

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION



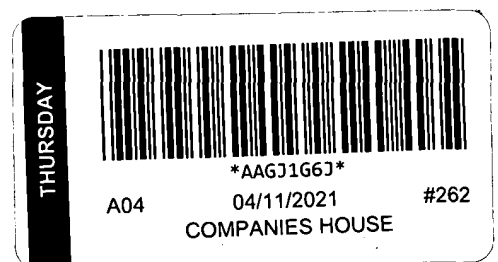
Action for Warm Homes

NATIONAL ENERGY ACTION

(Incorporated the 9th day of October 1984)

(As amended by special resolution passed on 14 September 2010, 15 September 2015
and 28 October 2021)

Company Registration No: 1853927
Charity Registration No: 290511



INTERPRETATION

1. In these Articles:

“Act” means the Companies Act 2006 or any modification or re-enactment of the same.

“address” in relation to electronic communications, means any number or address used for the purposes of such communications.

“Annual General Meeting” means an annual general meeting of the Charity.

“Appointed Trustees” has the meaning given to it in Article 36(b)(i).

“Articles” means the Articles of Association of the Charity, as amended from time to time.

“Associate member” means an associate member of the Charity appointed under these Articles.

“Board” means the board of Trustees.

“Chair” means the person appointed as chair of the Charity in accordance with these Articles or the person chairing any meeting of the Charity or of the Trustees, as appropriate.

“Charity” means the company regulated by these Articles registered as “National Energy Action” and having company number 1853927.

“Charity Commission” means the Charity Commission for England and Wales.

“communication” has the meaning given to it in the Electronic Communications Act 2000.

“Connected Person” includes:

- (a) any child, parent, grandchild, grandparent, brother or sister of a Trustee (and includes any step-child or illegitimate child);
- (b) the spouse, civil partner of a Trustee or any person falling within (a) (and includes any person with whom a Trustee lives as partner in an enduring relationship);

- (c) a person carrying on business in partnership with a Trustee or with any person falling within (a) or (b);
- (d) an institution which is controlled: (i) by a Trustee or by any person falling within (a), (b) or (c), or (ii) by two or more persons falling within (d)(i), when taken together; and
- (e) a body corporate in which (i) a Trustee or any connected person falling within any of paragraphs (a) to (c) has a substantial interest, or (ii) two or more persons falling within (e)(i) when taken together, have a substantial interest;
- (f) and "controlled" and "substantial interest" have the meaning provided in sections 351 to 352 Charities Act 2011.

"electronic communication" has the meaning given to it in the Electronic Communications Act 2000.

"Electronic Form" means something sent by electronic means (as defined by the Act), such as an email or fax, or by any other means while still being in electronic form.

"Eligible Trustee" means a Trustee who is eligible to vote in relation to a resolution of the Trustees.

"Energy Action Scotland" means the Scottish registered charity known as Energy Action Scotland (or such other name as that charity shall be known from time to time) (charity number SC009280 and company number SC101660), or any amalgamated, merged or successor body to that charity.

"Ex Officio Trustee" has the meaning given in Article 36(b)(iii).

"Financial Expert" means an individual, company or firm who is authorised to give investment advice under the Financial Services and Markets Act 2000.

"Full member" means a full member of the Charity appointed under these Articles who shall also be a member for the purposes of the Act.

"General Meeting" means a general meeting of the Charity.

"office" means the registered office of the Charity.

"Objects" has the meaning given to it in Article 2.

"Patron" means any patron of the Charity.

"President" means the president of the Charity.

"Representative Trustees" has the meaning given to it in Article 36(b)(ii).

"seal" means the common seal of the Charity.

"secretary" means the person (if any) appointed to perform the duties of the secretary of the Charity.

"Treasurer" means any person appointed as treasurer of the Charity under these Articles.

"Trustees" means the trustees of the Charity, who shall be the directors for the purposes of company law and includes Appointed Trustees, Representative Trustees and the Ex Officio Trustee.

"United Kingdom" means Great Britain and Northern Ireland.

"Vice-Chair" means the vice-chair of Trustees appointed in accordance with these Articles.

"Vice-President" means any vice-president of the Charity.

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 thereof in force at the date on which these Articles become binding on the Charity.

Words denoting the singular include the plural and vice versa.

Words denoting any one gender includes both genders and non-binary genders.

Each reference to "person" includes a reference to an individual, body corporate, unincorporated association, government, local authority, state, partnership, scheme, fund and trust (in each case, whether or not having separate legal personality).

General words shall not be given a restrictive interpretation by reason of their being preceded or followed by words indicating a particular class of acts, matters or things.

The Companies (Model Articles) Regulations 2008 shall not apply to the Charity.

OBJECTS

2.

The Charity is established to carry out the following objects for the benefit of the public:

- (a) the relief of poverty, financial hardship and disadvantage and the advancement of health by promoting the improvement and optimisation of living conditions, particularly in relation to the use of energy and resources (including energy for heating purposes) among persons who are in necessitous circumstances including (without prejudice to the generality of the foregoing) those in charitable need whose housing conditions are unsatisfactory, or those living in fuel poor households;
- (b) the advancement of public education and awareness about all aspects of the affordable and efficient use of energy and resources; and
- (c) the promotion of, or assistance in promoting, vocational training and learning for the benefit of persons seeking to assist the classes of persons described in sub-clause (a) above through their employment or work with those persons described as living in poverty.

"the or these Objects"

In these Objects:

"poverty" shall be interpreted in the broadest sense and shall include not only financial need or hardship, but also cover adverse social conditions and circumstances which preclude the ability of a person to achieve a reasonable standard of living or welfare, including in relation to their health and wellbeing; and

"necessitous circumstances" shall include any circumstance which would impede a person's ability to remove themselves from poverty without the Charity's support.

POWERS

3. In furtherance of the Objects but not further or otherwise the Charity shall have the following powers:
- (a) to cause to be written, and printed or otherwise reproduced and circulated, gratuitously or otherwise, reports and other documents using any form of media and communication;
 - (b) to hold exhibitions, events, meetings, lectures and classes, seminars and training courses either alone or with others and in person or virtually;
 - (c) to support or undertake research into any aspect of the objects of the Charity and its work and to disseminate the results of any such research;
 - (d) to provide evidence for government and other agencies;
 - (e) to co-operate and work in partnership with any other persons, charities, voluntary bodies, utility providers, and statutory authorities and agencies, and businesses, in relation to projects designed to further the Objects or substantially similar purposes and to exchange information and advice with them;
 - (f) subject to such consents as may be required by law, to borrow and raise money and other forms of finance for the furtherance of the Objects of the Charity in such manner and on such terms, including terms in relation to 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. Provided that the Charity shall not undertake any permanent trading activities in raising funds for the above mentioned charitable objects exceeding such levels as may be determined from time to time by the Charity Commission;
 - (h) to set aside funds for special purposes or as reserves against future expenditure;
 - (i) to lend money and give credit to, or 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;
 - (j) to provide financial assistance, make grants, donations or payments;
 - (k) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, and other negotiable, transferable, or mercantile instruments;

- (l) to subscribe for, either absolutely or conditionally, or otherwise acquire and hold shares, stocks, debentures, debenture stock or other securities or obligations of any other company;
- (m) to invest the moneys 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, and to vary the investments 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;
- (n) to delegate the management of investments to a Financial Expert but only on terms that:
 - a. the investment policy is set down in writing for the Financial Expert by the Trustees;
 - b. every transaction is reported promptly to the Trustees;
 - c. the performance of the investments is reviewed regularly with the Trustees;
 - d. the Trustees are entitled to cancel the delegation arrangements at any time;
 - e. the investment policy and the delegation arrangement are reviewed at least once a year;
 - f. all payments due to the Financial Expert are on a scale or at a level which is agreed in advance and are notified promptly to the Trustees on receipt; and
 - g. the Financial Expert must not do anything outside the powers of the Trustees.
- (o) to arrange for investments or other property or assets of the Charity 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) acting under the control of the Trustees or of a Financial Expert acting under their instructions and to pay any reasonable fee required;
- (p) 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 buildings or erections which the Charity may think necessary for the promotion of its objects;

- (q) subject to 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;
- (r) subject to Article 4 hereof to employ and pay such architects, surveyors, solicitors and other professional persons, workmen, clerks and other staff as are necessary for the furtherance of the objects of the Charity;
- (s) to make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their widows and other dependants;
- (t) to subscribe to, become a member of, or amalgamate or co-operate with any other charitable organisation, institution, society or body not formed 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 of 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 Article 4 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 charitable organisation, institution, society or body;
- (u) to establish and support or aid the establishment and support of any charitable trusts, associations or institutions, to act as trustee 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;
- (v) to establish or acquire, or be a member or shareholder of, any other company or trust (including any community interest companies) and to support such companies so far as permitted by law;
- (w) to do all or any of the things hereinbefore authorised either alone or in conjunction with any other charitable organisation, institution, society or body with which this Charity is authorised to amalgamate;
- (x) to provide indemnity insurance to cover the liability of the Trustees so far as is permitted by law;
- (y) to insure the property and assets of the Charity against any foreseeable risk and otherwise protect the Charity as required;
- (z) to pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Charity and its future management and administration;

- (aa) to enter into contracts and provide services to or on behalf of other persons or bodies;
- (bb) within the parameters of the law, to campaign or lobby in relation to, or publicly promote, matters which are in furtherance of the Objects of the Charity and promote the interests of its beneficiaries;
- (cc) to establish or acquire subsidiary companies to assist or act as agents for, or trade on behalf of, the Charity; and
- (dd) to do all such other lawful things as are necessary for the attainment of the above objects or any of them.

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.
- (c) In case the Charity shall take or hold any property subject to the jurisdiction of the Charity Commission, the Charity shall not sell, mortgage, charge or lease the same without following such procedure as may from time to time be required by law.

USE OF INCOME AND PROPERTY

- 4. The income and property of the Charity shall be applied solely towards the promotion of its objects as set forth in these Articles 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 moneys worth from the Charity:

Provided that nothing herein shall prevent any payment in good faith by the Charity:

- (a) of reasonable and proper remuneration of any member, officer or employee of the Charity (not being a Trustee) for any goods or services supplied to the Charity and of travelling expenses necessarily incurred in carrying out the duties of officer or employee of the Charity;

- (b) of interest on money lent by any member of the Charity or any Trustee at a reasonable and proper rate per annum not exceeding 2 per cent less than the published base lending rate of a clearing bank to be selected by the Board or 3 per cent whichever is the greater;
- (c) of reasonable and proper rent for premises demised or let by any member of the Charity or any Trustee;
- (d) of fees, remuneration or other benefit in money or money's worth to any company of which a Trustee may also be a member holding not more than 1/100th part of the capital of that company;
- (e) to any Trustee of reasonable and proper out-of-pocket expenses;
- (f) to any Trustee under a contract for services with the Charity in accordance with section 185 Charities Act 2011;
- (g) to any Trustee of charitable benefits in furtherance of the Charity's objects;
- (h) of the payment of expenses to Trustees pursuant to Article 45;
- (i) of an indemnity to any Trustee in respect of any liabilities properly incurred in running the Charity in accordance with Articles 85 - 88;
- (j) of any premium in respect of any indemnity insurance to cover the liability of the Trustees as permitted under Articles 3 and 88; and
- (k) in exceptional cases of other payments or benefits (but only with the written approval of the Charity Commission in advance).

DISSOLUTION

5. 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 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 Article 4 hereof, such institution or institutions to be determined by the members of the Charity at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some other charitable object.

MEMBERS

6. The liability of the members is limited.

7. Every member of the Charity undertakes to contribute to the assets of the Charity in the event of the same being wound up while they are a member, or within one year after they cease to be a member, for payment of the Charity's debts and liabilities 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, such amount as may be required, not exceeding one pound.
8. A member of the Charity shall either be a Full member or an Associate member. Save where expressly stated in these Articles, or in any rules or bye laws made hereunder, the rights and privileges of each class of members shall be the same.
9. Subject to Articles 10 and 11 below the members of the Charity shall be such persons or organisations as the Trustees shall admit to membership. Every person or organisation wishing to become a member of the Charity shall make an application to the Charity in such form or manner that the Trustees may require to be executed, indicating that they consent to becoming a member, specifying the class of membership in respect of which they wish to become a member, and requesting admission as a member of that class.
10. The Trustees shall admit as Full members only such organisations (whether incorporated or unincorporated) as are, in their opinion, national, regional or local voluntary organisations that are in sympathy with the aims and objectives of the Charity and which prohibit the distribution of profits to their members.
11. The Trustees shall admit as Associate members only such persons who are, in their opinion, in sympathy with the aims and objectives of the Charity.
12. The Trustees may, at any time and from time to time resolve that a Full or Associate member shall be expelled from membership, on the grounds that the Full or Associate member has ceased to, or does not, comply with the requirements of admission as a Full or Associate member, as the case may be. Such member shall be given reasonable opportunity to make written representation to the Trustees prior to the consideration of such resolution, but the decision of the Trustees shall be final and the Trustees shall not be obliged to give reasons for such decision.

GENERAL MEETINGS

13. The Charity shall in each year hold 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 Charity

and that of the next. The Annual General Meeting shall be held at such time and place as the Trustees shall appoint. All General Meetings other than Annual General Meetings shall simply be called General Meetings.

14. The Trustees may, whenever they think fit, convene a General Meeting, and a General Meeting shall also be convened on such requisition, or, in default, may be convened by such requisitionists, as provided by the Act. If at any time there are not within the United Kingdom sufficient Trustees capable of acting to form a quorum any Trustee or any members comprising ten per cent of the members of the Charity entitled to vote at General Meetings may convene a General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Trustees.

NOTICE OF GENERAL MEETINGS

15. A General Meeting shall be called by at least fourteen days' notice. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business and a statement pursuant to the Act setting out the right of members to appoint proxies and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Charity in a General Meeting, to such persons as are, under the Articles, entitled to receive such notices from the Charity:

Provided that a meeting of the Charity shall, notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have been duly called if it is so agreed 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 per cent of all the members entitled to vote at that meeting.

Any of the members can take part in a General Meeting or committee meeting by way of:

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

in the event video or conference telephone is unavailable, a series of video conferences or telephone calls from the Chair.

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 Chair will be treated as taking place where the Chair 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 Chair is unless the Trustees decide otherwise.

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

PROCEEDINGS AT GENERAL MEETINGS

17. All business shall be deemed special that is transacted at any General Meeting, with the exception of the consideration of the accounts, balance sheets, and the reports of the Trustees and auditors, the appointment of a Patron, President and Vice-Presidents and the appointment of, and the fixing of the remuneration of, the auditors at an Annual General Meeting.
18. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided, not less than ten per cent of the Full members present in person or by proxy 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 members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week (but if that day falls on a bank or public holiday, the meeting will be held on the first business day (excluding Saturdays and Sundays) after that holiday), at the same time and place, or to such other day and at such other time and place as the Chair, or the Trustees, may determine.
19. The Chair, or if they are not present, the Vice-Chair of the Charity shall preside as chair at every General Meeting of the Charity, or if neither the appointed Chair or Vice-Chair is present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act as chair of the meeting the Trustees present shall elect one of their number to be chair of the meeting.
20. If at any meeting no Trustee is willing to act as chair or if no Trustee is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their number to preside over the meeting.

The Chair 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 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.

21. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:

- (a) by the Chair; or
- (b) by at least two members present in person or by proxy; or
- (c) by any member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.

Unless a poll be so demanded a declaration by the Chair that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of proceedings of the Charity 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.

22. Except as provided in Article 24, if a poll is duly demanded it shall be taken in such manner as the Chair directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

23. In the case of an equality of votes, whether on a show of hands or on a poll, the Chair of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.

24. A poll demanded on the election of a chair, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chair directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

25. Except in the case of a resolution to remove a Trustee or an auditor before the end of their term, a written resolution passed in accordance with the provisions of the Act shall be as valid and effective as if the same had been passed at a General Meeting of the Charity duly convened and held provided that:

in the case of a special resolution, it is stated on the resolution that it is a special resolution, it is signed by at least 75% of all those members entitled to receive notice of and to attend General Meetings;

in the case of an ordinary resolution, it is signed by a majority of all those members entitled to receive notice of and to attend General Meetings; and

it complies with any other legal requirements from time to time.

A resolution in writing is passed when the required majority of members have signified their agreement to it.

For the avoidance of doubt, a member may signify their agreement to a written resolution in Electronic Form, including by email.

VOTES OF MEMBERS

26. An Associate member shall not be entitled to vote. Every Full member shall have one vote.
27. No member shall be entitled to vote at any General Meeting unless all moneys presently payable by the member to the Charity have been paid.
28. On a show of hands or on a poll votes may be given either personally or by proxy.
29. The appointment of a proxy shall be executed by or on behalf of the appointor or, if the appointor is an organisation, its authorised representative, or their attorney duly authorised in writing. A proxy need not be a member of the Charity.
30. The appointment of a proxy and the power of attorney or other authority, if any, under which it is executed or a notarially certified copy of that power or authority shall:
 - (a) in the case of an instrument in writing be deposited at the registered office of the Charity or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the appointment of a proxy shall not be treated as valid.

(b) in the case of an appointment contained in an electronic communication, where an address has been specified for the purpose of receiving electronic communications:

(i) in the notice convening the meeting; or

(ii) in any instrument or proxy sent out by the Charity in relation to the meeting; or

(iii) in any invitation contained in an electronic communication to appoint a proxy issued by the Charity in relation to the meeting,

be received at such address not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote, or in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the appointment of a proxy shall not be treated as valid.

31. An appointment of a proxy shall be in the following form or a form as near thereto as circumstances admit:

" NATIONAL ENERGY ACTION

I/We of (address), being a member/members of the above named Charity, hereby appoint.....of

.....or failing

him/her..... of (address)as my/our proxy to vote for me/us on my/our behalf at the [Annual] General Meeting of the Charity to be held on [date], and at any adjournment thereof.

Signed this day of 20[]"

.....

32. Where it is desired to afford members an opportunity of voting for or against a resolution the appointment of a proxy shall be in the following form or a form as near thereto as circumstances admit:

"NATIONAL ENERGY ACTION

I/We of (address), being a member/members of the above named Charity, hereby appoint.....of

.....or failing

him/her..... of (address)as my/our proxy to vote for me/us on my/our behalf at the [Annual] General Meeting of the Charity to be held on [date], and at any adjournment thereof.

Signed this day of 20[]"

.....
This form is to be used *in favour of/against the resolution.
Unless otherwise instructed, the proxy will vote as they think fit.
*Strike out whichever is not desired.

33. The appointment of a proxy shall be deemed to confer authority to demand or join in demanding a poll.
34. A vote given by proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of such death, insanity or revocation as aforesaid shall have been received by the Charity at the office before the commencement of the meeting or adjourned meeting at which the proxy is used, or, where the appointment of a proxy was contained in an electronic communication, at the address at which such appointment was duly received.

ORGANISATIONS ACTING BY REPRESENTATIVES AT MEETINGS

35. Any organisation which is a member of the Charity may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Charity, and the person so authorised shall be entitled to exercise the same powers on behalf of the organisation which they represent as that organisation could exercise if it were an individual member of the Charity, and such organisation may from time to time revoke that authority.

BOARD OF TRUSTEES

36. (a) The Charity may from time to time by ordinary resolution determine the number of Trustees, but unless and until so determined there shall be no maximum number of Trustees and the minimum number shall be three.
- (b) The Board shall consist of:
- (i) Individuals having such skills and experience as the Board shall from time to time determine as being conducive to the proper control, management and development of the Charity and the achievement of its charitable objects and who shall be appointed by the Board from time to time and thereafter confirmed to the Full members at the next General Meeting ("Appointed Trustees").
 - (ii) Such representation from Wales and Northern Ireland and any bodies or persons whose interests are representative of fuel poverty and who are individuals appointed by the Board from time to time and thereafter

confirmed to the Full members at the next General Meeting
("Representative Trustees")

(iii) The individual appointed from time to time as the chief executive officer (or such other name as that role shall from time to time be known) of Energy Action Scotland ("Ex Officio Trustee")

(c) in making appointments to the Board, regard shall be had to the need to ensure that the composition of the Board is sufficiently diverse, in terms of background and experience, and also representative of the community which the Charity serves.

APPOINTMENT AND RETIREMENT OF TRUSTEES

37. Subject to Article 38, Appointed Trustees and Representative Trustees shall serve in office for terms of up to three years. After their first term in office, an Appointed Trustee and a Representative Trustee shall retire from office but may be reappointed by the Board for a further term of up to three years.

38. Subject to Article 39, no Appointed Trustee or Representative Trustee shall serve in office for more than six consecutive years, but may be reappointed in accordance with these Articles after an interval of at least one year.

39. An Appointed Trustee or a Representative Trustee who has served in office for two consecutive terms may be reappointed in exceptional circumstances for up to a further three year term if there are exceptional circumstances, it is in the interests of the Charity and the Trustees unanimously resolve that they be reappointed.

40. The Ex Officio Trustee shall, subject to Article 49 serve in office for so long as he is eligible to do so and occupies the relevant role.

41. No person may be appointed or re-appointed as a Trustee until they have first signed a declaration of ableness and willingness to act and the Charity has ensured they are eligible to act as a Trustee.

42. The Board may invite other persons to attend its meetings whether as advisers, observers or in any other capacity save that no person other than a Trustee shall be entitled to vote at such meeting.

PATRON, PRESIDENT AND VICE-PRESIDENTS

43. The Trustees of the Charity may appoint a Patron, a President, and such number of Vice-Presidents (if any) as the Trustees may from time to time

determine. Such posts shall be honorary, and shall be conferred upon persons in recognition of their good standing and reputation or service to the Charity. A Patron, a President or a Vice-President shall not, by virtue only of holding that office, be deemed to be a Trustee and shall not be entitled to vote unless they are also a Full member in which case they may vote at General Meetings in that capacity.

CHAIR, VICE-CHAIR AND TREASURER

44. The Trustees may from time to time appoint from among their number a Chair, a Vice-Chair and a Treasurer and may determine for what period they are to hold office. The Chair shall be entitled to preside at all Board meetings and General Meetings at which they shall be present. A person is only eligible to serve as Chair or Vice Chair or Treasurer for so long as they remain a Trustee.

TRUSTEES' EXPENSES

45. The Trustees shall be paid all reasonable travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Trustees or any committee of the Trustees or General Meetings of the Charity or in connection with the business of the Charity.

POWERS AND DUTIES OF THE TRUSTEES

46. (a) The business of the Charity shall be managed by the Trustees, who 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 a 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 a General Meeting; but no regulation made by the Charity in a General Meeting shall invalidate any prior act of the Trustees which would have been valid if that regulation had not been made.

(b) In the exercise of the aforesaid powers and in the management of the business of the Charity, the Trustees shall always be mindful that they are charity trustees and as such the persons having the general control and management of the administration of the Charity and are subject to charity law and the regulation of the Charity Commission.

47. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Charity, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Trustees shall from time to time by resolution determine.

MINUTES

48. The Trustees shall cause minutes to be made in books provided for the purpose:

- (a) of all appointments of officers made by the Trustees;
- (b) of the names of the members of the Trustees present at each meeting of the Trustees and of any committee of the Trustees; and
- (c) of all resolutions and proceedings at all meetings of the Charity, and of the Trustees and of committees of the Trustees.

CEASING TO BE A TRUSTEE

49. The office of Trustee shall be vacated if the Trustee:

- (a) becomes bankrupt or makes any arrangement or composition with their creditors generally; or
- (b) becomes prohibited from being a Trustee by reason of any order made under any provision of the Company Directors Disqualification Act 1986 or by virtue of the Charities Act 2011; or
- (c) is the subject of a written opinion by a registered medical practitioner, addressed to the Charity, stating that that Trustee has become incapable of acting as a Trustee due to ill health or lack of capacity and may remain so for more than three months; or
- (d) resigns their office by notice in writing to the Charity; or
- (e) is absent without good reason for three consecutive Board meetings and the Trustees resolve that their office should be vacated; or
- (f) is removed by a resolution of the Trustees on the grounds that in their reasonable opinion their conduct or behaviour is detrimental or harmful to the interests of the Charity or otherwise removed in accordance with any codes, policies or procedures in force from time to time and applicable to the Trustees;
- (g) is an Ex Officio Trustee and they cease to hold the office entitling them to serve as a Trustee; or
- (h) dies.

REMOVAL OF TRUSTEES BY MEMBERS

50. The Charity may by ordinary resolution, of which special notice has been given in accordance with the Act, remove any Trustee before the expiration of their period of office notwithstanding anything in these Articles or in any agreement between the Charity and such Trustee.

PROCEEDINGS OF THE TRUSTEES

51. The Trustees may meet for the despatch of business, adjourn, and otherwise regulate their meetings as they think fit, subject to the provisions of the Articles. Unless otherwise resolved by the Trustees, the Trustees shall meet at least four times each year.

A meeting may be held either in person or by suitable electronic means, agreed by the Trustees, in which all participants may communicate contemporaneously with each other, subject to the proviso that, in exceptional circumstances as agreed by the Chair or the Vice Chair in the Chair's absence, the Trustees may agree to conduct their business by email correspondence and/or written resolution.

Where the Trustees are in different locations or electronically (including by virtual means), a meeting will be deemed to be held at the location of the Chair. Questions arising at any meeting shall be decided by a majority of votes. In the case of an inequality of votes, the Chair shall have a second or casting vote.

52. A Trustee may, and the secretary on the requisition of a Trustee shall at any time summon a meeting of the Trustees. It shall not be necessary to give notice of a meeting of the Trustees to any Trustee for the time being absent from the United Kingdom.
53. The quorum necessary for the transaction of the business of the Trustees may be fixed by the Trustees and, unless so fixed, shall be one third of the Trustees, subject a minimum of three Trustees.
54. The Trustees 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 these Articles as the necessary quorum of Trustees, the Trustees may act for the purpose of increasing the number of Trustees to that number, or of summoning a General Meeting of the Charity, but for no other purpose.
55. The Chair of the Charity or, if they are absent, the Vice-Chair shall act as chair at all meetings of the Trustees, but if at any meeting the Chair and the Vice-Chair are not present within five minutes after the time appointed for holding the same, the Trustees present may choose one of their number to be chair of the meeting.

56. Subject to Article 68, a Trustee shall not vote in respect of any contract in which they are interested or any matter arising therefrom and if they do so vote their vote shall not be counted.
57. The Trustees may delegate the administration of any of their powers to individual Trustees or committees consisting of such Trustees and other persons as they think fit; any such committee shall in the exercise of its powers conform to any regulations that may be imposed on them or it by the Trustees and shall report all acts and proceedings to the Trustees as soon as is reasonably practicable.
58. The Trustees may elect a chair of any committee to which it delegates its powers, in default of which a committee may elect a chair of its meetings; if no such chair is elected, or if at any meeting the chair is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to be chair of the meeting. The Trustees may at any time remove any person as chair of a committee.
59. Subject to any rules or bye-laws, or any instructions from the Trustees, a committee may meet and adjourn its proceedings as it thinks proper, save that a committee may not exercise any delegation beyond the authority delegated to it by the Trustees. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the chair of the committee shall have a second or casting vote.
60. All acts done by any meeting of the Trustees or of a committee of the Trustees, or by any person acting as a Trustee, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Trustee or person acting as aforesaid, or that any of them were disqualified, or if their appointment as Trustees is not approved in Annual General Meeting as required by these Articles, shall be as valid as if every such person had been duly appointed and was qualified to be a Trustee or, where appropriate, as if their appointment had been approved at an Annual General Meeting.
61. A resolution in writing signed or agreed to by a majority of the Trustees for the time being entitled to receive notice of a meeting of the Trustees shall be as valid and effectual as if it had been passed at a meeting of the Trustees duly convened and held provided the Trustees have been given reasonable notice of a proposed written resolution and have a reasonable opportunity to respond. For the avoidance of doubt, Trustees may signify their consent to written resolution in Electronic Form.

CONFLICTS OF INTEREST

62. To the extent required by law every Trustee must disclose to the Charity all matters in which they or a Connected Person has an interest which could, directly or indirectly, conflict with the interests of the Charity.
63. To the extent required by law, every Trustee is obliged to avoid situations in which they have (or could have) a direct or indirect interest that conflicts (or could conflict) with the interests of the Charity. Where a Trustee is unable to avoid such a situation, this obligation is not infringed if:
- (a) the situation could not reasonably be regarded as likely to give rise to a conflict of interest; or
 - (b) the matter has been proposed and authorised by the Trustees in the manner set out in Article
64. A matter proposed to the Trustees, in relation to which a Trustee(s) is/are conflicted, may only be authorised by the Trustees where:
- (a) subject to Article 65, any requirements as to the quorum at the Board meeting at which the matter is considered are met without counting the Trustee(s) in question;
 - (b) the matter is authorised without the Trustee(s) in question voting on the matter (or would have been agreed to had their vote not been counted); and
 - (c) the Trustee(s) in question is absent from the Board meeting for that item unless expressly invited to remain to provide information.
65. Where there are insufficient Eligible Trustees to form a quorum at a Board meeting (or part of it) the Eligible Trustees present shall be deemed to form a quorum for the purposes of authorising the matter proposed to them under Article 64 provided that:
- (a) they are satisfied that the Trustee(s) in question will not receive any direct or indirect benefit other than one permitted by the these Articles; and
 - (b) the total number of Trustees at the Board meeting is equal to or higher than the usual quorum for the Board.
66. Subject to Article 67, where a Trustee or Connected Person has a direct or indirect interest in any proposed transaction or arrangement with the Charity, the Trustee must:

- (a) declare the nature and extent of that interest either at a Board meeting or by written notice before the Charity enters into the transaction or arrangement;
- (b) be absent from the Board meeting for that item unless expressly invited to remain in order to provide information;
- (c) not be counted in the quorum for that part of the Board meeting; and
- (d) be absent during any vote and have no vote on the matter (whether in a Board meeting or by written resolution).

67. Notwithstanding Article 66, a Trustee who is interested in a proposed transaction or arrangement with the Charity may participate in the decision-making process and count towards the quorum for that part of the Board meeting, and be permitted to vote, if the proposed transaction or arrangement is one falling within Article 68 ("a permitted cause").

68. This Article applies when a Trustee's interest in a proposed transaction or arrangement cannot reasonably be regarded as likely to give rise to a conflict of interest, or the Trustee's conflict of interest arises from any of the following permitted causes:

- (a) where the proposed transaction or arrangement is one which applies to the Trustee(s) in question in common with other third parties and there is no benefit to the Trustee(s) in question over and above that afforded to such third parties (which may include members);
- (b) any transaction or arrangement with a charity of which a Trustee is a charity trustee or with which they are otherwise connected and which is in furtherance of the objects of the Charity and which does not confer a personal benefit on the Trustee;
- (c) any transaction or arrangement with a company limited by shares or a company limited by guarantee which is wholly owned by the Charity (or the Charity and other charities) and in which a Trustee does not have an interest otherwise than as an unpaid director and which does not confer a personal benefit on the Trustee; and
- (d) where the benefit is so negligible or minimal that it could not reasonably be regarded as giving rise to a conflict of interest.

69. Subject to Article 70, if a question arises at a Board meeting as to the right of a Trustee to participate in the Board meeting (or part of the Board meeting) for voting or quorum purposes, the question may, before the conclusion of the Board meeting, be referred to the Chair whose ruling in relation to any Trustee other than the Chair shall be final and conclusive.

70. If any question as to the right to participate in the Board meeting (or part of the Board meeting) should arise in respect of the Chair, the question is to be decided by a decision of the Trustees at that Board meeting, for which purpose the Chair shall not be counted as participating in the Board meeting (or that part of the Board meeting) for voting or quorum purposes.

SECRETARY

71. A secretary may be appointed by the Trustees for such term, at such remuneration and upon such conditions as the Trustees may think fit; and any secretary so appointed may be removed by them. Provided always that no Trustee may occupy the salaried position of secretary.
72. A provision of the Act or these Articles requiring or authorising a thing to be done by, or to, both a Trustee and the secretary shall not be satisfied by its being done by or to the same person acting both as Trustee and as, or in place of, the secretary.

THE SEAL

73. The Trustees may provide for the safe custody of a seal, which shall only be used by the authority of the Trustees or of a committee of the Trustees authorised by the Trustees in that behalf, and 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 the purpose. Otherwise, documents shall be executed for and on behalf of the Charity in accordance with the Act.

ACCOUNTS

74. The Trustees shall cause accounting records to be kept in accordance with the provisions of the Act.
75. The accounting records shall be kept at the registered office or, subject to the provisions of the Act, at such other place or places as the Trustees think fit, and shall always be open to the inspection of the Trustees.
76. The Trustees 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 any of them shall be open to the inspection of members not being Trustees, and no member (not being a Trustee) shall have any right of inspecting any account or book or document of the Charity except as conferred by statute or authorised by the Trustees or by the Charity in a General Meeting.

77. The Trustees 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 a General Meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those provisions.
78. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Charity in a General Meeting, together with a copy of the auditor's report, and the Trustees' report, shall not less than fourteen days before the date of the meeting be sent to every member of, and every holder of debentures of the Charity: Provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Charity is not aware or to more than one of the joint holders of any debentures.

ANNUAL REPORT

79. The Trustees shall comply with their obligations under the Act and the Charities Act 2011 (or any statutory re-enactment or modification of those Acts) with regard to the preparation of an annual report and its transmission to the Charity Commission.

ANNUAL RETURN

80. The Trustees shall comply with their obligations under the Act and the Charities Act 2011 (or any statutory re-enactment or modification of those Acts) with regard to the preparation of an annual return and its transmission to the Charity Commission.

AUDIT

81. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act.

NOTICES

82. Any notice, which shall be in writing, may be given by the Charity to any member either personally or by sending it by post to them or to their registered address, or (if they have no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by them to the Charity for the giving of notice to them or in Electronic Form to an address for the time being notified for that purpose to the person giving the notice. Service of the notice shall be deemed to be effected by:

- (a) in the case of notice sent by post, 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 post.

- (b) in the case of notice sent by electronic communication, by sending in accordance with the requirements of the Act.

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

- (a) every 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) every person being a legal personal representative or a trustee in bankruptcy of a member where the member but for their death or bankruptcy would be entitled to receive notice of the meeting;
- (c) the auditor for the time being of the Charity; and
- (d) each Trustee.

No other person shall be entitled to receive notices of General Meetings.

RULES OR BYE LAWS

84. The Trustees may from time to time make such rules or bye laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Charity and for the purposes of prescribing classes of and conditions of membership for regulating the conduct and performance of the Trustees, and in particular but without prejudice to the generality of the foregoing, it may by such rules or bye laws regulate:

- (a) the admission and classification of members of the Charity, and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members;
- (b) the conduct of members of the Charity in relation to one another, and to the Charity's employees;
- (c) 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;

(d) the procedure at General Meetings and meetings of the Trustees and Committees of the Trustees in so far as such procedure is not regulated by these Articles; and,

(e) generally, all such matters as are commonly the subject matter of company rules.

The Charity in a General Meeting shall have power to alter or repeal the rules or bye laws made under this Article and to make additions thereto by special resolution and the Trustees 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 Articles.

INDEMNITY AND INSURANCE

85. In the execution of their duties and the exercise of their rights in relation to the affairs of the Charity (and without prejudice to any indemnity to which they may otherwise be entitled), every Trustee shall be entitled to be indemnified out of the assets of the Charity against any costs, losses, claims, actions or other liabilities suffered or incurred by them and arising by reason of any improper investment made by or for the Charity in good faith (so long as they shall have sought professional advice before making or procuring the making of such investment) or by reason of any negligence or fraud of any agent engaged or employed by them in good faith (provided reasonable supervision shall have been exercised) notwithstanding the fact that the engagement or employment of such agent was strictly not necessary or by reason of any mistake or omission made in good faith by them or by reason of any other matter or thing other than deliberate fraud, wrong doing or wrongful omission on the part of the Trustee who is sought to be made liable. This Article shall only have effect insofar as it is not avoided by any provision of the Act.

86. Subject to the provisions of the Act and these Articles, but without prejudice to any indemnity to which a Trustee may otherwise be entitled, every Trustee shall be indemnified out of the assets of the Charity against all costs and liabilities incurred by them in defending any proceedings or investigation by any regulatory authority, whether civil or criminal, in which judgment is given in their favour, or they are acquitted, or relief is granted to them by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Charity.

87. To the extent permitted by law from time to time, the Charity may provide funds to every Trustee to meet expenditure incurred or to be incurred by them in any proceedings (whether civil or criminal) brought by any party in relation

to the affairs of the Charity, provided that they will be obliged to repay such amounts no later than:

- (a) if they are convicted in proceedings, the date when the conviction becomes final; or
- (b) if judgement is given against them in proceedings, the date when the judgement becomes final; or
- (c) if the court refuses to grant them relief on any application under the Act, the date when refusal becomes final.

88. Subject to the provisions of the Act and these Articles, the Trustees may purchase and maintain insurance at the expense of the Charity for the benefit of any Trustee of the Charity against any liability which may attach to them or loss or expenditure which they may incur in relation to anything done or alleged to have been done or omitted to be done as a Trustee or other officer.

CC03

Statement of compliance where amendment of articles restricted

✓ **What this form is for**
You may use this form to state that
the restrictions to change articles
have been observed.

✗ **What this form is NOT for**
You cannot use this form for
notifying a change of articles that
are not restricted.

For further information, please
refer to our guidance at
www.companieshouse.gov.uk

1

Company details

Company number 0 1 8 5 3 9 2 7

Company name in full National Energy Action

→ **Filling in this form**
Please complete in typescript or in
bold black capitals.

All fields are mandatory unless
specified or indicated by *

2

Statement of compliance ①

The above company certifies that the amendment has been made in accordance
with the company's articles and, where relevant, any applicable order of a court
or other authority.

① **Please note:**
This form must accompany the
document making or evidencing the
amendment.

3

Signature

I am signing this form on behalf of the company.

Signature

Signature

X  X

This form may be signed by:

Director ②, Secretary, Person authorised ③, Liquidator, Administrator,
Administrative receiver, Receiver, Receiver manager, Charity Commission receiver
and manager, CIC manager, Judicial factor.

② **Societas Europaea**
If the form is being filed on behalf
of a Societas Europaea (SE) please
delete 'director' and insert details
of which organ of the SE the person
signing has membership.

③ **Person authorised**
Under either section 270 or 274 of
the Companies Act 2006.

CC03

Statement of compliance where amendment of articles restricted

**Presenter information**

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name Sally Cooper

Company name Womble Bond Dickinson (UK)
LLP

Address St Ann's Wharf

112 Quayside

Post town Newcastle upon Tyne

County/Region

Postcode N E 1 3 D X

Country

DX 61191 Newcastle upon Tyne

Telephone 0345 415 0000

**Important information**

Please note that all information on this form will appear on the public record.

**Where to send**

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below:

For companies registered in England and Wales:
The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ.
DX 33050 Cardiff.

For companies registered in Scotland:
The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF.
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post).

For companies registered in Northern Ireland:
The Registrar of Companies, Companies House,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG.
DX 481 N.R. Belfast 1.

**Checklist**

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

- ☐ The company name and number match the information held on the public Register.
- ☐ You are also sending with this form the document making or evidencing the amendment.
- ☐ You have signed the form.

**Further information**

For further information, please see the guidance notes on the website at www.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk