

THE COMPANIES ACTS 1985 – 1989

ANDOVER MIND

[Company Registration No 2935549 Charity Registration No 1039094]

SPECIAL RESOLUTIONS

[Pursuant to section 378(2) of the Companies Act 1985]

At the Annual General Meeting of the members of the Association held at Andover Mind on Thursday 10th November 2016 at 2 00 pm, the following Special Resolutions were duly passed namely

1	That the Memorandum of Association of the Association be amended in the following that is to say	
	(a)	<p>Clause 3 (i) be amended from:</p> <p>“ 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 town of Andover and its environs in the County of Hampshire, in association with MIND (the National Association for Mental Health) and in accordance with the aims and objects of MIND”</p> <p>-to-</p> <p>“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 principally in the town of Andover and also Hampshire and its bordering counties in association with MIND (the national Association for Mental Health) and in accordance with the aims and objects of MIND”</p>
	(b)	<p>Clause 4 initial paragraph be amended from:</p> <p>“All income and property of the Association shall be applied solely towards the promotion of its objections as set out in the Memorandum and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise however 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”</p>

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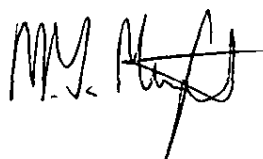
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		<p>-to-</p> <p>"All income and property of the Association shall be applied solely towards the promotion of its objectives as set out in the Memorandum and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise however 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"</p>
2	That the Articles of Association of the Association be amended in the manner following that is to say	
	(a)	<p>Clause 1 1 the second interpretation be amended from</p> <p><i>'area of benefit'</i> means the Town of Andover and its environs</p> <p>-to-</p> <p><i>'area of benefit'</i> means the Town of Andover and also Hampshire and its bordering counties</p>
	(b)	<p>Clause 7 2 be amended from</p> <p>The Executive Committee when complete consists of at least seven and not more than fifteen individuals all of whom must be members and of whom at least two shall have been users of mental health services Employees of the Association are not eligible to be members of the Executive Committee</p> <p>-to-</p> <p>The Executive Committee when complete consists of at least seven and not more than fifteen individuals drawn from a broad spectrum of experience who must be members and of whom at least two shall have lived experience of mental illness Employees of the Association are not eligible to be members of the Executive Committee</p>
	(c)	<p>Clause 8 1 and 8 2 be amended from</p> <p>8 1 At each AGM one third of members of the Executive Committee, or, if their number is not a multiple of three, the number nearest one third, shall retire from office</p> <p>8 2 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</p>

		<p>Executive Committee shall be eligible for re-election</p> <p>-to-</p> <p>8 1 At each AGM members of the Executive Committee who have served three years or multiples of three years shall retire from office</p> <p>8 2 A retiring member of the Executive Committee shall be eligible for re-election.</p>
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That the draft Regulations produced to the meeting and initialled by the Chair for the purposes of identification be and are hereby adopted as the Articles of Association of the Association in substitution and to the exclusion of all existing Articles of Association

Signed



CHAIR OF THE EXECUTIVE COMMITTEE

The Companies Acts 1985 – 1989

Private Company Limited by Guarantee

Company Number: 2935549

MEMORANDUM AND ARTICLES OF ASSOCIATION OF ANDOVER MIND

Incorporated the 3rd June 1995

[Memorandum of Association amended and new Articles adopted by special resolution of the Company in general meeting held on 10th November 2016]

**The Companies Acts 1985 & 1989
COMPANY LIMITED BY GUARANTEE**

Memorandum of Association of

ANDOVER MIND

- 1 The name of the company (hereinafter called 'the Association') is "ANDOVER MIND"
- 2 The registered office of the Association will be situation in England and Wales
- 3 The objects for which the Association is established are -
 - (1) 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 principally in the town of Andover and also Hampshire and its bordering counties in association with MIND (the national Association for Mental Health) and in accordance with the aims and objects of MIND
{Amended clause approved and adopted by special resolution of the company at Annual General Meeting 10th November 2016}

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

- (i) To take over the functions, acquire the property and assume the liabilities of the existing unincorporated association of the same name
- (ii) To purchase, take on lease, or in exchange, hire or otherwise acquire any real or person 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}
- (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 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
- (xxi) To provide indemnity insurance to cover the liability of the members of the Executive Committee which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Association Provided that any such insurance shall not extend to any claim arising from any act or omission which the members of the Executive Committee knew to be a breach of trust or breach of duty or which was committed by the members of the Executive Committee in reckless disregard to whether it was a breach of trust or breach of duty or not and provided also that any such insurance shall not extend to the costs of any unsuccessful defence to a criminal prosecution brought against the members of the Executive Committee in their capacity as Charity Trustees and as directors of the Association

[New power approved and adopted by special resolution of the Company in general meeting on 15th October 2001]

- (xxii) 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 objectives 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 however 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

{Amended clause approved and adopted by special resolution of the company at Annual General Meeting 10th November 2016}

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 [Association's] 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) of any premium in respect of any indemnity insurance to cover the liability of the members of the Executive Committee which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the association. Provided that any such insurance shall not extend to any claim arising from any act or omission which the members of the Executive Committee knew to be a breach of trust or breach of duty or which was committed by the members of the Executive Committee in reckless disregard to whether it was a breach of trust or breach of duty or not and provided also that any such insurance shall not extend to the costs of an unsuccessful defence to a criminal prosecution brought against the members of the Executive Committee in their capacity as Charity Trustees and as directors of the Association

[(New clause approved and adopted by special resolution of the Company in general meeting on 15th October 2001)]

- 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;
 - 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, addresses, signatures and descriptions are below subscribed, are desirous of being formed into a company in pursuance of this Memorandum of Association

NAMES, SIGNATURES, ADDRESSES AND OCCUPATIONS OF SUBSCRIBERS

Name	BRENDA GRIMSDALE	Address	Little Shoddesdon
Signature	Brenda Grimsdale		Nr Andover
Occupation	Farming Partner		Hants SP11 9LW

Name	JOHN DUDLEY BAKER	Address	2 The Dell
Signature	J D Baker		Vernham Dean
Occupation	Business Proprietor		Andover SP11 0LF

Name	TERENCE FITZGIBBON	Address	King Cottage
Signature	T FitzGibbon		Broughton, Stockbridge,
Occupation	Retired Army Officer		Hants SO20 8AZ

DATED THIS 23rd DAY OF May 1994

WITNESS TO THE ABOVE SIGNATURES

Name	MICHAEL JAME SMITH	Address	39 Wyndham Road
Signature	Michael J Smit		Salisbury
Occupation	Accountant		SP1 3AB

The Companies Acts 1985 & 1989
COMPANY LIMITED BY GUARANTEE

Articles of Association of

ANDOVER MIND

[New articles of association approved and adopted by special resolution of the Company in general meeting on 15th October 2001]

Interpretations

1 In the Memorandum and in these Articles

1.1 'the Act' means the Companies Act 1985

'AGM' means an annual general meeting of the Association

'area of benefit' means the Town of Andover and also Hampshire and its bordering counties

{Amended clause approved and adopted by special resolution of the company at Annual General Meeting 10th November 2016}

'these articles' means these articles of association

'the Association' means the above-named Company

'authorised representative' means an individual who is authorised by a member organisation to act on its behalf at meetings of the Association and whose name is given to the Secretary

'Chairperson' means the chairperson of the Executive Committee

'charity trustee' has the meaning prescribed by section 97(1) of the Charities Act 1993

'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 Commission' means the Charity Commissioners for England and Wales

'EGM' means an extraordinary general meeting of the Association

'financial expert' means an individual, company or firm who is an authorised person or an exempted person within the meaning of the Financial Services Act 1986

'member' and *'membership'* refer to membership of the Association

'member of the Executive Committee' means a director of the Association and

'Executive Committee' means the board of directors of the Association

'Memorandum' means the Association's Memorandum of Association

'MIND' means MIND (The National Association for Mental Health) registered charity number 219830

'month' means calendar month

'the Objects' means the Objects of the Association as defined in clause 3 of the Memorandum

'the Seal' means the common seal of the Association

'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

'taxable trading' means carrying on a trade or business on a continuing basis for the principal purpose of raising funds and not for the purpose of actually carrying out the Objects

'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

'written' or *'in writing'* refers to a legible document on paper including a fax message

'year' means calendar year

1 2 Expressions defined in the Act have the same meaning

1 3 References to an Act of Parliament are to the Act as amended or re-enacted from time to time and to any subordinate legislation made under it

Membership

2 1 The number of members with which the Association is registered is unlimited

2 2 The Association must maintain a register of members

2 3 Membership of the Association is open to any individual or organisation interested in Promoting the Objects who

2 3 1 applies to the Association in the form required by the Executive Committee and

2 3 2 signs the Register of members or consents in writing to become a member either personally or (in the case of a member organisation) through an authorised representative The member concerned shall notify the Secretary in writing within seven days of a change of name or address

2 4 The Executive Committee may establish different classes of membership and prescribe their respective privileges and duties and set the amounts of any subscriptions

2 5 The Executive Committee may provide for the admission of such persons as it may think fit to be friends or associates of the 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 be members of the Association and their rights (if any) shall not include a right to speak or vote at general meetings The Secretary shall keep an accurate register of such friends or associates of the Association

2 6 Membership is terminated if the member concerned

2 6 1 gives written notice of resignation to the Association

2 6 2 dies or (in the case of an organisation) ceases to exist

2 6 3 is six months in arrears in paying the relevant subscriptions (if any) (but in such a case the member may be reinstated on payment of the amount due) or

2 6 4 is removed from membership by resolution of the Executive Committee on the ground that in its reasonable opinion the member's continued membership is harmful to the Association The requirements of natural justice shall be respected and the member concerned 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

2 7 Membership of the Association is not transferable

General Meetings

3 1 Members are entitled to attend general meetings either personally or (in the case of a member organisation) by an authorised representative or by proxy. General meetings are called on at least clear 21 days written notice specifying the business to be discussed.

3 2 The Association must hold an AGM in every year at which all members are entitled to attend, and not more than fifteen months shall elapse between the holding of one AGM and the next. Provided that so long as the Association holds its first AGM within eighteen months of incorporation it need not hold it in its year of incorporation nor in the following year.

3 3 At an AGM the members

3 3 1 receive the accounts of the Association for the previous financial year

3 3 2 receive the Executive Committee's report on the Association's activities since the previous AGM

3 3 3 accept the retirement of those members of the Executive Committee who wish to retire or who are retiring by rotation

3 3 4 elect persons to be members of the Executive Committee to fill the vacancies arising

3 3 5 elect a Chairperson, a Vice-Chairperson, a Treasurer, and such other honorary officers as the Association may from time to time decide to appoint, the Chairperson and the honorary officers of the Association shall hold office until the conclusion of the AGM next after their election but shall be eligible for re-election

3 3 6 appoint auditors or independent examiners, as provided for by the Charities Act 1993, for the Association

3 3 7 may confer on any individual (with his or her consent) the honorary title of Patron, President or Vice-President of the Association and

3 3 8 discuss and determine any issues of policy or deal with any other business put before them

3 4 Any general meeting that is not an AGM is an EGM

3 5 The Executive Committee may convene an EGM whenever it thinks fit and must do so within 28 days on the written requisition of members in accordance with the provisions of section 368 of the Act

3 6 At general meetings

3 6 1 Decisions involving an alteration to the Memorandum or these Articles 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 entitled to vote at a general meeting either personally or (in the case of a member organisation) by an authorised representative or by proxy

3 6 2 All other decisions shall be made by ordinary resolution requiring a simple majority of the members present and entitled to vote either personally or (in the case of a member organisation) by an authorised representative or by proxy

Notice of General Meetings

4 1 Notices of general meetings must be given in writing to every member of the Association and to the auditors or independent examiners and to such other persons as are entitled to receive notice (including, without limitation, MIND and certain agreed employees of the Association referred to in Article 6 11)

4 2 Notices of general meetings must specify the place, the day and the hour of the meeting. In the case of an EGM, the special resolution to be considered must be specified in the notice calling that meeting and in the case of all other general meetings the general nature of the business to be put before the members shall be specified

Votes of Members

5 1 Subject to the provisions of Article 5 2, and except for the chairperson of the meeting, who has a second or casting vote, on a show of hands, every full member present in person or through an authorised representative has one vote on each issue; on a poll, every full member present in person or through an authorised representative or by proxy shall have one vote. A proxy must be a full member of the Association

5 2 The instrument appointing a proxy shall be in writing under the hand of the appointer or his or her attorney duly authorised in writing

5 4 Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit

of
a member of Andover MIND 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 Andover MIND to be held
on the day of and at every adjournment thereof
'Signed this day of 20

5 6 No person shall debate or vote on any matter in which s/he is directly or indirectly interested, whether financially or otherwise

6.2 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 in person or through an authorised representative at a meeting so adjourned shall constitute a quorum

6 3 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

6 4 The Chairperson may, with the consent of any general 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 general 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

6 5 At a 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

6 6 Unless a poll is demanded, a declaration by the Chairperson to the effect 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 must be entered in the book containing the minutes of the proceedings of the Association which entry 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

6 7 Subject to the provisions of Article 6 8, a poll, if demanded, shall be taken at such time and place and in such a 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

6 8 No poll shall be demanded on the election of a Chairperson of a meeting, or on any questions of adjournment

6 9 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

6 10 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

6 11 A representative nominated by MIND and certain agreed employees 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 employee of the Association shall be entitled to attend any general meeting at which matters relating to the appointment or remuneration of employees are being discussed nor shall they in any way seek to influence the decision of the general meeting on such matters

Executive Committee

7 1 The members of the Executive Committee as charity trustees have control of the Association and its property and funds

7 2 The Executive Committee when complete consists of at least seven and not more than fifteen individuals drawn from a broad spectrum of experience who must be members and of whom at least two shall have lived experience of mental illness Employees of the Association are not eligible to be members of the Executive Committee

{Amended clause approved and adopted by special resolution of the company at Annual General Meeting 10th November 2016}

7 3 The subscribers to the Memorandum are the first members of the Executive Committee

7 4 Every member of the Executive Committee must sign a declaration of willingness to act as a charity trustee of the Association before he or she is eligible to vote at any meeting of the Executive Committee

7 5 The Executive Committee may at any time co-opt any person duly qualified to be appointed as a member of the Executive Committee to fill a vacancy in its number or as an additional such member, but a co-opted member of the Executive Committee holds office only until the next AGM

7 6 A technical defect in the appointment of a member of the Executive Committee of which the Executive Committee is unaware at the time does not invalidate decisions taken at a meeting

7 8 Members of the Executive Committee 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 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. Members of the Executive Committee are not entitled to any remuneration for their services.

Election of members of the Executive Committee

8.1 At each AGM members of the Executive Committee who have served three years or multiples of three years shall retire from office.

{ Amended clause approved and adopted by special resolution of the company at Annual General Meeting 10th November 2016 }

8.2 A retiring member of the Executive Committee shall be eligible for re-election.

{ Amended clause approved and adopted by special resolution of the company at Annual General Meeting 10th November 2016 }

8.3 The association may, at the meeting at which a member of the Executive Committee so retires, elect a member of the Association to fill the vacated office, 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 8.4.

8.4 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.

8.5 The Association may from time to time by ordinary resolution in general meeting increase or reduce the number of members of the Executive Committee 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 members of the Executive Committee

9.1 The term of office of a member of the Executive Committee automatically terminates if s/he

9.1.1 is disqualified under the Charities Act 1993 from acting as a charity trustee

9.1.2 is incapable, whether mentally or physically, of managing her or his own affairs

9 1 3 is absent from three consecutive 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

9 1 4 is directly or indirectly interested in any contract with the Association and fails to declare the nature of his/her interest as required by section 317 of the Act, or

9 1 5 ceases to be a member of the Association (but such a person may be reinstated by resolution passed by all the other members of the Executive Committee on resuming membership of the Association before the next AGM)

9 1 6 resigns by written notice to the Executive Committee (but only if at least two members of the Executive Committee will remain in office)

9 1 7 is removed by resolution passed by at least three fourths of the members present and voting at a general meeting after the meeting has invited the views of the member of the Executive Committee concerned and considered the matter in the light of any such views

Powers and Duties of the Executive Committee

10 1 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 the members of the Executive Committee 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 these 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

10 2 In particular, but without limitation, the Executive Committee has the following powers in the administration of the Association

10 2 1 to appoint (and remove) any member (who may be a member of the Executive Committee) to act as Secretary to the Association in accordance with the Act

10 2 2 to delegate any of its functions to committees consisting of two or more individuals appointed by it (but at least one member of every committee must be a member of the Executive Committee and all proceedings of committees must be reported promptly to the Executive Committee)

10 2 3 to make Standing Orders consistent with the Memorandum, these Articles and the Act) to govern proceedings at general meetings

10 2 5 to make Rules consistent with the Memorandum, these Articles and the Act to govern proceedings at its meetings and at meetings of committee

10 2 6 to make Regulations consistent with the Memorandum, these Articles and the Act to govern the administration of the Association and the use of the Seal

10 2 7 to establish procedures to assist the resolution of disputes within the Association

10 2 8 to exercise any of the powers of the Association which are not reserved to a general meeting

10 3 All cheques, and other negotiable instruments, and all receipts for money 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 at least two persons one of whom must be a member of the Executive Committee

10 4 Without prejudice to its general powers, the Executive Committee may, subject to such consents as are 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

11 1 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 and to certain agreed members of staff of the Association referred to in Article 11 11 (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

11 2 A quorum at a meeting of the Executive Committee is three or one third of the number of Executive Committee members whichever shall be the greater

11 3 A meeting of the Executive Committee may be held either in person or by suitable electronic means agreed by the members of the Executive Committee in which all participants may communicate with all the other participants

11 4 The Chairperson or (if the Chairperson is unable or unwilling to do so) some other member of the Executive Committee chosen by the members present presides at each meeting

11 5 Every issue may be determined by a simple majority of the votes cast at a meeting but a written resolution signed by all the members of the Executive Committee is as valid as a resolution passed at a meeting (and for this purpose the resolution may be contained in more than one document and will be treated as passed on the date of the last signature)

11 6 Except for the chairperson of the meeting, who has a second or casting vote, every member of the Executive Committee has one vote on each issue

11 7 A member of the Executive Committee 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

11 8 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

11 9 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

11 10 A procedural defect of which the members of the Executive Committee are unaware at the time does not invalidate decisions taken at a meeting

11 11 A representative nominated by MIND and certain agreed employees 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 employees of the Association shall be entitled to attend any Executive Committee Meeting at which matters relating to the appointment or remuneration of employees are being discussed nor shall they in any way seek to influence the decision of the Executive Committee on such matters

11 12 The Executive Committee may, at its discretion, invite other persons to attend its meetings, with or without speaking rights, but without voting rights

Records and Accounts

12 1 The Executive Committee must comply with the requirements of the Act and of the Charities Act 1993 as to keeping financial records, audit or independent examination of accounts and the preparation and transmission to the Registrar of Companies and the Commission of

- 12 1 1 annual reports
- 12 1 2 annual returns and
- 12 1 3 annual statements of account

12 2 The Executive Committee must keep proper records of

- 12 2 1 all proceedings at general meetings
- 12 2 2 all proceedings at meetings of the Executive Committee
- 12 2 3 all reports of committees
- 12 2 4 all appointments of officers made by the Executive Committee
- 12 2 5 all professional advice obtained and
- 12 2 6 all applications of the Seal (if any)

12 3 All records (other than accounting 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. Accounting records must be made available for inspection by any member of the Executive Committee at any reasonable time during normal office hours and may be made available for inspection by members who are not members of the Executive Committee if the Executive Committee so decides

12 4 A copy of the Association's latest available statement of account must be supplied on request to any member of the Executive Committee or member, or to any other person who makes a written request and pays the Association's reasonable costs within two months

Specialist Advisers

13 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

Secretary

14 1 Subject to sections 10 and 13(5) of the Act, the appointment of the Secretary of the Association shall be for such term and upon such conditions as the Executive Committee thinks fit. If the Secretary is also a member of the Executive Committee s/he may receive no remuneration.

14 2 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

15 The seal (if any) shall only be used by the authority of the Executive Committee or of a sub-committee authorised by the Executive Committee. The Executive Committee may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a member of the Executive Committee and by the Secretary or by a second member of the Executive Committee.

Quality Audit

16 1 In addition to the financial audit or independent examination required by law, a 'quality audit' of the Association's activities may be undertaken every three years. The purpose of the 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.

16 2 A 'quality audit' may be conducted by an independent assessor appointed by the Executive Committee or by the Executive Committee itself 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, 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.

Notices

17 1 Notices under these Articles may be sent by hand, or by post or by suitable electronic means or (where applicable to members generally) may be published in any suitable journal or local newspaper or any newsletter distributed by the Association.

17 2 The only address at which a member is entitled to receive notices is the address shown in the register of members.

17 3 Any notice given in accordance with these Articles is to be treated for all purposes as having been received

17 3 1 24 hours after being sent by electronic means or delivered by hand to the relevant address

17 3 2 two clear days after being sent by first class post to that address

17 3 3 three clear days after being sent by second class or overseas post to that address

17 3 4 on the date of publication of a newspaper containing the notice

17 3 5 on being handed to the member (or, in the case of a member organisation, its authorised representative) personally or, if earlier

17 3 6 as soon as the member acknowledges actual receipt

17 4 A technical defect in the giving of notice of the which the Executive Committee is unaware at the time does not invalidate decisions taken at a meeting

Indemnity

18 Subject to the provisions of the Act every member of the Executive Committee shall be indemnified out of the assets of the Association against any liability incurred by she or him in that capacity in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to her or him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Association

Affiliation to MIND

19 The Association shall be 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

Dissolution

20 The provisions of the Memorandum relating to dissolution of the Association take effect as though repeated here