

The Companies Acts 1985 and 1989

Sevenoaks Area Mind

Company Limited by guarantee and not having a share capital

Memorandum and Articles of Association

Company registered in England no. 3026457

Incorporated on 24 February 1995

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THE COMPANIES ACTS 1985 AND 1989**COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL**

MEMORANDUM OF ASSOCIATION**OF****SEVENOAKS & DISTRICT ASSOCIATION FOR MENTAL HEALTH**

1. The name of the Company (hereinafter called "the Association") is Sevenoaks & District Association for Mental Health.
2. The Registered Office of the Association will be situated in England and Wales.
3. The objects for which the Association is established are to promote the preservation of mental health and to assist in relieving and rehabilitating persons suffering from mental disorder or conditions of emotional or mental distress requiring advice or treatment in Sevenoaks and District, in association with Mind (the National Association for Mental Health) and in accordance with the aims and objects of Mind;

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

- (i) To take over all the functions, acquire the property and assume the liabilities of the 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 or 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 manage or take part in the management of hostels, sheltered housing, day centres and workshops and for this purpose to take on lease or under licence any suitable premises and/or to enter into management agreements with the owners or leaseholders of such premises;
- (v) 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;
- (vi) 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;
- (vii) 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;

- (viii) To engage or employ such persons, not being members of the 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 provision for the payment of pensions or superannuation to or on behalf of such employees and the spouses, children and dependants of such persons;
- (ix) To publish periodicals, magazines, books reports, leaflets or other documents, films and recorded tapes and discs;
- (x) To hold exhibitions, meetings, lectures, classes, seminars and courses either alone or with others;
- (xi) To foster and undertake research into any aspect of the objects of the Association and its work and to disseminate the results of such research;
- (xii) To co-operate and enter into arrangements and confer with representatives of voluntary organisations and with authorities (whether national, local or otherwise);
- (xiii) To issue appeals, hold public meeting and take such other steps as may be required for the purpose of procuring donations, subscriptions or any other contributions to the funds of the Association;
- (xiv) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank accounts;
- (xv) To make any charitable donations either in cash or assets for the furtherance of the objects of the Association;
- (xvi) 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;
- (xvii) To ensure and arrange insurance cover for, and to indemnify its officers, staff and voluntary workers and its members from and against all such risks in the course of the performance of their duties and functions as may be thought fit;
- (xviii) To provide indemnity insurance to cover the liability of the Executive Committee (or any of them) which by virtue of any rule of law would otherwise attaché to them in respect of any negligence, default, breach of duty or breach of trust of which they maybe 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 Committee (or any of them) knew to be a breach of duty or breach of trust or which was committed by the members (or any of them) in reckless disregard of whether it was a breach of duty or breach of trust or not;
- (xix) 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 Associations and which 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;
- (xx) 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;
- (xxi) To undertake and execute any charitable trusts which may be lawfully undertaken by the Association and may be necessary to further its objects;
- (xxii) 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 calculate to further its objects;

- (xxiii) 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; and
 - (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 to such control or authority as if the Association were not incorporated.
4. All income and property of the Association shall be applied solely towards the promotion of its objects as set out this Memorandum and no portion there of shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever by the way 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 the salary or fees or receive any remuneration or other benefit in money or money's worth from the Association.

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

- (i) 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;
 - (ii) 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;
 - (iii) of reasonable and proper rent for premises demised or let by any member of the Association or of its Executive Committee;
 - (iv) 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 holding not more than one hundredth part of the capital of that company; or
 - (v) to any member of the Executive Committee in respect of reasonable out-of-pocket expenses;
 - (vi) of ex gratia sums authorised by the Charity Commissioners under section 17 of the Charities Act; or
 - (vii) the payment of any premium in respect of any such indemnity insurance as is described in Clause 3(xviii) above.
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 he or she 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 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 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 to an extent at least as great as that imposed on the Association under and 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 or bodies.
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;
 - (i) make the Association a company to which Section 30 of the Act does not apply; or
 - (ii) cause the Association to cease to be a charity in law.
10. In carrying out the above objects the Association shall be non-party in politics and non-denominational in religion and shall promote equality of opportunity and oppose discrimination on grounds of race, gender, age, culture or disability. As regards employment the Association shall adopt an Equal Opportunity Policy by which all members of the Association shall agree to be bound.

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

NAMES AND ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Mrs Patricia Ann Downing
(Retired Physiotherapist)

Kivulini
Ashgrove
Windmill Road
Sevenoaks
Kent
TN13 1TN

Mr Peter Gordon Croft-White
(Retired oil Executive)

Southwood
Weald
Sevenoaks
Kent
TN14 6PS

Mr Norman John Down
(Retired Bank of England Manager)

2 Colet's Orchard
Otford
Sevenoaks
Kent
TN14 5RA

DATED THIS

DAY OF

WITNESS to the above signatures

NAME:
ADDRESS:
OCCUPATION:

THE COMPANIES ACTS 1985 and 1989
COMPANY LIMITED BY GURANTEE AND NOT HAVING A SHARE CAPITAL
ARTICLES OF ASSOCIATION
OF
SEVENOAKS & DISTRICT ASSOCIATION FOR MENTAL HEALTH

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 Sevenoaks and District.

“**The Articles**” means the articles of Association.

“**The Association**” means the above-named Company.

“**The Charities Act**” means the Charities Act 1993 including any statutory modifications or re-enactments for the time being in force.

“**Clear Days**” in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect.

“**The Executive Committee**” means the Directors of the Association and includes all persons appointed to perform the duties of Directors of the Association.

“**The 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 Service**” 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:

- (i) “**In Writing**” shall be construed as including references to printing, typewriting, lithography, photography and other modes of representing or reproducing words in visible form;
- (ii) Words denoting the singular shall include the plural and vice versa: and
- (iii) Words or expressions contained in the Articles shall bear the same meaning as in the Act.

MEMBERS

2. Every person who wishes to become a member shall deliver to the Association an application for membership in such form as the Executive Committee shall require. Applications from users of mental health services will be welcomed.
3. The Executive Committee may admit to membership (without discrimination by reference to colour, sex, marital status, sexual orientation, ethnic or national origin, wealth, politics, race, religion or disability) individuals living or working in the Area who support the objects of the Association; provided that members of the 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 nor be entitled to vote at General Meetings; and that any person admitted to membership has paid or has agreed to pay the annual or life membership subscription (if any).
4. It shall be lawful for the Executive Committee to provide for the admission of such persons as they may think fit to be friends or associates of the Association and for 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 and associates.

REGISTER OF MEMBERS

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

CESSATION OF MEMBERSHIP

6. The rights and privileges of a member shall not be transferable and shall cease upon the member ceasing to be such.
7. A member shall cease to be a member immediately that s/he:
 - (i) resigns in writing to the secretary; or
 - (ii) dies; or
 - (iii) fails to pay any membership subscriptions due, within three months after the same has been demanded.

The Executive Committee may also at its discretion refuse to admit to membership or terminate the membership of any applicant or member, but the requirements of natural justice shall be respected and the applicant or member shall be entitled to be heard 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, and/or such other persons as the Association shall determine in General Meeting.

GENERAL MEETINGS

8. The Association shall in each calendar year hold a General Meeting as its Annual General Meeting in addition to any other General Meetings in that year and shall specify the 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; provided that so long as the Association holds its first Annual General Meeting within eighteen months of incorporation it need not hold it in its year of incorporation nor in the following year. The Annual General Meeting shall be held as soon as possible after 1st April in each year at such time and place as the Executive Committee shall appoint.
9. The business of an Annual General Meeting shall comprise:
 - (i) the consideration of the Report and Accounts presented by the Executive Committee and the Auditor's Report;
 - (ii) the election of a Chairperson, a Treasurer and a Secretary and such other officers as the Association may from time to time decide to appoint;

- (iii) the election of Executive Committee members;
 - (iv) the appointment and fixing of the remuneration of the Auditor or Auditors; and
 - (v) the fixing of annual and life subscriptions (if any).
10. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
11. Decisions at General Meetings shall be made by passing resolutions:
- (i) Decisions involving an alteration to the Memorandum or Articles of Association and other decisions so required from time to time by statute shall be made by Special Resolution, namely one passed by majority of not less than three-fourths of the members of the Association present and entitled to vote at an Extraordinary General Meeting.
 - (ii) All other decisions shall be made by ordinary resolution requiring a simple majority of the members present and entitled to vote.

NOTICE OF GENERAL MEETINGS

12. All General Meetings of the Association shall be called by at least twenty-one clear days' notice.
13. Notice of every General Meeting shall be given in writing to every member of the Association, and (subject to Article 73) to the Auditors, and to such other persons as are entitled to receive notice (including, without limitation, Mind and certain agreed members of the 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.
14. Notices 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.
15. Notices of any resolutions proposed by members for consideration at the General Meeting must reach the Secretary twenty-eight days before the date of the meeting and must be circulated to the members of the Association, to certain agreed members of the staff referred to in Article 34, and to Mind at least 14 days before the date of the meeting.
16. Where notice is sent by post, it shall be deemed to be served if properly addressed, prepaid and posted and a notice shall be deemed to be served at the expiration of forty-eight hours after it has been posted.
17. The accidental omission to give notice of a meeting, or non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate proceedings at that meeting.

VOTES OF MEMBERS

18. Subject to the provisions of Article 19, on a show of hands every full member present in person shall have one vote. On a poll, every full member present in person or by proxy shall have one vote. A proxy must be a full member of the Association.
19. No person other than a full member duly registered, who shall have paid every subscription and other sum (if any) which shall be due payable to the Association in respect of his or her membership, shall be entitled to vote on any question either personally or by proxy or as proxy for another at any General Meeting.
20. The instrument appointing a proxy shall be in writing under the hand of the appointer or his or her attorney duly authorised in writing.
21. The instrument appointing a proxy and the power of attorney (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the Association's Registered Office not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote or, in the case of a poll, not less than twenty-four hours before the time appointed for the taking of the

poll and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiry of twelve months from the date of its execution.

22. The instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit:

"I..... a member of Sevenoaks & District Association for Mental Health hereby appointand failing him/her to vote for me and on my behalf at the [Annual or Extraordinary or adjourned, as the case may be] General Meeting of the Association to be held on the.....day of.....and at every adjournment thereof.

Signed this.....day of.....[year]....."

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

PROCEEDINGS AT GENERAL MEETINGS

24. No business shall be transacted at a General Meeting unless a quorum is present. A quorum for any General Meeting shall be not less than one tenth of the voting membership.
25. If within half an hour of 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 place, or otherwise as the Association may decide in General Meeting, the members present at a meeting so adjourned shall constitute a quorum.
26. At any General Meeting where the Chairperson is not present within twenty minutes of the time appointed for the meeting, the members present should choose one of their number to be Chairperson of that meeting, whose function shall be to conduct the business of the meeting in an orderly manner.
27. The Chairperson may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business left unfinished at the meeting from which the adjourned took place. Where a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of the original meeting. Otherwise it shall not be necessary to give any such notice.
28. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chairperson or by at least two full members present in person or by proxy. Unless a poll be so demanded, a declaration by the Chairperson that a resolution has on a show of hands been carried unanimously or by a particular majority, or lost or not carried by a particular majority, and an entry to that effect in the book containing the minutes of the proceedings of the Association shall be conclusive evidence of the fact without proof of the number or proportions of the votes recorded in favour or against such resolutions. The demand for a poll may be withdrawn.
29. Subject to the provisions of Article 30 if a poll is duly demanded it shall be taken at such time and place and in such a manner as the a Chairperson directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
30. No poll shall be demanded on the election of the Chairperson meeting, or on any question of adjournment.
31. The demand for poll shall not prevent the continuance of a meeting for the transaction of any business other than the question upon which the poll has been demanded.
32. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairperson shall have a second or casting vote.
33. Subject to the provisions of the Act, a resolution in writing signed by all the members entitled to receive notice of and to attend and vote at General Meetings shall be as valid and effective as if it has been passed at a General Meeting duly convened and held and may consist of several identical documents each signed by one or more members.

34. A representative nominated by Mind and certain agreed members of staff of the Association being in number less than half the number of the quorum of General Meetings shall be entitled to take part in General Meetings but shall not be counted in the quorum of any meeting nor entitled to vote thereat; provided that no member of the staff of the Association shall be entitled to attend any General Meeting at which matters relating to the appointment or remuneration of members of the staff are being discussed nor shall they in any way seek to influence the decision of the General Meeting on such matters.

EXECUTIVE COMMITTEE

35. Until otherwise determined by a General Meeting, the number of members of the Executive Committee shall not be less than 8 nor more than 16, at least two of whom shall, whenever practicable, be (or have been) users of mental health services.
36. The first members of the Executive Committee shall be the subscribers to the Memorandum of Association, including anyone who at the date of incorporation of the Association, including anyone who at that date is a member of the governing body of the organisation which the Association is formed to succeed.
37. The Chairperson, the Treasurer and the Secretary (and any other officer duly appointed) for the time being shall be ex officio members of the Executive Committee. Of the other members not less than two-thirds shall be elected at the Annual General Meeting. The remaining members may be co-opted by the Executive Committee from time to time and at any time, either to fill a casual vacancy or by way of addition to the Executive Committee, provided that the prescribed number be not thereby exceeded. Such co-opted members may be chosen as representatives of professional groups or local authorities or hospital or voluntary organisations. Co-opted members of the Executive Committee shall hold office only until the next following Annual General Meeting and shall then be eligible for election.
38. Under no circumstances shall any member of the staff of the Association be a member of the Executive Committee, but certain agreed members of the staff referred to in Article 61 shall receive notice of and may attend its meeting, as provided in Article 50.
- 39.
- (i) 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 and 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.
 - (ii) The Executive Committee may pay any premium in respect of any indemnity insurance to cover their liability (or the liability of any of them) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of duty or breach of trust 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 (or any of them) knew to be a breach of duty or breach of trust or which was committed by the members (or any of them) in reckless disregard of whether it was a breach of duty or breach of trust or not.

ELECTION OF EXECUTIVE COMMITTEE MEMBERS

40. At the first Annual General Meeting and at every subsequent Annual General Meeting all Executive committee members shall retire from office, but shall be eligible for re-election.
41. A retiring member of the Executive Committee shall, if offering herself or himself for re-election, be deemed to have been re-elected unless it is expressly resolved not to fill such vacancy, or unless a resolution for the re-election of such member shall have been put to the meeting and lost.
42. No person other than an Executive Committee member retiring at the meeting shall, unless recommended by the Executive Committee at any General Meeting unless prior to the date set for the meeting there shall have been given to the Secretary notice in writing, by two persons

qualified to be present and vote at the meeting, 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.

43. The Association may from time to time by Ordinary Resolution increase or reduce the number of Executive Committee members, and may make the appointments necessary for the effecting of such an increase.

DISQUALIFICATION OF EXECUTIVE COMMITTEE MEMBERS

44. The office of Executive Committee member shall be immediately vacated if the member:
- (i) resigns his or her office writing to the Association; or
 - (ii) ceases to be a member of the Association in accordance with Article 7 (unless s/he is a non member co-opted under Article 37); or
 - (iii) is directly or indirectly 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
 - (iv) 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 his/her office be vacated; or
 - (v) becomes bankrupt or subject to an administration order or makes any composition or arrangement with her/his creditors; or
 - (vi) is removed from office by resolution of the Association in General Meeting in accordance with section 303 of the Act; or
 - (vii) is disqualified from acting as a member of the Executive Committee by virtue of section 45 of the Charities Act.
45. A member of the Executive Committee shall be suspended from membership of the Committee if s/he is considered by other members to be disabled by any illness or condition as to be unable properly to fulfil her or his duties. Such suspension shall be reviewed by the Executive Committee six months after the date of its implementation and the member concerned shall be reinstated unless, in the reasonable opinion of the members, s/he remains incapable of properly fulfilling his or her duties, in which case s/he shall thereupon cease to be an Executive Committee Member.

POWERS AND DUTIES OF THE EXECUTIVE COMMITTEE

46. The business of the Association shall be managed by the Executive Committee who may pay all such expenses of, and preliminary and incidental to, promotion, formation, establishment and registration of the Association as they think, 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 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.
47. In particular, but without limitation, the Executive Committee may from time to time make rules or bye-laws for the proper conduct and management of the Association. The Association in General Meeting shall have power to alter or repeal the rules or bye-laws and to make additions to them, and the Executive Committee shall adopt such means as it deems sufficient to bring the notice of members of the Association all such rules or bye-laws which so long as they shall be in force, shall be binding on all members of the Association; provided nevertheless that no rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or Articles of Association of the Association.
48. All cheques and other negotiable instruments and all receipts for monies paid to the Association shall be signed, drawn, accepted, endorsed or otherwise executed in such manner as the Executive Committee shall from time to time resolve, provided that all instruments of expenditure above £50 (or such limit as the Executive Committee may from time to time specify) must be signed by the Treasurer and one other member of the Executive Committee nominated by the Committee.

49. Without prejudice to its other 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 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

50. Members of the Executive Committee may meet together for the despatch of business, adjourn and otherwise regulate their proceedings as they think fit. Meetings shall be called by at least ten days' clear notice in writing to all its members, to the appropriate regional office of Mind, and to certain agreed members of the staff of the Association referred to in Article 61 (unless urgent business requires otherwise, in which case a meeting may be called by summary written notice to all members and others entitled to notice). In either case it shall not be necessary to give notice of a meeting to any member of the Committee for the time being absent from the United Kingdom.
51. The quorum necessary for the transaction of business of the Executive Committee shall be three, or one third of its number, whichever is greater.
52. 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.
53. An Executive Committee member shall not debate or vote in respect of any contract, matter, transaction or arrangement in which s/he is directly or indirectly interested or any matter arising therefrom, and if s/he does so vote his/her vote shall not be counted.
54. The Chairperson or least three members of the Executive Committee may, and the Secretary at the request of at least three such members shall, summon a meeting of the Committee.
55. No business which is not specified on the agenda shall be transacted except with the agreement of three-quarters of the members present.
56. Questions arising at any meeting shall be decided by a majority of votes: the Chairperson of the meeting shall have a second or casting vote.
57. At any Executive Committee meeting where the Chairperson is not present within twenty minutes of the time appointed for the meeting, the members present shall choose one of their number to chair the meeting.
58. The Executive Committee shall cause accurate records to be made in books provided for that purpose, of:
- (i) the names and addresses of all its members;
 - (ii) the names and dates of appointment of all officers;
 - (iii) the names of the Executive Committee members, officers, members and all other persons present at each General, Executive Committee and Sub-Committee meeting of the Association; and
 - (iv) minutes of all proceedings and resolutions passed at all such meetings.

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

Any member of the Executive Committee or of a Sub-Committee may require the minutes to record which way s/he voted.

59. The Executive Committee may delegate any of their powers to Sub-Committee consisting of such members of their body and other persons as they think fit. The officers of the Association shall be ex officio members of all such Sub-Committees. Any Sub-Committees so formed shall be made up in such a way that the members of the Executive Committee shall be in majority, and shall in the exercise of the powers so delegated conform to any regulations imposed by the

Executive Committee, which regulations shall always include provision for regular and prompt records to the Executive Committee.

60. All bona fide acts done by any meeting of the Executive Committee or by any person as a member of the Executive Committee and on its behalf shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of such Executive Committee members or person acting as aforesaid, 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.
61. A resolution in writing signed by all the Executive Committee members 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 each signed by one or more Committee members.
62. A representative of Mind and certain agreed members of the staff of the Association being in number less than half of the quorum of Executive Committee meetings shall be entitled to attend and take part in meetings of that Committee but shall not be counted in quorum nor entitled to vote thereat; provided that no member of the staff shall be entitled to attend when matters concerning the appointment or remuneration of any members of staff (including themselves) are being discussed, nor shall they in any way seek to influence members of the Committee on such matters.
63. The Executive Committee may at its discretion invite other persons to attend its meetings, with or without speaking rights, but without voting rights.

SPECIALIST ADVISERS

64. The Executive Committee shall appoint specialist advisers, at least one of whom 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 Committee but shall not be entitled to vote thereat.

HONORARY OFFICERS

65. The Chairperson and the honorary officers of the Association shall hold office until the conclusion of the Annual General Meeting next after their election but shall be eligible for re-election.
66. 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.

ACCOUNTS AND AUDIT

67. 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);
 - (i) all sums of money received and expended by the Association and details of the source and application of all such funds;
 - (ii) all sales and purchases made by the Association; and
 - (iii) the assets and liabilities of the Association.

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

68. The books of account shall be kept at the Registered Office of the Association, or, subject to section 222 of 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 of such other persons as are authorised by the Association in General Meeting.
69. The Executive Committee shall from time to time in accordance with sections 227 and 241 of the Act cause 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.

70. 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 Committees'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 and every holder of debentures of the Association, to the agreed members of staff referred to in Article 34 and 61 and to Mind; provided that this Article shall not require a copy of such documents to be sent to any person of whose address the Association is not aware to more than one of the joint holders of any debentures. The auditor's report shall be open to inspection and shall be read at the meeting.
71. At least once in every year, the accounts of the Association shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more qualified auditor(s).
72. Auditors shall be appointed and their duties regulated in accordance with sections 237 and 384 of the Act.
73. The requirements of Articles 67 to 72 shall be subject to such modifications contained in the Finance Act (No 2) 1993 as apply to the Association.

ANNUAL REPORT AND ANNUAL RETURN

74. The Executive Committee shall comply with their obligations under the Charities Act with regard to the preparation of an annual report and an annual return and their transmission to the Charity Commissioners.

QUALITY AUDIT

75. In addition to the financial audit required by law, a "quality audit" of the Association's activities may be undertaken annually. The role of such 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 performance in relation to its objects more easily than may be made from financial accounts alone.
76. 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 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

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

AFFILIATION TO MIND

78. The Association shall be and remain affiliated to Mind and shall pursue 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 disaffiliate itself from Mind whereupon this Article shall cease to have effect.

79. The Association shall have power to nominate one representative (being an individual who is not a paid employee of the Association) to the Regional Council for the Region in which the Association is situated and otherwise participate in the affairs of Mind to such degree and through such representation as may from time to time be determined by the Council of Management of Mind (which comprises, in part, elected representatives of Regional Councils).

DISSOLUTION

80. 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.