

THE COMPANIES ACT 1985 - 1989  
COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

**ARTICLES OF ASSOCIATION OF  
West Essex Mind  
Interpretations**

**Adopted by special resolution dated 28th September 2009**

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 *West Essex*

*"The Articles"* means these Articles of the Association.

*"The Association"* means the above-named company.

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

*"The Executive Board"* means the Directors and Trustees 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.

*"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.

"Mind" means the National Association for Mental Health

"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.

Unless the context otherwise requires:

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

## **Members**

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

PROVIDED THAT members of staff of the Association shall not be admitted to full membership but only to non-voting membership and, accordingly, shall not count in the quorum of nor be entitled to vote at General Meetings; and that any person admitted to membership has paid or has agreed to pay the annual subscription (if any), It shall be lawful for the Executive Board to provide for the admission of such persons as they may think fit to be friends or associates of the Association and to provide 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.
3. Every member of the Association shall pay such membership fee (if any) as shall be determined from time to time by the Association at Annual General Meetings. Such fee shall be payable upon application for membership and shall be returnable if the membership is refused by the Association. The fee (if any) shall be paid annually by members at the commencement of the Association's financial year. If such annual subscription is not paid after 3 months, membership shall be deemed to have lapsed. A new subscription paid within the last 3 months of the financial year will be deemed to be paid in respect of the next financial year.

## **Register of Members**

4. 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**

5. The rights and privileges of a member shall not be transferable and shall cease upon the member ceasing to be such.
6. A member shall cease to be a member immediately that s/he:
  - a) resigns in writing to the Secretary; or
  - b) dies
8. The Executive Board may also at its discretion terminate the membership of any member, but the requirements of natural justice shall be respected. A member shall be entitled to be heard in his or her own defences by an appeal panel composed of the Chair or Vice Chair, a senior staff member of another local Mind Association and a member of West Essex Mind's Executive Board.

## 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. 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.
10. The business of an Annual General Meeting shall Comprise:
  - (i) the consideration of the Report and Accounts presented by the Executive Board and the Auditor's Report;
  - (ii). the election of Executive Board members in place of those retiring;
  - (iii). the appointment and the fixing of the remuneration of the Auditor or Auditors;
  - (iv) the fixing of annual subscriptions (if any).
11. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.
12. The Executive Board may convene an Extraordinary General Meeting whenever they think fit; and it shall do so on the requisition of members, in accordance with the provisions 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 to time by statute shall be made by a Special Resolution. A Special Resolution is here defined as one passed by a majority of not less than three-fourths of the members of the Association present and entitled to vote at a 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, Mind and certain agreed members of staff of the Association referred to in Article 36) 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 20, 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.
- 20. No person other than a **full** member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Association in respect of her or his membership, shall be entitled to vote on any question either personally or by proxy or as proxy for another member at any General Meeting.
- 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 .....  
appoint .....

To vote on my behalf at the \*Annual, Extra-ordinary, Adjourned, General Meeting of the Association to be held on the ..... day of 20....., to the motion/s, nomination/s, as set out in the Agenda.

Signed: .....  
Date: .....

\* delete as necessary

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

- 24. 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**

- 25 No business shall be transacted at a General Meeting unless a quorum is present. A quorum for any General Meeting shall be one tenth of the voting Membership.
- 26 If within half an hour from the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned until the same day in the next week at the same time and same place or otherwise as the Executive Board may decide. The members present at a 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 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 (the Chairperson) or by a least two full members present in person or by proxy or by a full member of members representing not less that one-tenth of the total voting rights of all the members having the right to vote at the meeting.
- 30 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.
- 31 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.
- 32 No poll shall be demanded on the election of a Chairperson of a meeting, or on any question of adjournment.
- 33 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.
- 34 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.
- 35 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.

36. A representative nominated by Mind and the CEO of the staff of the Association shall be entitled to attend General Meetings. Other agreed members of staff of the association as approved by the Executive Board, being in number less than half the number of the quorum of General Meetings shall also be entitled to attend General Meetings. The members of staff shall not be counted in the quorum of any meeting nor entitled to vote thereat. 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 Board**

37. Until otherwise determined by a General Meeting, the number of members of the Executive Board shall not be less than 6 nor more than 18; West Essex Mind will ensure that people who use or have used mental health services are given the opportunity to actively participate as a Trustee of the Executive Board and encourage them to take part in the governance and the decision-making of the organisation.
38. The first members of the Executive Board shall be the subscribers of the Memorandum of Association and such person as have agreed to become members of the Executive Board at the date of incorporation of the Association.
39. The Executive Board may from time to time and at any time appoint any member of the Association as a member of the Executive Board, either to fill a casual vacancy or by way of addition to the Executive provided that the prescribed maximum be not thereby exceeded.
- Any Executive Board 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 Board members who are to retire by rotation at such Meeting.
40. 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 Board; and under no circumstances shall any member of staff of the Association be a member of the Executive Board.
41. Executive Board members may be reimbursed for all reasonable out-of-pocket expenses properly incurred by them in attending and returning from meetings of the Executive Board 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 Board members shall not be entitled to any remuneration for their services

### **Election of Executive Board Members**

42. At the first Annual General Meeting and at every subsequent Annual General Meeting, all of the Executive Board members for the time, being shall retire from office.
43. A retiring member shall be eligible for re-election.
44. The Association may, at the meeting at which a member of the Executive Board 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.

45. There is no maximum period for which a member of the Executive Board may serve.
46. The maximum term of office for the Chair is two consecutive years with one clear year break required before re-election can be accepted for this position.

The maximum term of office for the Vice-chair is two consecutive years with one clear year break required before re-election can be accepted for this position.

47. No person other than an Executive Board Member retiring at the meeting shall, unless recommended by the Executive Board for election, be eligible for election to membership of the Executive Board at any General Meeting unless, not less than 60 nor more than 90 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.
48. Upon acceptance to the Executive Board all appointed new Trustees whether elected at a General Meeting or appointed must duly sign a copy of the Trustee's Code of Practice. The Trustee's appointment does not take affect and may not join the Executive Board until this Code of Practice has been signed and supplied to the Company Secretary.

#### **Disqualification of Executive Board Members**

49. The office of Executive Board members shall be immediately vacated if the member:
- a). is disqualified from acting as a member of the Executive Board by section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision).
  - b). resigns her or his office in writing to the Association; or
  - c). ceases to be a member in accordance with Article 7; or
  - d). is directly or indirectly interested in any contract with the Association and fails to declare the nature of her/his interest as required by of the Act; or
  - e). is absent from three successive meetings of the Executive Board during a continuous period of twelve months without reasonable cause and the Executive Board resolve that her/his office be vacated; or
  - f). becomes bankrupt or makes any composition or arrangement with her/his creditors generally; or is removed from office by resolution of the Association in a General Meeting in accordance with the provisions of the Act.
50. Subject to the provisions of Article 8 any such member who has had their membership of the association terminated shall be permanently barred from becoming a Trustee in the future.
51. A member of the Executive Board shall be suspended from membership of the Board if s/he is deemed by an Independent Health Advisor to be so disabled by any illness or condition as to be unable properly to fulfil her/his duties. Such suspension shall be reviewed by the Executive Board three months after the date of its implementation and the member concerned shall be reinstated unless, in the reasonable opinion of the Independent

Health Advisor and other members of the Executive Board, s/he remains incapable of properly fulfilling her/his duties in which case s/he shall thereupon cease to be an Executive Board member.

### **Power and Duties of the Executive Board**

52. The business of the Association shall be managed by the Executive Board 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 Meetings. Any such requirement may be imposed either by the Act or by the Articles or by any regulation made by the Association in General Meetings but no such regulation shall invalidate any prior act of the Executive Board which would have been valid if that regulation had not been made.
53. In particular, but without limitation, the Executive Board may from time to time make rules or bye-laws for the proper conduct and management of the Association. The Association in General Meetings shall have power to alter or repeal the rules or bye- laws and to make additions to them, and the Executive Board shall adopt such means as it deems sufficient to bring to the notice of members of the Association all such rules or bye-laws which, so long as they shall be in force, shall be binding on all members of the Association provided nevertheless that no rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum of Articles of Association of the Association.
54. 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 Board shall from time to time by resolution determine, provided always that the conditions contained within Articles 80 & 81 shall apply.
55. Without prejudice to its general powers, the Executive Board may, subject to such consents as may be required by law, exercise all the powers of the Association to borrow money and to mortgage or charge its undertaking and property or any part thereof and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Association or of any third party.

### **Proceedings of the Executive Board**

56. Members of the Executive Board may meet together for the despatch of business, adjourn, and otherwise regulate their proceedings as they think fit. Meetings of the Executive Board shall be called by at least ten clear days' notice in writing to all its members, and to certain agreed members of staff of the Association referred to in Article 68 (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 Board to any of its members for the time being absent from the United Kingdom.
57. The quorum necessary for the transaction of the business of the Executive Board shall be three or one third of the number of Executive Board members, whichever shall be the greater.
58. The Executive Board 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 of the Articles as the necessary quorum of members, the Executive Board 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.

59. An Executive Board 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 there from and if s/he does so vote her/his vote shall not be counted.
60. The Chairperson or at least three members of the Executive Board may, and Secretary, at the request of at least three Executive Board members shall, summon a meeting of the Executive Board.
61. 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,
62. At any Executive Board 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 Board members 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.
63. The Executive Board shall cause accurate records to be made, in books provided for that purpose, or:
  - 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 Board members, officers, members and other persons present at all General, Executive Board and Sub-Committee meetings of the Association.
  - d) Minutes of all proceedings and resolutions at all General, Executive Board and Sub-Committee meetings of the Association;

All such records and minutes with the exception of the names and addresses of the members, 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 Meetings.
64. The Executive Board may delegate any of their powers to Sub-Committees consisting of such members of their body and other persons as they think fit; any Sub-Committee so formed shall be made up in such a way that members of the Executive Board shall be in the majority, and shall in the exercise of the powers so delegated conform to any regulations imposed on it by the Executive Board which regulations shall always include provision for regular and prompt reports to the Executive Board.
65. All acts bona fide done by any meeting of the Executive Board or by any person acting as a member of the Executive Board shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Executive Board members or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be an Executive Board member.
66. A resolution in writing, signed by all the Executive Board members who for the time being are entitled to receive notice of meetings of the Executive Board shall be as valid and effectual as if it had been passed at a meeting of the Executive Board, and may consist of

several identical documents signed by one or more Executive Board members.

67. A representative nominated by Mind and the CEO or Deputy Manager of staff of the Association have the right to attend meetings of the Executive Board 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 Board 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 Board on such matters. Save that the CEO or Deputy Manager of the staff to the Association shall be entitled to attend and speak where such matters in relation to his/her staff are being discussed.

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

### **Honorary Officers**

68. At the 1<sup>st</sup> Executive Board Meeting after each Annual General Meeting the Trustees shall elect a Chairperson, Vice-Chairperson, Treasurer and other Honorary Officers as required.
69. Subject to Article 46 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 and shall be eligible for re-election.
70. There is no maximum period for which the Treasurer, Company Secretary and any other officers may hold office.
71. A Trustee can only hold 1 post of office per term,

### **Secretary**

72. Subject to the provisions of the Act, the Executive Board shall appoint one of their members as the Secretary of the Association for such terms and upon such conditions as they think fit; and any Secretary so appointed may be removed by them.
73. A provision of the Act or these Articles requiring or authorising a thing to be done by or to an Executive Board member and the secretary shall not be satisfied by its being done by or to the same person acting in both capacities.

### **Accounts**

74. The Executive Board 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.

75. The books of accounts shall be kept at the Registered Office of the Association or, subject to provisions of the Act, at such other place or places as the Executive Board 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 Meetings).
76. The Executive Board shall from time to time in accordance with the provisions 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.
77. 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 Board's report shall, not less than twenty-one days before the date of the meeting (subject nevertheless to the provisions of the Act), be made available to every member of and every holder of debentures of the Association, to the agreed members of staff referred to in Articles 36 & 67 and to Mind; provided that this Article shall not require a copy of such documents to be sent to any person of whose address the Association is not aware or to more than one of the joint holders of any debentures. The Auditor's report shall be open to inspection before the meeting.
78. The mandate shall require all cheques to be signed by two members of the Executive Board of the Association, of which there will be a maximum of three.
79. The working rules for account signatories are as follows:
- No cheque shall be pre-signed.
  - Executive Board Members approving invoices for payment shall not sign cheque(s).
  - Those to whom the cheque(s) are payable shall not sign the cheque(s).
  - Only the Honorary Officers of members of the Executive Board can make alterations, in writing, to the account auditor services received by the Bank.
  - The funds belonging to the association shall be applied only in furthering the Objects.
  - At least once in every year, the accounts of the Association shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor(s).
  - Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act.

### **Quality Audit**

80. In addition to the financial audit required by law, a "quality audit" of the associations 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.
81. A "quality audit" may be conducted by an independent assessor appointed by the Executive Board; or by the Executive Board, 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**

82. Subject to the provisions of the Act (but without prejudice to any indemnity to which a member of the Executive Board may otherwise be entitled) every member of the Executive Board or other officer or auditor of the Association shall be indemnified out of the assets 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 they shall executed, done or permitted by them respectively in or about the bona fide execution of their respective offices and shall indemnified out of the assets of the association against any liability incurred by her/him in that capacity in defending any proceedings whether civil or criminal in which judgement is given in his favour or in which s/he is acquitted or in connection with any application in which relief is granted to her/him by the Court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Association.

### **Affiliation to Mind**

83. The Association shall be and shall remain affiliated to Mind and shall pursue its objects in association with Mind and make such payments to Mind and at such intervals as shall be determined from time to time by the Council of Management of Mind.
84. The Association is entitled to participate in elections to the Mind Council of Management in accordance with the Memorandum and Articles of Association of Mind; and has the right to be present and vote at the Annual General Meeting of Mind in accordance with the Memorandum and Articles of Association of Mind.

### **Annual Report and Return**

85. The Executive Board shall comply with its obligations under the Charities Act 1993 (or any statutory re-enactment or modification of the Act) with regard to the preparation of an annual report & *return* and its transmission to both the Charity Commission and the Registrar of Companies.

### **Dissolution**

86. Clause 8 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.

## Signed on behalf of the Executive board

Full name Douglas Scott Mason (Chairperson)

Signature

Handwritten signature of Douglas Scott Mason, consisting of the letters 'D', 'S', and 'M' in a stylized, cursive script.

Address

The Wellbeing Centre  
10-11 Bush Fair  
Harlow  
Essex  
CM18 6NX

Date

28 September 2009