

COMPANIES ACTS 1985 AND 1989
COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

of

HEADWAY IN WEST KENT

PRELIMINARY

DEFINITIONS AND INTERPRETATION

In these Articles:

- (1) **"the Act"** means the Companies Act 1985 and the Companies Act 1989 including any statutory modification or re-enactment for the time being in force;
- "the Articles"** means the Articles of the Company;
- "the Charities Act"** means the Charities Acts 1960 1985 1992 and 1993 and any Acts amending or replacing the same;
- "clear days"** in relation to the period of a notice, means that 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;
- "corporation"** shall include where the context so permits any corporate body and any unincorporated body group or association
- "executed"** includes any mode of execution;
- "month"** means a calendar month;
- "office"** means the Registered Office of the Company;
- "the seal"** means the Common Seal of the Company;

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

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

"**year**" means a calendar year;

(2) Words importing the singular number shall also include the plural and vice versa.

(3) Words importing the masculine gender shall also include the feminine and neuter genders and vice versa.

(4) The words person or persons shall include where the context so permits corporations.

(5) Unless the context otherwise requires, words or expressions contained in these Articles bear the same meaning as in the Act, but excluding any statutory modification not in force when these Articles become binding on the Company

OBJECTS

2. The Company is established for the purposes expressed in its Memorandum of Association.

3. Any kind of activity which the Company is either expressly or by implication authorised to undertake may be undertaken by the directors at such time or times as they may consider expedient and further may be suffered by them to be in abeyance, whether such activity may have been actually commenced or not, so long as the directors consider it expedient not to commence or proceed with the same.

REGISTERED OFFICE

4. The registered office shall be at Headway House Day Centre Pembury Hospital Pembury Tunbridge Wells Kent TN2 4QJ or such other place in England as the directors shall from time to time appoint.

MEMBERSHIP

5. The minimum number of members of the Company shall be 10 and members may be individuals or corporate or unincorporated bodies groups organisations or associations

6. The subscribers to the Memorandum of Association and all those persons who are presently members of the unincorporated association known as Headway (Tunbridge

Wells and District) (other than any who shall have previously given written notice of their wish not to be members of the Company) together with such other persons as shall be admitted to membership pursuant to the provisions of these Articles shall be members of the Company.

7. Any person other than the said subscribers and members of the Headway (Tunbridge Wells and District) Association wishing to be admitted to membership must first sign and deliver to the Company an application for membership in such form and on such terms as the Board may require.

8. Immediate adult family members of any member of the company (as determined by) the Board) may be admitted to joint membership upon such terms as the Board may determine from time to time

9. Any member of the Company may retire at any time provided that after such retirement the number of members is not less than 10.

10. Every member shall use his best endeavours to promote the objects and interests of the Company and shall observe all of the Company's regulations affecting him contained in or effective pursuant to these Articles.

11. The rights of every member shall be personal to that member and shall not be transferable, transmissible or chargeable by his own act, by operation of law or otherwise and all such rights and privileges shall cease upon a member ceasing to be such.

12. A member shall immediately cease to be a member upon the happening of any one of the following:

(1) If he resigns his membership by valid notice in writing left at the office.

(2) If being an individual, he dies or, being a corporation, it goes into liquidation or has a receiver or administrator appointed over its undertaking and assets or any part thereof or is otherwise wound up.

(3) If he fails to perform any obligation binding on him under these Articles (and in particular if he shall fail to pay any monies due to the Company or be in breach of any of the rules of the Company) for a period of three months and if after such period he shall further fail to perform such obligation within one month after notice in writing requiring his performance of it has been served upon him by the Company, provided that the member concerned shall have a right to be heard before a final decision is made.

13. A Register shall be kept by the Company containing the names and addresses of all of the members, together with such other particulars as may be required by the Act.

14. Any member who for any cause whatsoever ceases to be a member shall remain liable for and shall pay to the Company all moneys which may become payable by him by virtue of his liability under the Memorandum of Association.

GENERAL MEETINGS

15. All general meetings other than annual general meetings shall be called extraordinary general meetings.

16. The directors may call general meetings and, on the requisition of 10 or more members pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition. If there are insufficient directors to constitute a quorum to call a general meeting, any director of the Company may call a general meeting.

NOTICE OF GENERAL MEETINGS

17. An annual general meeting and an extraordinary general meeting called for the passing of a special resolution, or a resolution appointing a person as a director, shall be called by at least twenty-one clear days' notice. All other extraordinary general meetings shall be called by at least fourteen clear days' notice, but a general meeting may be called by shorter notice if it is so agreed by not less than 20 members having a right to attend and vote. The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such. The notice shall be given to all the members and to the directors.

18. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

19. No business shall be transacted at any meeting unless a quorum is present when the meeting proceeds to business. Twelve persons (each being a member present in person or a duly authorised representative of a corporation)

shall be a quorum at such meeting.

20. If such a quorum is not present within thirty minutes from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting, if convened on the requisition of members shall be dissolved, but otherwise shall stand adjourned for fourteen days, at the same time and place, or to such time and place as the directors may determine, and notice of the adjourned meeting of not less than seven days shall be given; and if a quorum is not present at the adjourned meeting the members then present shall constitute a quorum.

21. The chairman of the Board of directors, or in his absence the Vice Chairman, shall preside as chairman of the meeting, but if neither the chairman nor the Vice Chairman be present within fifteen minutes after the time appointed for holding the meeting and be willing to act, the directors present shall elect one of their number to be chairman and, if there is only one director present and willing to act, he shall be the chairman but if no director is willing to act as chairman, or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chairman.

22. The chairman may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting, other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted.

23. A resolution put to the vote of a meeting shall be decided on a show of hands unless, before the show of hands, a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:

(a) by the chairman; or

(b) by any 5 members having the right to vote at the meeting;

and a demand by a person as proxy for a member shall be the same as a demand by the member. The demand for a poll may, before the poll is taken, be withdrawn, but only with the consent of the chairman. A poll demanded on any question shall be taken forthwith.

24. Unless a poll is duly demanded, a declaration by the Chairman of the Meeting that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority, and an entry

to that effect in the minutes of the meeting, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of, or against the resolution.

25. A poll shall be taken as the chairman directs, and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

26. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have.

VOTES OF MEMBERS

27. No member may vote at any meeting unless all moneys presently payable by him to the Company have been paid. Subject as aforesaid and to Article 28 every member shall have one vote which may be exercised in person or by proxy or as set out in Article 29.

28. In the case of joint holders the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders; and seniority shall be determined by the order in which the names of the holders stand in the register of members.

29. A member in respect of whom an order has been made by any Court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote, whether on a show of hands or on a poll, by his duly appointed attorney, receiver, curator bonis or other person authorised in that behalf appointed by that Court, and any such person may vote by proxy. Evidence to the satisfaction of the directors of the authority of the person claiming to exercise the right to vote shall be deposited at the office, or at such other place as is specified in accordance with the Articles for the deposit of instruments by proxy, not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised, and in default the right to vote shall not be exercisable.

30. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman, whose decision shall be final and conclusive.

31. An instrument appointing a proxy shall be in writing, executed by or on behalf of

the appointer, and shall be in the following form (or in a form as near thereto as circumstances allow, or in any other form which is usual or which the directors may approve):

"I/We, of, being a member/members of the above-named Company, hereby appoint.....of.....or, failing him,of....., as my/our proxy to vote in my/our name(s) and on my/our behalf at the annual/ extraordinary general meeting of the Company to be held on.....20....., and at any adjournment thereof.

Signed this..... day of.....20....."

32. Where it is desired to afford members an opportunity of instructing the proxy how he shall act, the instrument appointing a proxy shall be in the following form (or in a form as near thereto as circumstances allow, or in any other form which is usual or which the directors may approve):

"I/We, of, being a member/members of the above-named Company, hereby appoint.....of.....or, failing him,of....., as my/our proxy to vote in my/our name(s) and on my/our behalf at the annual/ extraordinary general meeting of the Company to be held on.....20....., and at any adjournment thereof.

This form is to be used in respect of the resolutions mentioned below as follows:

Resolution No. 1 *for* against
Resolution No. 2 *for* against

* Strike out whichever is not desired.

Unless otherwise instructed, the proxy may vote as he thinks fit or abstain from voting.

Signed this..... day of.....20....."

33. The instrument appointing a proxy and any authority under which it is executed, or a copy of such authority certified in some way approved by the directors, may be deposited at the office, or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Company in relation to the meeting or adjourned meeting at which the person named in the instrument proposes to vote and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.

34. A vote given or poll demanded by proxy, or by the duly authorised representative

of a corporation, shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Company at the office, or at such other place at which the instrument or proxy was duly deposited, before the commencement of the meeting or adjourned meeting at which the vote is given, or the poll demanded.

35. The Company by resolution passed at any general meeting may appoint (and remove from office) any person (including any former director of the Company) who is considered to have rendered outstanding service to the Company or to Headway (Tunbridge Wells & District) Association to be its President or one of any number of Vice Presidents. The first President shall be Michael H Munro. Neither the President nor any Vice-President shall by virtue of that designation be deemed a director or be entitled to any remuneration in respect of the office. Nevertheless he may by invitation of the Directors attend the meetings of the Directors for the purpose of giving advice.

DIRECTORS

36. The maximum number of directors of the Company shall be twelve (or such other number as may be authorised from time to time by the members at a general meeting of the Company) and who (subject as hereinafter provided) shall themselves be members of the Company and who shall have been elected by the members pursuant to Article 37 provided that the first directors shall be the persons named in the Schedule to these Articles.

37. (1) Four of the directors (as determined by the members at each Annual General Meeting provided that the first such directors shall be as designated in the Schedule to these Articles) shall take the offices of Chairman Vice Chairman Secretary and Treasurer.

(2) The director who is designated Secretary from time to time shall be the Secretary of the Company for the purposes of the Act

(3) At each Annual General Meeting of the Company all of the directors for the time being shall retire from office.

(4) The Company shall at the meeting at which directors retire in the manner aforesaid appoint new directors by electing persons thereto and a retiring director shall be entitled to offer himself for re-election.

(5) No person shall be eligible for election as a director at that meeting unless not less than five days before the date appointed for the meeting there shall have been left at the office notice in writing, signed by two members duly qualified to

attend and vote at the meeting for which such notice is given, of their intention to propose such person for election and also notice in writing signed by that person of his willingness to be elected.

(6) The directors may appoint any person to be a director or to fill any casual vacancy in the offices referred to in Article 37(1) at any time during the year provided the total number of directors shall not then exceed the total number authorised.

38. Save as may be permitted by law the directors shall not be entitled to any remuneration for their services as such, but the directors may authorise payment by the Company to a director of any reasonable and proper out of pocket expenses incurred by him in the performance of his duties or otherwise in connection with the Company's affairs.

POWERS OF DIRECTORS

39. Subject to the provisions of the Act, the Memorandum and the Articles, and to any directions given by special resolution, the business of the Company shall be directed by the directors who may exercise all the powers of the Company. No alteration of the Memorandum or Articles and no such direction shall invalidate any prior act of the directors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article shall not be limited by any special power given to the directors by the Articles, and a meeting of directors at which a quorum is present may exercise all power exercisable by the directors.
40. The directors may, by power of attorney or otherwise, appoint any person to be the agent of the Company for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of his powers.
41. The directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as a security for any debt, liability or obligation of the Company.

DELEGATION OF DIRECTORS' POWERS

42. The directors may establish one or more committees consisting of two or more directors for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the directors would be more conveniently

undertaken or carried out by such a committee provided that all acts and proceedings of any such committee shall be fully and promptly reported to the Board. The proceedings of any such committee shall be governed by the Articles regulating the proceedings of directors, so far as they are capable of applying.

43. The directors may (without prejudice to the generality of their powers to engage employees) appoint a person or persons to take responsibility for the day to day operation of the Company within policies determined by the directors and to delegate such powers and responsibilities to such person or persons as they shall in their discretion deem appropriate.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

44. The office of a director shall be vacated if:

- (1) he ceases to be a director by virtue of any provision of the Act, or he becomes prohibited by law from being a director; or
- (2) he becomes bankrupt, or makes any arrangement or composition with his creditors generally; or
- (3) he is, or may be, suffering from mental disorder and either:
 - (a) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960, or
 - (b) an order is made by a Court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention, or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or
- (4) he resigns his office by notice in writing to the Company; or
- (5) he dies.

PROCEEDINGS OF DIRECTORS

45. Subject to the provisions of the Articles, the directors shall meet as a Board not less than four times each year and may regulate their proceedings as they think fit. A director may, and the secretary at the request of a director shall, call a meeting of the directors. It shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman shall have a second or casting vote.

46. The quorum for the transaction of the business of the directors shall be 5 or such other greater number as may be fixed from time to time by the directors.

47. The continuing directors or a sole continuing director may act notwithstanding any vacancies in their number, but, if the number of directors is less than the number fixed as the quorum, the continuing directors or director may act only for the purpose of filling vacancies or of calling general meetings.

48. The Chairman of the Board of Directors shall preside at every meeting of directors at which he is present, and in his absence the Vice Chairman shall preside. If neither such officer is present fifteen minutes after the time appointed for the meeting, the directors present may appoint one of their number to be chairman of the meeting.

49. All acts done by a meeting of the directors, of a committee of directors, or by a person acting as a director shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any director, or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed, and was qualified, and had continued to be a director, and had been entitled to vote.

50. A resolution in writing signed by all the directors entitled to receive notice of a meeting of directors, or of a committee of directors, shall be as valid and effectual as if it had been passed at a meeting of directors or (as the case may be) a committee of directors duly convened and held, and may consist of several documents in the like form each signed by one or more directors.

51. A director shall not vote at a meeting of directors, or of a committee of directors, on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Company. For the purposes of this Article, an interest of a person who is, for any purpose of the Act (excluding any statutory modification thereof not in force when this Article becomes binding on the Company), connected with a director shall be treated as an interest of the director.

52. A director shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote.

53. Where proposals are under consideration concerning directors or their interests of any sort the proposals may be divided and considered in relation to each director separately, and (provided he is not for another reason precluded from voting) each of the directors concerned shall be entitled to vote and be counted in the quorum in respect of each resolution, except that concerning his own appointment.

54. If a question arises at a meeting of directors, or of a committee of directors, as to the right of a director to vote, the question may, before the conclusion of the meeting, be referred to the chairman of the meeting and his ruling in relation to any director, other than himself, shall be final and conclusive.

MINUTES

55. The directors shall cause minutes to be made, in books kept for the purpose, of all proceedings at meetings of the Company, and of the directors, and of committees of directors, including the names of the directors present at each such meeting.

THE SEAL

56. The seal shall only be used by the authority of the directors, or of a committee of directors authorised by the directors. The directors may determine who shall sign any instrument to which the seal is affixed and, unless otherwise so determined it shall be signed by a director, and by the secretary or by a second director.

BOOKS OF ACCOUNT

57. The directors shall cause to be kept at the office, or at such other place within Great Britain as they think fit, proper books of account or other financial records with respect to:

- (1) all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place.
- (2) all sales and purchases of goods or services by the Company.
- (3) the assets and liabilities of the Company.

Proper books shall not be deemed to be kept if there are not kept such books of account or other financial records as are necessary to give a true and fair view of the state of the Company's affairs and to explain its transactions.

58. The directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of members who are not directors.

59. The directors shall lay before the general meeting of the Company in each year an income and expenditure account of the Company and balance sheet for the last expired financial year of the Company. Such account and balance sheet shall be accompanied

by a report by the directors as to the state of affairs of the Company and the balance sheet shall comply with the provisions of the Companies Act 2006 and the Charities Acts. A copy of every balance sheet together with copies of the said report shall not less than twenty-one clear days before the date of the meeting before which such balance sheet and report are to be laid shall be made available to all persons entitled to receive notices of general meetings of the Company.

NOTICES

60. Any notice to be given to or by the person pursuant to the Articles shall be in writing, except that a notice calling a meeting of the directors need not be in writing.

61. The Company may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address, or by leaving it at that address. In the case of joint members, all notices shall be given to the joint holder whose name stands first in the register of members in respect of the joint membership and notice so given shall be sufficient notice to all the joint holders. A member whose registered address is not within the United Kingdom and who gives to the Company an address within the United Kingdom at which notices may be given to him, shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the Company.

62. A member present, either in person or by proxy, at any meeting of the Company shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.

63. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall, unless the contrary is proved, be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

WINDING UP

64. If the Company is wound up, the provisions contained in clause 9 of the Memorandum of Association shall be performed and have effect in all respects as if they were repeated here.

INDEMNITY

65. Subject to the provisions of the Act, but without prejudice to any indemnity to which a director may otherwise be entitled, every director or other officer or auditor of the Company shall be indemnified out of the assets of the Company against any

liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his Favour, or in which he is acquitted, or in connection with any application in which relief is granted to him by the Court from liability for negligence, default, breach of duty, or breach of trust in relation to the affairs of the Company.

HEADINGS

66. The headings in these Articles shall not be taken as part of them or in any manner affect the interpretation or construction of the same.

SCHEDULE

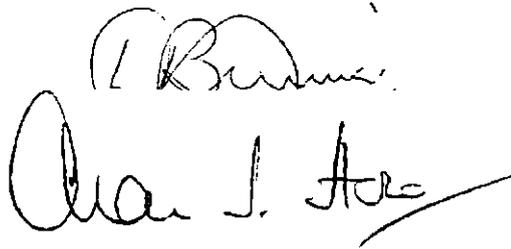
FIRST DIRECTORS

Dilys Cynthia Blakemore
Judith Frances Faulkner-Pulsford
Judith Horwood
Alan Thomas How
Pamela Gwyn Munro
Michael John Oddy
Geoffrey John Pearce
Julie Reynolds
Dennis Brian Smith
Winifred Anne Southgate

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

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Tunbridge Wells
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Witness to the above signatures

Penelope Rosanna Button

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Wilderness Lane

Hadlow Down

East Sussex TN22 4HT

Head Injury Services Manager

P. K. Button

Dated 15 May 1997