

THE COMPANIES ACT 1985 AND 1989

**COMPANY LIMITED BY GUARANTEE AND NOT HAVING
A SHARE CAPITAL**

MEMORANDUM OF ASSOCIATION

Of

MIND (THE NATIONAL ASSOCIATION FOR MENTAL HEALTH)

(Amended by Special Resolutions on,
respectively, the 19th day of November 1988 ,
the 2nd day of December 1989, the 1st day of June 1996, the 29th day of
November 2003, 7th day of December 2005 and 5th day of December 2007)

1. The name of the Company (hereinafter called “the Association”) is “MIND (THE NATIONAL ASSOCIATION FOR MENTAL HEALTH)”.
2. The registered office of the Association will be situate in England.
3. The objects for which the Association is established are:-
 - (a) 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.
 - (b) To promote the study of and research into mental health disorder and emotional or mental distress and to obtain and make records of and disseminate information concerning the same and to educate the public in matters relating to mental health.
4. The Association shall have the following powers exercisable in furtherance of its said objects but not otherwise, namely:-
 - (1) To promote, enter into and organise co-operation with and between bodies and persons in the achievement of the above purposes or any of them, and to that end to bring together internationally, nationally and locally, any bodies and persons engaged in or about to engage in the furtherance of the above objects or any of them.

- (2) To promote the formation of any bodies or organisations and to assist, financially (including, without limitation, by giving grants or making loans) or otherwise, or enter into any arrangement with any bodies and persons in the furtherance of the above purposes or any of them, and particularly to render assistance, either directly or indirectly or through other bodies or persons, to government departments and public authorities in the administration of statutes and orders relating to mental health and mental disorders and defects in such manner as such assistance may from time to time be requested by such government departments and authorities or as the Association may deem advisable.
- (3) To improve and elevate the technical and general knowledge of the public or of any person or persons engaged in or about to engage in the furtherance of the above purposes or any of them, or in any employment in connection therewith and to this end, either alone or in conjunction with universities, schools or other educational establishments, to provide lectures, exhibitions, classes and conferences, and to test by examination or otherwise the competence of such persons, and to award diplomas, certificates and distinctions, and to institute and establish scholarships, grants, rewards and other benefactions, provided always that no diploma or certificate shall be issued by the Association that does not state clearly on the face of it that it is not issued by or under the authority of any Government Department or Authority but is issued by the authority of the Association only.
- (4) To carry on, assist or promote the establishment, support, provision and maintenance of clinics, schools, homes, hostels, places for observation or boarding out of patients, hospitals, institutions, workshops, libraries and other places in connection with the furtherance of the objects of the Association or any of them, and to provide services at or in connection with such places, either gratuitously or otherwise.
- (5) To procure and print, publish, issue and circulate, gratuitously or otherwise, reports or periodicals, books, pamphlets, leaflets, advertisements, appeals or other literature as the Association may think expedient in connection with the objects of the Association or any of them.
- (6) To purchase, take on lease or in exchange, hire or otherwise acquire and hold in any manner any real or personal property and any rights or privileges the acquisition of which the Association may from time to time think conducive to the furtherance of the above purposes or any of them and (subject to such consents as may be required by law) sell, lease or otherwise dispose of any such real or personal estate.

- (7) To furnish, add to, alter and equip, and to sell, manage, develop, let, mortgage, or otherwise deal with all or any part of the property, rights and privileges of the Association as may be deemed expedient with a view to the furtherance of its objects.
- (8) To obtain, collect and receive money and funds by way of contributions, donations, subscriptions, legacies, grants or any other lawful method and to accept and (subject to the provisions of the said section) to receive gifts of property of any description (whether subject to any special trusts or not) for or towards the objects of the Association or any of them.
- (9) To act as trustee, and to undertake or accept any trusts or obligations which may seem in accordance with the objects of the Association, and to perform any services in connection with the objects of the Association gratuitously or otherwise.
- (10) To invest any moneys subject to or representing property subject to the jurisdiction of the Charity Commission for England and Wales or any Government Department in or upon any investments authorised by law for the investment of trust funds, and with such sanction as may be required by law with respect to moneys subject to such jurisdiction.
- (11) Subject to the provisions of Clause 4(10), to invest and deal with the moneys of the Association not immediately required in such manner as the Association shall think fit.
- (12) To borrow or raise money in such manner and upon such terms as the Association shall think fit and to issue debentures or other securities, and for the purpose of securing any debt or other obligation of the Association to mortgage or charge all or any part of the property of the Association.
- (13) To transfer or make over, with or without valuable consideration, any part of the property or assets of the Association not required for the purposes for which it is formed, to any body having charitable purposes or a charitable purpose as its objects or object, provided that such body is not carrying on business for profit or gain for distribution by way of dividend, bonus or otherwise, amongst its members.
- (14) To apply for, promote and obtain or join in applying for, promoting or obtaining any Act of Parliament, Provisional Order, Royal Charter or licence of any authority necessary or desirable for the furtherance or realisation of any of the objects of the Association, and to take all such steps and proceedings and do all such acts and things, either alone or jointly with others,

whether by opposing applications or proceedings or otherwise, as may seem necessary or expedient for that purpose.

- (15) To federate, amalgamate or affiliate with or subscribe to any body whose objects are in general respects similar to the objects of the Society, and which is not carrying on business for profit or gain, for distribution by way of dividend, bonus or otherwise, amongst its members, and to acquire and undertake all or any part which may lawfully be taken over of the assets, liabilities and engagements of any such other body.
 - (16) To provide for the welfare of employees or ex-employees of the Association or their dependants, by grants of money or pensions or by the establishment and support of associations, institutions, funds or trusts or otherwise, and to make payments towards insurance.
 - (17) To do all or any of the above things as principals, agents, trustees or otherwise, and by or through trustees, agents or otherwise, and in any part of the world.
 - (18) To do all such things as are incidental or conducive to the attainment of the above objects.
5. The income and property of the Association whencesoever derived shall be applied solely towards the promotion of the objects of the Association as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the members of the Association, provided that nothing herein shall:
- (1) prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the Association or to any member of the Association in return for any services actually rendered to the Association; nor
 - (2) prevent the payment of interest at a rate not exceeding 5 per cent. per annum on money lent or reasonable and proper rent for premises demised or let by any member to the Association; nor
 - (3) prevent the payment of any premium in respect of indemnity insurance to cover the liability of the Trustees (or 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 Trustees (or any of them) knew or ought reasonably to have known was a breach of duty or breach of trust or which was committed by the Trustees

(or any of them) in reckless disregard of whether it was a breach of duty or breach of trust or not and provided also that any such insurance shall not extend to the costs of an unsuccessful defence to a criminal prosecution brought against one or more of the Trustees in their capacity as Trustees of the Association; nor

- (4) prevent, subject to the prior written consent of the Charity Commission, the Council of Management paying reasonable remuneration to any person holding office as Chair of the Council of Management or his/her employer for work undertaken for the Association whilst holding that office notwithstanding that he/she is a director of the Association. The Chair must withdraw from any meeting whilst his/her remuneration is being discussed; nor
 - (5) prevent the Council of Management from time to time appointing and paying remuneration by fees to any persons (including members of the Council) as lecturers of the Association, as provided by the Articles of Association; nor
 - (6) prevent, subject to the prior written consent of the Charity Commission, any member of the Council of Management or other governing body of the Association being appointed to any salaried office of the Association or any office of the Association paid by fees or remuneration or other benefit in money or moneys worth given by the Association to any member of the Council of Management or other governing body. The member must withdraw from any meeting whilst his/her remuneration is being discussed; nor
 - (7) prevent any member of the Council of Management or other governing body from receiving repayment of out-of-pocket expenses, payment of interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Association; nor
 - (8) prevent any payment to any railway, gas, electric-lighting, water, cable or telephone company in which a member of the Council of Management or other governing body may be a member; nor
 - (9) prevent any payment to any company in which a member of the Council of Management may be a member, provided that such member shall not hold more than one hundredth part of the capital of that company; such a member shall not be bound to account for any share of profits he/she may receive in respect of any such payment.”
6. No addition, alteration or amendment shall be made to or in the regulations contained in the Memorandum or Articles of Association for the time being in force that would have the effect of altering the objects

of the Association or the permitted uses of finance by the Association without first obtaining the approval of the Charity Commissioners for England and Wales and in any case no such amendments shall be made as shall:-

- (a) make the Association a company to which Section 30 of the Companies Act 1985 does not apply; or
 - (b) cause the Association to cease to be a charity in law.
7. The liability of the members is limited.
8. Every member of the Association undertakes to contribute to the assets of the Association in the event of the same being wound up while s/he is a member or within one year after s/he ceases to be a member, for payment of the debts and liabilities of the Association contracted before s/he ceases to be a member, and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required not exceeding £1.
9. If upon the winding up or dissolution of the Association there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the members of the Association but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Association under or by virtue of Clause 5 hereof such institution or institutions to be determined by the members of the Association at or before the time of dissolution, or in default thereof by a judge of the High Court of Justice having jurisdiction in regard to charitable funds, and if and so far as effect cannot be given to the aforesaid provision then to some charitable object.
10. True accounts shall be kept of the sums of money received and expended by the Association and the matters in respect of which such receipts and expenditure take place, and of the property, credits and liabilities of the Association, and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Association for the time being such accounts shall be open to the inspection of the members. Once at least in every year the accounts of the Association shall be examined and the correctness of the balance sheet ascertained by one or more properly qualified Auditor of Auditors.

We, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

G.E. HAYNES, 26 Bedford Sq., W.C.1, Secretary.
J M MACKINTOSH, Greenogne, Chiltern Hill, Chalfont St. Peter, Bucks
Physician
FRANK BODMAN, 7 Windsor Terrace, Bristol, Physician
ALAN MABERLY, 3 Devonshire Place, W.1, Physician
H.C. SQUIRES, 93 Harley Street, W.1, Physician
R.G. GORDON, 23 Queen Sq., Bath, Physician
EVELYN FOX, "Annette," Laughton, Nr. Lewes, Spinster
LESLIE SCOTT, The Red House, Sotwell, Wallingford, Lord Justice of Appeal
MAY HOPE, 69 Courtfield Gardens, S.W.5, Widow
PRISCILLA NORMAN, Thorpe Lodge, Campden Hill. W.8, J.P.
LUCY G. FIELDS, 9 Culverden Avenue, Tunbridge Wells, Spinster
J.A. HADFIELD, 4 Upper Harley Street, N.W.1, Physician
W.J. GARNETT, Quernmore Park, Lancaster, County Councillor
NOEL K. HUNNYBUN, 12 Osbourne Mansions, Luxborough St., W.1,
Psychiatric Social Worker
F.H. TOSH, 2 Lawn Road, Stafford, Mental Welfare Officer
O.NIEMEYER, Cookholme, Sharpthorne, Sussex, Banker
LOIS MUNRO, 23 Downing Court, Brunswick Sq., W.C.1, Physician
GORDON HOLMES, 9 Queen Anne's Gardens, W.4, Company Director
ERIC W. SCORER, Coombe Hurst, Lincoln, Clerk of The Lindsay County
Council
J. EWART SMART, 21 Hart Grove, Ealing Cm., W.5, Boro. Education Officer
DORIS M. ODLUM, 56 Wimpole Street, London W.1, Medical Practitioner
A. HELEN BOYLE, 10 Adelaide Crescent, Hove, Sussex, Medical Practitioner
AMY STRACHEY, Harrowhill Copse, Newlands Corner, J.P.
ALNESS, Merton, Milner Road, Bournemouth, Ex-Lord in Waiting
D.H. HUGH THOMAS, Pemberton, Pewsey, Wilts, Physician
AUBREY LEWIS, Maudsley Hospital, London S.E.5, Physician.

Dated this 23rd day of October, 1946,
Witness to the above Signatures -
CONRAD ORMOND,
General Secretary,
Provisional National Council for Mental Health,
39 Queen Anne Street,
London, W.1.