

**MEMORANDUM & ARTICLES OF ASSOCIATION**

**THE COMPANIES ACTS 1985 AND 1989**

**COMPANY LIMITED BY GUARANTEE**



THE COMPANIES ACTS 1985 TO 1989  
COMPANY LIMITED BY GUARANTEE

MEMORANDUM OF ASSOCIATION OF DORSET MIND

1. The company's name is Dorset Mind (hereinafter called The Charity).
2. The Charity's registered office is to be situated in England.
3. The Charity's objects are:

To promote the preservation of mental health and to assist in relieving and rehabilitating persons suffering from mental health problems or conditions of emotional or mental distress requiring advice or treatment.

The Area of Benefit of The Charity shall be the Borough of Bournemouth, the Borough of Poole, the County of Dorset and bordering areas.

4. In furtherance of the above objects but no further or otherwise The Charity shall have the following powers:
  - (a) To take over all the functions, acquire the property and assume the liabilities of the unincorporated association Bournemouth, Poole & District Mind;
  - (b) To bring together in conference representatives of voluntary organisations, government departments, statutory authorities and individuals;
  - (c) To arrange and provide for, either alone or with others, the holding of exhibitions, meetings, lectures, classes, conferences, seminars or training courses and all forms of recreational and other leisure time pursuits;
  - (d) To collect and disseminate information on all matters relating to its objects and to exchange information with other bodies having similar objects whether in the United Kingdom or elsewhere;
  - (e) To write, print or publish in whatever form such papers, books, periodicals, pamphlets, Internet pages or other documents, including films, documents stored on computers and recorded materials, as shall further its objects and to issue and circulate the same whether for payment or otherwise;
  - (f) Subject to such consents as may be required by law, to borrow and raise money for the furtherance of the objects of The Charity in such manner and on such security as The Charity may think fit;
  - (g) To raise funds and to invite and receive contributions from any person or persons whatsoever by way of subscription, donation or otherwise provided that this shall be without prejudice to the ability of The Charity to disclaim any gift, legacy or bequest in whole or in part in such circumstances as The Charity may think fit;
  - (h) Subject to such consents as may be required by law, to lend money and give credit to, to take security for such loans or credit from, and to guarantee and become or give security for the performance of contracts and obligations by any person or company;

(i) To invest the monies of The Charity not immediately required for the furtherance of its objects in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law;

(j) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges and to construct, maintain and alter any building or erections which The Charity may think necessary for the promotions of its objects;

(k) Subject to any such consents as may be required by law, to sell, let, mortgage, dispose of or turn to account all or any of the property or assets of The Charity with a view to the furtherance of its objects;

(l) To set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;

(m) Subject to Clause 5, to employ and pay such architects, surveyors, solicitors and other professional persons, workers, clerks and other staff as are necessary for the furtherance of the objects of The Charity and to make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their widows, widowers and other dependants;

(n) To provide indemnity insurance to cover the liability of the Trustees (or any of them) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default or breach of duty of which they may be guilty in relation to The Charity provided that any such insurance shall not extend to any claim arising from any act or omission which the Trustees (or any of them) knew to be a breach of duty which was committed by Trustees (or any of them) in reckless disregard of whether it was a breach of trust or breach of duty or not;

(o) To affiliate to the National Association for Mental Health (National Mind) and to subscribe to, become a member of, or amalgamate or cooperate with any other organisation, institution, charity, society or body whose objects are wholly or in part similar to those of The Charity and which by its constitution prohibits the distribution of its income and property amongst its members to an extent at least as great as is imposed on The Charity under or by virtue of Clause 5 hereof and to purchase or otherwise acquire and undertake all such part of the property, assets, liabilities and engagements as may lawfully be acquired or undertaken by The Charity of any such organisation, institution, society or body;

(p) To establish and support or aid the establishment and support of any charitable trusts, associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with or calculated to further any of the objects of The Charity and to do all or any of the things heretofore authorised either alone or in conjunction with any other charitable organisation or body with which The Charity is authorised to amalgamate;

(q) To pay all or any expenses incurred in the promotion, formation and incorporation of The Charity;

(r) To insure and arrange insurance cover and to indemnify its employees and voluntary workers from and against all risks incurred in the course of the performance of their duties as may be thought fit;

(s) To enter into contracts for the purposes of The Charity on behalf of all members;

(t) To do all such other lawful things as are necessary for the attainment of the above objects;

Provided that:

(a) In case The Charity shall take or hold any property which may be subject to any trusts, The Charity shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.

(b) The objects of The Charity shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.

5. The income and property of The Charity shall be applied solely towards the promotion of its objects 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 members of The Charity, and no Trustee shall be appointed to any office of The Charity paid by salary or fees or receive any remuneration or other benefit in money or money's worth from The Charity.

Provided that nothing herein shall prevent:

(a) the reasonable and proper remuneration to any member, officer or servant of The Charity (not being a Trustee) for any goods or services provided to The Charity;

(b) any payment in good faith of a reasonable and proper rent for premises demised or let by the Trustees;

(c) the payment to any Trustee of any reasonable expenses properly incurred by the Trustee when acting on behalf of The Charity;

(e) the payment of any premium in respect of any such indemnity insurance as is permitted by Clause 4(n) of the Memorandum of Association of The Charity; or

(f) the receipt by a Trustee of any benefit from The Charity in the capacity of a beneficiary of The Charity.

6. The liability of the members is limited.

7. Every member of The Charity undertakes to contribute such amount as may be required (not exceeding £1) to The Charity's assets if it should be wound up while he or she is a member, or within one year after he or she ceases to be a member, for payment of The Charity's debts and liabilities contracted before he or she 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 among themselves.

8. If upon the winding-up or dissolution of The Charity 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 Charity, but shall be given or transferred to some other charitable institution or institutions within the area of benefit having objects similar to the objects of The Charity, and which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed on The Charity under or by virtue of Clause 5 hereof, such institution or institutions to be determined by the members of The Charity on or before the time of dissolution and subject to Charity Commissions' approval.

9. No addition or amendment shall be made to, or in the provisions of, the Memorandum of Articles of Association for the time being in force as shall cause The Charity to cease to be a charity in law.

# THE COMPANIES ACTS 1985 TO 1989 COMPANY LIMITED BY GUARANTEE

## ARTICLES OF ASSOCIATION OF DORSET MIND

### INTERPRETATION

1. In these Articles:

"The Act" means the Companies Act, 1985, but so that any reference to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

"The area of benefit" means the Borough of Bournemouth, the Borough of Poole, the County of Dorset and bordering areas.

"The Charity" means Dorset Mind

"The Committee" means the Dorset Mind Executive Committee of Trustees.

"Member of the Committee" means Director of The Charity and Trustee.

"The seal" means the common seal of The Charity.

"Secretary" means any person appointed to perform the duties of the Company Secretary of The Charity.

"The United Kingdom" means Great Britain and Northern Ireland.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.

Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification or re-enactment thereof for the time being in force.

### OBJECTS

2. The Charity is established for the objects expressed in the Memorandum of the Association.

### MEMBERS

3. The subscribers to the memorandum are the first members of the Charity.

4. Membership is open to other individuals or organisations who:

- (a) apply to the Charity in the form required by the Directors; and
- (b) are approved by the Directors.

5. (a) The Directors may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the Charity to refuse the application.

(b) The Directors must inform the applicant in writing of the reasons for the refusal within twenty one days of the decision.

(c) The Directors must consider any written representations the applicant may make about the decision. The Directors' decision following any written representations must be notified to the applicant in writing but shall be final.

6. Membership is not transferable to anyone else.

7. The Directors must keep a register of names and addresses of the members.

#### CLASSES OF MEMBERSHIP

8. (a) The Directors may establish classes of membership with different rights and obligations and shall record the rights and obligations in the register of members.

(b) The Directors may not directly or indirectly alter the rights or obligations attached to a class of membership.

(c) The rights attached to a class of membership may only be varied if:

(i) three-quarters of the members of that class consent in writing to the variation; or

(ii) a special resolution is passed at a separate general meeting of the members of that class agreeing to the variation.

(d) The provisions in these articles about general meetings shall apply to any meeting relating to the variation of the rights of any class of members.

#### CESSATION OF MEMBERSHIP

9. A member shall cease to be a member if s/he or it:

(a) resigns in writing to the Secretary; or

(b) dies, or, if it is an organisation, ceases to exist; or

(c) any sum due from the member to the Charity is not paid within six months of it falling due; or

(d) is expelled by the Committee for conduct prejudicial to The Charity,

provided that any member whose expulsion is proposed shall have the right to make representation to the meeting at which the decision is made.

The Committee may, by resolution passed at a meeting thereof, terminate or suspend the membership of any individual if in its opinion such individual has been guilty of conduct prejudicial to The Charity or its objects, provided that the individual shall have the right to be heard by the Committee before the final decision is made. There shall be a right of appeal to an independent person appointed by mutual agreement, who shall be considered to be acting as an expert and not as an arbitrator or arbiter and accordingly any provisions of law or statute relating to arbitration shall not apply.

#### SUBSCRIPTIONS

10. All members shall pay such subscriptions as the Committee may from time to time determine.

#### GENERAL MEETING

11. The Charity shall in each calendar year hold a General Meeting as its Annual General Meeting and shall specify the meeting as such in the notices calling it. Every Annual General meeting shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting.

12. The business of an Annual General Meeting shall comprise:

(a) The consideration of the Reports and Accounts presented by the Trustees;

(b) Election of one third of the Executive Committee for a period of three years by and from full members of The Charity;

(c) The appointment of the auditor or independent examiner;

(d) Such other business as may have been specified on the notices calling the meeting.

13. The Committee may whenever they think fit convene an Extraordinary General Meeting, or an Extraordinary General Meeting may be convened by ten per cent of the full members of The Charity as provided by section 368 of the Act.

14. Decisions at General Meetings shall be made by passing resolutions:

(a) Decisions involving an alteration to the Memorandum or Articles of Association of The Charity and other decisions so required from time to time by statute shall be made by a Special Resolution. A Special Resolution is one passed by a majority of not less than three-fourths of votes cast by full members present and voting.

(b) All other decisions shall be made by Ordinary Resolution requiring a simple majority vote of those full members present and voting at a General Meeting.

#### NOTICE

15. An Annual General Meeting and a General Meeting which is to consider a Special Resolution to remove the auditor/independent examination or a member of the Committee shall be called by at least twenty-one clear days notice. Any other General Meeting shall be called by at least fourteen clear days notice.

16. Notice of every General Meeting shall be given in writing to every full member of The Charity and to the auditors/examiners and to such other persons who are entitled to receive notice and shall be given personally or sent by post to each member at the address recorded in the Register of Members and to other persons at their Registered Office.

17. Notice of all meetings shall be given exclusive of the day on which it is served and shall specify the exact time and place of the meeting. In the case of a General Meeting which is to consider a Special Resolution or a resolution to remove the auditor or examiner shall be specified in the notices calling that meeting and in the case of all other General Meetings the nature of the business to be raised shall be specified.

18. Where notice is sent by post, notice shall be deemed to have been served by properly addressing, prepaying and posting the notice and to have been served forty-eight hours after the notice has been posted.

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

#### PROCEEDINGS AT GENERAL MEETINGS

20. No business shall be transacted at any General Meeting unless a quorum of full members is present at the time when the meeting proceeds to business; save as herein otherwise provided, 15 full members present in person or one-tenth of the full membership, whichever shall be the lesser shall be a quorum. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of full members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such time and place as the Committee may determine.

21. The Chair of the Committee shall preside as the Chair at every general meeting, or if he or she shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act the members of the Committee shall elect one of their number to chair the meeting. If at any meeting no member of the Committee is willing to act as Chair or no member of the Committee is present within fifteen minutes after the time appointed for holding the meeting; the full members present shall choose one of their number to be Chair of the meeting.

22. The Chair may, with the consent of full members at any meeting at which a quorum is present, adjourn the meeting, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

23. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands or a ballot of those full members present as the meeting shall decide.



## APPOINTMENT OF OFFICERS

24. At the Annual General Meeting, The Charity shall elect a Chair, a vice-Chair, a Treasurer and such other honorary officers as it shall from time to time decide.

25. The Chair and the honorary officers shall hold office until the conclusion of the Annual General Meeting next after their election but shall be eligible for re-election.

## VOTES OF MEMBERS

26. Every full member shall have one vote.

27. No member shall be entitled to vote at any General Meeting unless all monies presently payable by him or her to The Charity have been paid.

## EXECUTIVE COMMITTEE

28. The maximum number of members of the Committee shall be eighteen and the minimum number of members of the Committee shall be six.

29. The Committee shall be paid all reasonable out-of-pocket expenses properly incurred by them in attending and returning from meetings of the Committee or any Sub Committee or in connection with the business of The Charity.

## POWERS AND DUTIES OF THE EXECUTIVE COMMITTEE

30. The business of The Charity shall be managed by the Committee, who may pay all expenses incurred in promoting and registering The Charity, and may exercise all such powers of The Charity as are not, by the Act or by these Articles, required to be exercised by The Charity in General Meeting, subject nevertheless to the provisions of the Act or these Articles and to such Regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by The Charity in General Meeting; but no regulation made by The Charity in General Meeting shall invalidate any prior act of the Committee which would have been valid if that regulation had not been made.

In the exercise of the aforesaid powers and in the management of the business of The Charity, the members of the Committee shall always be mindful that they are charity trustees within the definition of Section 97 of the Charities Act or any statutory modification or re-enactment thereof.

The Committee shall meet not less than 6 times per year.

31. The Committee shall cause minutes to be made in books provided for the purpose:

- (a) of all appointments of officers made by the Committee;
- (b) of all the names of the members of the Committee present at each meeting of the Committee and of any Subcommittees of The Charity;
- (c) of all resolutions and proceedings at all meetings of The Charity, and of the Committee and of Subcommittees; and
- (d) of persons authorised to sign cheques or contracts on behalf of The Charity.

## DISQUALIFICATION OF MEMBERS OF THE COMMITTEE

32. The office of a member of the Committee shall be vacated if the member:
- (a) becomes bankrupt or makes any arrangement or composition with his or her creditors generally; or
  - (b) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her property and affairs; or
  - (c) resigns his or her office by notice in writing to The Charity; or
  - (d) is directly or indirectly interested in any contract with The Charity and fails to declare the nature of his or her interest in the manner required by Section 317 of the Act; or
  - (e) becomes prohibited by reason of Section 72 of the Charities Act or any statutory modification or re-enactment thereof; or
  - (f) is absent from all meetings of the Committee held within a period of six consecutive months and the Committee resolve that his or her office be vacated.
33. A member of the Committee shall not vote in respect of any contract in which he or she is interested, and if he or she does so vote his or her vote shall not be counted.

## MEMBERS OF THE COMMITTEE

34. The members of the Committee are the Directors of the company within the meaning of the Act.
35. The initial Committee of The Charity from incorporation until the first Annual General Meeting shall be the Subscribers to the Memorandum of Association.
36. (a) The Committee shall be entitled at any time and from time to time to co-opt onto the Committee any person who is willing to act to be a member of the Committee provided always that the number of members of the Committee co-opted by the Committee and in office at any time shall not exceed one-third of the number elected at the Annual General Meetings under Clause 9 above.
- (b) A member of the Committee co-opted pursuant to paragraph (a) above shall hold office until the next following Annual General Meeting, whereupon he or she shall retire.
37. (a) At the first Annual General meeting following incorporation all the members of the Committee shall retire from office. Up to 18 Committee members shall be elected by and from the full members.
- (b) At each subsequent Annual General Meeting one third of the members of the Committee shall retire from office, thus each Committee member shall serve for a period of three years. All retiring Committee members shall be eligible to stand for re-election.
- (c) At the first Annual General Meeting after the Annual General Meeting following Incorporation the method of identifying the one third of the Committee due to retire shall be:
- (i) by one third or more Committee members choosing to retire. If the number of Committee members left following Individual members retiring is 12 or less then the vacant places shall be filled by election as in Clause 9
  - (ii) if fewer than one third of Committee members chose to retire then the members required to retire will be chosen by lots at the Committee meeting prior to the Annual General Meeting.

A member of the Committee who retires at an Annual General Meeting may stand for re-election.

38. The Charity may by ordinary resolution, of which special notice has been given in accordance with Section 379 of the Act, remove any member of the Committee before the expiration of his or her period of office notwithstanding anything in these Articles or in any agreement between The Charity and such member of the Committee.

## ASSOCIATES TO THE COMMITTEE

39. (a) The Committee may at any time and from time to time appoint any person to the position of Associate to the Committee.

(b) An Associate to the Committee shall advise and assist the Committee but shall not attend meetings of the Committee except at the invitation of the Committee, and when present at meetings of the Committee he or she shall not be entitled to vote, nor be counted in the quorum, but subject as aforesaid he or she shall as Associate to the Committee have such powers, authorities and duties as the Committee may in the particular case from time to time determine.

(c) An Associate to the Committee shall not be deemed a member of the Committee, not any Sub-Committee thereof, nor shall he or she be a member of the Committee for any of the purposes of these Articles or (so far as provision may lawfully be made in this behalf) for any of the purposes of the Act.

## PROCEEDINGS OF THE COMMITTEE

40. The Committee may meet together for the despatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes of those present. In the case of an equality of votes the Chair shall have a second or casting vote. A member of the Committee may, and the Chair on the requisition of a member of the Committee shall, at any time summon a meeting of the Committee. It shall not be necessary to give notice of a meeting of the Committee to any member of the Committee for the time being absent from the United Kingdom.

41. The quorum necessary for the transaction of the business of the Committee shall be one-third of the number of members of the Committee for the time being.

42. The continuing members of the Committee may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to the Articles of The Charity as the necessary quorum of members of the Committee, the continuing member or members of the Committee may act for the purpose of increasing the number of members of the Committee to that number, or of summoning a General Meeting of The Charity, but for no other purpose.

43. All acts done by any meeting of the Committee, or by any person acting as a member of the Committee, shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such member of the Committee or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Committee.

44. A resolution in writing, signed by all the members of the Committee for the time being entitled to receive notice of a meeting of the Committee, shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held.

## COMPANY SECRETARY

45. Subject to Section 13(5) of the Act, a Secretary may be appointed by the Committee for such term, at such remuneration and upon such conditions as the Committee may think fit; and any Secretary so appointed may be removed by it; provided always that no member of the Committee may occupy the salaried position of Secretary.

## SEAL

46. If The Charity has a Seal the Committee shall provide for its safe custody and it shall only be used by the authority of the Committee and every instrument to which the Seal shall be affixed shall be signed by a member of the Committee and shall be countersigned by the secretary or by a second member of the Committee or by some other person appointed by the Committee for the purpose.

## ACCOUNTS

47. The Committee shall cause accounting records to be kept in accordance with the provisions of the Act and of the Charities Act 1993 and any modification or re-enactment thereof.

48. The accounting records shall be kept at the registered office of The Charity or, subject to the provisions of the Act, at such other place or places as the Committee thinks fit, and shall always be open to the inspection of Committee members.

49. The Committee 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 Charity or one of any of them shall be open to the inspection of full members not being members of the Committee, and no member (not being a member of the Committee) shall have any right of inspecting any account or book or document of The Charity except as conferred by statutes or authorised by the Committee or by The Charity in the General Meeting.

50. The Committee shall from time to time in accordance with the provisions of the Act, cause to be prepared and to be laid before The Charity in General Meeting such profit and loss accounts, balance sheets and reports as are referred to in those provisions and as required by the provisions of the Charities Act 1993.

51. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before The Charity General Meeting, together with a copy of the auditor's or examiner's report, and the Committee's report, shall not less than five days before the date of the meeting be made available to every member and every person entitled to receive notice of General Meetings of The Charity.

#### AUDIT

52. Auditors or independent examiners shall be appointed and their duties regulated in accordance with the provisions of the Act and of the provisions of the Charities Act 1993.

#### NOTICES

53. A notice may be given by The Charity to any full member either personally or by sending it by post to him or her or to his or her registered address, or (if he or she has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him or her to The Charity for the giving of notice to him or her. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of 24 hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of the post.

54. Notice of every General Meeting shall be given in any manner hereinbefore authorised to:

(a) every full member except those members who (having no registered address within the United Kingdom) have not supplied to The Charity an address within the United Kingdom for the giving of notices to them;

(b) the auditors or independent examiners for the time being of The Charity;

(c) each member of the Committee; and

(d) any other person entitled to receive notices of General Meetings.

#### DISSOLUTION

55. Clause 8 of the Memorandum of The Charity relating to the winding up and dissolution of The Charity shall have effect as if the provisions therefore were repeated in these Articles.

## RULES OR BYE LAWS

56. (a) The Committee may from time to time make such Rules or Bye Laws as it may deem necessary or expedient or convenient for the proper conduct and management of The Charity and it may by such Rules or Bye Laws regulate:

- (i) The conduct of members of The Charity in relation to one another, and to The Charity's servants.
  - (ii) The setting aside of the whole or any part or parts of The Charity's premises at any particular time or times or for any particular purpose or purposes.
  - (iii) The procedure at General Meetings and meetings of the Committee in so far as such procedure is not regulated by these Articles.
  - (iv) And, generally, all such matters as are commonly the subject matter of organisational rules.
- (b) The Charity in General Meeting shall have power to alter or repeal the Rules or Bye Laws and to make additions thereto and the Committee shall adopt such means as they deem sufficient to Bring to the notice of members of The Charity all such Rules or Bye Laws, which so long as they shall be in force, shall be binding on all members of The Charity. Provided nevertheless, that no Rule or Bye Law shall be inconsistent with, or shall affect or repeal anything contained in the Memorandum or Articles of Association of The Charity.