THE COMPANIES ACT 1985 TO 1989
PRIVATE COMPANY LIMITED BY GUARANTEE

MEMORANDUM AND ARTICLES OF ASSOCIATION
OF
SURVIVORS OF BEREAVEMENT BY SUICIDE
Incorporated under the Companies Act 1985
on the 6th May 2003
under No 4754829

Conformed Copy
MEMORANDUM OF ASSOCIATION

The Companies Act 1985 to 1989

A COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

Memorandum of Association
of
SURVIVORS OF BEREAVEMENT BY SUICIDE

1. The name of the company (hereinafter called the Company) is Survivors of Bereavement by Suicide

2. The registered office of the Company will be situate in England

3. The objects for which the Company is established are the promotion for the benefit of the public of any charitable purpose directed to supporting those who have lost through suicide and self-inflicted death of a relative or friend and in particular the protection and promotion of good health both mental and physical the relief of poverty and sickness and the advancement of education in matters relating to the nature of grieving and bereavement

4. In furtherance of the said objects but not further or otherwise the Company shall have the following powers (but only to the extent to which they may lawfully be exercised by a company having exclusively charitable objects)

4.1 To purchase take on lease or in exchange hire or otherwise acquire and hold for any estate or interest any real or personal property and any rights or privileges which may be necessary for the promotion of the Company’s objects and to construct maintain and alter any buildings or erections necessary or convenient for the work of the Company

4.2 Subject to such consents as may be required by law to sell exchange let mortgage dispose of turn to account or otherwise deal with all or any of the property or assets of the Company as may be necessary with a view to the promotion of its objects

4.3 Subject to such consents as may be required by law to borrow and raise money and secure or discharge any debt or obligation of the Company in such manner as may be thought fit and in particular by mortgages of or charges upon the undertaking and all or any of the real and personal property (present and future) of the Company or by the creation and issue of debentures debenture stock or other obligations or securities of any description
4.4 To raise funds and organise appeals and invite and receive contributions from any person or persons whatsoever by way of subscription (whether or not under the Gift Aid Scheme Deed of Covenant or other tax efficient scheme) donation and otherwise provided that the Company shall not undertake any permanent trading activities in raising funds the profits of which are liable to tax otherwise than for carrying out its primary charitable objects

4.5 To set aside funds for special purposes or as reserves against future expenditure

4.6 To invest the monies of the Company not immediately required for its purposes in or upon such investments securities or property as may be thought fit and to vary the investment thereof in such manner as may from time to time be determined subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law

4.7 To delegate the management of investments to a financial expert but only on terms that

4.7.1 the investment policy is set down in writing for the financial expert by the Trustees

4.7.2 every transaction is reported promptly to the Trustees

4.7.3 the performance of the investments is reviewed regularly with the Trustees

4.7.4 the Trustees are entitled to cancel the delegation arrangements at any time

4.7.5 the investment policy and the delegation arrangement are reviewed at least once a year

4.7.6 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 Trustees on receipt

4.7.7 the financial expert must not do anything outside the powers of the Trustees

4.8 To arrange for investments or other property of the Company to be held in the name of a nominee (being a corporate body registered or having an established place of business in England and Wales) under the control of the Trustees or of a financial expert acting under their instructions and to pay any reasonable fee required

4.9 To encourage groups of members to form branches or other voluntary groups and provide an organisation within which they should conduct their business which must be for or conducive to the objects of the Company and at its discretion to dissolve any such branches or other voluntary groups or dissociate them from the Company each branch or other voluntary group shall be constituted and its affairs shall be carried on in accordance with regulations approved from time to time by the Trustees
4.10 To establish support act as trustee of or aid in the establishment and support of any charitable associations institutions or trusts and to subscribe or guarantee money for charitable purposes in any way connected with the object of the Company or which shall further its interests or any of them

4.11 To employ staff and make provision for the payment of pensions and superannuation to or on behalf of employees and former employees of the Company and their spouses widows and other dependants and to provide life health accident and other insurances and other benefits (pecuniary or otherwise) to or for the benefit of any of them

4.12 To provide indemnity insurance to cover the liability of the Trustees (or any Trustee) which by virtue of any rule of law would otherwise attach to them in respect of any negligence default breach of trust or breach of duty of which they may be guilty in relation to the Company. Provided that any such insurance shall not extend to any claim arising from any act or omission which the Trustees (or any Trustee) knew to be a breach of trust or breach of duty or which was committed by the Trustees in reckless disregard of whether it was a breach of trust or breach of duty or not and provided that any such insurance shall not extend to the costs of an unsuccessful defence to a criminal prosecution brought against the Trustees (or any Trustee) in their capacity as Trustees or Trustee of the Company

4.13 To insure the property of the Company against any foreseeable risk and take out other insurance policies to protect the Company when required

4.14 To co-operate with other charities voluntary bodies and statutory authorities operating in furtherance of the Company's objects or similar available purposes and to exchange information and advice with them

4.15 To subscribe to support affiliate become a member of amalgamate with merge with or cooperate with any other charitable organisation institution society or body not formed for or established for purposes of profit (whether incorporated or not and whether in Great Britain or Northern Ireland or elsewhere) whose objects are wholly or in part similar to those of the Company 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 Company

4.16 To purchase or otherwise acquire and undertake all or such part of the property assets liabilities and engagements as may lawfully be acquired or undertaken by the Company of any one or more of the charitable organisations institutions societies or bodies having objects altogether or in part similar to those of the Company

4.17 To use any form of media and communication including but not limited to printing and publishing any newspaper periodicals books articles or leaflets using films television video and the internet

4.18 To draw make accept endorse discount execute and issue promissory notes bills cheques and other instruments and to operate bank accounts
4.19 To undertake or support research in furtherance of the object for which the Company is established

4.20 To arrange and provide for or join in arranging and providing for the holding of exhibitions meetings lectures classes' seminars and training courses

4.21 To provide financial assistance to make grants and donations to and to provide equipment and apparatus for the furtherance of the objects of the Company

4.22 To make applications for consent under bye-laws or regulations and other like applications

4.23 To pay out of the funds of the Company the costs charges and expenses of and incidental to the formation and registration of the Company

4.24 To enter into contracts and provide services to or on behalf of other bodies

4.25 To establish and maintain a library and associated information services for the use of Members and others interested in the research into the objects of the Company

4.26 To charge and receive subscriptions (in such manner and in such amount as the Trustees may from time to time determine) from persons who wish to receive publications of benefits from or any other information whatsoever about the Company whether or not they are Members

4.27 To do all such other lawful and charitable things as shall further the attainment of the above objects

5. The income and property of the Company shall be applied solely towards the promotion of the objects of the Company and no part shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever by way of profit to the Members and no Trustee shall be appointed to any office of the Company paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Company Provided that nothing herein shall prevent any payment in good faith by the Company

5.1 of reasonable and proper remuneration to any Member officer or servant of the Company not being a Trustee for any services rendered to the Company and of travelling expenses necessarily incurred in carrying out the duties of any Member officer or servant of the Company

5.2 of interest at a reasonable rate on money lent by any Member or Trustee

5.3 of reasonable and proper rent or hiring fee for premises let or hired to the Company by any Member or Trustee

5.4 of fees remuneration or other benefit in money or money's worth to a company of which a Trustee may be a member holding not more than 1/100th part of the issued share capital of that company
5.5 of fees remuneration or other benefit in money or money’s worth directly or indirectly to a Member or Trustee for goods or services provided that such Member or Trustee was prior to their election or appointment already supplying goods or services to the Company and further that such goods or services are supplied at a price not exceeding the fair market price on normal trade terms and further that such Member or Trustee shall absent themselves from any meeting during the discussion of such supply and shall refrain from voting on the matter.

5.6 to any Trustee of reasonable out-of-pocket expenses

5.7 of the usual professional charges for business done by any Trustee who is a solicitor accountant or other person engaged in a profession or by any partner of theirs when instructed by the Company to act in a professional capacity on its behalf provided that at no time shall a majority of the Trustees benefit under this provision and that a Trustee shall withdraw from any meeting at which their appointment or remuneration or that of their partner is under discussion.

5.8 the payment of any premium in respect of any indemnity insurance to cover the liability of the Trustees (or any Trustee) which by virtue of any rule of law would otherwise attach to them in respect of any negligence default breach of trust or breach of duty of which they may be guilty in relation to the Company. Provided that any such insurance shall not extend to any claim arising from any act or omission which the Trustees (or any Trustee) knew to be a breach of trust or breach of duty or which was committed by the Trustees (or any Trustee) in reckless disregard of whether it was a breach of trust or breach of duty or not and provided also that any such insurance shall not extend to the costs of an unsuccessful defence to a criminal prosecution brought against the Trustees (or any Trustee) in its or their capacity as the Trustees or Trustee of the Company and

5.9 in exceptional cases other payments or benefits (but only with the written approval of the Charity Commissioners in advance)

6. The liability of the Members is limited

7. Every Member of the Company undertakes to contribute such amount as may be required (not exceeding one pound) to the assets of the Company in the event of its being wound up while they are a member or within one year after they ceases to be a Member for payment of the debts and liabilities of the Company contracted before they cease 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 Company 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 but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Company and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Company under or by virtue of clause 5 of this Memorandum of Association such charitable institution or institutions to be determined by the Members or before the
time of dissolution or in default by the Charity Commissioners if and so far as effect cannot be given to such provision then to some other charitable object

8.1 throughout this memorandum and articles of association ‘charitable’ means charitable in accordance with the law of England and Wales provided that it will not include any purpose which is not charitable in accordance with section 7 of the Charities and Trustee Investment (Scotland) Act 2005

For the avoidance of doubt, the system of law governing the constitution of the charity is the law of England and Wales
We the subscribers to this Memorandum of Association wish to be formed into a company pursuant to this Memorandum

NAMES AND ADDRESSES OF SUBSCRIBERS

Robert Henry Wilkinson
11 Turnberry Close
Lymm
Cheshire
WA13 9LY
R H Wilkinson

Hilary Ravenscroft
10 Turnberry Close
Lymm
Cheshire WA13 9LY
Hilary Ravenscroft

Lynne Hudson
22 Hornsea Road
Aldborough
Hull
E Yorks
HU11 4QW
L Hudson

Barbara McNamara
17 Hollybank
Moore
Warrington
WA4 6UF
B McNamara (Mrs)

John Cleary
34 Earswick Chase
Earswick
York YO32 9FY
J Cleary

Brian Dormer
3 Stapleford Close
Bury
BL8 2UG
B Dormer

Witness to the above signatures:

Lizzie Bullen

Lizzie Bullen
144 Town St
Rodley
Leeds LS13 1HP

Date: 14th April 2003
ARTICLES OF ASSOCIATION

The Companies Act 1985 to 1989

COMPANY LIMITED BY GUARANTEE AND

NOT HAVING A SHARE CAPITAL

Articles of Association

of

SURVIVORS OF BEREAVEMENT BY SUICIDE

INTERPRETATION

1. In these Articles the words in the first column of the table below shall bear the meanings set opposite to them in the second column if not inconsistent with the subject or context

<table>
<thead>
<tr>
<th>Words</th>
<th>Meanings</th>
</tr>
</thead>
<tbody>
<tr>
<td>the Act:</td>
<td>The Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force</td>
</tr>
<tr>
<td>these Articles:</td>
<td>These Articles of Association as originally adopted or from time to time altered</td>
</tr>
<tr>
<td>Auditors:</td>
<td>The Auditors of the Company as provided in the Articles</td>
</tr>
<tr>
<td>the Company:</td>
<td>Survivors of Bereavement by Suicide</td>
</tr>
<tr>
<td>Members:</td>
<td>The Members of the Company for the purposes of the Act</td>
</tr>
<tr>
<td>the Memorandum:</td>
<td>The Memorandum of Association of the Company</td>
</tr>
<tr>
<td>Month:</td>
<td>Calendar month</td>
</tr>
<tr>
<td>the Office:</td>
<td>The Registered Office of the Company</td>
</tr>
<tr>
<td>the Register:</td>
<td>The Register of Members of the Company kept pursuant to Section 352 of the Act</td>
</tr>
<tr>
<td>the Seal:</td>
<td>The Common Seal of the Company if it has one</td>
</tr>
<tr>
<td>the Secretary:</td>
<td>Any person appointed to perform the duties of secretary of the Company</td>
</tr>
</tbody>
</table>
a Trustee: means a director of the Company and Trustees means all the directors

in writing: written printed lithographed or photographed or partly one and partly another and other modes of representing or reproducing words in a visible form

Year: Calendar year

Words importing the singular shall include the plural and vice versa Words importing the masculine shall include the feminine Words importing persons shall include corporations

Subject as aforesaid any words or expressions defined in the Act shall if not inconsistent with the subject or context bear the same meaning in these Articles

2. When any provision of the Act is referred to the reference is to such provision as modified or re-enacted by any statute for the time being in force

MEMBERS

3. The number of Members with which the Company proposes to be registered is unlimited

4. The Members shall be the subscribers to the Memorandum and such persons as are approved by the Trustees to become Members and have consented in writing to become Members and whose names shall have been entered in the Register No person who is not a Trustee shall be or act as a Member and they shall cease to be a Member on ceasing to be a Trustee

5. The rights and privileges of a Member shall be personal to the Member and shall cease on death

6. Every Member shall be subject to the provisions of these Articles in relation to their membership and shall be deemed to have had knowledge thereof and to have consented thereto upon or prior to their becoming a Member

7. A Member shall cease to be a Member and their name shall be removed from the Register

7.1 if being a Member by reason only of their being a Trustee they shall cease to be a Trustee

7.2 if they resign by giving three months notice in writing of their resignation to the Secretary

7.3 they are 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

7.4 if they become bankrupt or make any arrangements or composition with their creditors generally or (being a company) goes into liquidation other than for the purposes of solvent reconstruction

7.5 if they otherwise cease to qualify for membership under the Articles or
7.6 is removed from membership by resolution of the Trustees on the ground that in their reasonable opinion the Member’s continued membership is harmful to the Company (but only after notifying the Member in writing and considering the matter in the light of any written representations which the Member concerned puts forward within fourteen clear days after receiving notice).

8. Membership of the Company is not transferable.

**GENERAL MEETINGS**

9. The Company shall hold in each year a General Meeting as its Annual General Meeting in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Company and that of the next. Provided that so long as the Company holds the first Annual General Meeting within eighteen months of its incorporation it need not hold one in the year of its incorporation or in the following year. The Annual General Meeting shall be held at such time and place as the Trustees or their Chairman shall appoint.

10. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

11. The Trustees or their Chairman may whenever they think fit call General Meetings and on the requisition of 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 at any time there are not within the United Kingdom sufficient Trustees to call a meeting any Trustee or any Member may call a General Meeting.

**NOTICE OF GENERAL MEETINGS**

12. An Annual General Meeting and a meeting called for the passing of a special resolution shall be called by twenty one clear days notice in writing at the least and a meeting of the Company (other than an Annual General Meeting or a meeting for the passing of a special resolution) shall be called by fourteen clear days notice in writing at the least but a General Meeting may be called by shorter notice if it is so agreed:

12.1 in the case of a meeting called as the Annual General Meeting by all the Members entitled to attend and vote thereat and

12.2 in the case of any other meeting by a majority in number of the Members having a right to attend and vote at the meeting being a majority together representing not less than ninety five per cent of the total voting rights at that meeting of all the Members.

13. The notice shall specify the time and place of the meeting and in the case of an Annual General Meeting shall specify the meeting as such the notice shall be given to all Members and to the Trustees and Auditors.

14. 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.
15. No business shall be transacted at any General Meeting unless a quorum of Members is present. Save as herein otherwise provided a minimum of three Members present in person shall be a quorum.

16. If within thirty minutes from the time appointed for the holding of a General Meeting a quorum is not present or if during a meeting a quorum ceases to be present the meeting if convened on the requisition of 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 day time and place as the Chairman of the meeting or the Trustees shall appoint and if at the adjourned meeting a quorum is not present within fifteen minutes from the time appointed for holding the meeting the Members present shall be a quorum.

17. The Chairman (if any) of the Trustees shall preside as Chairman at every General Meeting of the Company or if they shall not be present within thirty minutes after the time appointed for holding the meeting or shall be unwilling to preside the Vice Chairman (if any) of the Trustees shall if present and willing to act preside as Chairman failing which the Members present shall elect one or their number to be Chairman of the meeting.

18. The Chairman may with the consent of any 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 any adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place.

19. When a meeting is adjourned for fourteen days or more 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 otherwise it shall not be necessary to give any such notice.

20. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless (before or upon the declaration of the result of the show of hands) a poll is demanded by the Chairman or by at least two Members present in person.

20.1 Unless a poll is so demanded a declaration by the Chairman 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 proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

The demand for a poll may be withdrawn before the poll is taken but only with the consent of the Chairman the withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.
21. A poll shall be taken as the Chairman of the meeting directs and they may appoint scrutineers (who need not be Members) and fix a time and place for declaring the results of a poll the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

22. Any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

23. No poll may be demanded on the election of a Chairman of a meeting or on any question of adjournment.

24. In the case of an equality of votes whether on a show of hands or on a poll the Chairman of the meeting shall except in the case of a resolution for altering the constitution of the Trustees be entitled to a second or casting vote.

25. A resolution in writing executed by or on behalf of each Member entitled to vote upon it if it had been proposed at a General Meeting at which they were present shall be as effectual as if it had been passed at a General Meeting duly convened and held and may consist of several documents in the like form each executed by or on behalf of one or more Members.

26. Any corporation which is a Member may by resolution of its directors or other governing body appoint any person to act as its representative at any General Meeting of the Company and such representative shall be entitled to exercise the same powers on behalf of the corporation which they represents as if they had been an individual Member including power when personally present to vote on a show of hands and to demand or concur in demanding a poll.

**VOTES OF MEMBERS**

27. Every Member shall have one vote to be cast by the Member either personally or by proxy.

28. 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.

**TRUSTEES**

29. Until otherwise determined by a General Meeting the number of Trustees shall not be less than three nor more than thirteen.

30. The subscribers to the Memorandum shall be the first Trustees.

31. The Trustees shall have power at any time from time to time to appoint any person to be a Trustee but so that the total number of Trustees shall not exceed the number determined under Article 29.

32. No person shall be entitled to act as a Trustee whether on a first or any subsequent entry into office until they have signed a declaration of acceptance and willingness to act in accordance with the terms of the Memorandum and Articles of Association of the Company.
33. No person who is not a Member shall be or act as a Trustee and they shall cease to be a Trustee on ceasing to be a Member

POWERS AND DUTIES OF THE TRUSTEES

34. Subject to the provisions of the Act the Memorandum and these Articles and to any directions given by special resolution the business of the Company shall be managed by the Trustees who may exercise all the powers of the Company. No alteration of the Memorandum or these Articles and no such direction shall invalidate any prior act of the Trustees 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 Trustees by these Articles and a meeting of the Trustees at which a quorum is present may exercise all the powers exercisable by the Trustees.

35. The Trustees may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking property and assets or any part thereof and to issue debentures and other securities whether outright or as collateral security for any debt liability or obligation of the Company or of any third party.

36. Subject to the provisions of the Memorandum and these Articles the Trustees may make rules with respect to the carrying into effect of all or any of the purposes of the Company or all or any of the provisions of these Articles.

37. Except to the extent permitted by clause 4 of the Memorandum no Trustees shall take or hold any interest in property belonging to the Company or receive remuneration or be interested otherwise than as a Trustee in any other contract to which the Company is a party.

DISQUALIFICATION OF TRUSTEES

38. The office of a Trustee shall be vacated

38.1 if they become bankrupt or they make any arrangement or composition with their creditors

38.2 if they are or may be suffering from mental disorder and either

38.2.1 they are 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

38.2.2 an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for their detention or for the appointment of a receiver or curator bonis or other person to exercise powers with respect to their property or affairs

38.3 if by notice in writing to the Company they resign their office

38.4 if they cease to hold office by virtue of any provision of the Act or is prohibited by law from holding office.
38.5 if they have been convicted of any offence involving dishonesty or deception

38.6 if they absent themselves from four consecutive meetings of the Trustees without special leave of absence from the Trustees and they pass a resolution that they have by reason of such absence vacated office provided that a trustee faced with removal shall have the right to be heard by the other trustees before a resolution is passed

**TRUSTEES’ EXPENSES**

39. The Trustees may be paid all reasonable travelling hotel and other expenses properly incurred by them in connection with their attendance at meetings of Trustees or committees of Trustees or General Meetings or otherwise in connection with the discharge of their duties but shall otherwise be paid no remuneration

**PROCEEDINGS OF THE TRUSTEES**

40. The Trustees or any committee of the Trustees may meet together for the despatch of business adjourn and otherwise regulate their meetings as they think fit and determine the quorum necessary for the transaction of business provided always that the quorum shall never be less than two members of the body concerned questions arising at any 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

41. Any of the Trustees or any committee of the Trustees can take part in a Trustees meeting or committee meeting by way of a

41.1 video conference or conference telephone or similar equipment designed to allow everybody to take part in the meeting or

41.2 series of video conferences or telephone calls from the Chairman of the meeting Taking part in this way will be treated as being present at the meeting A meeting which takes place by a series of video conferences or telephone calls from the Chairman will be treated as taking place where the Chairman is Otherwise meetings will be treated as taking place where the largest group of the participants are or if there is no such group where the chairman is unless the Trustees decide otherwise

42. The Chairman or Vice-Chairman of the Trustees may and on the request of two Trustees shall at any time call a meeting of the Trustees

43. The Trustees for the time being may act notwithstanding any vacancy in their body but if and so long as their number is less than the number fixed as the quorum it shall be lawful for them to act for the purpose of filling up vacancies in their body or of calling a General Meeting but not for any other purpose

44. The Trustees may from time to time elect from amongst their number a Chairman and a Vice-Chairman and may determine for what period they are to hold office The Chairman shall be entitled to preside at all meetings of the Trustees at which they shall be present If there shall be no Chairman or if at any meeting they are unwilling to do so or is not present within thirty minutes after the time appointed for holding the meeting the Vice-Chairman shall act as Chairman of the meeting and if no Vice-Chairman is elected or if at any meeting they are unwilling to do so or is not present within thirty minutes after the time appointed for holding the meeting the Trustees
45. The Trustees may appoint one or more committees consisting of two or more Trustees for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Trustees would be more conveniently undertaken or carried out by a committee. Provided that all acts and proceedings of any such committees shall be fully and promptly reported to the Trustees.

46. All acts bona fide done by any meeting of the Trustees or of any committee of the Trustees or by any person acting as a Trustee shall notwithstanding it be afterwards discovered that there was some defect in the appointment of any such Trustee or person acting as aforesaid or that they or 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 Trustee and had been entitled to vote.

47. The Trustees shall cause proper minutes to be made in books provided for the purpose

47.1 of all appointments of officers made by the Trustees and

47.2 of the names of Trustees present at each meeting of the Trustees and of any committee of the Trustees and

47.3 of all resolutions and proceedings at all meetings of the Company and of the Trustees and of committees of the Trustees and

any minutes of any meeting if purporting to be signed by the Chairman of that meeting or by the Chairman of the next succeeding meeting shall be sufficient evidence without further proof of the facts therein stated.

48. A resolution in writing signed by all the Trustees for the time being or of any committee of the Trustees entitled to receive notice of a meeting of the Trustees or of any such committee of the Trustees (as the case may be) shall be as valid and effectual as if it had been passed at a meeting of the Trustees or of such committee duly convened and held. The resolution may consist of more than one document in the like form each signed by one or more than one person.

49. The Trustees may at any time and from time to time invite and permit any persons (“observers”) to attend any Meeting of the Trustees and/or General Meetings to observe the proceedings. Such observers shall have no right to make any representations or vote at any Meeting of the Trustees or at General Meetings.

SECRETARY

50. The Secretary shall be appointed by the Trustees for such term at such remuneration (if not a Trustee) and upon such conditions as they may think fit and any Secretary so appointed may be removed by the Trustees.
51. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a Trustee and the Secretary shall not be satisfied by its being done by or to the same person acting both as a Trustee and as or in place of the Secretary

THE SEAL

52. The Trustees shall provide for the safe custody of the Seal (if any) which shall be used only on the authority of the Trustees or of a committee of the Trustees authorised by the Trustees in that behalf. Every instrument to which the Seal shall be affixed shall be signed by a Trustee and shall be countersigned by the Secretary or by a second Trustee or by some other person appointed by the Trustees for that purpose

HONORARY OFFICERS

53. The Trustees may at any time and from time to time appoint any person whether a member of the Company or not to be President or a Vice-President or a Patron of the Company but such offices shall be honorary offices carrying no executive duties or responsibilities and no voting powers

ACCOUNTS

54. Accounts and records shall be prepared and maintained in accordance with the requirements of law and generally accepted accounting practice for companies of the nature of the Company carrying on activities of the nature carried on by the Company

ANNUAL REPORT

55. The Trustees shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of any annual report and its transmission to the Charity Commissioners for England and Wales

ANNUAL RETURN

56. The Trustees shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Charity Commissioners for England and Wales

NOTICES

57.

57.1 Notices under these Articles may be sent by hand or by post or by suitable electronic means

57.2 The only address at which a Member is entitled to receive notices is the address shown in the register of Members
57.3 Any notice given in accordance with these Articles is to be treated for all purposes as having been received

57.3.1 twenty four hours after being sent by electronic means or delivered by hand to the relevant address

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

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

57.3.4 on the date of publication of a newspaper containing the notice

57.3.5 on being handed to the Member or in the case of a Member organisation its authorised representative personally or if earlier

57.3.6 as soon as the Member acknowledges actual receipt

58.4 A technical defect in the giving of notice of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting

**DISSOLUTION**

59. Clause 8 of the Memorandum relating to the winding-up or dissolution of the Company shall have effect as if the provisions thereof were repeated in these Articles

**INDEMNITY OF TRUSTEES AND OFFICERS**

60. Subject to the provisions of the Act every Trustee Auditor Secretary or other officer of the Company shall be entitled to be indemnified against all costs charges losses expenses and liabilities incurred by them in the execution and discharge of their duties or in relation thereto and no Trustee Auditor Secretary or other officer of the Company shall be liable for any loss damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of their office or in relation thereto
We the subscribers to this Memorandum of Association wish to be formed into a company pursuant to this Memorandum

**NAMES AND ADDRESSES OF SUBSCRIBERS**

Robert Henry Wilkinson  
11 Turnberry Close  
Lymm  
Cheshire  
WA13 9LY

Hilary Ravenscroft  
10 Turnberry Close  
Lymm  
Cheshire WA13 9LY

R H Wilkinson  
Hilary Ravenscroft

Lynne Hudson  
22 Hornsea Road  
Aldborough  
Hull  
E Yorks  
HU11 4QW

Barbara McNamara  
17 Hollybank  
Moore  
Warrington  
WA4 6UF

L Hudson  
B McNamara (Mrs)

John Cleary  
34 Earwick Chase  
Earwick  
York  YO32 9FY

Brian Dormer  
3 Stapleford Close  
Bury  
BL8 2UG

J Cleary  
B Dormer

Witness to the above signatures:  
Lizzie Bullen

Lizzie Bullen  
144 Town St  
Rodley  
Leeds LS13 1HP

Date: 14th April 2003
We the subscribers to this Memorandum of Association wish to be formed into a company pursuant to this Memorandum.

**NAMES AND ADDRESSES OF SUBSCRIBERS**

Robert Henry Wilkinson
Name: 11, Turnberry Close
Address: Lymm, Cheshire
Post: WA13 9LY
Signature: [Signature]

Henry Raven-Scott
Name: 10 Turnberry Close
Address: Lymm, Cheshire WA13 9LY
Signature: [Signature]

Helen Raven-Scott
Barbara McNamara
Name: 17 Holly bank
Address: Moore Warrington WA4 6UF
Signature: B McNamara (Mrs)

John Cleary
Name: 34 Edward Close
Address: Birminghay, YO24 4FJ
Signature: [Signature]

Witness to the above signatures:

Lizzie Bullen
Name: Lizzie Bullen
Address: 1A Town St
Redley
LEEDS LS13 1HP

Date: 19th April 2003
Survivors of Bereavement by Suicide

Resolution to amend the memorandum and Articles of Association, for discussion and vote at meeting of the Board of Trustees 9th August 2008

1) Clause 3 of the Memorandum to be amended to read “The objects for which the Company is established are the promotion for the benefit of the public of any charitable purpose directed to supporting those who have lost through suicide and self-inflicted death a relative or friend and in particular the protection or promotion of good health both mental and physical the relief of poverty and sickness and the advancement of education in matters relating to the nature of grieving and bereavement.”

2) Article 34, which states that a Trustee should retire at the age of seventy, to be deleted completely. Current age discrimination law only applies in employment situations, but it is felt that many people of that age have valuable skills and experience to offer, as well as being likely to have more time available.

3) Articles 40 to 45, Retirement of Trustees by Rotation to be deleted. This is unnecessary, and has never been implemented anyway.

4) It has also been suggested that, throughout the whole Memorandum and Articles, ‘he’ and ‘his’ should be replaced by ‘they’ and ‘their’, in order to underline our policy of not discriminating on the grounds of gender.

NB At the Board meeting held on 15th March 2008, a resolution was passed to increase the possible number of Trustees from nine to thirteen. We have postponed writing this into the Memorandum and Articles pending the vote on the above.
SURVIVORS OF BEREAVEMENT BY SUICIDE

We the Trustees of Survivors of Bereavement By Suicide hereby agree to the amendments of the Memorandum and Articles of Association as voted at the Board of Trustees meeting dated 9th August 2008

Gillian Barbara Irish
12 Melbourn Close
Duffield
Belper
Derbyshire
DE56 4FX

Gillian Barbara Irish

Carolyn Rabbitt
13 Giebe Crescent
Stanley Village
Ilkeston
Derbyshire
DE7 6FL

Carolyn Rabbitt

Robert James
3 Cwrt Emily
Birchgrove
Swansea
SA7 9GE

Robert James

Angela Samata
7 Kingsland Road
Oxton
Wirral
CH42 9NN

Angela Samata

Suzzi Holden
121 Montague Road
Layston
London
E11 3EW

Suzzi Holden

Gail Burton
14 Albany Road
Blackburn
Lancashire
BB2 4EQ

Gail Burton

Caroline Simone
62 Swanmore Road
Littleover
Derby
Derbyshire
DE23 3SY

Caroline Simone
Resolution to increase the number of Trustees under Article 29 of the Articles of Association of Survivors of Bereavement by Suicide

We, the undersigned, being Trustees of Survivors of Bereavement by Suicide hereby resolve to amend Article 29 of our Articles of Association, which states the "Unless otherwise determined by a General Meeting the number of Trustees shall not be less than three nor more than nine" to now read "Unless otherwise determined by a General Meeting the number of Trustees shall not be less than three nor more than eleven".

Notice of the above resolution was given at the General Meeting held on 26th January 2008 and was recorded in the minutes of that meeting.

__________________________  __________________________
Gillian Irish

__________________________  __________________________
Carolyn Rabbit

__________________________  __________________________
Angela Sutherland

__________________________  __________________________
Gail Nutten

__________________________  __________________________
Caroline Simone

__________________________  __________________________
William Rycroft-James

__________________________  __________________________
Sue Holdren

Signed this 15th day of March 2008
Resolution to insert Clause 8.1 into the Memorandum of Association of Survivors of Bereavement by Suicide

We, the undersigned being Trustees of Survivors of Bereavement by Suicide, hereby resolve to insert Clause 8.1 into the Memorandum of Association as requested by the Office of the Scottish Charity Regulator to obtain charitable status in Scotland as follows:

“Throughout this memorandum and articles of association ‘charitable’ means charitable in accordance with the law of England and Wales provided that it will not include any purpose which is not charitable in accordance with section 7 of the Charities and Trustee Investment (Scotland) Act 2005

For the avoidance of doubt, the system of law governing the constitution of the charity is the law of England and Wales”

Notice of the above resolution was given at the General Meeting held on 13th March 2010 and was recorded in the minutes of that meeting.

Gillian Irish
Angela Samata
Carolyn Rabbitt
Caroline Simone
Gail Burton
Joyce Mathers
Resolution to insert Clause 8.1 into the Memorandum of Association of Survivors of Bereavement by Suicide. Cont.

William Robert James

Jackie Carter

Suzzi Holden

Signed this 13th day of March 2010