

Memorandum of Association & Articles of Association of the International Society for Affective Disorders

COMPANY LIMITED BY GUARANTEE

MEMORANDUM OF ASSOCIATION OF THE INTERNATIONAL SOCIETY FOR AFFECTIVE DISORDERS

AS ADOPTED BY WRITTEN RESOLUTION ON 27TH FEBRUARY 2004

1 Name

1.1 The name of the Charity is The International Society for Affective Disorders.

2 Registered Office

2.1 The registered office of the Charity is to be in England and Wales.

3 Objects

3.1 The Objects are for the advancement of education, the relief of sickness and the benefit of the public in order to promote a better understanding of affective disorders among professionals and the public; to improve the recognition and treatment of affective disorders leading to better health outcomes; to promote education and research into the affective disorders.

4 Powers

4.1 The Charity has the following powers, which may be exercised only in promoting the Objects:

4.1.1 to promote or carry out research;

4.1.2 to provide advice;

4.1.3 to publish or distribute information;

4.1.4 to co-operate with other bodies;

4.1.5 to support, administer or set up other charities;

4.1.6 to raise funds (but not by means of taxable trading);

4.1.7 to borrow money and give security for loans (but only in accordance with the restrictions imposed by the Charities Act);

4.1.8 to acquire or hire property of any kind;

4.1.9 to let or dispose of property of any kind (but only in accordance with the restrictions imposed by the Charities Act);

4.1.10 to make grants or loans of money and to give guarantees;

4.1.11 to set aside funds for special purposes or as reserves against future expenditure;

4.1.12 to deposit or invest in funds in any manner (but to invest only after obtaining such advice from a financial expert as the Executive Committee consider necessary and having regard to the suitability of investments and the need for diversification);

4.1.13 to delegate the management of investments to a financial expert, but only on terms that:

- (a) the investment policy is set down in writing for the financial expert by the Executive Committee;
- (b) every transaction is reported promptly to the Executive Committee;
- (c) the performance of the investments is reviewed regularly with the Executive Committee;
- (d) the members of the Executive Committee are entitled to cancel the delegation arrangement at any time;
- (e) the investment policy and the delegation arrangement are reviewed at least once a year;
- (f) all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Executive Committee on receipt; and
- (g) the financial expert must not do anything outside the powers of the Executive Committee.

4.1.14 to arrange for investments or other property of the Charity to be held in the name of a nominee company acting under the control of the Executive Committee or of a financial expert acting under their instructions, and to pay any reasonable fee required;

4.1.15 to deposit documents and physical assets with any company registered or having a place of business in England and Wales as custodian, and to pay any reasonable fee required;

4.1.16 to insure the property of the Charity against any foreseeable risk and take out other insurance policies to protect the Charity when required;

4.1.17 to pay for indemnity insurance for the members of the Executive Committee;

4.1.18 subject to clause 5, to employ paid or unpaid agents, staff or advisers;

4.1.19 to enter into contracts to provide services to or on behalf of other bodies.

4.1.20 to establish or acquire subsidiary companies to assist or act as agents for the Charity;

4.1.21 to pay the costs of forming the Charity;

4.1.22 to do anything else within the law which promotes or helps to promote the Objects.

5 Benefits to Members and Members of the Executive Committee

5.1 The property and funds of the Charity must be used only for promoting the Objects and do not belong to the members but:

5.1.1 members who are not members of the Executive Committee may be employed by or enter into contracts with the Charity and receive reasonable payment for goods or services supplied;

5.1.2 members (including members of the Executive Committee) may be paid interest at a reasonable rate on money lent to the Charity;

5.1.3 members (including members of the Executive Committee) may be paid a reasonable rent or hiring fee for property or equipment let or hired to the Charity; and

5.1.4 individual members (including members of the Executive Committee) who are also beneficiaries may receive charitable benefits in that capacity.

5.2 A member of the Executive Committee must not receive any payment of money or other material benefit (whether directly or indirectly) from the Charity except:

5.2.1 as mentioned in clauses 4.1.17 (indemnity insurance), 5.1.2 (interest), 5.1.3 (rent), 5.1.4 (charitable benefits) or 5.3 (contractual payments);

5.2.2 reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in the administration of the Charity;

5.2.3 an indemnity in respect of any liabilities properly incurred in running the Charity (including the costs of a successful defence to criminal proceedings);

5.2.4 payment to any company in which a member of the Executive Committee has no more than a 1 per cent shareholding; and

5.2.5 in exceptional cases, other payments or benefits (but only with the written approval of the Commission in advance).

5.3 A member of the Executive Committee may not be an employee of the Charity, but a member of the Executive Committee or a connected person may enter into a contract with the Charity to supply goods or services in return for a payment or other material benefit if:

5.3.1 the goods or services are actually required by the Charity;

5.3.2 the nature and level of the benefit is no more than reasonable in relation to the value of the goods or services and is set at a meeting of the Executive Committee in accordance with the procedure in clause 5.4; and

5.3.3 no more than two of the members of the Executive Committee are interested in such a contract in any financial year.

5.4 Whenever a member of the Executive Committee has a personal interest in a matter to be discussed at a meeting of the Executive Committee or a committee, he or she must:

5.4.1 declare an interest before the meeting or at the meeting before discussion begins on the matter;

5.4.2 be absent from the meeting for that item unless expressly invited to remain in order to provide information;

5.4.3 not be counted in the quorum for that part of the meeting; and

5.4.4 be absent during the vote and have no vote on the matter.

5.5 This clause may not be amended without the written consent of the Commission in advance.

6 Limited Liability

6.1 The liability of members is limited.

7 Guarantee

7.1 Every member promises, if the Charity is dissolved while he, she or it remains a member or within 12 months afterwards, to pay up to £10 towards the costs of dissolution and the liabilities incurred by the Charity while he she or it was a member.

8 Dissolution

8.1 If the Charity is dissolved, the assets (if any) remaining after provision has been made for all its liabilities must be applied in one or more of the following ways:

8.1.1 by transfer to one or more other bodies established for exclusively charitable purposes within, the same as or similar to the Objects;

8.1.2 directly for the Objects or for charitable purposes which are within or similar to the Objects;

8.1.3 in such other manner consistent with charitable status as the Commission approve in writing in advance.

8.2 A final report and statement of account must be sent to the Commission.

9 Interpretation

9.1 Words and expressions defined in the Articles have the same meanings in the Memorandum.

9.2 References to an Act of Parliament are references to that Act as amended or re-enacted from time to time and to any subordinate legislation made under it.

COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION OF THE INTERNATIONAL SOCIETY FOR AFFECTIVE DISORDERS

As adopted by written resolution on 27 February 2004

1 Membership

1.1 The Charity must maintain a register of members.

1.2 Membership of the Charity is open to any individual or organisation interested in promoting the Objects who:

1.2.1 Is 18 years old or more;

1.2.2 applies to the Charity in the form required by the Executive Committee;

1.2.3 is approved by the Executive Committee; and

1.2.4 signs the register of members or consents in writing to become a member either personally or (in the case of an organisation) through an authorised representative.

1.3 The Executive Committee may establish different classes of membership (including informal membership), prescribe their respective privileges and duties and set the amounts of any subscriptions.

1.4 Membership is terminated if the member concerned:

1.4.1 gives written notice of resignation to the Charity;

1.4.2 dies or (in the case of an organisation) ceases to exist;

1.4.3 is more than six months in arrear in paying the relevant subscription, if any (but in such a case the member may be reinstated on payment of the amount due); or

1.4.4 is removed from membership by resolution of the Executive Committee on the ground that in their reasonable opinion the member's continued membership is harmful to the Charity. The Executive Committee may only pass such a resolution after notifying the member in writing and considering the matter in the light of any written representations which the member concerned puts forward within 14 clear days after receiving notice.

1.5 Membership of the Charity is not transferable.

2 General Meetings

2.1 Members are entitled to attend general meetings either personally or (in the case of a member organisation) by an authorised representative or by proxy. Proxy forms must be delivered to

the Secretary at least 24 hours before the meeting. General meetings are called on at least 21 clear days' written notice specifying the business to be discussed.

2.2 There is a quorum at a general meeting if the number of members or authorised representatives present in person or by proxy is at least twenty-five percent of the members.

2.3 The President or (if the President is unable or unwilling to do so) some other member elected by those present presides at a general meeting.

2.4 Except where otherwise provided by the Articles or the Companies Act, every issue is decided by a majority of the votes cast.

2.5 The first President, treasurer and secretary shall be elected by the members to serve until the second AGM following the date of his or her appointment.

2.6 Except for the chairman of the meeting, who has a second or casting vote, every member present in person or through an authorised representative or by proxy has one vote on each issue.

2.7 A written resolution signed by all those entitled to vote at a general meeting is as valid as a resolution actually passed at a general meeting. For this purpose the written resolution may be set out in more than one document and will be treated as passed on the date of the last signature.

2.8 Except at first, the Charity must hold an AGM in March every year or as soon as reasonably practical thereafter. The first AGM must be held within 18 months after the Charity's incorporation.

2.9 Where possible, every second AGM shall take place at the biennial international scientific conference of the charity.

2.10 At an AGM the members:

2.10.1 receive the accounts of the Charity for the previous financial year;

2.10.2 receive the Executive Committee's report on the Charity's activities since the previous AGM;

2.10.3 accept the retirement of those members of the Executive Committee who wish to retire or who are retiring by rotation;

2.10.4 elect members of the Executive committee to fill the vacancies arising;

2.10.5 elect a President to act as chairman of the Charity to serve for a term ending on the second AGM following the date of his or her appointment to fill a vacancy from the office of President and chairman;

2.10.6 elect a secretary to serve for a term ending on the second AGM following the date of his or her appointment to fill a vacancy arising from the office of secretary;

2.10.7 elect a treasurer to serve for a term ending on the second AGM following the date of his or her appointment to fill a vacancy arising from the office of treasurer;

2.10.8 appoint auditors for the Charity;

2.10.9 may confer on any individual (with his or her consent) the honorary title of Patron of the Charity; and

2.10.10 may discuss and determine any issues of policy or deal with any other business put before them by the Executive Committee.

2.11 Any general meeting which is not an AGM is an EGM.

2.12 An EGM may be called at any time by the Executive Committee and must be called within 28 clear days on a written request from at least five percent of the members.

3 The Executive Committee

3.1 The members of the Executive Committee as charity trustees have control of the Charity and its property and funds.

3.2 The Executive Committee when complete consist of at least three and not more than five individuals or such greater number as the Executive Committee may decide from time to time, all of whom (other than the first director) must be members and aged under 75 years at the date of appointment and shall, when complete, comprise:

3.2.1 the President, as an ex officio member;

3.2.2 the treasurer, as an ex officio member;

3.2.3 up to three members (or such greater number as the Executive Committee may decide from time to time) elected by the members under clause 2.10.4 or co-opted by the Executive Committee under clause 3.8.

3.3 The subscriber to the Memorandum may act to appoint any individual who is qualified to be appointed as a member of the Executive Committee and such individuals as may be appointed shall hold office until required to retire under the provisions of clause 3.7.

3.4 Every member of the Executive Committee must be eighteen years old or more.

3.5 Every member of the Executive Committee after appointment or reappointment must sign a declaration of willingness to act as a charity trustee of the Charity before he or she may vote at any meeting of the Trustees.

3.6 A retiring member of the Executive Committee who remains qualified may be reappointed for further terms of office.

3.7 A member of the Executive Committee's term of office automatically terminates:

3.7.1 if he or she is disqualified under the Charities Act from acting as a charity trustee;

3.7.2 if he or she is incapable, whether mentally or physically, of managing his or her own affairs;

3.7.3 if he or she is absent without permission of the Executive Committee from all meetings of the Executive Committee held within a period of six months and the Executive Committee resolve that the Trustee is to resign;

3.7.4 if he or she ceases to be a member (but such a person may be reinstated by resolution passed by all the other members of the Executive Committee on resuming membership of the Charity before the next AGM);

3.7.5 if he or she resigns by written notice to the Executive Committee (but only if at least three members of the Executive Committee will remain in office);

3.7.6 if he or she is removed by resolution of the members present and voting at a general meeting after the meeting has invited the views of the member of the Executive Committee concerned and considered the matter in the light of any such views;

3.7.7 if he or she reaches the age of 75; or

3.7.8 with the exception of the ex officio members of the Executive Committee appointed under clause 3.2.1 and 3.2.2 at the second AGM following the date of his or her appointment;

3.7.9 if he or she being an ex officio member of the Executive Committee ceases to hold the relevant office.

3.8 Subject to clause 3.2, the Executive Committee may at any time co-opt any individual who is qualified to be appointed as a member of the Executive Committee to fill a vacancy in their number or as an additional member of the Executive Committee, but a co-opted member of the Executive Committee holds office only until the second AGM following the appointment, and the members of the Executive Committee may not appoint a member of the Executive Committee under this clause if as a result of the appointment more than one third of the Executive Committee would be co-opted members.

3.9 A technical defect in the appointment of a member of the Executive Committee of which the Executive Committee is unaware at the time does not invalidate decisions taken at a meeting.

4 Executive Committee Members' Protections

4.1 The Executive Committee must hold at least two meetings each year.

4.2 A quorum at a meeting of the Executive Committee is three members of the Executive Committee or one quarter of the number of members of the Executive Committee whichever is the larger.

4.3 A meeting of the Executive Committee may be held either in person or by suitable electronic means agreed by the Members of the Executive Committee in which all participants may communicate with all the other participants.

4.4 A meeting of the Executive Committee may be called at any time by the President or by two members of the Executive Committee upon not less than 10 days' notice giving details of the matters to be discussed but if the matters include an appointment of a co-opted member of the Executive Committee, then not less than 21 days' notice must be given providing details of the matters to be discussed.

4.5 The President or (if the President is unable or unwilling to do so) some other member of the Executive Committee chosen by the members of the Executive Committee present presides at each meeting.

4.6 Every issue may be determined by a simple majority of the votes cast at a meeting, but a written resolution signed by all the members of the Executive Committee is as valid as a resolution passed at a meeting. For this purpose the resolution may be contained in more than one document and will be treated as passed on the date of the last signature.

4.7 Except for the chairman of the meeting, who has a second or casting vote, every member of the Executive Committee has one vote on each issue.

4.8 A procedural defect of which the Executive Committee are unaware at the time does not invalidate decisions taken at a meeting.

5 Executive Committee's Powers

5.1 The Executive Committee have the following powers in the administration of the Charity:

5.1.1 to delegate any of their functions to committees and sub committees under terms of reference to be determined by the Executive Committee consisting of two or more individuals appointed by them. At least one member of every committee and sub committee must be a member of the Executive Committee and all proceedings of committees must be reported promptly to the Executive Committee;

5.1.2 the following committees shall be established under clause 5.1.1:

(a) the Council, which shall be constituted as provided in clause 6.

(b) membership committee;

- (c) education committee;
- (d) external affairs committee;
- (e) programme committee;

5.1.3 to make standing orders consistent with the Memorandum, the Articles and the Companies Act to govern proceedings at general meetings and to prescribe a form of proxy;

5.1.4 to make rules consistent with the Memorandum, the Articles and the Companies Act to govern their proceedings and proceedings of committees;

5.1.5 to make regulations consistent with the Memorandum, the Articles and the Companies Act to govern the administration of the Charity and the use of its seal (if any);

5.1.6 to establish procedures to assist the resolution of disputes or differences within the Charity;

5.1.7 to exercise any powers of the Charity which are not reserved to a general meeting.

6 The Council

6.1 The Council when complete consists of at least four and not more than sixteen individuals or such other number as the Executive Committee may decide from time to time, all of whom must be members and aged under 75 years at the date of appointment and shall, when complete, comprise:

6.1.1 the President as an ex officio member;

6.1.2 a secretary as an ex officio member and to act as secretary in accordance with the Companies Act;

6.1.3 the treasurer as an ex officio member;

6.1.4 six regional representatives elected by the members whose principal place of work is in each of the following geographical regions:

- (a) North America (USA and Canada);
- (b) Australasia (including the South Pacific);
- (c) Asia (including Japan and the Indian sub-continent);
- (d) Europe (including the UK);
- (e) Latin and Central America (including Mexico);
- (f) Africa and the Middle East;

6.1.5 a member who for the two years immediately preceding the commencement of the term of his or her appointment under this category was the President of the Charity;

6.1.6 three ex officio members (if willing to be appointed) from the Journal of Affective Disorders:

- (a) two Editors in Chief;
- (b) the Publishing Editor;

6.1.7 up to three members co-opted by the Council under clause 6.5 provided that no more than one third of the Council may be co-opted members.

- 6.2 Every member of the Council must be eighteen years old or more.
- 6.3 A retiring member of the Council who remains qualified may be reappointed for further terms of office.
- 6.4 A member of the Council term of office automatically terminates:
- 6.4.1 if he or she is incapable, whether mentally or physically, of managing his or her own affairs;
- 6.4.2 if he or she is absent without permission of the Council from all meetings of the Council held within a period of six months and the Council resolve that the Council member is to resign;
- 6.4.3 if he or she ceases to be a member (but such a person may be reinstated by resolution passed by the Executive Committee on resuming membership of the Charity before the next AGM);
- 6.4.4 if he or she resigns by written notice to the Council;
- 6.4.5 if he or she is removed by resolution of the Executive Committee or of the Council after the meeting has invited the views of the member of the Council concerned and considered the matter in the light of any such views;
- 6.4.6 if he or she reaches the age of 75; or
- 6.4.7 with the exception of the ex officio members of the Council appointed under clauses 6.1.1, 6.1.2, 6.1.3 and 6.1.6 at the second AGM following the date of his or her appointment as a member of the Council;
- 6.4.8 if he or she being an ex officio member of the Executive Committee or of the Council ceases to hold the relevant office.
- 6.5 Subject to clause 6.1, the Committee may at any time co-opt any individual who is qualified to be appointed as a member of the Council to fill a vacancy in their number or as an additional member of the Council.
- 6.6 A technical defect in the appointment of a member of the Council of which the Council is unaware at the time does not invalidate decisions taken at a meeting.

7 Records and Accounts

- 7.1 The Executive Committee must comply with the requirements of the Companies Act and of the Charities Act as to keeping financial records, the audit of accounts and the preparation and transmission to the Registrar of Companies and the Commission of:
- 7.1.1 annual returns;
- 7.1.2 annual reports; and
- 7.1.3 annual statements of account.
- 7.2 The Executive Committee must keep proper records of:
- 7.2.1 all proceedings at general meetings;
- 7.2.2 all proceedings at meetings of the Executive Committee;
- 7.2.3 all reports of committees; and
- 7.2.4 all professional advice obtained.

7.3 Accounting records relating to the Charity must be made available for inspection by any Executive Committee member at any time during normal office hours and may be made available for inspection by members who are not members of the Executive Committee if the Executive Committee so decide.

7.4 A copy of the Charity's latest available statement of account must be supplied on request to any member of the Executive Committee or member. A copy must also be supplied, within two months, to any other person who makes a written request and pays the Charity's reasonable costs.

8 Notices

8.1 Notices under the Articles may be sent by hand, by post or by suitable electronic means or (where applicable to members generally) may be published in any suitable journal or national newspaper circulating in area of benefit or any journal distributed by the Charity.

8.2 The only address at which a member is entitled to receive notices sent by post is an address shown in the register of members.

8.3 Any notice given in accordance with these Articles is to be treated for all purposes as having been received:

8.3.1 24 hours after being sent by electronic means or delivered by hand to the relevant address;

8.3.2 two clear days after being sent by first class post to that address;

8.3.3 three clear days after being sent by second class or overseas post to that address;

8.3.4 on the date of publication of a newspaper containing the notice;

8.3.5 on being handed to the member (or, in the case of a member organisation, its authorised representative) personally; or, if earlier,

8.3.6 as soon as the member acknowledges actual receipt.

8.4 A technical defect in the giving of notice of which the Executive Committee is unaware at the time does not invalidate decisions taken at a meeting.

9 Dissolution

9.1 The provisions of the Memorandum relating to dissolution of the Charity take effect as though repeated here.

10 Interpretation

10.1 In the Memorandum and in the Articles, unless the context indicates another meaning:

AGM means an annual general meeting of the Charity;

the Articles means the Charity's articles of association;

authorised representative means an individual who is authorised by a member organisation to act on its behalf at meetings of the Charity and whose name is given to the Secretary;

the Charity means the company governed by the Articles;

the Charities Act means the Charities Act 1993;

charity trustee has the meaning prescribed by section 97(1) of the Charities Act;

clear day means 24 hours from midnight following the relevant event;

the Commission means the Charity Commissioners for England and Wales;

the Companies Act means the Companies Act 1985;

connected person means any spouse, partner, parent, child, brother, sister, grandparent or grandchild of a member of the Executive, any firm of which a member of the Executive Committee is a member or employee, and any company of which a member of the Executive Committee is a director, employee or shareholder having a beneficial interest in more than one per cent of the share capital;

custodian means a person or body who undertakes safe custody of assets or of documents or records relating to them;

EGM means an extraordinary general meeting of the Charity;

financial expert means an individual, company or firm who is authorised to give investment advice under the Financial Services and Markets Act 2000;

financial year means the Charity's financial year;

firm includes a limited liability partnership;

indemnity insurance means insurance against personal liability incurred by any member of the Executive Committee for an act or omission which is or is alleged to be a breach of trust or breach of duty, unless the member of the Executive Committee concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty;

informal membership refers to a supporter who may be called a 'member' but is not a company member of the Charity.

material benefit means a benefit which may not be financial but has a monetary value;

member and **membership** refer to company membership of the Charity;

Member of the Executive Committee and Executive Committee member means a director of the Charity and **Executive Committee** means the directors.

Memorandum means the Charity's Memorandum of Association;

month means calendar month;

nominee company means a corporate body registered or having an established place of business in England and Wales;

the Objects means the Objects of the Charity as defined in clause 3 of the Memorandum;

President means the chairman of the Executive Committee;

Secretary means the company secretary of the Charity;

taxable trading means carrying on a trade or business for the principal purpose of raising funds and not for the purpose of actually carrying out the Objects, the profits of which are subject to corporation tax;

written or in writing refers to a legible document on paper including a fax message;

year means calendar year.

10.2 Expressions defined in the Companies Act have the same meaning.

10.3 References to an Act of Parliament are to that Act as amended or re-enacted from time to time and to any subordinate legislation made under it.

