

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

MEMORANDUM OF ASSOCIATION

OF

**MIND IN TOWER HAMLETS AND NEWHAM –
COMPANY NUMBER : 02643905**

1. The name of the Company (hereinafter called 'the Association') is MIND in Tower Hamlets.
2. The Registered Office of the Association will be situated in England.
3. The objects for which the Association is established are:
4. 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, WITH DUE CONSIDERATION TO GENDER, RACE SEXUALITY, AGE, CULTURE AND DISABILITY, REQUIRING ADVICE OR TREATMENT IN THE LONDON BOROUGH OF TOWER HAMLETS, THE LONDON BOROUGH OF NEWHAM, AND SURROUNDING BOROUGHES (REDBRIDGE, HAVERING, BARKING AND DAGENHAM), IN ASSOCIATION WITH MIND (THE NATIONAL ASSOCIATION FOR MENTAL HEALTH) AND IN ACCORDANCE WITH THE AIMS AND OBJECTIVES OF MIND.

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 existing unincorporated association of the same name.
- 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, and 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 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 (in accordance with the Sex Discrimination Act 1975; the Race Relations Act 1976; the Disabled Employment Acts 1944 and 1986 and their codes of practice), 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 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 their dependants.
- 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 do all such 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 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.

5. 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'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 the 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.
 - (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.
6. The liability of the members is listed.

7. 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 and of the costs, charges and expenses of winding up and for the adjustments of the rights of the contributories amongst themselves, such amount as may be required not exceeding £1.
8. If upon 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.
9. 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.
10. 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 NATIONAL 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.
11. 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, sexuality, age, culture or disability, which will be reflected in the composition of the Executive

Committee and all the Association's decision making structures and processes. As regards employment the Association shall adopt an Equal Opportunity Policy by which all members of the Association shall agree to be bound.

THE COMPANIES ACT 1985
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL
ARTICLES OF ASSOCIATION
OF
MIND IN TOWER HAMLETS AND NEWHAM – COMPANY NUMBER: 02643095

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 London Borough of Tower Hamlets and the London Borough of Newham
'The Articles'	means the Articles of 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.
'NATIONAL MIND'	means MIND (the National Association for Mental Health)
'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:-

'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.

Words denoting the singular shall include the plural and vice versa, and words denoting persons shall include firms and corporations and vice versa.

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 (addressed to the Secretary of the Association) in such form as the Executive Committee shall require. Applications from users of mental health services will be welcomed.
- 3 Subject as herein provided the Committee shall have an absolute discretion as to the admission of any person to membership and shall not be bound to give any reason for their decision.
- 4 After the period of 21 clear days has elapsed from the date on which the application for membership is delivered to the Association the Executive Committee may admit to membership (without discrimination by reference to wealth, politics, race, religion and disability) individuals with an interest in mental health issues 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.

- 5 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 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

- 6 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

- 7 The rights and privileges of a member shall not be transferable and shall cease upon the member ceasing to be such.
- 8 A member shall cease to be a member immediately that s/he resigns in writing to the Secretary, or 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 the Chairperson of the Executive Committee (or such other member of the Executive Committee as the Executive Committee may determine from time to time), a member of NATIONAL MIND staff (if such a person is made available by NATIONAL MIND) and such other persons as the Association shall determine in General Meeting from time to time .

GENERAL MEETINGS

- 9 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 meeting 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. 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.
- 10 The business of an Annual General Meeting shall comprise:
 - (a) the consideration of the Report and Accounts presented by the Executive Committee and the Auditors' Report;
 - (b) The election of Executive Committee members in place of those retiring;
 - (c) The election, from those who are members of the Executive Committee, of a Chairperson, a Vice-Chairperson, a Treasurer, and such other officers as the Association may from time to time decide to appoint;
 - (d) The appointment of the Association's Auditors;
- 11 All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.
- 12 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.

- 13 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 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

- 14 All General Meetings of the Association shall be called by at least twenty-one clear days' notice.
- 15 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, NATIONAL 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 addresses.
- 16 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 the general nature of the business to be raised thereat shall be specified.
- 17 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.
- 18 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

- 19 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).
- 20 No person other than a full member duly registered, who shall have paid every subscription 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 for another member at any General Meeting.

- 21 The instrument appointing a proxy shall be in writing under the hand of the appointer or his or her attorney duly authorised in writing.
- 22 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.
- 23 Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit;

I, [] of [], a member of MIND in Tower Hamlets hereby appoint [] of [], and failing her/him [] of [] to vote for me and on my behalf at the General Meeting of the Association to be held on [] and at every adjournment thereof. Signed [date].

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

PROCEEDINGS AT GENERAL MEETINGS

- 25 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.
- 26 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 the meeting so adjourned shall constitute a quorum.
- 27 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.
- 28 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.

- 29 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 at least two full members present in person. Unless a poll be so demanded, a declaration by the Chairperson that the 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 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.
- 30 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.
- 31 No poll shall be demanded on the election of a Chairperson of a meeting, or on any question of adjournment.
- 32 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.
- 33 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.
- 34 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.
- 35 A representative nominated by NATIONAL 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

- 36 Until otherwise determined by a General Meeting, the number of members of the Executive Committee shall not be less than 10, nor more than 18; at least two of whom shall have been users of mental health services.

- 37 The Chairperson, Vice-Chairperson and any such Executive Member appointed by the Executive Committee shall be the subscribers to the Memorandum of Association.
- 38 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.
- 39 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.
- 40 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

- 41 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.
- 42 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.
- 43 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 she/he shall be ineligible for re-election pursuant to Article 43.
- 44 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.

- 45 No person other than an Executive Committee Member retiring at a 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 7 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.
- 46 The Association may from time to time by Ordinary Resolution 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

- 47 The office of Executive Committee member shall be immediately vacated if the member:
- (a) Resigns her or his office in writing to the Association;
 - (b) Ceases to be a member in accordance with Article 7;
 - (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;
 - (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;
 - (e) Becomes bankrupt or makes any composition or arrangement with her/his creditors generally;
 - (f) Is removed from office by resolution of the Association in General Meeting in accordance with section 303 of the Act.
- 48 A member of the Executive Committee shall be suspended from membership of the committee if she/he is deemed by the other Executive Committee members to be so disabled by any illness or condition as to be unable properly to fulfill 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, she/he remains incapable of properly fulfilling her or his duties in which case she/he shall thereupon cease to be an Executive Committee member.

POWERS AND DUTIES OF THE EXECUTIVE COMMITTEE

- 49 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.
- 50 In particular, but without limitation, the Executive Committee may from time to time make rules or by-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 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.
- 51 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 £2,000 must be signed by at least one Executive Member.
- 52 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 obligation of the Association or of any third party.

PROCEEDINGS OF THE EXECUTIVE COMMITTEE

- 53 Members of the Executive Committee may meet together for the dispatch of business, adjourn, and otherwise regulate their proceedings as they think fit. Meetings of the Executive Committee shall be called by at least eight clear days' notice in writing to all its members, to NATIONAL 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.
- 54 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.

- 55 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.
- 56 An Executive Committee member shall not debate or vote in respect of any contract/matter, transaction or arrangement in which she/he is directly or indirectly interested or any matter arising therefrom and if she/he does so vote her/his vote shall not be counted.
- 57 The Chairperson or at least three members of the Executive Committee may summon a meeting of the Executive Committee.
- 58 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.
- 59 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.
- 60 The Executive Committee shall cause accurate records to be made 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.
- 61 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 ensures representation by Executive Committee members, 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.

- 62 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 member 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 member.
- 63 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.
- 64 A representative nominated by NATIONAL MIND and certain agreed staff members of the Association 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

- 65 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

- 66 At the Annual General Meeting the Association shall elect from those who are members of the Executive Committee a Chairperson, a Vice-Chairperson, a Treasurer and such other honorary officers as it shall from time to time decide.
- 67 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 more than 7 consecutive years. On the expiration of such period 2 further years must elapse before any honorary officer shall be eligible for re-election.

SECRETARY

- 68 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.
- 69 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 it being done by or to the same person acting in both capacities.

THE SEAL

- 70 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 two Executive Committee members. Every such application of the Seal shall be minuted.

ACCOUNTS

- 71 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.

- 72 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).
- 73 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.
- 74 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 NATIONAL 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

- 75 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 a properly qualified Auditor.
- 76 Auditors shall be appointed and their duties regulated in accordance with sections 237 and 384 of the Act.
- 77 In addition to the financial audit required by law, '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.
- 78 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

- 79 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 NATIONAL MIND

- 80 The Association shall be and shall remain affiliated to NATIONAL MIND and shall pursue its objects in association with NATIONAL MIND and make such payments to NATIONAL 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 NATIONAL MIND provided that the Association may by Special Resolution of its Members in General Meeting disaffiliate itself from NATIONAL MIND whereupon this Article shall cease to have effect.

- 81 The Association shall have power to participate in the affairs of NATIONAL MIND to such a degree and through such representation as may from time to time be determined by the Council of Management of NATIONAL MIND.

DISSOLUTION

- 82 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.