

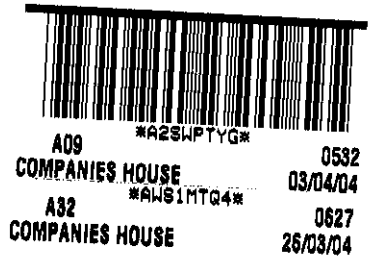
1946618

THE COMPANIES ACT 1985 to 1989

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION OF:

WOLVERHAMPTON CITIZENS ADVICE BUREAUX



1. Name

The name of the Company is WOLVERHAMPTON CITIZENS ADVICE BUREAUX ("the Charity")

2. Registered Office

The registered office of the Charity will be situated in England and Wales.

3. Objects

The Charity's objects are to promote any charitable purpose for the benefit of the community in the City of Wolverhampton and elsewhere (the "area of benefit") by the advancement of education, the protection and preservation of health and the relief of poverty, sickness and distress.

To encourage the preservation development and improvement of features of general public amenity.

4. Powers

To promote its objects but not for any other purpose the Charity will have the following powers:-

- 4.1 Power to establish and provide Citizens Advice Bureau services and outlets supplying a free, independent, confidential and impartial service of advice, information and counsel for the public.
- 4.2 Power to obtain, collect, issue appeals for and receive money and funds by way of contribution, donations, subscriptions, legacies, grants and any other lawful method. It can also accept and receive gifts of property of any description (whether subject to any special trusts or not) provided that the Charity does not carry out any substantial and permanent trading activities and shall conform to any relevant requirements of law.
- 4.3 Power to procure to be written and print, publish, issue and circulate gratuitously or otherwise any reports or periodicals, books, pamphlets, leaflets, and other documents, audio and video tapes and discs, computer discs, films and any other instructional matters.

Company number 1946618

The Companies Acts 1948 and subsequent enactments

**Memorandum
And Articles of
Association**

of

**WOLVERHAMPTON
CITIZENS ADVICE BUREAUX**

(Incorporated the 11th day of September 1985)

**Most recent amendments – 21st February 2003
19th March 2004**

- 4.4 Power to arrange and provide or join in arranging and providing for the holding of exhibitions, meetings, lectures and classes.
- 4.5 Power to promote, encourage and undertake organised research and experimental work and make available the results of such research.
- 4.6 Power to co-operate and enter into arrangements with any authorities, national, local or otherwise and to obtain from any such authorities any rights, privileges and concessions
- 4.7 Power to insure and arrange insurance cover for the Charity from and against all risks incurred in the course of its activities
- 4.8 Power to buy, take on lease or in exchange any property necessary for the achievement of the objects and to maintain and equip it for use.
- 4.9 Power to sell, lease or dispose of all or part of the Charity's property but only in accordance with the restrictions imposed by the Charities Act 1993 (or any statutory re-enactment or modification of that Act)
- 4.10 Power to borrow money and to give security for loans but only in accordance with the restrictions imposed by the Charities Act 1993 (or any statutory re-enactment or modification of that Act)
- 4.11 Power to employ and pay such staff (who shall not be members of the Trustee Board) as are necessary for the proper pursuit of the objects and to make all reasonable and necessary provision for the payment of pensions and superannuation for staff and their dependants.
- 4.12 Power to recruit such voluntary staff (who shall not be members of the Trustee Board) as are necessary for the proper pursuit of the objects.
- 4.13 Power to engage the services of such professional advisers as are necessary for the proper pursuit of the objects
- 4.14 Power to pay ex gratia payments or honoraria (subject to the approval of the Charity Commission)
- 4.15 Power to work with other charities, voluntary bodies and statutory authorities that have the same purposes as the Charity and exchange information and advice with them.
- 4.16 Power to establish or support any charitable trusts, associations or institutions formed for all or any of the objects.
- 4.17 Power to appoint and constitute such advisory and executive committees as the Trustee Board may think fit.
- 4.18 Power to join any other charitable institution and to become responsible for the assets, liabilities and contracts of any such institution.
- 4.19 Power to invest or deposit funds in any lawful manner whilst having regard to the suitability of investments and the need for diversification.

- 4.20 (a) To provide indemnity insurance to cover the liability of the directors:
- i. 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;
 - ii. to make contributions to the assets of the company in accordance with the provisions of section 214 of the Insolvency Act 1986.
- (b) Any such insurance in the case of (1)(a) shall not extend to:
- i. any liability resulting from conduct which the directors knew, or must be assumed to have known, was not in the best interests of the company, or which the directors did not care whether it was in the best interests of the company or not;
 - ii. any liability to pay the costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud or dishonesty or wilful or reckless misconduct of the directors;
 - iii. any liability to pay a fine.
- (c) Any insurance in the case of (4.20(a)(ii) shall not extend to any liability to make such a contribution where the basis of the director's liability is his knowledge prior to the insolvent liquidation of that company (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the company would avoid going into insolvent liquidation.
- 4.21 Power to do all such other lawful things as are necessary for the achievement of the objects.

5. Conflict of Interest

- 5.1 Subject to the provision of Clause 5.2, the income and property of the Charity shall be applied solely towards the promotion of its objects set out in this Memorandum. No part shall be paid or transferred directly or indirectly to members of the Charity for any services given to the Charity with the exception of reasonable travelling expenses and other out of pocket expenses necessarily incurred in carrying out the duties of any member or officer of the Charity.
- 5.2 No member of the Trustee Board and no connected person shall acquire any interest in property belonging to the Charity (otherwise than as a Trustee for the Charity) or receive remuneration or be interested in any way (otherwise than as a member of the Trustee Board) in any contract entered into by the Charity.

Provided this does not exclude:

- a) the payment of reasonable out of pocket expenses incurred on behalf of the Charity;
- b) the payment of fees or the giving of other benefits to any company of which a Trustee is also a member holding not more than 1/100th part of the capital.

(For the purpose of this clause, "connected person" means the spouse, child, parent, grandparent, grand-child, brother, sister or other person in a long-term or significant relationship with a Trustee Board member).

relationship with a Trustee Board member).

- c) the payment of ex gratia payments or honoraria in accordance with Clause 4.14
- d) the payment of any premium in respect of any indemnity insurance to cover the liability of the directors 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 liability resulting from conduct which the directors knew, or must be assumed to have known, was not in the best interests of the company, or which the directors did not care whether it was in the best interests of the company or not and provided also that any such insurance shall not extend to any claim arising from liability for the costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud or dishonesty or wilful or reckless misconduct of the directors.

6. Limited Liability

6.1 The liability of the members is limited.

6.2 Every member of the Company undertakes to contribute such amount as may be required, not exceeding £1, to the Charity's assets if it should be wound up while they are a member, or within one year after they cease to be a member:

- a) for payment of the Charity's debts and liabilities contracted before they ceased to be a member;
- b) for the costs, charges and expenses of winding up, and
- c) for the adjustment among themselves of the rights of persons who have contributed to the Charity's assets.

7. Amendment

7.1 The Memorandum and Articles of the Charity may be amended in accordance with the Companies Act 1985 and the Charities Act 1993 (or any statutory re-enactment or modification of these Acts) provided that no amendment shall be made which is inconsistent with the policies of the National Association of Citizens Advice Bureaux.

8. Dissolution

8.1 If any property remains after the Charity has been wound up or dissolved and all its debts and liabilities have been satisfied it shall not be paid to or distributed among the members of the Charity. It shall instead be given or transferred to some other charitable institution or institutions having similar objects to those of the Charity and which prohibit the distribution of its or their income and property among its or their members to an extent at least as great as Clause 5 imposes upon the Charity. The institution or institutions which are to benefit shall be chosen by the members of the Charity at or before the time of winding up or dissolution. A copy of the statement of accounts, or account and statement for the final accounting period of the Charity must be sent to the Charity Commission.

8.2 We, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company, in pursuance of this Memorandum of Association.

Names, addresses and descriptions of Subscribers

Charles John Carder,
1A Buckingham Road,
Wolverhampton,
West Midlands,
WV4 5TL.

Retired.

Alec Gillott,
39 Mount Road,
Penn,
Wolverhampton,
West Midlands,
WV4 5SP.

Chartered Accountant.

Dated this 12th day of August, 1985.

Witness to the above Signatures:-

Mrs M. Mercado,
36 Cherrington Gardens,
Compton,
Wolverhampton. WV6 8AJ
Deputy Organiser.

THE COMPANIES ACTS 1985 to 1989

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF

WOLVERHAMPTON CITIZENS ADVICE BUREAUX

INTERPRETATION

In these Articles and the Memorandum of Association the following terms shall have the following meanings:-

Term	Meaning
"Act"	the Companies Act 1985 including any statutory modification or re-enactment for the time being in force
"Articles"	these Articles of Association of the Charity
"clear days"	in relation to the period of a notice, 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
"Charity"	Wolverhampton Citizens Advice Bureaux
"Memorandum"	the Memorandum of Association of the Charity
"National Association of Citizens Advice Bureaux and NACAB"	the charitable company of that name being company no. 1436945 and registered charity no. 279057
"Office"	the registered office of the Charity
"Secretary"	the Secretary of the Charity or any other person appointed to perform the duties of the Secretary of the Charity, including a joint, assistant or deputy Secretary.
"Trustee and Trustees"	the director and directors as defined in the Act

Unless the context otherwise requires, words or expressions contained in the Articles bear the same meaning as in the Act, but excluding any statutory modification of it not in force when the Articles became binding on the Charity.

MEMBERSHIP

1. In addition to the subscribers to the Memorandum the Charity may admit into membership:
2. Individuals (over the age of 16 years) who are interested in furthering the work of the Charity and who are not paid employees of the Charity, making an application in writing.
3. Every member shall have one vote.
4. The Trustee Board may by a majority vote, with good reason, to end the membership of any individual. The individual may appeal against this, by making representations to the Trustee Board (and may be accompanied by one other person for this purpose) before a final decision is made.
5. The Charity shall maintain a Register of Members in which shall be recorded the name and address of every member, and the dates on which they became a member and on which they cease to be a member.
8. Membership shall not be transferable and shall cease on death.
9. No person may be admitted as a member of the Charity unless their application for membership has been approved by the Trustee Board.
10. The number of members of the Charity is unlimited.

GENERAL MEETINGS

Annual General Meeting

11. The Charity shall hold an annual general meeting within 18 months of incorporation and afterwards once in each calendar year. Not more than 15 months shall pass between the date of one annual general meeting and the next. It shall be held at such time and place as the Trustees shall think suitable.
12. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.

Extraordinary General Meetings

13. The Trustees may call an extraordinary general meeting at any time. The Trustees shall call an extraordinary general meeting on receiving a requisition to that effect, signed by at least 10% of the members having the right to attend and vote at extraordinary general meetings. In default, the requisitionists may call an extraordinary general meeting in accordance with the Act.

Length of Notice

14. Unless Article 15 applies, an annual general meeting and an extraordinary general meeting called to pass a special resolution shall be called by at least 21 clear days' written notice.
15. An extraordinary general meeting may be called by shorter notice if it is so agreed:-
 - a. in the case of an annual general meeting, by all the members entitled to attend and vote at that meeting; and
 - b. in the case of any extraordinary general meeting, by a majority of the members having a right to attend and vote at that meeting. Any such majority shall together represent at least 95% of the total voting rights at that meeting of all the members.

Contents of Notice

16. Every notice calling an annual or extraordinary general meeting shall specify the place, day and time of the meeting and the general nature of the business to be transacted. In the case of an annual general meeting, the notice shall in addition specify the meeting as such. If a special resolution is to be proposed, the notice shall contain a statement to that effect.

Service of Notice

17. Notice of annual or extraordinary general meetings shall be given to every member and to the Trustees, NACABx, the representatives of Wolverhampton City Council and to the auditors of the Charity.
18. The accidental omission to give notice of a meeting, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding at that meeting.

Public Notice

19. Public notice of every annual general meeting shall be given at least seven days before by placing a notice in the Bureau that can be clearly seen or in a prominent place in the local area and by announcing it in a local newspaper.
20. Anyone who is interested in furthering the work of the Charity may attend the annual general meeting.

Proceedings at Annual and Extraordinary General Meetings

21. No business shall be transacted at any meeting unless a quorum is present. Ten persons entitled to vote upon the business to be transacted, each being a member shall be a quorum.
22. If within half an hour from the time appointed for the holding of an annual or extraordinary general meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved; in any other case if such a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Trustees may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present shall be a quorum.
23. A representative from the National Association of Citizens Advice Bureaux and an appropriate link officer from Wolverhampton City Council together with a nominated elected representative of the City Council shall be invited to attend meetings of the Charity and shall have the right to speak but not to vote at such meetings.
24. The Chair of the Trustee Board, shall be the Chair of an annual general meeting or extraordinary general meeting but if there be no such Chair or if at any meeting he shall not be present within fifteen minutes after the appointed time for holding the same or shall be unwilling to preside the persons present, before any other business is transacted, shall appoint a Chair of the meeting.
25. The Chair of the meeting 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 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.
26. A resolution put to the vote of a meeting shall be decided on a show of hands unless before or on the declaration of the result of the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:-
 - a. by the Chair; or
 - b. by at least two members having the right to vote at the meeting.
27. Unless a poll is duly demanded a declaration by the Chair 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.
28. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the Chair and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.

29. A poll shall be taken as the Chair directs and he or she 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.
30. In the case of an equality of votes, whether on a show of hands or on a poll, the Chair shall be entitled to a casting vote in addition to any other vote he or she may have.
31. A poll demanded on the election of the Chair or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the Chair directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
32. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case, at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
33. The proceedings at any meeting or on the taking of any poll shall not be invalidated by reason of any accidental informality or irregularity or any want of qualification in any of the persons present or voting.

Votes Of Members

34. Every member present in person shall have one vote.
35. No member may vote on any matter in which he or she has a direct pecuniary interest.
36. 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 Chair whose decision shall be final and binding.

TRUSTEE BOARD

Trustees

37. The first Trustees shall be those persons named in the statement delivered pursuant to section 10(2) of the Act, who shall be deemed to have been elected under these Articles. Future Trustees shall be appointed as provided subsequently in these Articles.

38. The maximum number of Trustees shall be fifteen (15), and the minimum shall be five (5).
39. Trustees shall be elected at the annual general meeting or an extraordinary general meeting and shall hold office from the conclusion of that meeting.
40. Any person, being elected to the Trustee Board, who is not a member of the Charity, shall be admitted to membership of the Charity provided that formal application for membership is made within 14 days of the date of the election, and an undertaking is given by the individual to participate in induction and other relevant training, failing which the appointment to the Trustee Board is void.
41. All elected Trustees shall retire from office at the third annual general meeting following the annual general meeting at which they were elected (except as defined in article 42) but may be re-elected.
42. At each of the first three annual general meetings following incorporation one third of the Trustees appointed on incorporation shall retire in rotation but may be re-elected. As between those members, in the absence of agreement, selection shall be made by the drawing of lots.

Powers of trustees

43. All Trustees may vote at Trustee Board meetings.
44. Subject to the provisions of the Act, the Memorandum and the Articles, the business of the Charity shall be managed by the Trustees who may exercise all the powers of the Charity. No alteration of the Memorandum or Articles shall invalidate any prior act of the Trustees which would have been valid if that alteration had not been made. The powers given by this Article shall not be limited by any special power given to the Trustees by the Articles and a meeting of Trustees at which a quorum is present may exercise all powers exercisable by the Trustees.
45. The Trustees may, by power of attorney or otherwise, appoint any person to be the agent of the Charity for such purposes and on such conditions as they determine.

Regulations

46. The Trustees shall have power from time to time to make, repeal or alter regulations as to the management of the Charity and its affairs, as to the duties of any officers or employees of the Charity, as to the conduct of business by the Trustees or any committee and as to any of the matters or things within the powers or under the control of the Trustees provided that such regulations shall not be inconsistent with the Memorandum or the Articles.

Delegation of trustees' powers

47. The Trustee Board may exercise any of its powers either by delegation to officers or sub-committees. Any sub committee will consist of such member or members of the Board and other persons as they think fit, provided that all actions and proceedings shall be fully and promptly reported back to the Trustee Board, and any subcommittee so formed shall, in the exercise of the powers delegated, conform to any regulations imposed on it by the Trustee Board.

Appointment and retirement of trustees

48. No person shall be elected or re-elected as a Trustee at any annual general meeting unless at least five but not more than thirty-five clear days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the Charity of the intention to propose that person for election or re-election stating the particulars which would, if he or she were so elected or re-elected, be required to be included in the Charity's Register of Trustees together with notice executed by that person of his or her willingness to be elected or re-elected.
49. At least seven but not more than twenty-eight clear days before the date appointed for holding an annual general meeting notice shall be given to all who are entitled to receive notice of the meeting of any person in respect of whom notice has been duly given to the Charity of the intention to propose him or her at the meeting for election or re-election as a Trustee. The notice shall give the particulars of that person which would, if he or she were so elected or re-elected, be required to be included in the Charity's Register of Trustees.
50. Subject to the above Articles, a Trustee who retires at an annual general meeting may, if willing to act, be re-elected for a maximum continuous period of three cycles. They may then stand for election again at the next Annual General Meeting. If he or she is not re-elected, he or she shall retain office until the meeting elects someone in his or her place, or if it does not do so, until the end of the meeting.
51. In the event that there are more than five vacancies, the candidates polling the highest number of votes after the top five, will be elected to fill the remaining seats up to the number of vacancies.

These appointments will follow the following pattern:

- The 5 candidates polling the most votes will be elected for the full 3 year period
- The next highest scoring candidate(s) will fill any other vacant seats, until that seat(s) become(s) eligible for re-election within the cycle.
- In the event of an equality of votes there shall be a second ballot.
- If, after the second ballot, there is still an equality of votes, candidates shall draw lots.

52. No person may be appointed as a Trustee:
- a. under the age of 18 years; or
 - b. if he or she is a paid or voluntary worker at the Charity; or
 - c. in circumstances such that, had he or she already been a Trustee, he or she would have been disqualified and/or removed from acting under the provisions of Article 54.
53. The Trustees may appoint a person who is willing to act as a Trustee to fill a vacancy but only until the next Annual General Meeting of the charity.

Disqualification or removal of trustees

54. The office of a Trustee shall be vacated if he or she:
- a. is disqualified from acting as a member of the Trustee Board by virtue of Section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
 - b. becomes incapable by reason of mental disorder, illness or injury of managing and carrying out her/his own affairs;
 - c. is absent from the Trustee Board for three consecutive meetings without acceptable reason and the Trustee Board resolve that her/his office be vacated;
 - d. notifies to the Trustee Board a wish to resign by giving at least one months notice in writing to the Secretary stating the date on which the resignation is to take effect (but only if at least five members of the Trustee Board will remain in office when the notice of resignation is to take effect);
 - e. ceases to be a member of the Charity.

Expenses of trustees

55. The Trustees may be paid all reasonable travelling, subsistence, and other expenses properly incurred by them in connection with their attendance at meetings of Trustees or committees of Trustees or annual or extraordinary general meetings of the Charity or otherwise in connection with the discharge of their duties.

Officers

56. At the first meeting following the Annual General Meeting, the Trustee Board shall elect from its elected number a Chair and Vice Chair and may elect a Treasurer. If the Chair is absent from any meeting, the Vice Chair (if any) shall preside. Otherwise the members present shall, before any other business is done, choose one of their number to preside at the meeting.
57. A person shall not hold office as Chair or Vice Chair for more than five consecutive years. After the end of this period, any former Chair or Vice Chair shall not be eligible for re-election to the office previously held until the second Annual General Meeting from their five year term.

58. The Trustee Board may appoint a Treasurer, a President and any such other officers as it may need from time to time, who need not be elected member of the Board. All such positions shall be non-voting, unless held by an elected member.
59. The Trustee Board may appoint such other paid officers or staff as it considers necessary. The Trustee Board shall appoint and fix the remuneration of such staff as may be necessary to conduct the business of the Charity. None of the Officers except those specified in articles 75 & 77 shall be paid or voluntary staff who work for the Charity. They will not be Trustees and will have no right to vote at meetings.

Proceedings of trustees

60. Subject to the provisions of the Articles, the Trustees may regulate their proceedings as they think fit.
61. A representative from the National Association of Citizens Advice Bureaux and an appropriate link officer from Wolverhampton City Council together with a nominated elected representative of the City Council shall be invited to attend all meetings of the Trustee Board and its sub-committees. These persons shall have the right to speak but shall not have the right to vote at meetings.
62. The Chief Executive of the Charity shall be entitled to attend all meetings of the Trustee Board and shall have the right to speak but shall not have the right to vote. The Trustee Board may require any such person to withdraw from the meeting.
63. The Trustees may invite or require the attendance of any member of the staff at their meetings or subcommittee meetings with a right to speak but not to vote. The Trustee Board may also require any such person to withdraw from the meeting.
64. A representative of the Charity's paid staff and a representative of the Charity's volunteer workforce shall be entitled to attend all meetings of the Trustee Board, and shall have the right to speak but shall not have the right to vote, provided such representatives are members of the Charity's paid and volunteer workforce respectively. The Trustee Board may require any such person to withdraw from the meeting.
65. The Trustee Board shall hold at least four ordinary meetings in each year and may hold such other ordinary meetings as are required. Five clear days' notice in writing shall be given to all members of the Trustee Board and to the representatives from NACABx and Wolverhampton City Council of all ordinary meetings. A special meeting of the Trustee Board may be called at any time by the Chair or by any three members upon five clear days' notice in writing being given to all those entitled to attend of the matters to be discussed.
66. The quorum shall be at least one third of the elected members of the Trustee Board, or 3 members of the Trustee Board, whichever number is greater.
67. Only elected members of the Board shall have a vote. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the Chair shall have a second or casting vote.
68. The continuing Trustees or a sole continuing Trustee may act notwithstanding any vacancies in their number but, if and so long as the number of Trustees is less than the

number fixed as a quorum, the Trustees may act for the purpose of increasing the number of Trustees to that number or of summoning an extraordinary general meeting of the Charity but for no other purpose.

69. All acts done by a meeting of Trustees, or of a committee of Trustees, or by a person acting as a Trustee shall, even if afterwards discovered that there was a defect in the appointment of any Trustee 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 Trustee and had been entitled to vote.
70. A resolution in writing signed by all the Trustees entitled to receive notice of a meeting of Trustees or of a committee of Trustees shall be as valid and effectual as if it had been passed at a meeting of Trustees or (as the case may be) a committee of Trustees duly convened and held and may consist of several documents in the like form each signed by one or more Trustees. The date of a written resolution of the Trustees shall be the date on which the last Trustee signs.
71. A meeting of the Trustees may be held either in person or by suitable electronic means agreed between the Trustees in which all participants may communicate simultaneously with all other participants.

GENERAL

National Association of Citizens Advice Bureaux

72. The Charity shall be a member of the National Association of Citizens Advice Bureaux (NACAB) and must conform to its membership requirements and to its aims, principles and policies.
73. The Charity and its Trustees shall operate within an Equal Opportunities framework to achieve its objects and when exercising their powers.

Bank accounts

74. The funds of the Charity, including all donations, contributions and bequests shall be paid into an account operated by the Trustee Board in the name of the Charity at such bank as the Trustee Board shall from time to time decide.

Secretary

75. Subject to the provisions of the Act, the Company Secretary shall be appointed by the Trustees for such term at such remuneration and upon such conditions as they may think fit and may be removed by them.

Representatives

76. The Trustee Board may also appoint such representatives or nominees to act on its behalf as it shall think fit for such purposes and to exercise on its behalf such functions and rights as it shall prescribe (including its membership of the National Association of Citizens Advice Bureaux). The Trustee Board may also from time to time remove such representatives or nominees appointed in its place. Different individuals may be appointed for different functions and rights, and the Trustee Board may, in a suitable case, nominate its own members.

Minutes

77. The Trustees shall ensure that a permanent copy of each meeting shall be kept (and may appoint a Minutes Secretary for this purpose):-
- a. of all appointments of officers made by the Trustees; and
 - b. of all proceedings at meetings of the Charity and of the Trustees, and of committees of Trustees, including the names of the Trustees present at each such meeting;

and any such minutes, if purported to be signed by the Chair of the meeting at which the proceedings were held, or by the Chair of the next succeeding meeting, shall, as against any member or Trustee of the Charity, be sufficient evidence of the proceedings.

Accounts and reports

78. The Trustee Board shall:-
- (a) cause books of accounts or accounting records to be kept in accordance with the requirements of the Companies Acts 1985 to 1989.
 - (b) operate bank accounts, draw cheques, borrow and raise money for the objects of the Charity on such terms and (with such consents as by law required) on such security as may be thought fit.
79. The books of accounts shall be kept at the registered office of the Company and shall always be open to the inspection of members of the Trustee Board.
80. The Charity may in General Meeting impose reasonable restrictions as to the time at which and the manner in which the statutory books and accounting records of the Charity may be inspected by the members but subject thereto the statutory books and accounting records shall be open to inspection by the members during usual business hours.

81. At the Annual General Meeting in every year the Trustee Board shall lay before the members the Income and Expenditure Accounts for the period since the last preceding Account, together with the Balance Sheets as at the same date. Every such Balance Sheet shall be accompanied by report from the Trustee Board and the Auditors, and copies of such Accounts, Balance Sheets and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of other documents required by law to be annexed or attached thereto to accompany the same shall not less than twenty-one clear days before the date of the meeting, be sent to the Auditors and to all other persons entitled to receive notices of Annual General Meetings in the manner in which notices are directed to be served. The Auditor's report shall be open to inspection and be read before the meeting.

Audit

82. Once at least in every year the Accounts of the Charity shall be examined and the correctness of the Income and Expenditure Accounts and Balance Sheet ascertained by one or more properly qualified Auditor or Auditors.
83. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Companies Act.

Annual return

83. The Trustee Board 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 which must be sent to the Charity Commission.

Annual report

84. The Trustee Board 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 report which must be sent to the Charity Commission.

Accounts

85. The Trustee Board shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to:
- a. the keeping of accounting records for the Charity;
 - b. the preparation of annual statements of account for the Charity;
 - c. the auditing or independent examination of the statements of account of the Charity;
 - d. the transmission of the statements of account of the Charity to the Commission.

Notices

86. Any notice to be given to or by any person pursuant to the Articles shall be in writing.
87. The Charity may give any notice to a member either personally, by fax, by e-mail or by sending it by post in a prepaid envelope addressed to the member at his or her registered address or by leaving it at that address.

88. A member present at any meeting of the Charity shall be deemed to have received notice of the meeting and, where requisite, of the purpose for which it was called.
89. 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 have been received 5 days after the envelope containing it was posted.

Indemnity

90. Subject to the provisions of the Act but without prejudice to any indemnity to which a Trustee may otherwise be entitled, every Trustee or other officer or auditor of the Charity shall be indemnified out of the assets of the Charity against any liability incurred by him or her in defending any proceedings, whether civil or criminal, in which judgement is given in his or her favour or in which he or she is acquitted or in connection with any application in which relief is granted to him or her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Charity, and against all costs, charges, losses, expenses or liabilities incurred by him or her in the execution and discharge of his or her duties or in relation thereto.

Winding-up

91. The provisions of clauses 6 and 8 of the Memorandum of Association relating to the winding-up or dissolution of the Charity shall have effect and be observed as if the same were repeated in the Articles.

NAMES, ADDRESSES AND SIGNATURES OF SUBSCRIBERS

1. Signature:

Name:

Address:

Date:

WITNESS to the above signature:

Signature:

Name:

Address:

Occupation:

2. Signature:

Name:

Address:

Date:

WITNESS to the above signature:

Signature:

Name:

Address:

Occupation:

3. Signature:

Name:

Address:

Date:

WITNESS to the above signature:

Signature:

Name:

Address:

Occupation:

NAMES, ADDRESSES AND SIGNATURES OF SUBSCRIBERS

4. Signature:

Name:

Address:

Date:

WITNESS to the above signature:

Signature:

Name:

Address:

Occupation:

5. Signature:

Name:

Address:

Date:

WITNESS to the above signature:

Signature:

Name:

Address:

Occupation:

6. Signature:

Name:

Address:

Date:

WITNESS to the above signature:

Signature:

Name:

Address:

Occupation:

NAMES, ADDRESSES AND SIGNATURES OF SUBSCRIBERS

7. Signature:

Name:

Address:

Date:

WITNESS to the above signature:

Signature:

Name:

Address:

Occupation:

8. Signature:

Name:

Address:

Date:

WITNESS to the above signature:

Signature:

Name:

Address:

Occupation:

9. Signature:

Name:

Address:

Date:

WITNESS to the above signature:

Signature:

Name:

Address:

Occupation:

NAMES, ADDRESSES AND SIGNATURES OF SUBSCRIBERS

10. Signature:

Name:

Address:

Date:

WITNESS to the above signature:

Signature:

Name:

Address:

Occupation:

11. Signature:

Name:

Address:

Date:

WITNESS to the above signature:

Signature:

Name:

Address:

Occupation:

12. Signature:

Name:

Address:

Date:

WITNESS to the above signature:

Signature:

Name:

Address:

Occupation:

NAMES, ADDRESSES AND SIGNATURES OF SUBSCRIBERS

13. Signature:

Name:

Address:

Date:

WITNESS to the above signature:

Signature:

Name:

Address:

Occupation: