

THE COMPANIES ACT 2006

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

ARTICLES OF ASSOCIATION

of

MIND (THE NATIONAL ASSOCIATION FOR MENTAL HEALTH)

(Adopted by Special Resolution passed on the 30th day of November 2011)

INTERPRETATION

- (A) In these Articles the words set out in the first column of the following table shall have the meanings set opposite to them respectively in the second column.

WORDS

MEANINGS

The Act	The Companies Acts (as defined in Section 2 of the Companies Act 2006 (insofar as they apply to the Association) and any statutory modification or re-enactment thereof for the time being in force
Affiliate Member	A Local Mind Association admitted to membership of the Association pursuant to Article 16.
The Articles	These Articles of Association of the Association.
The Association	The above-named company intended to be regulated by these Articles
The Council	The Council of Management of the Association, the members of which shall also be the charity trustees and directors of the Association.
Chair, Vice-Chairs and Honorary Treasurer	Respectively, the persons elected to the posts of chair, vice-chairs and honorary treasurer of the Association pursuant to Article 43.
clear days	In relation to a period of notice means the 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.
General Meeting	A general meeting of the Association.
Honorary Member	A member of the Association admitted pursuant to Article 11.
in writing	Written or produced by any substitute for writing or partly one and partly another.
Life Member	A member of the Association admitted pursuant to Article 10.
Local Mind Association	An organisation which has signed an affiliation agreement with the Association in a form approved by the Council.

Member	A member of the Association.
Member of Mind Link	A Mind member who defines him or herself as having direct experience of mental distress and has stated an intention to become a member of Mind Link.
Mind Link	A network of Mind members with direct experience of mental distress that informs the work of Mind
The Office	The registered office of the Association.
Ordinary Member	A member of the Association admitted pursuant to Article 9.
The President	the President of the Association, including any joint president.
Secretary	the Company Secretary of the Association.
United Kingdom	Great Britain and Northern Ireland.
Year	A calendar year from 1 January to 31 December inclusive.

- (B) Save as aforesaid words or expressions defined in the Act shall, if not inconsistent with the subject or context, bear the same meaning in the Articles.
- (C) References in the Articles to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment thereof.
- (D) References to Articles are to those within the Articles.
- (E) Headings are not to affect the interpretation of the Articles.
- (F) References to “organisations” or “persons” include corporate bodies, public bodies, unincorporated associations and partnerships.
2. The name of the Company (hereinafter called “the Association”) is “MIND (THE NATIONAL ASSOCIATION FOR MENTAL HEALTH)”.
3. The registered office of the Association will be situate in England.
4. The objects for which the Association is established are:-
- a) To promote the preservation of good mental health in particular by enabling and empowering everyone experiencing mental health problems to live with, manage and recover from their condition.
 - b) To relieve the needs of people with mental health problems by working to increase the understanding of mental health and mental health problems by gathering and disseminating information and working to raise awareness, promote understanding and challenge stigma and discrimination
5. 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 Article 5 (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.

6. 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 the Articles 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.”
7. No addition, alteration or amendment shall be made to or in the regulations contained in the 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 Commission 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 60 of the Companies Act 2006 does not apply; or
 - b) cause the Association to cease to be a charity in law.

8. MEMBERS

- (A) Membership of the Association shall comprise the following categories of members:-
 - (i) Ordinary Members;
 - (ii) Life Members;
 - (iii) Honorary Members; and
 - (iv) Affiliate Members.
- (B) The Members as at the date of adoption of these Articles and such other persons as the Council shall admit to membership (in whichever category of Member) in accordance with these Articles shall be Members and their details shall be entered in the register of Members.
- (C) A Member shall, as soon as is reasonably practicable, inform the Association in writing of any change of name or address in order that appropriate alterations may be made in the register of Members.
- (D) The liability of the members is limited.

- (E) Every Ordinary 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. ORDINARY MEMBERS

- (A) The Council may admit as Ordinary Members such individuals as shall:-
- (i) submit an application for membership in a form approved by the Council from time to time;
 - (ii) pay such subscription as may be determined by the Council from time to time.
- (B) The Council shall have an absolute discretion as to the admission of any individual as an Ordinary Member and shall not be bound to give any reason for its decision. An applicant whose membership application is refused shall have a right to appeal to the Council against such refusal and in the event of an appeal the Council must re-consider the application in the light of any further information provided by the applicant before reaching a final decision as regards whether or not the applicant is admitted to membership.
- (C) An Ordinary Member shall be required to pay an annual subscription to the Association at such a rate as shall be set by the Council from time to time and notified in writing to the Ordinary Members. The Council shall also determine the date in each Year by which the annual subscription shall be paid.

10. LIFE MEMBERS

The Council may admit an individual as a Life Member on such terms (including as to the payment of a subscription or not) as the Association in General Meeting may from time to time determine. Life Members shall be entitled to attend all General Meetings of the Association, to take part in the proceedings of such meetings and to exercise a vote.

11. HONORARY MEMBERS

The Council may from time to time admit an individual as an Honorary Member. The membership of an Honorary Member shall not be subject to the payment of any subscription. Honorary Members shall be entitled to attend all General Meetings of the Association, to take part in the proceedings of such meetings and to exercise a vote.

12. TERMINATION OF MEMBERSHIP FOR ORDINARY, LIFE AND HONORARY MEMBERS

An Ordinary, Life or Honorary Member of the Association shall cease to be a Member:

- (A) if s/he resigns by giving notice in writing to the Association in which case s/he shall cease to be a Member upon receipt of the notice by the Association; or

- (B) if s/he is removed by resolution of the Council provided that s/he shall first have had reasonable opportunity to explain to the Council why s/he should not be removed; or
 - (C) if her/his annual subscription (if any) remains unpaid for six months after the due date for payment.
13. A Member who ceases to be a Member shall not be entitled to be repaid any subscription to the Association previously paid by her/him or any part of such subscription.
14. The rights of a Member shall be personal to such Member and shall not be transferable and shall cease on her/his death or on her/his ceasing to be a Member.
15. Where any individual has ceased for any reason to be a Member the Council may (either unconditionally or upon such conditions as the Council may deem expedient) reinstate her/him as a Member.
- 16. AFFILIATE MEMBERS**
- (A) The Council shall admit each Local Mind Association as an Affiliate Member of the Association on such terms and for such period as the Council may determine.
 - (B) The Council may make such general provisions in relation to the fee (if any) payable by each Affiliate Member as the Council may from time to time determine.
 - (C) Without prejudice to the generality of the foregoing, the terms on which an Affiliate Member is admitted to membership must include a provision that such Affiliate Member shall nominate a person to act as its representative at General Meetings and to vote at such meetings. The details of such nominated representative must be advised to the Association in writing.
- 17. SUSPENSION/TERMINATION OF MEMBERSHIP FOR AFFILIATE MEMBERS**
- (A) An Affiliate Member shall be suspended as such by written notice from the Association indicating that a decision to that effect has been taken by at least three of the Chair, the two Vice-Chairs and the Honorary Treasurer.
 - (B) A suspension must be reviewed by the Council at its next meeting after the suspension is implemented. The suspension shall be lifted unless, upon review, the Council passes a resolution to extend the suspension until its next meeting or to remove the Affiliate Member concerned.
 - (C) If the suspension is extended the Council at its next meeting must decide whether to lift the suspension, extend it or remove the Affiliate Member. This process will be repeated until the suspension is lifted or the Affiliate Member removed.
 - (D) On being suspended an Affiliate Member shall not be entitled to be repaid all or any part of any subscription previously paid by it.
 - (E) The membership of an Affiliate Member shall cease immediately upon a decision of the Council to remove the Affiliate Member from membership.

GENERAL MEETINGS

18. The Council may call a General Meeting whenever they think fit and must do so on the requisition of Members in accordance with the provisions of the Act.

NOTICE OF GENERAL MEETINGS

19.
 - (A) A General Meeting must be called by at least 14 clear days' notice.
 - (B) Notice of a General Meeting must be given to all Members, members of the Council and the Association's auditors.
20. A meeting shall notwithstanding that it is called by shorter notice than that specified in Article 19 be deemed to have been duly called if it is so agreed by a majority in number of those Members having the right to attend and vote thereat and who together represent not less than 90% of the total voting rights of all the Members.
21. Every notice of a General Meeting shall specify the place, the date and the time of the meeting and the general nature of the business to be transacted.
22. The accidental omission to give notice of a meeting to or the non-receipt of the notice by any person shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

23. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. One percent of the Members for the time being or twenty Members (whichever is the lesser) present in person or by proxy shall be a quorum for all purposes. If within half-an-hour of the time appointed for the meeting a quorum is not present the meeting, if called on the requisition of the Members, shall be dissolved and in any other case, shall stand adjourned to such time and place as the Council shall determine. If at the adjourned meeting a quorum is not present, the Members present in person shall form a quorum.
24. The Chair shall preside as chair of every General Meeting at which s/he is present and willing to act but if the Chair is not present within 15 minutes after the time appointed for holding the meeting or is not willing to act, the members of the Council present shall choose the President, one of the Vice-Chairs or the Honorary Treasurer to be chair of the meeting. If none of them are present or willing to preside the Members present shall elect one of their number to chair the meeting.
25. The chair of a meeting may with the consent of that meeting (provided that 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 any adjourned meeting except business which might lawfully have been transacted at the meeting from which the adjournment took place. When a meeting is adjourned for ten days or more seven clear days' notice of the adjourned meeting shall be given in the same manner as for the original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

VOTING AT GENERAL MEETINGS

26. 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 on the declaration of the result of the show of hands) demanded:

- (A) by the Chair; or
- (B) by at least five Members present in person (including representatives of Affiliate Members) or by proxy; or
- (C) by any Members present in person or by proxy or representatives of Affiliate Members present in person and together representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting.

Unless a poll is so demanded, a declaration by the Chair that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. At every General Meeting the Council shall arrange for voting cards to be issued to those persons eligible to vote, such cards to be in the form determined from time to time by the Council. The accidental omission to issue a voting card to any person entitled to vote shall not invalidate the proceedings at any meeting.

- 27. No poll shall be demanded on the election of a chair of a meeting or on a question of adjournment.
- 28. In the case of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.
- 29. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded and it may be withdrawn at any time.
- 30. If a poll on any resolution is demanded it shall be taken as the chair of the meeting directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 31. On a show of hands and on a poll every Member present in person or by proxy shall have one vote and every representative of an Affiliate Member who is present in person shall have one vote in respect of each Affiliate Member which s/he is duly authorised to represent.
 - (A) *A Member and the representative of an Affiliate Member may vote on a poll irrespective of whether or not s/he attended the meeting at which the poll was demanded.*
 - (B) *A Member may also act as proxy for one or more other Members and a Member or the representative of an Affiliate Member may also act as a representative for one or more Affiliate Members. Accordingly on a show of hands such Member or representative of an Affiliate Member may be entitled to exercise more than one vote.*
 - (C) The Council shall make such arrangements whether by the issue of additional voting cards or otherwise as are necessary to enable a Member or the representative of an Affiliate Member to cast two or more votes on a show of hands where such Member or representative of an Affiliate Member is entitled to do so. The accidental omission to issue a voting card to any person entitled to vote shall not invalidate the proceedings at any meeting.
- 32. No Member or representative of an Affiliate Member or proxy shall be entitled to vote in a postal ballot, on a poll or on a show of hands unless all sums

presently payable to the Association by her/him or by the Affiliate Member or Member which s/he represents have been paid.

- (A) An instrument appointing a proxy shall be in writing, executed by or on behalf of the Member and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which the Council may approve):

“I
of

being a member of Mind (the National Association for Mental Health) hereby appoint [name of proxy who must be a member of the Association] of [address] or failing her/him [the chair of the meeting] as my proxy to vote for me in my name and on my behalf at the Annual/Extraordinary General Meeting of the Association to be held on

,
and at any adjournment thereof.”

Signed and dated:

- (B) Where it is desired to afford members an opportunity of instructing the proxy how s/he shall act the instrument appointing a proxy shall be in the following form (or in a form as near thereto as circumstances allow in any other form which the Council may approve):

“I
of

being a member of Mind (the National Association for Mental Health) hereby appoint [name of proxy who must be a member of the Association] of [address] or failing her/him [the chair of the meeting] as my proxy to vote for me in my name and on my behalf at the Annual/Extraordinary General Meeting of the Association to be held on , and at any adjournment thereof.

This form is to be used in respect of the resolutions mentioned below as follows:

resolution No.1 + for + against

resolution No.2 + for + against

+ strike out whichever is not desired.

Unless otherwise instructed, the proxy may vote as s/he thinks fit or abstain from voting.”

Signed and dated:

- (C) The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially (or in some other way approved by the Council) must be deposited at the Office not later 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 and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.

THE COUNCIL: ELIGIBILITY

34.

- (A) The Council shall comprise up to 16 members none of whom may be paid employees of the Association, namely:-
 - (i) up to eight elected members, elected by the Members; and
 - (ii) up to eight co-opted members appointed by the Council.
- (B) Subject to Article 34(A), and not precluding the Association's commitment to ensuring that the diversity of its members be reflected within the membership of the Council, the membership of the Council must, in so far as is practicable, include:-
 - (i) a minimum of eight people with personal experience of mental distress;
 - (ii) at least one member of Mind Link;
 - (iii) at least two individuals from black or minority ethnic communities; and
 - (iv) at least one individual living in Wales.

35. An individual shall not be eligible for membership of the Council unless s/he is a Member and is at least eighteen years of age.

36. THE COUNCIL: NOMINATION FOR ELECTED MEMBERS

All individuals nominated for election to the Council will be required to demonstrate that they fulfil the criteria for members of the Council as determined by the Council and notified to Members. A panel consisting of the Chair and at least three other members of the Council will consider nominations against the criteria in line with a process agreed by the Council from time to time.

37. THE COUNCIL: ELECTIONS

- (A) The term of office for an elected member of the Council shall be three years from the date of her/his election.
- (B) An elected member of the Council who comes to the end of her/his term of office shall be eligible for re-election provided that s/he shall not serve for more than three consecutive terms of office (each term being three years). An elected member of the Council retiring from office after the maximum period of office (nine years) shall not be eligible for re-election to the Council or for co-option to the Council until a minimum period of one year has elapsed.
- (C) In the event that on any occasion the number of persons nominated for election to the Council ("the Candidates") exceeds the number of elected offices to be filled, a ballot shall be held to determine which of the Candidates shall be elected to such offices. In respect of any such ballot, the following procedure shall apply:

- (i) the Council shall send to each Member at her/his last known address (or any other address notified to the Association by a Member for that purpose), the following:
 - (a) notification of the number of vacancies, the names of the Candidates and the date by which ballot papers are to be returned; and
 - (b) a ballot paper on which the name of every Candidate appears in writing;
 - (ii) every Member shall be entitled to one vote in respect of each position to be filled;
 - (iii) a Member may not cast more than one vote for any one Candidate. Where more than one vote is cast for a Candidate by the same Member then such votes shall be disregarded;
 - (iv) the successful Candidates in the election shall be determined simply by the total number of votes cast for each Candidate and not on any system of proportional representation or otherwise;
 - (v) the vacant office shall be filled by the winner of the ballot and where there is more than one vacant office then such offices shall be filled by the successful Candidates with the highest number of votes until all vacant posts are filled;
 - (vi) in the event that there is only one vacant office to be filled or remaining to be filled and there is a tie between two or more Candidates to fill such office the Candidates in question shall draw lots to determine which of them shall be elected to such office; and
 - (vii) the accidental omission to issue a ballot paper to any person entitled to vote in the ballot shall neither invalidate the ballot nor the election of the successful Candidates.
38. The Council may fill any casual vacancy amongst the elected members of the Council by appointing a Member to fill the vacancy. Any person so appointed shall hold office until the end of the term of office of the person s/he has replaced.

40. THE COUNCIL: CO-OPTIONS

- (A) Subject to Articles 34(A)(ii) and 34(B), the Council shall co-opt such Members as it may determine to be members of the Council.
- (B) The term of office for a co-opted member of the Council shall be three years from the date of her/his co-option.
- (C) A co-opted member of the Council who comes to the end of her/his term of office shall be eligible to be re-appointed provided that s/he shall not serve for more than three consecutive terms of office (each term being three years). A co-opted member of the Council retiring from office after the maximum period of office (nine years) shall not be eligible for re-appointment (or for election as an elected member of the Council) until a minimum period of one year has elapsed.

THE COUNCIL: GENERAL

40. The Council may authorise the repayment by the Association to members of the Council of all or any out-of-pocket expenses reasonably and properly

incurred by them in performance of their duties or in connection with the affairs of the Association.

41. A member of the Council shall be entitled to make any contract or arrangement with the Association authorised by the Articles but not otherwise and no such contract nor any contract or arrangement entered into by or on behalf of the Association in which any member of the Council is in any way interested shall be liable to be avoided nor shall any such member of the Council so contracting or being so interested be liable to account to the Association for any profit realised by any such contract or arrangement by reason of her/his holding that office or of the fiduciary relation thereby established provided that:-
- (i) the nature of this interest has been declared by her/him at the meeting of the Council at which the question of entering into the contract or arrangement is first considered (if her/his interest then exists) or, in any other case, at the first meeting of the Council after s/he becomes so interested; and
 - (ii) a member of the Council shall not vote in respect of any contract or arrangement in which she is in any way interested and if s/he shall do so her/his vote shall not be counted but this prohibition shall not apply to any security or indemnity in respect of money lent by her/him to or obligation undertaken by her/him for the benefit of the Association.
42. For the purposes of Article 41, a general notice given to the Council by any member of the Council to the effect that s/he is a member of any specified company or firm and is to be regarded as interested in any contract or arrangement which may thereafter be entered into with that company or firm shall be deemed a sufficient declaration of interest in relation to any contract or arrangement so entered into.

43. HONORARY OFFICERS

- (A) The Honorary Officers of the Association shall consist of a Patron, President, Vice-Presidents, Chair, two Vice-Chairs and an Honorary Treasurer.
- (B) The Chair, Vice-Chairs and the Honorary Treasurer shall be elected by the Council from amongst its members and each shall hold office for such period as the Council shall determine, subject to a maximum period of three years.
- (C) A retiring Chair, Vice-Chair or Honorary Treasurer shall be eligible for re-election provided that s/he shall not, generally speaking, serve for more than six years in total as Chair, Vice-Chair, Honorary Treasurer or any combination of these offices. However, this limitation shall not apply to a Vice-Chair or Honorary Treasurer who is subsequently elected as Chair. In such circumstances the person concerned may serve for up to two three year terms of office as Chair in addition to his/her term of office as Vice-Chair or Honorary Treasurer, subject to a maximum of nine years service in total as Vice-Chair or Honorary Treasurer and Chair.
- (D) A Chair, Vice Chair or Honorary Treasurer shall cease to hold office as such if her/his term of office as a member of the Council comes to an end and s/he is not re-elected or re-appointed.

- (E) The Patron, President and Vice-Presidents of the Association shall be appointed by the Council and shall be such persons, whether members of the Association or not as the Council shall think fit. No person so appointed shall in consequence only of such appointment be required to sign the application form mentioned in Article 9 nor to pay any subscription nor be under any liability in the event of the Association being wound up nor shall her/his name be entered in the register of Members. The number of Honorary Officers other than the Chair, Vice-Chairs and the Honorary Treasurer may be increased or reduced and their titles altered at any time by the Association in General Meeting. The appointment of any Honorary Officer may at any time be revoked and determined by a resolution of the Council to that effect. The Patron, President and Vice-Presidents shall not be subject to any maximum term of office.
- (F) The Patron, President and Vice-Presidents shall be entitled to attend all General Meetings of the Association but shall not by virtue only of their positions as Honorary Officers (save in the case of a President or Vice-President who is also an Ordinary Member of the Association) be entitled to take part in the proceedings unless invited to do so by the chair of the meeting nor in any event (save as aforesaid) be entitled to vote. Separate registers of Honorary Officers shall be kept by the Association.

COUNCIL OBSERVERS

44.

- (A) Subject to Article 44(D), the Council may allow individuals who are not Council members to attend Council meetings as observers on whatever terms the Council decides.
- (B) Observers may take part in discussions but may not vote.
- (C) The Council may exclude observers from any part of a Council meeting where the Council considers the business is private.
- (D) The Council must exclude an observer from any part of a Council meeting at which a personal benefit or possible personal benefit to her/him is being considered.

45. SUB-COMMITTEES

- (A) Subject to any restrictions or conditions imposed by the Association in General Meeting, the Council may appoint sub-committees consisting of four or more persons with or without power to co-opt any other persons and may delegate any of their powers to such sub-committees upon such terms and conditions in all respects as they may think fit and may revoke or vary such delegation.
- (B) Persons not being members of the Association may be appointed or co-opted to serve on such sub-committees provided always that the number of members of any such sub-committee whether appointed or co-opted who are not Members shall never exceed one-fourth of the total number of persons serving on that sub-committee whether appointed or co-opted.

- (C) The proceedings of all sub-committees must be promptly and fully reported to the Council in such manner as the Council shall determine.

46. STAKEHOLDER PARTICIPATION

- (A) The Council shall establish a forum to engage and involve the principal stakeholders in the work of the Association.
- (B) The size and composition of such forum and its terms of reference shall be as determined by the Council from time to time.

DISQUALIFICATION OF COUNCIL MEMBERS AND OFFICERS

47. An Honorary Officer or a member of the Council shall vacate office in any of the following circumstances:-

- (A) if s/he resigns her/his office by notice to the Association delivered to the Office;
- (B) if an interim order is applied for or made, or a voluntary arrangement approved, or if a petition for a bankruptcy order is made against her/him, or if a receiver or trustee in bankruptcy is appointed of her/his estate or other similar or equivalent action taken against or by her/him by reason of her/his insolvency or in consequence of debt;
- (C) if s/he is deemed by a simple majority of the Panel to be in breach of the Association's code of conduct for Council members. For the purposes of this Article 47 the Panel shall mean three persons selected by the Council from amongst the President, Chair, Vice-Chairs and Honorary Treasurer, plus a member of the Council nominated by it for the purpose;
- (D) if s/he is deemed by a simple majority of the Panel to be so disabled by any illness or condition as to be unable properly to fulfil her/his duties;
- (E) if s/he ceases to be a Director under the Act or is prohibited by law from being a Director or is disqualified from acting as a charity trustee under the Charities Act 1993 or any amendment or re-enactment thereof;
- (F) if s/he for any reason ceases to be a Member;
- (G) if s/he is convicted of any criminal offence which in the reasonable opinion of the Council brings her/his office or the Association into disrepute and/or has a material adverse effect on her/his capability to fulfil her/his duties; or
- (H) if s/he is absent from three successive meetings of the Council during a continuous period of twelve months without reasonable cause and the Council resolve that her/his office be vacated.

POWERS OF THE COUNCIL

48. Without prejudice to the powers of delegation conferred on the Council by Article 45, the general management of the affairs of the Association shall, subject to the provisions of the Act and the Articles and to any regulations from time to time made by the Association in General Meeting, be vested in the Council. The Council, in addition to the powers and authorities expressly

conferred upon it by these Articles, may exercise all such powers and do all such acts and things as may be exercised or done by the Association. No alteration to the Articles and no such regulation shall invalidate any prior act of the Council which would have been valid if that alteration or regulation had not been made. The special powers given by this Article shall not be limited or restricted by any special authority or power given by any other Article.

49. The Council may exercise all the powers of the Association to raise or borrow money and to mortgage or charge its undertaking and property and to issue debentures and other securities.
50. All cheques drafts and bills of exchange and all receipts for moneys paid to the Association shall be signed, drawn, accepted, endorsed or otherwise executed as the case may be in such manner as the Council shall from time to time by resolution determine.

PROCEEDINGS OF THE COUNCIL AND OF SUB-COMMITTEES

51.

- (A) The Council shall meet together at least four times each Year for the dispatch of business and may adjourn and otherwise regulate their meetings as they think fit.
- (B) The Council shall determine the quorum necessary for the transaction of business but unless otherwise determined six members of the Council shall be a quorum.
- (C) A member of the Council may be counted as part of the quorum at a meeting of the Council if s/he can hear, comment and vote on the proceedings of the meeting through telephone, video conferencing or other communications equipment.
- (D) Questions arising at any meeting of the Council shall be decided by a majority of votes and in the case of any equality of votes the Chair shall have a second or casting vote.

52.

- (A) The Chair or any five other members of the Council may and, on the request of the Chair or any five other members of the Council, the Secretary shall at any time summon a meeting of the Council by notice served upon all of the members of the Council. A member of the Council who is out of the United Kingdom shall not be entitled to notice of a meeting.
- (B) At least seven days' notice shall be given of all meetings of the Council save that a meeting of the Council may be called on shorter notice if at least three members of the Council certify in writing that because of special circumstances it ought to be called as a matter of urgency.

53. The continuing members of the Council may act notwithstanding any vacancies in the Council but if and for so long as the number of members of the Council is reduced below the number for the time being fixed as a quorum the continuing members may act for the purpose of appointing or co-opting members of the Council or of summoning a General Meeting of the Association but not for any other purpose.

54. The Chair or in her/his absence one of the Vice-Chairs or Honorary Treasurer shall preside at all meetings of the Council at which they are respectively

present but if at any meeting neither the Chair nor a Vice-Chair nor the Honorary Treasurer is present five minutes after the time appointed for holding the meeting or is willing to act as chair then the members of the Council present shall choose one of their number to be chair of the meeting.

55. The meetings and proceedings of any sub-committee of the Council shall be governed by the provisions of these Articles so far as applicable except that
- (i) unless otherwise determined by the Council, the quorum for a meeting of a sub-committee shall be three or one-third of the number of members of such sub-committee whichever is the greater; and
 - (ii) a resolution of a sub-committee of the Council shall not be effective unless a majority of the Members who are members of the sub-committee vote in favour.
56. All acts bona fide done by any meeting of the Council or of any sub-committee or by any person acting as a member of the Council or of any sub-committee shall notwithstanding it be afterwards discovered that there was some defect in the appointment of any such member or person acting as aforesaid or that they or any of them were disqualified or had vacated office be as valid as if every such person had been duly appointed and was qualified and had continued to be a member of the Council or of such sub-committee.
57. A resolution in writing signed by all members of the Council or of any sub-committee of the Council shall be as effective as a resolution passed at a meeting of the Council or sub-committee (as the case may be) duly convened and held.

MINUTES

58. The Council shall cause minutes to be made and kept:-
- (A) recording those present at all General Meetings, meetings of the Council and meetings of all sub-committees of the Council; and
 - (B) recording all resolutions and proceedings at all General Meetings, meetings of the Council and meetings of all sub-committees of the Council.

Any such minutes of a meeting if purporting to be signed by the chair of such meeting or of the next succeeding meeting shall be sufficient evidence without any further proof of the facts therein stated. Minutes of all meetings must be kept for at least ten years from the date of the meeting.

EXECUTION OF DEEDS

59. Documents which are executed as deeds must be signed by either two members of the Council or one member of Council and the Secretary.

ACCOUNTS

60. The Council shall cause to be kept such accounting records as are necessary to exhibit and explain the transactions and financial position of the Association and to give a true and fair view of the state of its affairs and in particular (but without limiting the generality of the foregoing provision) proper records with respect to:
- (A) all sums of money received and expended by the Association and the matters in respect of which such receipt and expenditure take place;

- (B) all sales and purchases of goods by the Association; and
 - (C) the assets and liabilities of the Association.
61. The accounting records shall be kept at the Office or at such other place as the Council shall think fit and shall at all times be open to inspection by the members of the Council and (subject to any restriction which the Association in General Meeting may from time to time impose) by Members.

AUDIT

62. Auditors of the Association shall be appointed and their duties regulated in accordance with the Act.
63. The auditors' report to the Members made pursuant to the provisions of the Act shall be open to the inspection of any Member who shall be entitled to be furnished with a copy of the balance sheet (including every document by law required to be annexed thereto) and the auditors' report in accordance with the Act.

NOTICES

64. Any notice or document may be served by the Association on any Member either:-
- (i) personally; or
 - (ii) by sending it by post in a prepaid envelope; or
 - (iii) by facsimile transmission; or
 - (iv) by leaving it at her/his address; or
 - (v) by email; or
 - (vi) by posting the notice or document on the Association's website.
65. Notices under Articles 64(ii) to 64(v) may be sent:-
- (i) to an address in the United Kingdom which that person has given the Company; or
 - (ii) to the last known home or business address of the person to be served; or
 - (iii) to that person's address in the register of Members.
- 66.
- (A) Proof that an envelope containing a notice was properly addressed, prepaid and posted is conclusive evidence that the notice was given 48 hours after it was posted.
 - (B) Proof that a facsimile transmission was made is conclusive evidence that the notice was given at the time stated on the transmission report.
 - (C) A copy of the notification from the system used by the Association to send emails that an email has been sent to the particular person will be conclusive evidence that the notice was sent and such notice will be deemed to have been delivered 24 hours after it was sent.
 - (D) Any notice or document posted on the Association's website shall be deemed to have been served upon the Members only when the Members have been advised that such notice or document is available on the website.

WINDING UP

67. 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 Article 6 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.