

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

OF

MIND in WALTHAM FOREST

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1. The name of the Company (hereinafter called "the Association") is "MIND in Waltham Forest".
2. The registered office of the Association will be situate in England.
3. The Association is established to protect the good mental health of the public and to promote the prevention and treatment of mental disorders and defects among adults and children.
4. In furtherance of the above objects but not further or otherwise the Association may act -
  - (1) To acquire and take over such of the assets and benefits as may be legally taken over by the Association and to assume and discharge all or any of the liabilities of the present Society known as MIND in Waltham Forest and to continue and develop all or any of the activities at present being carried on by the same.
  - (2) To promote research into mental health and mental disorders and defects and to disseminate the results of such research.
  - (3) 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 into association and intercourse nationally and locally, any bodies and persons engaged in or about to engage in the furtherance of the above objects or any of them.
  - (4) To promote the formation of any charitable bodies or organisations and to assist, financially 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 the Association may deem advisable.

- (5) 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 a 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.
- (6) To carry on, assist or promote the establishment, support, provision and maintenance of clinics, 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.
- (7) 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.
- (8) Subject to such consents as may be required by law, to purchase, take on lease or exchange or otherwise acquire 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 purpose or any of them.
- (9) Subject to such consents as may be required by law 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.
- (10) 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, provided that the Association shall not undertake any permanent trading activities in raising funds for the above mentioned charitable objects.
- (11) 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.

- (12) To invest any moneys subject to or representing property subject to the jurisdiction of the Charity Commissioners for England and Wales 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.
- (13) Subject to the provisions of paragraph (12) hereof, to invest and deal with the moneys of the Association not immediately required in such manner as the Association shall think fit.
- (14) Subject to such consents as may be required by law 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.
- (15) 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 bodies is not carrying on business for profit or gain for distribution by way of divided, bonus or otherwise, amongst its members.
- (16) 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 of 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.
- (17) To make any charitable donation whether in cash or assets for the furtherance of the objects of the Company.
- (18) To federate, amalgamate or affiliate with or subscribe to any charitable body whose objects are in general respects similar to the Society, and which is not carrying on business for profit or gain, for distribution by way of divided, 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 engagement of any such other body.
- (19) To employ and pay any person or persons to supervise, organise, carry on the work of and advise the Company.
- (20) To provide for the welfare of employees or ex-employees of the Association or of the Society mentioned in paragraph (1) hereof or their dependents, 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.

- (21) To insure and arrange insurance cover for and to indemnify its officers, servants and voluntary workers and those of its members from and against all such risks incurred in the course of the performance of their duties as the Council shall think fit.
- (22) 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 country.
- (23) To pay out of the funds of the Company the costs, charges and expenses of incidental to the formation and registration of the Company.
- (24) To do all such other lawful things as are incidental or conducive to the attainment of the above objects.

And throughout this clause the word "body" includes where the context so admits any company, association, society, institution, public or private authority, Government Department, board or aggregate of persons whether incorporated or unincorporated and whether of a voluntary nature or otherwise; provided also that the objects of the Association shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.

Provide also that in case the Association shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales the Association shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Managers or Trustees of the Association shall be chargeable for such property as may come into their hands, and shall be answerable and accountable for their own acts, receipts, neglects and defaults and for the due administration of such property in the same manner and to the same extent as they would as such Managers or Trustees have been if no incorporation had been effected, and the incorporation of the Association shall not diminish or impair any authority exercisable by the Chancery Division, or the Charity Commissioners over such Managers or Trustees, but they shall as regards any such property be subject jointly and separately to such control or authority as if the Association were not incorporated. In case the Association shall take or hold any property which may be subject to any trusts the Association shall only deal with the same in such manner as is allowed by the law having regard to such trusts.

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 prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the Association in return

for any services actually rendered to the Association, nor prevent the payment of interest at a rate not exceeding 2 per cent less than the published base lending rate of a clearing bank to be selected by the Council of Management or 3 per cent whichever is the greater on money lent or reasonable and proper rent for the premises demised or let by any Member to the Association. Furthermore no member of the Council of Management or other governing body of the Association shall be appointed to any salaried office of the Association or any office of the Association paid by fees, and no remuneration or other benefit in money or money's worth shall be given by the Association to any member of such Council of Management or other governing body, except repayment of reasonable out-of pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Association, provided that the provision last aforesaid shall not apply to any payment to any company of which a member of the Council of Management may also be a member holding not more than 1/100th part of the capital of that company.

6. The liability of the members is limited.
7. Every member of the Association undertakes to contribute to the assets of the Association in the event of the same being wound up he\she while he is a member or within one year after he\she ceases to be a member, for payment of the debts and liabilities of the Association 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.
8. 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 charitable 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 4 hereof, such institution or institutions to be determined by the members of the Association at or before the time of dissolution, and if and so far as effect cannot be given to the aforesaid provision then to some charitable object.