteration to the Memorandum or Articles of Association of the Association and other decisions so required from time to time by statute shall be made by a Special Resolution. A Special Resolution is here defined as one passed by a majority of not less than three-fourths of the members of the Association present and entitled to vote at an Extraordinary General Meeting.

(b) All other decisions shall be made by ordinary resolution requiring a simple majority of the members of the Association present and entitled to vote.

Notice of General Meetings

13. All General Meetings of the Association shall be called by at least twenty-one clear days' notice.

14. Notice of every General Meeting shall be given in writing to every member of the Association, and to the Auditors and to such other persons as are entitled to receive notice (including, without limitation, MIND and certain agreed members of staff of the Association referred to in Article 34) and shall be given personally or sent by post to each member at the address recorded in the Register of Members and to other persons at their registered address.

15. Notice of every General Meeting shall specify the place, the day and the hour of the meeting. In the case of an Extraordinary General Meeting convened to consider a Special Resolution, such resolution shall be specified in the notices calling that meeting and in the case of all other General Meetings in the general nature of the business to be raised thereat shall be specified.

16. Where notice is sent by post, it shall be deemed to be served if properly addressed, prepaid and posted and a notice shall be deemed to be served at the expiration of forty-eight hours after it has been posted.

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

Votes of Members

18. Subject to the provisions of Article 19, on a show of hands, every full member present in person shall have one vote. On

a poll, every full member present in person or by proxy shall have one vote. A proxy must be a full member of the Association.

19. No person other than a full member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Association in respect of her or his membership, shall be entitled to vote on any question either personally or by proxy or as proxy for another member at any General Meeting.
20. The instrument appointing a proxy shall be in writing under the hand of the appointer or his or her attorney duly authorised in writing.
21. The instrument appointing a proxy and the power of attorney (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the Association's Registered Office not less than forty-eight hours before the time appointed 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 twenty-four hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.
22. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit:

"I
of
a member of the
Association hereby appoint
of
and failing her/him
of
to vote for me and on my behalf at the (Annual or
Extraordinary or Adjourned, as the case may be) General
Meeting of the Association to be held on the
day of
at every adjournment thereof

"Signed this day of 19 ."

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

23. No person shall debate or vote on any matter in which s/he is directly or indirectly interested, whether financially or otherwise.

Proceedings at General Meetings

24. No business shall be transacted at a General Meeting unless a quorum is present. A quorum for any General Meeting shall be not less than one tenth of the voting membership personally present.
25. 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 until the same day in the next week at the same time and same place or otherwise as the Association may decide in General Meeting. The members present at a meeting so adjourned shall constitute a quorum.
26. At any General Meeting where the Chairperson is not present within twenty minutes of the time appointed for the meeting, the Vice-Chairperson shall preside at the meeting and in the event of her or his absence the members present shall choose one of their number to be Chairperson of that meeting, whose function shall be to conduct the business of the meeting in an orderly manner.
27. The Chairperson 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 an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. Where a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of the original meeting. Otherwise it shall not be necessary to give any such notice.
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 Chairperson or by at least two full members present in person or by proxy.

Unless a poll be so demanded, a declaration by the Chairperson that a resolution has on a show of hands been carried unanimously or by a particular majority or lost or not carried by a particular majority and an entry to that effect in the book containing the minutes of the proceedings of the Association shall be conclusive evidence of the fact without proof of the number or proportions of the votes recorded in favour or against such resolutions. The demand for a poll may be withdrawn.

29. Subject to the provisions of Article 30 if a poll is duly demanded it shall be taken at such time and place and in such manner as the Chairperson directs, 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 Chairperson of a meeting, or on any question of adjournment.
31. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question upon which a poll has been demanded.
32. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairperson shall have a second or casting vote.
33. Subject to the provisions of the Act, a resolution in writing signed by all the members entitled to receive notice of and to attend and vote at General Meetings shall be as valid and effective as if it had been passed at a General Meeting duly convened and held and may consist of several identical documents each signed by one or more members.
34. A representative nominated by MIND and certain agreed members of staff of the Association being in number less than half the number of the quorum of General Meetings shall be entitled to take part in General Meetings but shall not be counted in the quorum of any meeting nor entitled to vote thereat. Provided that no member of staff of the Association shall be entitled to attend any General Meeting at which matters relating to the appointment or remuneration of members of staff are being discussed nor shall they in any way seek to influence the decision of the General Meeting on such matters.

Executive Committee

35. Until otherwise determined by a General Meeting, the number of members of the Executive Committee shall not be less than six nor more than twelve; at least two of whom shall have been users of mental health services.
36. The first members of the Executive Committee shall be the subscribers to the Memorandum of Association and such persons as have agreed to become members of the Executive Committee at the date of incorporation of the Association.
37. The Executive Committee may from time to time and at any time appoint any member of the Association as a member of the Executive Committee, either to fill a casual vacancy or by way of addition to the Executive Committee provided that the prescribed maximum be not thereby exceeded. Any Executive Committee member so appointed shall hold office only until the next following annual General Meeting and shall then be eligible for re-election but shall not be taken into account in determining the Executive Committee

members who are to retire by rotation at such Meeting.

38. No person who is not a member of the Association shall in any circumstances be eligible to hold office as a member of the Executive Committee; and under no circumstances shall any member of staff of the Association be a member of the Executive Committee.
39. Executive Committee members may be reimbursed all reasonable out-of-pocket expenses properly incurred by them in attending and returning from meetings of the Executive Committee or General Meetings of the Association or in connection with the business of the Association, provided that the Treasurer shall be entitled to call for and be satisfied as to such evidence of actual expenditure as is reasonable in the circumstances. Executive Committee members shall not be entitled to any remuneration for their services.

Election of Executive Committee Members

40. At the first Annual General Meeting and at every subsequent Annual General Meeting, one third of the Executive Committee members for the time being, or if their number is not a multiple of three, then the number nearest to one third, shall retire from office.
41. The members of the Executive Committee to retire shall be those who have been longest in office since their last election. As between members of equal seniority, the members to retire shall, in the absence of agreement, be selected from among them by lot. A retiring member of the Executive Committee shall be eligible for re-election.
42. The Association may, at the meeting at which a member of the Executive Committee retires in manner aforesaid, fill the vacated office by electing a member of the Association thereto, and in default the retiring member shall, if offering herself or himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office, or unless a resolution for the re-election of such member shall have been put to the meeting and lost or unless s/he shall be ineligible for re-election pursuant to Article 43.
43. No member of the Executive Committee shall be eligible for re-election after serving two consecutive three year periods unless such periods have been followed by a period of one year or more during which such person has not been a member of the Executive Committee.
44. No person other than an Executive Committee Member retiring at the meeting shall, unless recommended by the Executive Committee for election, be eligible for election to

membership of the Executive Committee at any General Meeting unless, not less than 14 nor more than 28 days before the date set for the meeting, there shall have been given to the Secretary notice in writing, by two members qualified to be present and vote at the meeting for which such notice is given, of their intention to propose such person for election, and also notice in writing signed by that person of her or his willingness to be elected.

45. The Association may from time to time increase or reduce the number of Executive Committee Members, and determine in what rotation such increased or reduced number shall go out of office, and may make the appointments necessary for effecting any such increase.

Disqualification of Executive Committee Members

46. The office of Executive Committee member shall be immediately vacated if the member :
- (a) resigns her or his office in writing to the Association; or
 - (b) ceases to be a member in accordance with Article 7; or
 - (c) is directly or indirectly interested in any contract with the Association and fails to declare the nature of her/his interest as required by section 317 of the Act; or
 - (d) is absent from three successive meetings of the Executive Committee during a continuous period of twelve months without reasonable cause and the Executive Committee resolve that her/his office be vacated; or
 - (e) becomes bankrupt or makes any composition or arrangement with her/his creditors generally; or
 - (f) is removed from office by resolution of the Association in General Meeting in accordance with section 303 of the Act.
47. A member of the Executive Committee shall be suspended from membership of the Committee if s/he is deemed by the other Executive Committee members to be so disabled by any illness or condition as to be unable properly to fulfil her or his duties. Such suspension shall be reviewed by the Executive Committee six months after the date of its implementation and the member concerned shall be reinstated unless, in the reasonable opinion of the other members of the Executive Committee, s/he remains incapable of properly fulfilling her or his duties in which case s/he shall thereupon cease to be an Executive Committee members.

Powers and Duties of the Executive Committee

48. The business of the Association shall be managed by the Executive 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 on behalf of the Association all such acts as may be exercised and done by the Association and as are not required to be exercised or done by the Association in General Meeting. Any such requirement may be imposed either by the Act or by the Articles or by any regulation made by the Association in General Meeting but no such regulation shall invalidate any prior act of the Executive Committee which would have been valid if that regulation had not been made.
49. In particular, but without limitation, the Executive Committee may from time to time make rules or bye-laws for the proper conduct and management of the Association. The Association in General Meeting shall have power to alter or repeal the rules or bye-laws and to make additions to them, and the Executive Committee shall adopt such means as it deems sufficient to bring to the notice of members of the Association all such rules or bye-laws which, so long as they shall be in force, shall be binding on all members of the Association provided nevertheless that no rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or Articles of Association of the Association.
50. All cheques, and other negotiable instruments, and all receipts for monies paid to the Association shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Executive Committee shall from time to time by resolution determine, provided that all instruments of expenditure above £500 (or such other limit as the Executive Committee may from time to time specify) must be signed by the Treasurer and at least two Executive Committee members (one of whom shall be the Chairman or the Vice Chairperson).
51. Without prejudice to its general powers, the Executive Committee may, subject to such consents as may be required by law, exercise all the powers of the Association to borrow money and to mortgage or charge its undertaking and property or any part thereof and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Association or of any third party.

Proceedings of the Executive Committee

52. Members of the Executive Committee may meet together for the despatch of business, adjourn, and otherwise regulate their proceedings as they think fit. Meetings of the Executive Committee shall be called by at least ten clear days' notice in writing to all its members, to the appropriate regional office of MIND, and to certain agreed members of staff of the Association referred to in Article 63 (unless urgent business requires otherwise, in which case a meeting may be called by at least three clear days' written notice to all members and others entitled to notice). In either case it shall not be necessary to give notice of a meeting of the Executive Committee to any of its members for the time being absent from the United Kingdom.
53. The quorum necessary for the transaction of the business of the Executive Committee shall be three or one third of the number of Executive Committee members, whichever shall be the greater.
54. The Executive Committee may act notwithstanding any vacancy in their body; but, if and so long as its number is reduced below the number fixed by or pursuant to the Articles as the necessary quorum of members, the Executive Committee may act 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.
55. An Executive Committee member shall not debate or vote in respect of any contract/matter, transaction or arrangement in which s/he is directly or indirectly interested or any matter arising therefrom and if s/he does so vote her/his vote shall not be counted.
56. The Chairperson or at least three members of the Executive Committee may, and the Secretary at the request of at least three Executive Committee members shall, summon a meeting of the Executive Committee.
57. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes, the Chairperson of the meeting shall have a second or casting vote.
58. At any Executive Committee meeting where the Chairperson is not present within twenty minutes of the time appointed for the meeting, the Vice-Chairperson shall preside at the meeting and in the event of her or his absence the Executive Committee members present shall choose one of their number to be Chairperson of the meeting, whose function shall be to conduct the business of the meeting in an orderly manner.
59. The Executive Committee shall cause accurate records to be

made, in books provided for that purpose, of:

- (a) the names and addresses of all its members;
- (b) the names and dates of appointment of all persons appointed to office;
- (c) the names of the Executive Committee members, officers, members and other persons present at all General, Executive Committee and Sub-Committee meetings of the Association;
- (d) minutes of all proceedings and resolutions at all General, Executive Committee and Sub-Committee meetings of the Association;
- (e) all applications of the Seal to any document.

All such records and minutes shall be open to inspection during normal working hours by any member of the Association and by any person authorised by the Association in General Meeting.

- 60. The Executive Committee may delegate any of their powers to Sub-Committees consisting of such members of their body and other persons as they think fit; any Sub-Committee so formed shall be made up in such a way that members of the Executive Committee shall be in the majority, and shall in the exercise of the powers so delegated conform to any regulations imposed on it by the Executive Committee which regulations shall always include provision for regular and prompt reports to the Executive Committee.
- 61. All acts bona fide done by any meeting of the Executive Committee or by any person acting as a member of the Executive Committee shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Executive Committee members 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 an Executive Committee members.
- 62. A resolution in writing, signed by all the Executive Committee members who for the time being are entitled to receive notice of meetings of the Executive Committee shall be as valid and effectual as if it had been passed at a meeting of the Executive Committee, and may consist of several identical documents signed by one or more Executive Committee members.
- 63. A representative nominated by MIND and certain agreed members of staff of the Association being in number less than half the number of the quorum of Executive Committee

meetings shall be entitled to take part in meetings of the Executive Committee but shall not be counted in the quorum nor entitled to vote thereat. Provided that no members of staff of the Association shall be entitled to attend any Executive Committee Meeting at which matters relating to the appointment or remuneration of members of staff are being discussed nor shall they in any way seek to influence the decision of the Executive Committee on such matters.

The Executive Committee may at its discretion invite other persons to attend its meetings, with or without speaking rights, but without voting rights.

Specialist Advisers

64. The Executive Committee shall appoint specialist advisers, at least one of whom shall be an adviser on medical matters, to advise the Association on policy and other matters of interest to the Association in achieving its objects. Such advisers may attend and speak at meetings of the Executive Committee but shall not be entitled to vote thereat.

Honorary Officers

65. At the Annual General Meeting the Association shall elect a Chairperson, a Vice-Chairperson, a Treasurer and such other honorary officers as it shall from time to time decide.
66. The Chairperson and the honorary officers of the Association shall hold office until the conclusion of the Annual General Meeting of the Association next after their election but shall be eligible for re-election provided that no honorary officer shall hold office for more than six consecutive years. On the expiration of such period one further year must elapse before any honorary officer shall be eligible for re-election.

Secretary

67. Subject to sections 10 and 13(5) of the Act, the Executive Committee shall appoint a Secretary of the Association for such term and upon such conditions as they think fit; and any Secretary so appointed may be removed by them. Provided that no remuneration may be paid to a Secretary who is also a member of the Executive Committee.
68. A provision of the Act or these Articles requiring or authorising a thing to be done by or to an Executive Committee member and the Secretary shall not be satisfied by its being done by or to the same person acting in both capacities.

The Seal

69. The Executive Committee shall provide for the safe custody of the Seal, which shall only be used by the authority of the Executive Committee, and every instrument to which the Seal shall be applied shall be signed by an Executive Committee member and shall be countersigned by the Secretary or by a second Executive Committee member. Every such application of the Seal shall be minuted.

Accounts

70. The Executive Committee shall cause proper books of accounts to be kept in accordance with the law from time to time in force. Matters to be dealt with in such books shall include (without limitation):

- (a) all sums of money received and expended by the Association and details of the source and application of all such sums;
- (b) all sales and purchases made by the Association;
- (c) the assets and liabilities of the Association.

Proper books shall be deemed to be kept if they comply with all relevant and statutory provisions give a true complete and fair record of the state of the Association's affairs and fully explain its transactions.

71. The books of accounts shall be kept at the Registered Office of the Association or, subject to section 222 of the Act, at such other place or places as the Executive Committee thinks fit, and shall always be open to the inspection of all members and officers (and such other persons as are authorised by the Association in General Meeting).
72. The Executive Committee shall from time to time in accordance with sections 227 and 241 of the Act, cause to be prepared and to be laid before the Association in General Meeting such income and expenditure accounts, balance sheets, and reports as are referred to in those sections.
73. A copy of every balance sheet (including every document required by law to be annexed thereto) which is laid before the Association in General Meeting, together with a copy of the Auditor's report and Executive Committee's report shall, not less than twenty-one days before the date of the meeting (subject nevertheless to the provisions of section 240(4) of the Act), be sent to every member of and every holder of debentures of the Association, to the agreed members of staff referred to in Articles 34 and 63 and to MIND; provided that this Article shall not require a copy of such documents to be sent to any person of whose address the

Association is not aware or to more than one of the joint holders of any debentures. The Auditor's report shall be open to inspection and shall be read before the meeting.

Audit

74. At least once 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(s).

Quality Audit

75. Auditors shall be appointed and their duties regulated in accordance with sections 237 and 384 of the Act.
76. In addition to the financial audit required by law, a "quality audit" of the Association's activities may be undertaken annually. The role of such a quality audit shall be to identify the social costs and benefits of the Association's work, and to enable an assessment to be made of the Association's overall performance in relation to its objects more easily than may be made from financial accounts alone.
77. A "quality audit" may be conducted by an independent assessor appointed by the Executive Committee; or by the Executive Committee, and then submitted to an independent assessor for verification or comments. A quality audit may include an assessment of the internal management of the Association, democracy and decision-making, education and training opportunities, or other matters concerning the overall well-being of its members and staff; its use of resources, human and material; and an assessment of the Association's activities externally, including its effects on users of the services and facilities provided, on persons residing in the area where the Association is located, and on people engaged in similar activities.

Indemnity

78. Subject to the provisions of the Act (but without prejudice to any indemnity to which a member of the Executive Committee may otherwise be entitled) every member of the Executive Committee shall be indemnified out of the funds of the Association against all costs, charges, losses, damages and expenses which they shall respectively incur or be put to on account of any act, deed, matter or thing which shall be executed, done or permitted by them respectively in or about the bona fide execution of their respective offices and shall be reimbursed by the Association all reasonable expenses incurred by them in or about any legal proceedings or arbitration on account of the Association or otherwise in the execution of their respective duties.

Affiliation to MIND

79. The Association shall be and shall remain affiliated to MIND and shall pursue its objects in association with MIND and make such payments to MIND in such form, of such amounts and at such intervals as shall be determined from time to time by the Council of Management of MIND provided that the Association may by Special Resolution of its Members in General Meeting disaffiliate itself from MIND whereupon this Article shall cease to have effect.
80. The Association shall have power to nominate one representative (being an individual who is not a paid employee of the Association) to the Regional Council for the Region in which the Association is situated and otherwise to participate in the affairs of MIND to such degree and through such representation as may from time to time be determined by the Council of Management of MIND (which comprises, in part, elected representatives of Regional Councils).

Dissolution

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

We the several persons whose names and addresses are subscribed wish to be formed into a company pursuant to this Memorandum of Association.

NAMES AND ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

JOHN JAMES BLACK
27 Prentice Court,
Goldings,
Northampton NN3 4XS

John Black

RESEARCH STUDENT
ROBERT CHARLES DUNN
8 Marlow Close,
Daventry,
Northamptonshire.

R. C. Dunn

FIREMAN
ELSIE HEAD
43 West Oval,
Kings Heath,
Northampton.

E. M. Head

NONE
JOHN KERR
25 Barnstaple Close,
Favell Green,
Northampton, NN3 3BH

John Kerr

LOCAL GOVERNMENT OFFICER
MICHAEL MORRIS LOE
Swan House,
Park Lane,
Harpole,
Northamptonshire.

M. M. Loe

CHARITY WORKSHOP MANAGER
BERNARD POTTS
13 Fulmar Lane,
Wellingborough,
Northamptonshire.

B. Potts

UNEMPLOYED
DAVID ALEXANDER THOMAS
50 Garrick Road,
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Northampton, NN1 5ND

D. A. Thomas

CLINICAL PSYCHOLOGIST
CAROL THORNE-SMITH
36 Midfield Court,
Thorpland,
Northampton NN3 1XP

Carol Thorne-Smith

UNEMPLOYED
DANNY WATERFIELD
6 Billingmead Square,
Bellingle,
Northampton.
UNEMPLOYED

D. Waterfield

DATED THIS 3RD DAY OF SEPTEMBER. 1993

WITNESS TO THE ABOVE SIGNATURES -
oilrob/EJA/mind.mem.arts

LYNDA MARY RAYMOND
1 Stonepit Drive
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Leicestershire LE16 8XY

L. M. Raymond
Acting Senior Worker
Northampton District MIND