



Changes to Mind's Articles

Resolution passed at the Mind AGM 30 November 2011

At Mind's Annual General Meeting (AGM) on 30 November 2011, the following resolution was passed:

'That the current Articles of Association of Mind be abrogated in their entirety and replaced with new Articles of Association in the form circulated to members with the notice of this meeting'.

The AGM notice circulated to members, described the changes to Mind's Articles of Association in detail, and the key messages are listed below.

Mind's Charitable Objects

Mind's charitable objects were amended as the previous version used out-dated language and were not fully in line with how Mind would describe its purpose in a modern context. Consent from the Charity Commission was obtained for these changes.

Mind Link

As part of Mind's work to broaden the number of people we work with, and put them at the heart of our work, Mind Link has now become part of Mind's formal membership and the Mind Link National Advisory Panel has been dissolved. Accordingly, the definitions of Mind Link and "member of Mind Link" have been slightly amended and at Article 34(B) the details of the composition of the Council of Management has been amended to refer to "one member of Mind Link" rather than "one elected member of the Mind Link National Advisory Panel".

Annual General Meeting

Despite great engagement from Mind members, Mind's AGM has never been very well attended. Since there is no longer any statutory obligation upon private limited companies to hold an AGM, it was decided to dispense with the formal AGM, to give us the opportunity to engage with our membership in other ways. For example, it is proposed to hold members' days, through which information about the work of Mind can be conveyed in a more flexible and engaging way. As this will provide

the opportunity for events to be held at different locations around the country, it is hoped that this will provide the opportunity for more members to attend.

Without the AGM, certain business which has traditionally been conducted at the meeting will now be addressed in other ways. For example:-

Election of trustees

The election of trustees is carried out by ballot with the results being reported at the AGM. In future it is proposed that the results of trustee elections will be reported through the Mind membership magazine and posted on the Mind website.

Appointment of auditors

Mind's auditors are appointed at the AGM upon the recommendation of Mind's Audit Committee. The Companies Act 2006 provides for a deemed re-appointment of auditors at the end of a period of office where the auditor has not been recommended to be removed or replaced. Accordingly, Mind's auditors can continue in office from year to year until the Audit Committee recommend that they be replaced.

Presentation of annual accounts and reports

There is no longer a legal requirement for annual accounts and reports to be presented to members at a general meeting. The current requirement is that they must be provided to members at or before the date on which they are filed with Companies House. It is proposed that in future the accounts and reports will continue to be posted on the Mind website and members will be advised via the membership magazine that these are available to view, with an opportunity to request a hard copy of the accounts if required.

If you need any further information, please contact Becky Sexton on b.sexton@mind.org.uk or 0208 2152262.