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THE COMPANIES ACT 2006

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

ARTICLES OF CHARITY

OF

Northamptonshire Mind



Interpretation

1. In these articles:

"the Act" means the Companies Act 2006;

"address" means a postal address or, for the purposes of electronic communication, a fax number or an e-mail address in each case registered with the Charity;

"the articles" means these articles of Charity of the Charity;

"the Charity" means the company intended to be regulated by these articles;

"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;

"the Commission" means the Charity Commission for England and Wales;

"the Trustees" means the Trustees of the Charity. The Trustees are charity trustees as defined by Section 97 of the Charities Act 1993;

"Group": the Charity, any subsidiary or any holding company of the Charity from time to time, and any subsidiary from time to time of a holding company and member of the Group shall mean any of them

"the memorandum" means the memorandum of Charity of the Charity;

"officers" includes the Trustees and the secretary;

"secretary" means the secretary of the Charity or any other person appointed to perform the duties of the secretary of the Charity, including a joint, assistant or deputy secretary;

"the United Kingdom" means Great Britain and Northern Ireland; and

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

Unless the context otherwise requires words or expressions contained in the articles have the same meaning as in the Act but excluding any statutory modification not in force when the articles become binding on the Charity.

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

A reference to a holding company or subsidiary means a holding company or a subsidiary (as the case may be) as defined in section 1159 of the Act.

2. The name of the Charity is Northamptonshire Mind
3. The registered office of the Charity is to be situated in England
4. The objects for which the Charity is established are, within the area of Northamptonshire and environs:
 - 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, where possible, 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 Charity shall have the following powers in order to further its objects but not for any other purpose:
 - (1) To promote, enter into and organise co-operation with and between bodies and persons in the achievement of the above objects or any of them and to that end to bring together regionally 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 maintain services and local presence in the following locations: Corby, Northampton, Daventry, Brackley, Towcester, Rushden and Wellingborough.
 - (3) 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 objects 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 in such manner as such assistance may from time to time be requested by such government departments and authorities or as the Charity may deem advisable provided that such assistance does not relieve the government departments and authorities of their statutory duties.

- (4) 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 objects 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.
- (5) 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 Charity or any of them, and to provide services at or in connection with such places, either gratuitously or otherwise.
- (6) To procure and print, publish, issue and circulate, gratuitously or otherwise, reports or periodicals, books, pamphlets, leaflets, advertisements, appeals or other literature as the Charity may think expedient in connection with the objects of the Charity or any of them.
- (7) 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 Charity may from time to time think conducive to the furtherance of the above objects 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.
- (8) 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 Charity as may be deemed expedient with a view to the furtherance of its objects.
- (9) 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 Charity or any of them.
- (10) To act as trustee, and to undertake or accept any trusts or obligations which may seem in accordance with the objects of the Charity, and to perform any services in connection with the objects of the Charity gratuitously or otherwise.
- (11) To invest any moneys subject to or representing property subject to the jurisdiction of the Commission for 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.
- (12) Subject to the provisions of Article 5(10), to invest and deal with the moneys of the Charity not immediately required in such manner as the Charity shall think fit.
- (13) To borrow or raise money in such manner and upon such terms as the Charity shall think fit and to issue debentures or other securities, and for

the purpose of securing any debt or other obligation of the Charity to mortgage or charge all or any part of the property of the Charity.

- (14) To transfer or make over, with or without valuable consideration, any part of the property or assets of the Charity not required for the objects for which it is formed, to any body having charitable objects 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.
 - (15) To co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them.
 - (16) To establish and support any charitable trusts, Charities or institutions formed for any of the charitable purposes included in the objects of the Charity.
 - (17) To acquire, merge or enter into any partnership or joint venture arrangement with any other charity.
 - (18) To provide for the welfare of employees or ex-employees of the Charity or their dependants, by grants of money or pensions or by the establishment and support of Charities, institutions, funds or trusts or otherwise, and to make payments towards insurance.
 - (19) 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.
 - (20) To do all such lawful things as are incidental or conducive to the attainment of the objects of the Charity.
6. All income and property of the Charity shall be applied solely towards the promotion of its objects as set out in this Memorandum 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 Charity and no member of its Executive Committee shall be appointed to any office of the Charity paid by salary or fees or receive any remuneration or other benefit in money, or money's worth from the Charity.

Provided that nothing herein shall prevent any payment in good faith by the Charity:

- (1) of reasonable and proper remuneration to any officer or servant of the Charity or to any member of the Charity in return for any services actually rendered to the Charity; nor
- (2) of interest at a rate not exceeding 2 per cent. per annum below the base rate of a clearing bank chosen by the Trustees from time to time on money lent or reasonable and proper rent for premises demised or let by any member to the Charity; nor
- (3) 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 Charity, 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 Charity; nor

- (4) 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 Charity; nor
- (5) to any company in which a Trustee may hold less than 1% of the issued share capital.

Members

- 7. (1) The Charity must maintain a register of the names and addresses of the Members.
 - (2) The subscribers to the memorandum are the first members of the Charity.
 - (3) The only Members of the Charity are Trustees
 - (4) Membership is terminated if the Member concerned:
 - (a) Gives written notice of resignation to the Charity unless, after the resignation, there would be less than 3 members;
 - (b) Dies;
 - (c) Is six months in arrears in paying the relevant subscription (if any). But in such a case the Member may be reinstated on payment of the amount due.
 - (d) Is removed from Membership by resolution of the Trustees on the grounds that in their reasonable opinion the Member's continued membership is harmful to the Charity (but only after notifying the Member in writing) and considering the matter in the light of any written representations which the Member concerned puts forward within twenty one clear days after receiving notice; or
 - (e) Ceases to be a Trustee
 - (5) Membership of the Charity is not transferable.
 - (6) The Trustees may establish different classes of Membership and recognise one or more classes of supporters who are not Members and set out their respective rights and obligations.
 - (7) A member who ceases to be a member shall not be entitled to be repaid any subscription to the Charity previously paid by the member or any part of such subscription.
8. The liability of the members is limited.

9. Every member of the Charity undertakes to contribute to the assets of the Charity in the event of the same being wound up while he is a member or within one year after he ceases to be a member, for payment of the debts and liabilities of the Charity contracted before 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.

General meetings

10. (1) The Charity must hold its first annual general meeting within eighteen months after the date of its incorporation.
- (2) An annual general meeting must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings.
- (3) All general meetings other than annual general meetings shall be called extraordinary general meetings.
11. (1) The Trustees may call an extraordinary general meeting at any time.
- (2) An extraordinary meeting will be called where it is requisitioned by the members in accordance with the Act.

Notice of general meeting

12. (1) The minimum period of notice required to hold a general meeting of the Charity is fourteen clear days.
- (2) A general meeting may be called by shorter notice if it is so agreed by a majority in number of members having a right to attend and vote at the meeting who together hold not less than 80 percent of the total voting rights.
- (3) Except where otherwise provided by the Articles or the Act, every issue at a general meeting is decided by an ordinary resolution
- (4) The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting the notice must say so.
- (5) The notice must be given to all the members and to the Trustees and auditors.
13. The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Charity.

Proceedings at general meetings

14. (1) No business shall be transacted at any general meeting unless a quorum is present.

- (2) A quorum is:
- (a) Three members entitled to vote upon the business to be conducted at the meeting; or
 - (b) one-third of the total membership at the time whichever is the greater.
- (3) The authorised representative of a member organisation shall be counted in the quorum.
15. (1) If:
- (a) a quorum is not present within half an hour from the time appointed for the meeting; or
 - (b) during a meeting a quorum ceases to be present

the meeting shall be adjourned to such time and place as the Trustees shall determine subject to article 16(2).

- (2) The Trustees must re-convene the meeting and must give at least seven clear days' notice of the re-convened meeting stating the date, time and place of the meeting.
 - (3) If no quorum is present at the re-convened meeting with fifteen minutes of the time specified for the start of the meeting the members present (if at least two members) at that time shall constitute the quorum for that meeting.
16. (1) The person who has been appointed to chair meetings of the Trustees shall chair general meetings.
- (2) If there is no such person or he is not present within fifteen minutes of the time appointed for the meeting a Trustee nominated by the Trustees shall chair the meeting.
 - (3) If there is only one Trustee present and willing to act he shall chair the meeting.
 - (4) If no Trustee is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it the members present and entitled to vote must choose one of their number to chair the meeting.
17. (1) The members present at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.
- (2) The person who is chairing the meeting must decide the date, time and place at which the meeting is to be re-convened unless those details are specified in the resolution.
 - (3) No business shall be conducted at a re-convened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.

- (4) If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the re-convened meeting stating the date, time and place of the meeting.
18. (1) Any vote at a meeting shall be decided by a show of hands unless before or on the declaration of the result of the show of hands a poll is demanded:
- (a) by the person chairing the meeting; or
 - (b) by at least two members having the right to vote at the meeting; or
 - (c) by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.
- (2) (a) The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.
- (a) The result of the vote must be recorded in the minutes of the Charity but the number or proportion of votes cast need not be recorded.
- (3) (a) A demand for a poll may be withdrawn before the poll is taken, but only with the consent of the person who is chairing the meeting.
- (b) If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made.
- (4) (a) A poll must be taken as the person who is chairing the meeting directs. He may appoint scrutinisers (who need not be members) and who may fix a time and place for declaring the results of the poll.
- (b) The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- (5) (a) A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.
- (b) A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs.
- (b) The poll must be taken within thirty days after it has been demanded.
- (c) If the poll is not taken immediately at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

- (d) If a poll is demanded the meeting may continue to deal with any other business that may properly be conducted at the meeting.
19. A resolution in writing signed by the number of members needed to approve it at a general meeting (ie a simple majority for an ordinary resolution and a 75% majority for a special resolution) (or in the case of a member that is an organisation, by its authorised representative) shall be as effective as if it had been passed at a general meeting. It may comprise several copies (hard copy or by email) each signed by (or in the case of an organisation, on behalf of) one or more members.

Votes for members

20. (1) Subject to Article 21(2) every member, whether an individual or an organisation, shall have one vote.
- (2) No member shall be entitled to vote at any general meeting or at any adjourned meeting if he owes any money to the Charity.
21. Any organisation that is a member of the Charity may nominate any person to act as its representative at any meeting of the Charity.
22. (1) The organisation must give written notice to the Charity of the name of its representative. The representative shall not be entitled to represent the organisation at any meeting unless the notice has been received by the Charity. The representative may continue to represent the organisation until written notice to the contrary is received by the Charity.
- (2) Any notice given to the Charity will be conclusive evidence that the representative is entitled to represent the organisation or that his authority has been revoked. The Charity shall not be required to consider whether the nominee has been properly appointed by the organisation.
23. A member may attend and vote at a general meeting by means of a proxy.

Trustees

24. (1) A Trustee must be a natural person aged 18 years or older.
- (2) No one may be appointed a Trustee if he would be disqualified from acting under the provisions of Article 37.
25. The number of Trustees shall be not less than 6 but (unless otherwise determined by ordinary resolution) no more than 12. The following criteria must be applied:
- a. A minimum of 2 should have lived experience with mental health services.
 - b. Trustees will be recruited from across the County according to the skills required by the Board
 - c. Trustees serve 3 year terms
26. The Trustees may at any time co-opt any person duly qualified to be appointed as a Trustee to fill a vacancy in their number or (subject to item 25) as an

additional Trustee, but a co-opted Trustee holds office only until the next Trustee meeting.

27. The first Trustees shall be those persons notified to Companies House as the first Trustees of the Charity.
28. A Trustee may not appoint an alternate Trustee or anyone to act on his or her behalf at meetings of the Trustees.

Powers of Trustees

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

Retirement

30. At the first annual general meeting following each 3 year term Trustees must retire from office unless they wish to put themselves forward for re-election (subject to item 31) or by the close of the meeting the members have failed to elect sufficient Trustees to hold a quorate meeting of the Trustees.
31. Trustees may serve a maximum of two consecutive 3 year terms after which they must retire at the next annual general meeting.

The Appointment of Trustees

32. The Charity may by ordinary resolution:
 - (a) appoint a person who is willing to act to be a Trustee; and
 - (b) determine the rotation in which any additional Trustees are to retire.
33. No person may be appointed a Trustee at any annual general meeting unless:
 - (1) being a Trustee retiring by rotation he or she is recommended for re-election by the Trustees; or
 - (2) in all other cases, not less than fourteen nor more than thirty-five clear days before the date of the meeting, the Charity is given notice that:
 - (a) is signed by a member entitled to vote at the meeting;
 - (b) states the member's intention to propose the appointment of a person as a Trustee;

- (c) contains the details that, if the person were to be appointed, the Charity would have to file at Companies House; and
 - (d) is signed by the person who is to be proposed to show his willingness to be appointed.
- 34. All members who are entitled to receive notice of a general meeting must be given not less than seven nor more than twenty-eight clear days' notice of any resolution to be put to the meeting to appoint a Trustee other than a Trustee who is to retire by rotation.
- 35. (1) The Trustees may appoint a person who is willing to act to be a Trustee.
 - (2) Save in respect of any Trustees appointed as at the date of adoption of these Articles, a Trustee appointed by a resolution of the other Trustees must retire at the next annual general meeting and must not be taken into account in determining the Trustees who are to retire by rotation.
 - (3) The Trustees appointed as at the date of adoption of these Articles by the other Trustees shall serve a term of 3 years from that date.
- 36. The appointment of a Trustee, whether by the Charity in general meeting or by the other Trustees, must not cause the number of Trustees to exceed any number fixed as the maximum number of Trustees.

Disqualification and removal of Trustees

- 37. A Trustee shall cease to hold office if he:
 - (1) ceases to be a Trustee by virtue of any provision in the Act or is prohibited by law from being a Trustee; or
 - (2) is disqualified from acting as a trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision); or
 - (3) ceases to be a member of the Charity; or
 - (4) becomes incapable by reason of mental illness or injury of managing and administering his own affairs; or
 - (5) resigns as a Trustee by notice to the Charity (but only if at least two Trustees will remain in office when the notice of resignation is to take effect); or
 - (6) is absent without the permission of the Trustees from all their meetings held within a period of six consecutive months and the Trustees resolve that his office be vacated; or

- (7) is guilty of conduct detrimental to the best interests of the Charity and the Trustees resolve that he be removed (subject to natural justice provisions).

Trustees' remuneration

38. The Trustees must not be paid any remuneration unless it is authorised by article 6.

Proceedings of Trustees

39. (1) The Trustees may regulate their proceedings as they think fit, subject to the provisions of the articles.
- (2) The Trustees must hold a minimum of 6 meetings per year
- (3) Any Trustee may call a meeting of the Trustees.
- (4) The secretary must call a meeting of the Trustees if requested to do so by a Trustee.
- (5) Questions arising at a meeting shall be decided by a majority of votes and each Trustee shall have one vote.
40. (1) A meeting of the Trustees may not make a binding decision unless a quorum is present at the time the decision is made.
- (2) The quorum shall be three or the number nearest to one-third of the total number of Trustees, whichever is the greater, or such larger number as may be decided from time to time by the Trustees.
- (3) A Trustee shall not be counted in the quorum present when any decision is made about a matter upon which that Trustee is not entitled to vote.
41. If the number of Trustees is less than the number fixed as the quorum the continuing Trustees or Trustee may act only for the purpose of filling vacancies or of calling a general meeting.
42. (1) The Trustees shall appoint a Trustee to chair their meetings and may at any time revoke such appointment.
- (2) If no-one has been appointed to chair meetings of the Trustees or if the person appointed is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the Trustees present may appoint one of their number to chair that meeting.
- (3) The person appointed to chair meetings of the Trustees shall have no functions or powers except those conferred by the articles or delegated to him by the Trustees.
43. (1) A resolution in writing signed by a majority of the Trustees entitled to receive notice of a meeting of Trustees or of a committee of Trustees and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Trustees or (as the case may be) a committee of Trustees duly convened and held.

- (2) The resolution in writing may comprise several documents containing the text of the resolution in like form each signed by one or more Trustees.

Delegation

44. (1) The Trustees may delegate any of their powers or functions to a committee but the terms of any delegation must be recorded in writing.
- (2) The committee may include individuals who are not Trustees who have skills or experience related to the work of the committee.

The Trustees may impose conditions when delegating, including the conditions that:

- (a) the relevant powers are to be exercised exclusively by the committee to whom they delegate;
 - (b) no expenditure may be incurred on behalf of the Charity except in accordance with a budget previously agreed with the Trustees.
- (3) The Trustees may revoke or alter a delegation.
 - (4) All acts and proceedings of any committees must be fully and promptly reported to the Trustees.
45. A Trustee must absent himself from any discussions of the Trustees in which it is possible that a conflict will arise between his duty to act solely in the interests of the Charity and any personal interest (including but not limited to any personal financial interest).
 46. Notwithstanding article 45, a Trustee may be a trustee, director or other officer of, or employed by, or otherwise interested in, any member of the Group and any conflict deriving therefrom shall be hereby authorised so that such Trustee shall not be required to absent himself from any discussions of the Trustees where such interest might otherwise involve a trustee breaching his duty under section 175 of the Act to avoid conflicts of interest. In relation to any discussion relating to any transaction or arrangement between the Charity and any member of the Group, a Trustee may in respect of that discussion be counted in the quorum at a meeting of the Trustees, participate in the discussion and vote on the matter.
 47. (1) Subject to article 46(2), all acts bona fide done by any meeting of the Trustees or of a committee of Trustees 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 Trustee or a member of such committee.
 - (2) Article 46(1) does not permit a Trustee to keep any benefit that may be conferred upon him or her by a resolution of the Trustees or of a committee if, but for article 46(1), the resolution would have been void, or if the Trustee has not complied with article 45.

Execution of Deeds

48. Either two Trustees or one Trustee and the secretary must sign documents that are executed as deeds.

Minutes

49. The Trustees must keep minutes of all:
- (1) appointments of officers made by the Trustees;
 - (2) proceedings at meetings of the Charity;
 - (3) meetings of the Trustees and of committees including:
 - (a) the names of those present at the meeting;
 - (b) the decisions made at the meetings; and
 - (c) where appropriate, the reasons for the decisions.

Accounts

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

Annual Report and Return and Register of Charities

51. (1) The Trustees must comply with the requirements of the Charities Act 1993 with regard to:
- (a) the transmission of the statements of account to the Commission;
 - (b) the preparation of an annual report and its transmission to the Commission;
 - (c) the preparation of an annual return and its transmission to the Commission;
- (2) The must notify the Commission promptly of any changes to the Charity's entry on the Central Register of Charities.
52. Any notice to be given to or by any person pursuant to the articles:
- (1) must be in writing; or
 - (2) must be given using electronic communications.
53. (1) The Charity may give notice to a member either:

- (a) personally; or
 - (b) by sending it by post in a prepaid envelope addressed to the member at his address; or
 - (c) by leaving it at the address of the member; or
 - (d) by using electronic communications and sending it to an address provided by the member for that purpose.
- (2) A member who does not register an address with the Charity or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Charity.
54. A member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and of the purposes for which it was called.
55. (1) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- (2) Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given.
- (3) A notice shall be deemed to be given:
- (a) 48 hours after the envelope containing it was posted; or
 - (b) in the case of an electronic communication, 48 hours after it was sent.

Indemnity

56. The Charity may indemnify any Trustee against any liability incurred by him or her in that capacity, to the extent permitted by the Act.

Rules

57. (1) The Trustees may from time to time make such reasonable and proper working rules or bye-laws as they may deem necessary or expedient for the proper conduct and management of the Charity.
58. (1) The rules or bye-laws may regulate the following matters but are not restricted to them:
- (a) admission of members of the Charity (including the admission of organisations to membership) and the rights and privileges of such members and the entrance fees, subscriptions and other fees or payments to be made by members;
 - (b) the conduct of members of the Charity in relation to one another and to the Charity's employees and volunteers;

- (c) the setting aside of the whole or any part or parts of the Charity's premises at any particular time or times or for any particular purpose or purposes;
 - (d) the procedure at general meetings and meetings of the Trustees in so far as such procedure is not regulated by the Act or by the articles;
 - (e) generally, all such matters as are commonly the subject matter of company rules.
- (3) The Charity in general meeting has the power to alter, add to or repeal the rules or bye-laws.
- (4) The Trustees must adopt such means as they think sufficient to bring the rules or bye-laws to the notice of members of the Charity.
- (5) The rules or bye-laws, shall be binding on all members of the Charity. No rule or bye-law shall be inconsistent with or shall affect or repeal anything contained in the articles.
59. (1) No addition, alteration or amendment shall be made to the articles that would have the effect of altering the objects of the Charity or the permitted uses of the income and property of the Charity without first obtaining the approval of the Commission and in any case no such amendments shall be made as shall:
- (a) make the Charity a company to which Section 60 of the Act does not apply; or
 - (b) cause the Charity to cease to be a charity in law.
- (2) No change can be made to the objects of the Charity without prior written consent of Mind (charity registration number 219830)
60. If upon the winding up or dissolution of the Charity 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 Charity but shall be given or transferred to some other charitable body or bodies having objects similar to those of the Charity and which shall prohibit the distribution of its or their income and property to an extent at least as great as that imposed on the Charity under or by virtue of Clause 6 hereof, such body or bodies to be determined by the members of the Charity at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some other charitable body.