

Company Number: 4253700

THE COMPANIES ACTS 1985 AND 1989

Company Limited by Guarantee and not having a Share Capital

ARTICLES OF ASSOCIATION OF DEPRESSION ALLIANCE

1. Meaning of Words

1.1 In these Articles the words in the first column of the table below will the meanings shown opposite them in the second column, as long as this meaning is consistent with the subject or context -

1.2 Words	Meanings
Act	The Companies Acts 1985 and 1989 and as amended by subsequent Acts
The Company	Depression Alliance
The Articles	These Articles of Association
The Council	The Council of the Company whose members are the directors of the Company and as such are charity trustees
The Office	The registered office of the Company
The Seal	The common seal of the Company
The United Kingdom	Great Britain and Northern Ireland
Month	Calendar month
In writing	Written, printed or lithographed or partly one and partly another, and other ways of showing and reproducing words in a visible form

1.3 Words in the singular form include the plural and vice versa

1.4 The words "person" or "people" include corporations.

1.5 Apart from the words defined above, any words or expression defined in the Act or any change to the Act in force when these Articles become binding on the Company will have the same meanings in these Articles, provided they are consistent with the subject or context

1.6 Headings are not part of the Memorandum or Articles.

2. The Constitution of the Company; Rights of Inspection by Members

2.1 The Company is established for the Objects shown in the Memorandum of Association



2.2 A copy of the Memorandum and Articles and any rules the Council make must be available for inspection at the Office. Any member must be given a copy of these on payment of a reasonable fee fixed by the Council.

3. Members

3.1 The number of members of the Company is unlimited.

3.2 The Company must keep at the Office a register of members showing their name, address and date of membership

3.3 The register is available for inspection.

4. Membership

4.1 Membership is open to the following:-

4.2 Individual Members

(a) The Subscribers

(b) Anyone aged 18 or over that the Council decides to admit to membership.

4.3 Corporate Members

Corporate Members are the organisations whom the Council decides to admit to membership.

4.4 When an Organisation becomes a Corporate Member it must give a copy of its constitution (if any) to the Company

4.5 Each Corporate Member has the right to appoint one representative. At any time by giving notice in writing to the Company, the Corporate Member can cancel the appointment of its representative and appoint another instead. The Corporate Member must confirm the name of its representative at the Company's request. The representative has the right to attend and to vote at general meetings of the Company and any vote given shall be valid unless prior to the vote the Company receives written notice ending the representative's authority.

4.6 Corporate Members stop being members in the same way as Individual Members stop being members.

4.7 The Company may also invited individuals and organisations with a shared interest to become supporters of the Company. Supporters will not be members and will have no voting rights. Supporters will have the right to attend and observe at general meetings.

5. No transfer of Membership

5.1 None of the rights of any member of the Company may be transferred or transmitted to any other person

6. Ending of Membership

6.1 A member stops being a member of the Company if:-

(a) the member resigns from membership by giving notice in writing to the Company.

(b) membership is ended under Article 7.

(c) the member's subscription (if any) remains unpaid six months after it is due and the Council resolves to end that person's membership.

6.2 However, the Council may make a resolution allowing anyone no longer eligible for membership to remain a member on such terms as it thinks fit.

7. Removal from Membership

7.1 The Council may suspend the rights of any member by giving him or her notice in writing of the suspension

7.2 Within 28 days of receiving that notice the member can send or give an appeal in writing to the Company against the suspension. If no appeal is received, the member automatically stops being a member. If an appeal is received within the time limit, the suspension must be considered by the next meeting of the Council. The member has the right to be heard at the meeting. The meeting must either confirm the suspension, in which case the person is out of membership, or lift the suspension.

8. General Meetings

8.1 Each year, the Company must hold an annual general meeting in addition to any other general meeting in that year. The annual general meeting must be specified as such in the notices calling it. The first annual general meeting must be held within 18 months of the incorporation of the Company after which not more than 15 months must pass between one annual general meeting and the next.

9. Extraordinary General Meetings

9.1 All general meetings except annual general meetings are called extraordinary general meetings.

10. Calling of Extraordinary General Meetings

10.1 The Council may call an extraordinary general meeting whenever they wish. Such a meeting must also be called if three members or 5% of the members of the Company request it.

11. Notice of General Meetings

11.1 An annual general meeting and a meeting called for the passing of a special resolution must be called by giving at least 21 clear days' notice in writing. Other meetings of the Company must be called by giving at least 14 clear days' notice in writing. These notices must specify the place, date and time of the meeting. If special business is to be discussed, full details or the general nature of the business must be given. Notice of the meeting must be given to everyone entitled by these Articles to receive it.

11.2 However, even if shorter notice is given than that required above, the meeting will be treated as having been correctly called if it is so agreed:-

(a) in the case of an annual general meeting, by all the members entitled to attend and vote at it, or

(b) in the case of any other meeting, by a majority of the members who have a right to attend and vote. But this majority must represent at least 95% of the total membership of the Company members who have voting rights.

12. Ordinary and Special Business at General Meetings

12.1 At an extraordinary general meeting all business will be treated as special business. At an annual general meeting all business will be treated as special except the consideration of accounts and balance sheets, the reports of the members of the Council and Auditors, the election of members of the Council in place of those retiring, the appointment of Auditors, and the fixing of the payments to the Auditors.

13. Quorum

13.1 Business may be done at a general meeting only if a quorum of members is present when the meeting begins to deal with its business. A quorum is 5 unless shown differently below.

14. Adjournment if no Quorum

14.1 If the meeting is called by the demand of members, it must be dissolved if, within half an hour after the appointed starting time, a quorum is not present. If called in another way, the meeting must be adjourned to another day, time and place as the Council may decide.

14.2 If at the adjourned meeting a quorum is not present within half an hour after the appointed starting time, the members present will be a quorum.

15. Chairperson

15.1 The Chairperson (if any) of the Council must preside as Chairperson at every general meeting of the Company. If there is no Chairperson, or if he/ she will not be present within 15 minutes after the appointed starting time or is unwilling to take the chair, the members of the Council present must elect one of their number to be Chairperson of the meeting.

16. Election of Chairperson by Members

16.1 If at any meeting no member of the Council is willing to act as Chairperson or if no member of the Council is present within 15 minutes after the appointed starting time, the members present must choose one of their number to be Chairperson of the meeting.

17. Adjournment of the Meeting

17.1 The Chairperson may, with the consent of any meeting at which a quorum is present (and must if so directed by the meeting), adjourn the meeting from time to time and from place to place. But no business may be done at any adjourned meeting except business left unfinished at the meeting from which the adjournment took place.

17.2 When a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as for the original meeting. Apart from that, it is not necessary to give any notice of an adjourned meeting nor of the business to be done at it.

18. Voting on Resolutions

18.1 At any general meeting a resolution put to the vote of the meeting is decided by a simple majority on a show of hands unless a poll is demanded (before or after the result of the show of hands is declared). A poll can be demanded by the Chairperson or at least two members who are present or a resolution can be decided by a postal vote. No proxy votes are allowed.

19. Declaration of Chairperson is Final

19.1 Unless a poll is demanded, the Chairperson's declaration that a resolution has been carried by a particular majority or lost on a show of hands and an entry saying so in the minute book is conclusive evidence of the result. The number or proportion of the votes need not be entered in the minute book.

19.2 The demand for a poll may be withdrawn

20. When a poll is taken

20.1 A poll must be taken immediately, if it is correctly demanded to elect a Chairperson or to decide upon an adjournment. Polls about other things will be taken whenever the Chairperson says so. Business which is not the subject of a poll may be dealt with before or during the poll.

20.2 The Chairperson will decide how a poll will be taken. The result of a poll will be treated as a resolution of the meeting.

21. Voting and Speaking

21.1 Every member has one vote including the Chairperson. If the votes are level, the Chairperson has a casting vote.

21.2 A member of the Council shall have the same rights to attend and speak as a member even if he or she is not a member

22. Written Agreement to Resolution

22.1 Unless the law says otherwise, members may pass a valid resolution without a meeting being held. But for the resolution to be valid:

- (a) it must be in writing;
- (b) it must be signed by all those members (or their duly authorised representatives) entitled to receive notice to attend general meetings,
- (c) it may consist of two or more documents in identical form signed by members.

23. Management by members of the Council

23.1 The business of the Company is managed by the Council. They may pay all the expenses of promoting and registering the Company. They may use all powers of the Company which are not, by the Act or by these Articles, required to be used by a general meeting of the Company. But the members of the Council are at all times governed first by the Act, second by the Memorandum and Articles, and third by any regulations that a general meeting may prescribe.

23.2 General meetings cannot make a regulation that overrides the Memorandum and Articles. Nor can they make one which invalidates any prior act of the members of the Council which would otherwise have been valid.

24. Powers of the Council

24.1 The Council may subject to such consents as the law requires use all the powers of the company to:

- (a) borrow money;
- (b) mortgage or charge its property or any part of it,

(c) issue debentures, debenture stock or other securities, whether outright or as security for any debt, liability or obligation of the Company or any charitable third party;

(d) resolve pursuant to the Memorandum of Association to effect indemnity insurance notwithstanding their interest in such a policy.

25. Payment of Subscriptions

25 1 All members must pay the subscriptions that the Council may decide from time to time.

26. Cheques and Bills etc

26 1 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for money paid to the Company shall indicate the name of the Company in full and must be signed, drawn, accepted, endorsed, or otherwise made in the way that the Council decides from time to time and cheques shall be signed by two The Council members unless the Council otherwise decides.

27. Indemnity of members of the Council

27 1 In the management of the affairs of the Company no member of the Council shall be liable for any loss to the property of the Company arising by reason of improper investment made in good faith (so long as he or she shall have sought professional advice before making such investment) or for the negligence or fraud of any agent employed by him or her or by any other member hereof in good faith (provided reasonable supervision shall have been exercised) although the employment of such agent was not strictly necessary or by reason of any mistake or omission made in good faith by any member hereof or by reason of any other matter or thing other than wilful and individual fraud, wrongdoing or wrongful omission on the part of the member who is sought to be made liable

27.2 Subject to the provisions of the Act but without prejudice to any indemnity to which a member of the Council may otherwise be entitled every member of the Council or other officer of the Company shall be indemnified out of the assets of the Company against any liability incurred by him or her in defending any proceedings whether civil or criminal in which judgment was given in his or her favour or in connection with any application in which relief is granted to him or her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company and against all costs, charges, losses, expenses or liabilities incurred by him or her in the execution and discharge of his or her duties or in relation thereto.

28. Payment of reasonable expenses to members of the Council

28.1 The members of the Council may be paid reasonable out-of-pocket expenses that they have properly incurred in connection with the business of the Company but shall not be paid any other remuneration save as permitted in the memorandum of association.

29. The Keeping of Minutes

29 1 The Council must have minutes entered in the minute books. -

(a) of all appointments of officers by the Council;

(b) of the names of the members of the Council present at each of its meetings and of any committee of the members of the Council,

(c) of all resolutions and proceedings at all meetings of:

(i) The Company;

(ii) The Council;

(iii) Subcommittees of the Council.

30. The Make-up of the Council

30.1 The first Council consists of those people named in Statement of First Directors filed under Section 10 of the Act and sent to the Registrar of Companies when the Company is formed or appointed by them. They hold office until the first annual general meeting. After that, the Council consists of:-

(a) not less than three nor more than twenty-four persons elected by the members of the unincorporated association known as Depression Alliance no members shall be elected unless they receive 25% of all of the votes of those present and voting at the annual general meeting;

(b) not more than five additional members co-opted at any time by the Council.

30.2 The Council may invite such additional Observers and Advisers to attend any or all of its meetings. Observers and Advisers will not be members of the Council or Directors of the Company and thus will not be entitled to vote.

31. Retirement of members of the Council

31.1 At each annual general meeting one-third of the Council both elected and co-opted shall retire but all are eligible for re-election.¹ Those longest in office since co-option or election shall retire first. In the case of an equality period of service in default of agreement between the members, those to be retired shall be selected by lot.

32. Change in Make-up and Number of the Council

32.1 The make-up and number of the Council may be varied but not reduced below three. Variation can only be by an ordinary resolution approved by a general meeting by a majority vote of the members present at the meeting.

33. Notification of Change of members of the Council to the Registrar of Companies

33.1 All appointments, retirements or removals of directors must be notified to the Registrar of Companies.

34. Filling vacancies in the membership of the Council and Co-option

34.1 The Council can appoint anyone to fill a vacancy in the membership of the Council. They will hold office until the next annual general meeting. The Council may also co-opt up to five additional persons onto the Committee at any one time. They will be eligible for re-election and may vote at meetings of the Council.

¹ Amended by Special Resolution on 5 January 2016

35. Ending of Council Membership

35.1 A member of the Council must cease to be a member if he or she:-

- (a) becomes bankrupt or makes any arrangement or composition with his or her creditors generally; or
- (b) becomes barred from membership of the Council because of any order made under the Act or by virtue of Section 72 of the Charities Act 1993; or
- (c) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs, or
- (d) resigns the office by notice in Writing to the Company but only if at least two members of the Council will remain in office when the resignation takes effect, or
- (e) is directly or indirectly involved in any contract with the Company and fails to declare the nature of his or her interest in the proper way. The proper way is by giving notice at the first meeting at which the contract is discussed or the first meeting after the member became interested in the contract, or
- (f) is removed from office

36. Removal of a member of the Council by a General Meeting

36.1 A general meeting of the Company may remove any member of the Council before the end of his or her period of office whatever the rest of these Articles or any agreement between the Company and the member may say.

36.2 Removal can take place only by the Company passing an ordinary resolution saying so. At least 28 days' notice must be given to the Company and at least 21 days' notice to the membership. Once the Company receives such notice it must immediately send a copy to the member of the Council concerned. He or she has a right to be heard at the general meeting. He or she also has the right to make a written statement of reasonable length. If the statement is received in time it must be circulated with the notice of the meeting. If it is not sent out, the member may require it to be read to the meeting

37. Removal of a member of the Council by the Council

37.1 If a member of the Council fails to attend three consecutive meetings of the Council, the Council may resolve that he or she be removed from the Council. The member must be given at least 7 days' notice in writing of the resolution.

38. Meetings of the Council

38.1 The Council may meet, adjourn and run its meetings as it wishes, subject to the rest of these Articles.

38.2 Questions arising at any meeting must be decided by a majority of votes. Every member has one vote including the Chairperson. If the votes are equal, the Chairperson has a casting vote.

38.3 A member of the Council may, and the Secretary if requested by a member of the Council must, summon a meeting of the members of the Council

38.4 Notice of a meeting need not be given to any member of the Council who is out of the United Kingdom.

39. Officers of the Council

39.1 The Council may elect a Chairperson, Secretary, Treasurer and any other officers that it wishes.

40. Quorum of the Council

40.1 A general meeting of the Company must fix the quorum necessary for business to be done at a Council meeting. The quorum must be at least a third of the membership of the Council subject to a minimum of three.

41. Vacancies on the Council

41.1 The Council may act despite any vacancy on the committee. But if the number of members falls below the quorum, it may act only to summon a general meeting of the Company.

42. A Resolution may be Approved by Signature Without a Meeting

42.1 A resolution in writing signed by all the members of the Council or any sub-committee is as valid as if it had been passed at a properly held meeting of the Council or sub-committee. The resolution may consist of several documents in the same form signed by one or more members of the Council or sub-committee

43. Validity of Acts Done at Meetings

43.1 It may be discovered that there was some defect in the appointment of a member of the Council or someone acting as a member or that he or she was disqualified. If this is discovered, anything done before the discovery at any meeting of the Council is as valid as if there were no defects or disqualification.

44. Delegation of Council Powers to Sub-Committees

44.1 The Council may delegate the administration of any of its powers to Committees consisting of two or more of its members. A sub-committee must conform to any regulations that the Council imposes on it.

44.2 The members of the Council on the sub-committee may (unless the Council directs otherwise) co-opt any person or people to serve on the sub-committee.

44.3 All acts and proceedings of the sub-committee must be reported to the Council as soon as possible.

45. Chairperson of Sub-Committees

45.1 A sub-committee may elect a Chairperson of its meetings if the Council does not nominate one

45.2 If at any meeting the sub-committee's Chairperson is not present within 10 minutes after he appointed starting time, the members present may choose one of their number to be Chairperson of the meeting.

46. Meetings of Sub-Committees

46.1 A sub-committee may meet and adjourn whenever it chooses.

46.2 Questions at the meeting must be decided by a majority of votes of the members present. If the votes are equal the Chairperson of the sub-committee has a casting vote.

46.3 The sub-committee must have minutes entered in minute books. Copies of these minutes must be given to all members of the Council.

COMPANY SECRETARY

47. Appointment and Removal of the Company Secretary

47.1 The members of the Council appoint the Company Secretary. They decide his or her period of office, pay (if not a member of the Council) and conditions of service. They may also remove the Company Secretary.

48. Actions of Directors and Company Secretary

48.1 The Act says that some actions must be taken both by a member of the Council (a Director) and by the Company Secretary. If one person is both a member of the Council and the Company Secretary, it is not enough for him or her to do the action first as a Council member and then as Company Secretary.

49. The Seal

49.1 If the Company shall decide to use a Company Seal the Council must provide safe custody of the Seal.

49.2 The Seal may only be used as the authority of the Council or of a sub-committee authorised by the Council to use it.

49.3 Everything to which the Seal is affixed must be:-

- (a) signed by a member of the Council, and
- (b) countersigned by the Company Secretary or by a second member of the Council or by some other person appointed by the Council for that purpose.

ACCOUNTS

50. Proper Accounts must be Kept

50.1 The Council must have proper books of account kept in accordance with the law. In particular, the books of account must show:-

- (a) all amounts received and spent by the Company, and for What;
- (b) all sales and purchases by the Company,
- (c) the assets and liabilities of the Company

50.2 The books of account must give a true and fair view of the state of the Company's affairs and explain its transactions. Otherwise they are not proper books of account.

51. Books must be Kept at the Office

51 1 The books of account must be kept at the Registered Office of the Company or at other places decided by the Council. The books of account must always be open to inspection by members of the Council

52. Inspection of Books

52.1 The Council must decide whether, how far, when, where and under what rules the books of account may be inspected by members who are not on the Council. A member who is not on the Council may only have the right to inspect a book of account or document of the Company if the right is given by law or authorised by the Council or a general meeting.

53. Profit and Loss Account and Balance Sheets

53.1 The Council must, for each accounting reference period, put before a general meeting of the Company:-

- (a) any statement of financial activities and income and expenditure accounts;
- (b) a report by the Council on the state of the Company as required by the law;
- (c) a balance sheet, and
- (d) such other reports statements or accounts as are from time to time required by law

53 2 The Council must file with the Companies Registrar the annual returns that are required.

54. Copies for Members

54.1 Certain documents must be sent to members of the Company at least 21 days before the date of the general meeting. These documents are:-

- (a) a copy of every balance sheet (including every document required by law to be attached to it) which is to be laid before the Company at the general meeting,
- (b) a copy of any report from Reporting Accountants or Auditors, and
- (c) a copy of the report of the members of the Council

54 2 But this Article does not require a copy of these documents to be sent to anyone whose address the Company does not know.

55. Appointment of Reporting Accountants or Auditors

55.1 The Company must appoint properly qualified reporting accountants or properly qualified auditors if the level of the Company's income or assets from time to time makes this legal requirement

56. Service of Notices

56.1 The Company may give notice to any member either personally or by delivering it or sending it by ordinary post to his or her registered address. If the member lacks a registered address within the United Kingdom, notice may be sent to any address within the United Kingdom which he or she has given the Company for that purpose. If a notice is sent by post, it will be treated as having been served by properly addressing, pre-paying and posting a sealed envelope containing the notice. The notice will be treated as having been received 48 hours after the envelope containing it was posted if posted by first class post and 72 hours after posting if posted by second class post.

57. Accidental Omission of Notice

57.1 Sometimes a person entitled to receive a notice of a meeting does not get it because of accidental omission or some other reason. This does not invalidate the proceedings of that meeting.

58. Who is Entitled to Notice of General Meetings

58.1 Notice of every general meeting must be given to:-

- (a) every Member (except those members who lack a registered address within the United Kingdom and have not given the Company an address for notices within the United Kingdom);
- (b) Reporting Accountants or Auditor of the Company,
- (c) all members of the Council, and
- (d) all those with rights of nomination to the Council (if any).

58.2 No-one else is entitled to receive notice of general meetings.

59. Alteration of the Articles

59.1 The Company may alter these Articles only by a special resolution. A special resolution must be passed at a meeting of members of which 21 days' notice has been given of the intention to pass a special resolution and at which 75% of those voting must be in favour of. Such a resolution may be passed on shorter notice if 95% of members having the right to vote agree

59.2 No alteration may be made to an article which directs or restricts the way monies or property of the Company may be used without the Charity Commission's prior written approval

60. Dissolution of the Company

60.1 The Council or a general meeting may decide at any time to dissolve the Company. The Company shall then call a meeting of all members and those entitled to notice of general meetings.

60.2 Any surplus must be used in accordance with the provisions of the Memorandum of Association.

Signatures, addresses and occupations of subscribers

Dr Chris Manning

95 Langham Road

Teddington

TW11 9HG

MEDICAL DIRECTOR

Rev Paul Lanham
10 Alexander Close
Clifton
Beds

SG17 5RB CLERK IN HOLY ORDERS

Mrs Judy Lanham
10 Alexander Close
Clifton
Beds SG17 5RB

PARISH CLERK

Dated this 11th day of July 2001.

Witness to the above signatures:

Name B J Hallam
Address 58 Malden Ave
 London SE25 4HS

Occupation Trainer