

Memorandum and Articles of Association for a Charitable Company not having a share capital.

Contents

1.	Memorandum of Association	2
2.	Articles of Association.....	3
2.1	Interpretations	3
2.2	Objects.....	4
2.3	Powers	4
2.4	Application of income and property	5
2.5	Members	5
2.6	Classes of membership	5
2.7	Termination of membership	5
2.8	Trustees.....	6
2.9	Powers of Trustees	6
2.10	Appointment of trustees	6
2.11	Liability of Trustees	6
2.12	Benefits and payments to charity trustees and connected persons	7
2.13	Declaration of trustees' interests.....	8
2.14	Conflicts of interests and conflicts of loyalties	8
2.15	Proceedings of trustees	9
2.16	Remuneration of trustees.....	9
2.17	Disqualification and removal of trustees	9
2.18	General meetings.....	10
2.19	General meeting - Notice periods	10
2.20	General meetings - Proceedings.....	10
2.21	General meetings - Chair person	10
2.22	General meetings - Voting	11
2.23	Written resolutions	11
2.24	Delegation.....	11
2.25	Minutes	11
2.26	Accounts	12
2.27	Annual Report and Return and Register of Charities	12
2.28	Means of communication.	12
2.29	Rules.....	13
2.30	Disputes.....	13
2.31	Dissolution	14

1. Memorandum of Association

The company's name is:

Mind in West Essex

Company number: 4369554

Charity number: 1091154

Address:

The Wellbeing Centre

10-11 Bush Fair

Harlow

Essex - CM18 6NX

(and in this document it is called the 'charity').

Each subscriber to this memorandum of association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company.

Name of each subscriber. Authentication of each subscriber

Name	Signature
Richard Crone	
Robin Strube	
Alan Wellbelove	
Sylvia Hayes	

2.

Articles of Association

2.1 Interpretations

In the articles:

'*address*' means a postal address or, for the purposes of electronic communication, a fax number, an e-mail or postal address or a telephone number for receiving text messages in each case registered with the charity;

'*articles*' means the charity's articles of association;

'the charity' means the company intended to be regulated by the articles;

'*clear days*' in relation to the period of a notice means a 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;

'*Commission*' means the Charity Commission for England and Wales;

'*Companies Acts*' means the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the charity;

'*trustees*' means the trustees of the charity. The trustees are charity trustees as defined by section 177 of the Charities Act 2011 and Directors of the company.

'*document*' includes, unless otherwise specified, any document sent or supplied in electronic form;

'*electronic form*' has the meaning given in section 1168 of the Companies Act 2006;

"*Independent Health Advisor*" means a qualified occupational health professional who has been appointed by the Executive Board and is not a member of the association.

'*memorandum*' means the charity's memorandum of association;

"*Mind*" means the National Association for Mental Health

'*officers*' includes the trustees and the secretary (if any);

'*Objects*' describe and identify the purpose for which your **charity** has been set up.

'*United Kingdom*' means Great Britain and Northern Ireland.

"*Users 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.

Words importing one gender shall include all genders, and the singular includes the plural and vice versa.

Unless the context requires otherwise, words or expressions contained in the articles have the same meaning as in the Companies Acts but excluding any statutory modification not in force when this constitution becomes binding on the charity.

Apart from the exception mentioned in the previous paragraph a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.

2.2 Objects

The charity's 'Objects' are specifically restricted to the following:

- 1) To promote the preservation of good mental health in particular by enabling and empowering people experiencing ill mental health to live with, manage and recover from their condition.
- 2) To raise awareness of issues related to mental health, to promote understanding and to challenge stigma and discrimination.
- 3) To operate primarily within the region of West Essex, but also in other areas of the UK.

2.3 Powers

The charity has power to do anything which is calculated to further its Objects, or is conducive or incidental to doing so. In particular, the charity has power:

- (1) To raise funds. In doing so, the charity must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations;
- (2) To buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- (3) To sell, lease or otherwise dispose of all or any part of the property belonging to the charity. In exercising this power, the charity must comply as appropriate with sections 117 and 122 of the Charities Act 2011.
- (4) To borrow money and to charge the whole or any part of the property belonging to the charity as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation. The charity must comply as appropriate with sections 124 - 126 of the Charities Act 2011 if it wishes to mortgage land;
- (5) To co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
- (6) To establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
- (7) to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity;
- (8) To set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- (9) To employ and remunerate such staff as are necessary for carrying out the work of the charity. The charity may employ or remunerate a trustee only to the extent it is permitted to do so by article 14 and provided it complies with the conditions in that article;
- (10) To:
 - (a) deposit or invest funds;
 - (b) employ a professional fund-manager; and
 - (c) arrange for the investments or other property of the charity to be held in the name of a nominee;

in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;

- (11) To provide indemnity insurance for the trustees in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011;
- (12) To pay out of the funds of the charity the costs of forming and registering the charity both as a company and as a charity.

2.4 Application of income and property

- (1) The income and property of the charity shall be applied solely towards the promotion of the Objects.
- (2) (a) a trustee is entitled to be reimbursed from the property of the charity or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the charity.

(b) a trustee may benefit from trustee indemnity insurance cover purchased at the charity's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.

(c) a trustee may receive an indemnity from the charity in the circumstances specified in article 57.

(d) a trustee may not receive any other benefit or payment unless it is authorised by article 2.12

2.5 Members

- (1) The trustees will be the only Members within the meaning of the Companies Acts
- (2) The Trustees are automatically the Directors of the company.
- (3) A member shall cease to be a member automatically upon ceasing to be a trustee.

2.6 Classes of membership

The trustees may from time to time establish other categories of membership, including informal, or supporter membership and associate membership and may set out the rights and duties of such members (and may vary, or revoke such rights and duties from time to time) and may from time to time require payment of a subscription fee.

2.7 Termination of membership

Membership is terminated if:

- (1) the member dies;
- (2) the member resigns by written notice, or by email to the charity.
- (3) any sum due from the member to the charity is not paid in full within six months of it falling due;
- (4) the member is removed from membership by a resolution of the trustees that it is in the best interests of the charity that his or her or its membership is terminated. A resolution to remove a member from membership may only be passed if:

- (a) the member has been given at least twenty-one days' notice in writing of the meeting of the trustees at which the resolution will be proposed and the reasons why it is to be proposed;
- (b) the member or, at the option of the member, the member's representative (who need not be a member of the charity) has been allowed to make representations to the meeting.

2.8 Trustees

- (1) A trustee must be a natural person aged 16 years or older.
- (2) No one may be appointed a trustee if he or she would be disqualified from acting under the provisions of Companies act.
- (3) The minimum number of trustees shall be no less than 3 nor more than 12.
- (4) The trustees shall be those persons notified to Companies House as trustees of the charity.

2.9 Powers of Trustees

- (1) The trustees shall manage the business of the charity and may exercise all the powers of the charity unless they are subject to any restrictions imposed by the Companies Acts, the articles or any special resolution.
- (2) No alteration of the articles or any special resolution shall have retrospective effect to invalidate any prior act of the trustees.
- (3) Any meeting of trustees at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the trustees.

2.10 Appointment of trustees

The charity may by ordinary resolution:

- (1) Appoint a person who is eligible and willing to act to be a trustee; and
- (2) Determine the rotation in which any additional trustees are to retire.
- (3) No person other than a trustee retiring by rotation may be appointed a trustee at any general meeting unless, he or she is recommended for re-election by the trustees.
- (4) The appointment of a trustee must not cause the number of trustees to exceed any number fixed as the maximum number of trustees.
- (5) A trustee may be a beneficiary of the charity provided that a majority of the trustees do not benefit in this way.

2.11 Liability of Trustees

The liability of the trustees is limited to a sum not exceeding £1, being the amount that each member undertakes to contribute to the assets of the charity in the event of its being wound up while he, she or it is a member, for;

- (1) Payment of the charity's debts and liabilities incurred before he, she or it ceased to be a member;
- (2) Payment of the costs, charges and expenses of winding up; and
- (3) Adjustment of the rights of the contributories among themselves.

2.12 Benefits and payments to charity trustees and connected persons

(1) General provisions

No trustee or connected person may:

- (a) buy any goods or services from the charity on terms preferential to those applicable to members of the public;
- (b) sell goods, services, or any interest in land to the charity;
- (c) be employed by, or receive any remuneration from, the charity;
- (d) receive any other financial benefit from the charity;

Unless the payment is permitted by sub-clause (2) of this article, or authorised by the court or the prior written consent of the Charity Commission has been obtained.

In this article a 'financial benefit' means a benefit, direct or indirect, which is either money or has a monetary value.

(2) Scope and powers permitting trustees or connected persons' benefits

- (a) a trustee or connected person may receive a benefit from the charity in the capacity of a beneficiary of the charity provided that a majority of the trustees do not benefit in this way.
- (b) a trustee or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the charity where that is permitted in accordance with, and subject to the conditions in, sections 185 and 186 of the Charities Act 2011.
- (c) subject to sub-clause (3) of this article a trustee or connected person may provide the charity with goods that are not supplied in connection with services provided to the charity by the trustee or connected person.
- (d) a trustee or connected person may receive interest on money lent to the charity at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).
- (e) a trustee or connected person may receive rent for premises let by the trustee or connected person to the charity. The amount of the rent and the other terms of the lease must be reasonable and proper. The trustee concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
- (f) a trustee or connected person may take part in the normal trading and fundraising activities of the charity on the same terms as members of the public.

Payment for supply of goods only – controls

(3) The charity and its trustees may only rely upon the authority provided by sub-clause (2)(c) of this article if each of the following conditions is satisfied:

- (a) the amount or maximum amount of the payment for the goods is set out in an agreement in writing between the charity or its trustees (as the case may be) and the trustee or connected person supplying the goods ('the supplier') under which the supplier is to supply the goods in question to or on behalf of the charity.

- (b) the amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.
 - (c) the other trustees are satisfied that it is in the best interests of the charity to contract with the supplier rather than with someone who is not a trustee or connected person. In reaching that decision the trustees must balance the advantage of contracting with a trustee or connected person against the disadvantages of doing so.
 - (d) the supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the charity.
 - (e) the supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of trustees is present at the meeting.
 - (f) the reason for their decision is recorded by the trustees in the minute book.
- (4) In sub-clauses (2) and (3) of this article:
- (a) 'charity' includes any company in which the charity:
 - (i) holds more than 50% of the shares; or
 - (ii) controls more than 50% of the voting rights attached to the shares; or
 - (iii) has the right to appoint one or more trustees to the board of the company.

2.13 Declaration of trustees' interests

A trustee must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the charity or in any transaction or arrangement entered into by the charity which has not previously been declared.

A trustee must absent himself or herself from any discussions of the charity trustees in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the charity and any personal interest (including but not limited to any personal financial interest).

2.14 Conflicts of interests and conflicts of loyalties

- (1) If a conflict of interest arises for a trustee because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the articles, the unconflicted trustees may authorise such a conflict of interests where the following conditions apply:
 - (a) the conflicted trustee is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;
 - (b) the conflicted trustee does not vote on any such matter and is not to be counted when considering whether a quorum of trustees is present at the meeting; and
 - (c) the unconflicted trustees consider it is in the interests of the charity to authorise the conflict of interests in the circumstances applying.

(2) In this article a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a trustee or to a connected person.

2.15 Proceedings of trustees

(1) The trustees may regulate their proceedings as they think fit, subject to the provisions of the articles.

(2) Any trustee may call a meeting of the trustees.

(3) Questions arising at a meeting shall be decided by a majority of votes.

(4) In the case of an equality of votes, the person who is chairing the meeting shall have a second or casting vote.

(5) A meeting may be held by suitable electronic means agreed by the trustees in which each participant may communicate with all the other participants.

(6) No decision may be made by a meeting of the trustees unless a quorum is present at the time the decision is due to be made. ('Present' includes being present by suitable electronic means agreed by the trustees in which a participant or participants may communicate with all the other participants.)

(7) The quorum shall be two or the number nearest to one-third of the total number of trustees, whichever is the greater, or such larger number as may be decided from time to time by the trustees.

(8) A trustee shall not be counted in the quorum present when any decision is made about a matter upon which that trustee is not entitled to vote.

2.16 Remuneration of trustees

The trustees must not be paid any remuneration unless it is authorised by article 2.12

2.17 Disqualification and removal of trustees

A trustee shall cease to hold office if he or she:

(1) Ceases to be a trustee by virtue of any provision in the Companies Acts or is prohibited by law from being a trustee;

(2) Ceases to be a member of the charity;

(3) Is disqualified from acting as a trustee by virtue of sections 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of those provisions);

(4) In the written opinion, given to the company, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a trustee and may remain so for more than three months;

(5) Resigns as a trustee by notice to the charity (but only if at least two trustees will remain in office when the notice of resignation is to take effect); or

(6) Is absent without the permission of the trustees from all their meetings held within a period of six consecutive months and the trustees resolve that his or her office be vacated.

(7) Any equipment belonging to the charity must be returned promptly.

- (8) A retiring trustee is bound by the confidentiality agreement entered into upon joining the board.

2.18 General meetings

- (1) The trustees may call a general meeting at any time.
- (2) Meetings may be held 'in person' in a traditional meeting space, by virtual electronic media, or in a hybrid mixture as felt most appropriate to the members.

2.19 General meeting - Notice periods

- (1) The minimum periods of notice required to hold a general meeting of the charity are:
- (a) twenty-one clear days for a general meeting called for the passing of a special resolution;
- (b) fourteen clear days for all other general meetings.
- (2) A general meeting may be called by shorter notice if it is so agreed by a majority in number of members having a right to attend and vote at the meeting.
- (3) The notice must specify the date time and place of the meeting and the general nature of the business to be transacted. The notice must also contain a statement setting out the right of members to appoint a proxy under section 324 of the Companies Act 2006.
- (4) The notice must be given to all the trustees.
- (5) The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the charity.

2.20 General meetings - Proceedings

- (1) No business shall be transacted at any general meeting unless a quorum is present.
- (2) If: (a) a quorum is not present within half an hour from the time appointed for the meeting; or
- (b) during a meeting a quorum ceases to be present; the meeting shall be adjourned to such time and place as the trustees shall determine.
- (4) The trustees must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting.
- (5) If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the members present in person or by proxy at that time shall constitute the quorum for that meeting.

2.21 General meetings - Chair person

- (1) General meetings shall be chaired by the person who has been appointed to chair meetings of the trustees.
- (2) If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a trustee nominated by the trustees shall chair the meeting.

- (3) If there is only one trustee present and willing to act, he or she shall chair the meeting.
- (4) If no trustee is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present in person or by proxy and entitled to vote must choose one of their number to chair the meeting.

2.22 General meetings - Voting

- (1) Any vote at a meeting shall be decided by a show of hands.
- (2) Every Trustee shall have one vote.
- (3) Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final.
- (4) A trustee may appoint an alternate trustee to act on his or her behalf at meetings of the trustees, by issue of a proxy notice (Article 26)
- (5) The result of the vote must be recorded in the minutes of the charity but the number or proportion of votes cast need not be recorded.

2.23 Written resolutions

- (1) A resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that:
 - (a) a copy of the proposed resolution has been sent to every eligible member;
 - (b) a simple majority (or in the case of a special resolution a majority of not less than 75%) of members has signified its agreement to the resolution; and
- (2) A resolution in writing is passed when the required majority of members have signified their agreement to it.

2.24 Delegation

- (1) The trustees may delegate any of their powers or functions to a committee of two or more trustees but the terms of any delegation must be recorded in the minute book.
- (2) The trustees may impose conditions when delegating, including the conditions that:
 - (a) the relevant powers are to be exercised exclusively by the committee to whom they delegate;
 - (b) no expenditure may be incurred on behalf of the charity except in accordance with a budget previously agreed with the trustees.
- (3) The trustees may revoke or alter a delegation.
- (4) All acts and proceedings of any committees must be fully and promptly reported to the trustees.

2.25 Minutes

The trustees must keep minutes of all:

- (1) Appointments of officers made by the trustees;
- (2) Proceedings at meetings of the charity;
- (3) Meetings of the trustees and committees of trustees including:
 - (a) the names of the trustees present at the meeting;
 - (b) the decisions made at the meetings; and
 - (c) where appropriate the reasons for the decisions.

2.26 Accounts

- (1) The trustees must prepare for each financial year accounts as required by the Companies Acts. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.
- (2) The trustees must keep accounting records as required by the Companies Act.

2.27 Annual Report and Return and Register of Charities

- (1) The trustees must comply with the requirements of the Charities Act 2011 with regard to the:
 - (a) transmission of a copy of the statements of account to the Commission;
 - (b) preparation of an Annual Report and the transmission of a copy of it to the Commission;
 - (c) preparation of an Annual Return and the transmission of a copy of it to the Commission;
- (2) The trustees must notify the Commission promptly of any changes to the charity's entry on the Central Register of Charities.

2.28 Means of communication.

- (1) Any notice to be given to or by any person pursuant to the articles:
 - (a) must be in writing; or
 - (b) must be given in electronic form.
- (2) The charity may give any notice to a member either:
 - (a) personally; or
 - (b) by sending it by post in a prepaid envelope addressed to the member at his or her address; or
 - (c) by leaving it at the address of the member; or
 - (d) by giving it in electronic form to the member's address.
 - (e) by placing the notice on a website and providing the person with a notification in writing or in electronic form of the presence of the notice on the website. The notification must state that it concerns a notice of a company meeting and must specify the place date and time of the meeting.

- (3) A member who does not register an address with the charity or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the charity.
- (4) A member present in person at any meeting of the charity shall be deemed to have received notice of the meeting and of the purposes for which it was called.
- (5) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- (6) Proof that an electronic form of notice was given shall be conclusive where the company can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Companies Act 2006.
- (7) In accordance with section 1147 of the Companies Act 2006 notice shall be deemed to be given:
 - (a) 48 hours after the envelope containing it was posted; or
 - (b) in the case of an electronic form of communication, 48 hours after it was sent.

2.29 Rules

- (1) The trustees may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the charity.
- (2) The bye laws may regulate the following matters but are not restricted to them:
 - (a) the admission of members of the charity (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;
 - (b) the conduct of members of the charity in relation to one another, and to the charity's employees and volunteers;
 - (c) the setting aside of the whole or any part or parts of the charity's premises at any particular time or times or for any particular purpose or purposes;
 - (d) the procedure at general meetings and meetings of the trustees in so far as such procedure is not regulated by the Companies Acts or by the articles;
 - (e) generally, all such matters as are commonly the subject matter of company rules.
- (3) The charity in general meeting has the power to alter, add to or repeal the rules or bye laws.
- (4) The trustees must adopt such means as they think sufficient to bring the rules and bye laws to the notice of members of the charity.
- (5) The rules or bye laws shall be binding on all members of the charity. No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the articles.

2.30 Disputes

If a dispute arises between members of the charity about the validity or propriety of anything done by the members of the charity under these articles, and the dispute

cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

2.31 Dissolution

- (1) The members of the charity may at any time before, and in expectation of, its dissolution resolve that any net assets of the charity after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the charity be applied or transferred in any of the following ways:
 - (a) directly for the Objects; or
 - (b) by transfer to any charity or charities for purposes similar to the Objects; or
 - (c) to any charity or charities for use for particular purposes that fall within the Objects.
- (2) In no circumstances shall the net assets of the charity be paid to or distributed among the members of the charity (except to a member that is itself a charity) and if no resolution is passed by the members or the trustees the net assets of the charity shall be applied for charitable purposes as directed by the Court or the Commission.