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Proposed Special Resolution – New Articles of Association

Christchurch Citizens Advice was constituted as a company limited by guarantee on 21st February 1995 and the Memorandum and Articles of Association (which set out the powers and constitutional arrangements for the company) adopted at that time are now considerably out of date and no longer reflect either current legislation or the policies of the national Citizens Advice organisation

It is therefore recommended by the Directors/Trustees that the current model Articles of Association, as recommended by Citizens Advice nationally, be adopted. This would reflect the Companies Act 2009, which is for all practical purposes fully in force, and replaces both the existing Memorandum and Articles of Association. The new model clarifies and modernises provisions and provides additional flexibility. It also takes account of policy stances taken by the Charity Commission and the coming into effect of the Charities Act 2006. As the changes affect the existing Objects and Dissolution clauses, the consent of the Charity Commissioners to those changes is required, and this was obtained on 18th June 2012. Should it transpire that any further consents are required, then they will be obtained prior to the amendments being entered in the register at Companies House.

A copy of the existing Memorandum and Articles of Association is set out at Appendix A, and the proposed new Articles are set out at Appendix B. Appendix B is in the model form and is merely amended as is appropriate to apply it to Christchurch CAB. An explanatory note produced by the national Citizens Advice organisation is set out at Appendix C and highlights the principal changes made in the model Articles and explains the reasons for them in summary form (the paragraph numbers from 35 onwards are advanced by one in Appendix B as a result of including the optional additional paragraph on equality of votes).

Once the new Articles of Association have been approved at the Annual General Meeting, by the proposed Special Resolution set out below, copies will be lodged with both the Charity Commission and Companies House, and they will come into effect on the date the changes are entered on the Register at Companies House.

It is, therefore proposed that the following resolution be passed at the meeting

“RESOLVED that the Articles of Association set out at Appendix B be adopted in substitution for the existing Memorandum and Articles of Association set out at Appendix A, subject to any necessary consents, and with effect from the date that the changes are entered on the Register at Companies House”

TUESDAY



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12/03/2013

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COMPANIES HOUSE

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CHRISTCHURCH CITIZENS ADVICE BUREAU

MINUTES OF THE ANNUAL GENERAL MEETING

**WEDNESDAY 28 NOVEMBER 2012 @ 12.10PM
AT THE COUCIL CHAMBER, CIVIC OFFICE,
CHRISTCHURCH**

PRESENT:

Colin Wilson	Chairman
Roger Driscoll	Treasurer
Christine Cook	Bureau Manager
Cllr Mike Duckworth	Christchurch Borough Council
Judy Jamieson	Burton Parish Council
Paul Solomons	Secretary

Apologies: Catherine Martin

Minutes taken by: Julie Hutchinson

1 Adoption of Accounts and Report of Trustees as approved by the Trustees on Monday 15th October 2012

Note was made of the fact approx £7,000 had been entered under volunteers, although this relates to travel as shown last year. The Accounts and Report of Trustees were adopted (Proposed by Judy Jamieson, seconded by Paul Solomons)

2 Adoption of a special resolution to approve new Articles of Association

It was RESOLVED that the Articles of Association set out in Appendix B of the circulated report be adopted in substitution for the existing Memorandum and Articles of Association set out at Appendix A, subject to any necessary consents, and with effect from the date that the changes are entered on the register at Companies House

The new Articles of Association were approved by unanimous vote, by all members present. It was also confirmed that a quorum was present and the 75% majority required had therefore been attained

3 Adoption of Annual Report

The adoption of the Annual Report was approved (Proposed by Judy Jamieson, seconded by Paul Solomons)

4 Auditors/Independent Examiners

There was no proposal put forward to re-elect the current auditors/independent examiners, and the Trustee Board would be looking to appoint other auditors during the forthcoming year

Meeting closed at 12 20pm

Minutes signed by

A handwritten signature in black ink, appearing to be 'J. Jamieson', written over a horizontal line.

On Behalf of Christchurch CAB

Appendix A.

The Companies Act 1985

Company Limited by Guarantee And Not
Having a Share Capital

M E M O R A N D U M

and

A R T I C L E S O F A S S O C I A T I O N

of

CHRISTCHURCH CITIZENS ADVICE BUREAU

Incorporated the 21st day of February 1995

The Companies Acts 1985

Company Limited by Guarantee And Not
Having a Share Capital

MEMORANDUM OF ASSOCIATION

of

CHRISTCHURCH CITIZENS ADVICE BUREAU

1. The name of the company (hereinafter called "the Bureau") is CHRISTCHURCH CITIZENS ADVICE BUREAU

2. The registered office of the Bureau will be situated in England.

3. The Bureau is established for the promotion of any charitable purposes for the benefit of the community in the area of the Borough of Christchurch as defined as at 1st January 1995 and surrounding area by the advancement of education, the protection of health and the relief of poverty, sickness and distress

In furtherance of its objects and for no other purposes the Bureau shall have power:-

(a) to establish and conduct Citizens Advice Bureaux as centres to provide a free confidential and impartial service of advice, information and counsel for the public and for the implementation thereof,

(b) to obtain, collect, issue appeals for and receive money and other assets by way of contributions, donations, subscriptions, legacies grants and any other lawful method and accept and receive gifts of property of any description (whether subject to any special trusts or not) providing that the Bureau shall not undertake any permanent trading activities,

(c) to procure to be written, and print, publish, issue and circulate gratuitously or otherwise any reports or periodicals, books, pamphlets, leaflets, or other documents,

(d) to arrange and provide for or join in arranging and providing for the holding of exhibitions, meetings, lectures and classes,

(e) to promote, encourage or undertake research and experimental work and make available the results of such research,

(f) to affiliate or become affiliated to any institution having charitable purposes only and acquire and undertake all or any part of the assets, liabilities and engagements of any such institution which the Bureau may lawfully acquire,

(g) to co-operate and enter into such arrangements with any authorities or persons national, local or otherwise as may be thought beneficial for the carrying out of the objects aforesaid,

(h) to purchase, take on lease or in exchange, hire, licence or otherwise acquire and hold and (with such consent as by law required) to sell, lease or otherwise dispose of any real or personal estate, stock, effects and assets (whether or not subject to any trusts),

(i) to draw cheques, operate bank accounts, borrow and raise money for the objects of the Bureau on such terms and mandates and (with such consents as by law required) on such security as may be thought fit,

(j) to invest monies not immediately required in or upon such investments or other assets as the Committee shall in its complete discretion think fit and subject nevertheless to such conditions and consents as may be imposed or required by law,

(k) to undertake any charitable trusts (whether through the means of a corporate or unincorporate body);

(l) to employ retain or engage persons and to remunerate the same and (subject to clause 4 hereof) to pay reasonable annual sums or premiums for or towards the provision of pensions for the same for the time being or their dependants,

(m) to insure and arrange insurance cover for and to indemnify its officers, staff and voluntary workers from and against risks incurred in the course or performance of their duties,

(n) to pay the costs, charges and expenses of and incidental to the formation and registration of the Bureau,

(o) to do all such other lawful things as are necessary for the attainment of the objects of the Bureau or any of them

Provided that

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

(ii) The Bureau's objects shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.

(iii) In case the Bureau shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Bureau shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Committee or directors of the Bureau shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects, and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Committee or directors have been if no incorporation had been effected, and the incorporation of the Bureau shall not diminish or impair any control of authority exercisable by the

Chancery Division or the Charity Commissioners over the Committee or directors but they shall as regards any such property be subject jointly and separately to such control or authority as if the Bureau were not incorporated.

4. The income and property of the Bureau shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Bureau and no Committeeperson of the Bureau shall be appointed to any office of the Bureau paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Bureau.

Provided that nothing herein shall prevent any payment in good faith by the Bureau -

(a) Of reasonable and proper remuneration to any member, officer or servant of the Bureau (not being a Committeeperson) for any services rendered to the Bureau and of travelling expenses necessarily incurred in carrying out the duties of any member, officer or servant of the Bureau.

(b) Of interest on money lent by any member of the Bureau or of its Committeepersons at a rate per annum not exceeding 2% less than the minimum lending rate prescribed for the time being by the Bureau's bankers or 3% whichever is the greater

(c) Of reasonable and proper rents for premises demised or let by any member of the Bureau or of its Committee

(d) Of reasonable out of pocket expenses to any Committeeperson

(e) Of such reasonable and proper remuneration to one or more Staff Committeepersons for time, skill and attention devoted to the affairs and business of the Bureau as Manager, deputy manager or as a worker as the Committee shall from time to time decide

Provided further that:-

(i) the number of Staff Committeepersons so remunerated shall always be less than a majority of the quorum of the Committee from time to time

(ii) every Committeeperson to be remunerated shall be absent from every part of any meeting at which any matters relating to his own appointment or remuneration shall be discussed or decided and shall not vote thereon and

(iii) the amount of all such remuneration shall be disclosed in writing to all the other Committeepersons annually.

(f) To a company of which a member of the Bureau or a Committeeperson may be a member holding not more than one hundredth part of the capital of such company

5. The liability of the members is limited.

6. Every member of the Bureau undertakes to contribute to the assets of the Bureau, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Bureau contracted before he ceases to be a member and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding fl.

7. If upon the winding up or dissolution of the Bureau 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 Bureau, but shall be given or transferred to such other charitable purpose or purposes as the members for the time being shall by ordinary resolution decide failing which the same shall be transferred to the National Association of Citizens Advice Bureaux (or any body successor to it).

8. Unless the contrary shall expressly appear words and phrases in this Memorandum shall have the same meaning as in the Articles of Association of the Bureau.

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

Peter James Watson-Lee

Bridge House, Castle Street,
Christchurch, Dorset. BH23 1DX

Solicitor

Ian Fretten

The Saxon Centre, 11 Bargates
Christchurch, Dorset BH23 1PZ

Solicitor

Dated this 8th day of February 1995

Signed [Signature]
P J Watson-Lee,

Witness [Signature]

Witness address: Bridge House, Castle Street
Christchurch, Dorset BH23 1DX

Witness occupation:

Signed [Signature]
I Fretten

Witness

Witness address

Chapman
11 Bargates
Christchurch

Witness occupation.

Secretary

The Companies Act 1985

Company Limited by Guarantee And Not
Having A Share Capital

ARTICLES OF ASSOCIATION

of

CHRISTCHURCH CITIZENS ADVICE BUREAU

GENERAL

1. In these presents the words standing in the first column of the Table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context:-

WORDS

MEANINGS

The Act.....	The Companies Act 1985 (as may be amended).
The Bureau.....	The above-named company
These presents	These Articles of Association, and the regulations of the Bureau from time to time in force.
Member	A member of the Bureau
The Committee.....	The Committee of Management (alias the Board of Directors) of the Bureau for the time being
Committeeperson.....	One of the Committee for the time being
The Office....	The registered office of the Bureau
The Seal.....	The Common Seal of the Bureau
The United Kingdom. ..	Great Britain and Northern Ireland.
Month....	Calendar Month
In writing....	Written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form.

The Memorandum

The Memorandum of Association of the
Bureau for the time being.

And words importing the singular number only shall include the plural number, and vice versa.

Words importing the masculine gender only shall include the feminine gender, and words importing persons shall include corporations.

Subject as aforesaid, any words or expressions defined in the Act or any statutory modifications thereof in force at the date on which these presents become binding on the Bureau shall, if not inconsistent with the subject or context, bear the same meanings in these presents.

2.

MEMBERSHIP

The number of permitted members with which the Bureau proposes to be registered is 50 but the Committee may from time to time resolve upon an increase of numbers.

3(A) The Subscribers to the Memorandum and such other persons as the Committee shall admit to membership shall be members of the Bureau.

(B) The Committee may in their absolute discretion impose any formal requirement in relation to membership including imposition of any membership fee, subscription, levy or other payment not only at the time of membership but in after times and may vary the same and provide for different categories in relation thereof.

(C) The provisions of Sections 352 and 353 of the Act shall be observed by the Bureau and every member of the Bureau shall either sign a written consent on becoming a member or sign the register of members on becoming a member

4. The Bureau is established for the purposes expressed in the Memorandum

5

CESSATION OF MEMBERSHIP

(A) Membership shall not be transferable and a member shall cease to be a member:-

(i) on death

(ii) if by seven days signed notice in writing to the Office he she or it resigns membership (subject nonetheless to Clause 6 of the Memorandum).

(iii) if, at a Meeting of the Committee at which not less than half of its members are present, a Resolution shall be passed by at least two-thirds of the Committee persons present resolving that the member be expelled for whatever cause.

A resolution as

aforsaid shall not be passed unless the member has been given not less than 21 days' notice in writing of the Committee Meeting at which the matter is to be considered broadly specifying the conduct or circumstances alleged as a ground for the expulsion and unless the member concerned shall have been afforded a reasonable opportunity of being then heard by or of making written representation to the Committee.

(B) An expelled member may appeal to a General Meeting of the Bureau by signed notice of appeal served at the Office within 21 days of having received notice of expulsion. The appeal shall then be considered by the next following General Meeting of the Bureau, and if at that Meeting a resolution shall be carried by a majority consisting of not less than two-thirds of the members voting on the resolution that the decision of the Committee be reversed then the resolution of the Committee shall thereby be of no effect and the person to whom such resolution relates shall thereupon be reinstated to membership.

GENERAL MEETINGS

6. The Bureau shall hold a General Meeting of members in every calendar year as its Annual General Meeting at such time and place as may be determined by the Committee and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting and that so long as the Bureau holds its first Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year

7. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings

8. The Committee may whenever they think fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by Section 368 of the Act.

9 At least twenty-one days' notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution and at least fourteen days' notice in writing of every other General Meeting (exclusive in every case both of the day on which the notice is served or deemed to be served and of the day for which it is given) specifying the place, the day and the hour of the meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under these presents or under the Act entitled to receive such notices from the Bureau and also to the National Association of Citizens Advice Bureaux to the Officer designated for the time being by that Association, but with the consent of all the members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Act in the case of meetings other than Annual General Meetings, a meeting may be convened on such notice as those members think fit

10 The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding at any meeting.

PROCEEDINGS AT GENERAL MEETINGS

11 All business that is transacted at an Extraordinary General Meeting, shall be deemed special business as shall all business that is transacted at an Annual General Meeting with the exception of the consideration of the income and expenditure account and balance sheet, the reports of the Committee and of the Auditors, and the appointment of, and the fixing of the remuneration, of the Auditors.

12. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided 4 members personally present shall be a quorum.

13. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or at such other place as the Committee may determine. If at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum.

14. The Chair (if any) of the Committee shall preside as Chair at every General Meeting, but if there be no such Chair, or if at any meeting s/he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the members present shall choose a member of the Committee, or if no Committee member be present, or if all the members of the Committee present decline to take the chair, then the members shall choose a member of the Bureau who shall be present to preside.

15 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 business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.

16 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 upon the declaration of the result of the show of hands, demanded by the Chair or by at least three members present in person or by proxy, or by a member or members present in person or by proxy and representing one-tenth of the total voting rights of all the members having the right to vote at the meeting, and unless a poll be so demanded a declaration by the Chair of the meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, as a result of a show of hands, and an entry to that effect in the minute book of the Bureau shall be conclusive evidence of the fact without proof of the

number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.

17. Subject to the provision of Article 19, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chair of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

18. No poll shall be demanded on the election of a Chair of a meeting, or on any question of adjournment.

19. In the case of an equality of votes, whether on a show of hands or on a poll, the Chair of the meeting shall be entitled to a second or casting vote.

20. 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 a poll has been demanded

VOTES OF MEMBERS

21.(a) Subject as hereinafter provided, every member shall have one vote

(b) A corporation may vote by its duly authorised representative appointed as provided by Section 375 of the Act

22. Votes may be given on a poll either personally or by proxy.

23. On a show of hands a member present only by proxy shall have no vote, but a proxy for a corporation may vote on a show of hands. A proxy need not be a member

24. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing, or if such appointor is a corporation under its common seal, if any, and, if none, then under the hand of some officer duly authorised in that behalf.

25. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the office not less than forty-eight hours before the time appointed 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 twenty-four hours notice before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution

26. A vote given in accordance with the terms of an instrument of 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 the death, insanity or revocation as aforesaid shall have been received at the office before the commencement of the meeting or adjourned meeting at which the proxy is used

27. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit

"I,
of
a member of
hereby appoint
of
and failing him, of

to vote for
me and on my behalf at the (Annual or Extraordinary, or Adjourned, as the case may be) General Meeting of the Company to be held on the day
of and at every adjournment thereof.

"As witness my hand this day of 199 "

The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

THE COMMITTEE (alias Board of Directors)

28 The Committee shall consist of:-

(A) Elected Committeepersons, of whom there shall not be less than one nor more than fifteen

(B) Representative Committeepersons - Provided Always that the number of such persons shall not exceed half of the total of the Committee for the time being

(C) Staff Committeepersons (subject to Clause 4 proviso (e) (1) of the Memorandum of Association) Provided Always that the number shall not exceed one third of the total of the Committee for the time being

(D) Co-opted Committeepersons - Provided Always that the number of such persons shall not exceed one-fourth of the total of the Committee for the time being

Until otherwise determined by the Bureau in General Meeting the number of Committeepersons shall not be less than four nor more than thirty

29(A) The following persons shall be deemed to be the First Elected Committee persons:-

Ian Fretten
David Avison
June Strawson-Paynes - *delete*
Len Tetlow
Sandra Gill
Collin Roach
Ralph Hicks
Alan Havelock

(B) The persons whose names are set out in the first column below shall be deemed to be the first Representative Committee persons and each of such persons shall be deemed to have been appointed by the organisation named in the second column below opposite such persons name:-

<u>Representative</u>	<u>Organisation by whom deemed to have been appointed</u>
Peter James Watson-Lee	Bournemouth and District Law Society
Philip Warr - <i>delete</i>	Borough of Christchurch <i>is now Tennyson Police</i>
Gordon John Hawking	The Bureau Workers

(C) The following persons shall be deemed to be the first staff Committee persons.-

Hilary Jane Cross
Susan Francis Hebard

30. At the conclusion of the first Annual General Meeting and the first Annual Public Meeting after the incorporation of the Bureau all Committeepersons shall retire from office and shall be eligible for appointment or election as hereinafter provided. At the conclusion of Annual General Meetings and Annual Public Meetings in subsequent years one-third of the Elected Committeepersons and all Staff and Co-opted Committeepersons shall retire from office and shall be so eligible for re-appointment or re-election.

31. Subject to Articles 28, 29 and 30.-

(A) The Elected Committeepersons to retire in such subsequent years shall be those who have been longest in office since their last election, and as between those of equal seniority shall be determined alphabetically by surname.

(B) Elected Committeepersons shall be elected at the Annual Public Meeting as provided in Article 34.

(C) Representative Committeepersons may be appointed at any time and from time to time one by each of the organisations named in Article 29(B) by notice in writing to the Bureau signed by or on behalf of the organisation in question which appointment shall unless otherwise specified in the notice be for a period of 3 years (with power for the relevant organisation to renew), and such appointment may nonetheless be revoked at any time by a similar notice whereupon the Representative Committeeperson concerned shall cease to be a Committeeperson Provided that the Committee may at any time, with the sanction of an ordinary resolution of the Annual Public Meeting, vary the list of organisations named in Article 29(B), whereupon any Representative Committeeperson appointed by any organisation removed from the said list shall stand down. A Representative Committeeperson whose appointing organisation is being considered for removal from the said list shall withdraw from any Committee Meeting whilst it is being considered and shall have no vote with regard thereto.

(D) Staff Committeepersons shall be appointed by the staff of the Bureau in a manner to be prescribed by the Committee, but so that the manager appointed under Article 37 shall be deemed to be appointed a Staff Committeeperson and the provisions of Clause 4 proviso (e) of the Memorandum of Association shall be complied with.

(E) Subject to Article 28(D) Co-opted Committeepersons may be appointed and removed at any time by the Committee either to fill a casual vacancy or by way of addition to the Committee.

32. The Committee and the Bureau shall endeavour to ensure that the Committee is broadly representative of appropriate local organisations, interest groups and interested local people and shall use the power to appoint Co-opted Members contained in the previous Article to that end

33. The person nominated for the time being by The National Association of Citizens Advice Bureaux shall be invited to attend all Meetings of the Committee and be sent all related papers. The nominee shall be entitled to speak but not vote at such Meetings. The Committee may invite any other person to attend any of its meetings but without power to vote.

PUBLIC MEETINGS

34.(A) The Bureau shall hold an Annual Public Meeting in each year immediately following the Annual General Meeting in that year and at the same place at which all Members and all others aged 18 and over, who work or reside in the Bureau's area may attend, speak and vote. "The Bureau's area" shall be the area within which the Bureau carries on its work as defined by Clause 3 of the Memorandum of Association.

(B) The business to be transacted at the Annual Public Meeting in each year will be to elect Elected Committeepersons for the ensuing year in place of those retiring and to discuss such matters relating to the business of the Bureau as shall have been previously notified in writing to the Secretary at least three days prior to the meeting or as may be allowed by the Chair. Other than for the purposes of such elections and in relation to votes respecting Articles 14,15 and 16 no other resolutions passed at a Public Meeting shall have other than an advisory effect.

(C) Notice of the Annual Public Meeting shall be given to Members in the same way as notice of the Annual General Meeting is to be given. In addition the Bureau shall not less than 14 clear days before the Annual Public Meeting display a notice or notices thereof in one or more conspicuous places in the Bureau's area and also by advertisement in at least one weekly or daily newspaper circulating in that area. The Committee may also give notice of such meeting in any extra way they may think fit. All such notices and advertisements shall refer to the right of attendance and voting at the said meeting to the election of Committeepersons and to the general nature of such other business to be considered thereat as the Committee shall in its discretion think fit.

(D) Any person referred to in Sub-Clause (A) of this Article wishing to attend any such Public Meeting shall only be allowed so to do if at or prior thereto he or she shall have in writing provided details of his or her name, address of home and/or work, age and such other particulars (if any) as and how the Committee may from time to time prescribe

(E) The voting system to be used at the Annual Public Meeting shall be as the Committee may from time to time prescribe, but in default thereof shall be as for Annual General Meetings (insofar as not inconsistent with the other provisions of this Article).

(F) No person may be proposed for election as an Elected Committeeperson unless he or she has consented in writing duly signed to act as such prior to the election commencing.

(G) The provision of Articles 6-21 (inclusive) shall (insofar as not inconsistent with the other provisions of this Article) apply to Public Meetings as they apply to General Meetings and all references therein to "General Meeting" shall for this purpose be deemed references to "Public Meeting" and all references to "member" or "members" shall be deemed references to any person or persons entitled to attend the Public Meeting concerned. In Article 12 (Quorum) the number 12 shall be substituted for the number therein.

(H) An Extraordinary Public Meeting may be convened on not less than 14 days notice by not less than a third of the Committee for the time being or 10 Committeepersons or 50 other persons who would be entitled to attend a Public Meeting if held at the time of requisitioning (and who shall provide the Bureau with the details required to paragraph (D) of this Article when making their requisition).

(I) All the provisions of this Article shall apply as well to an Extraordinary Public Meeting as to an Annual Public Meeting.

35 The business of the Bureau shall be managed by the Committee who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Bureau as they think fit, and may exercise all such powers of the Bureau, and do on behalf of the Bureau all such acts as may be exercised and done by the Bureau, and as are not by statute or by these presents required to be exercised or done by the Bureau in General Meeting, subject nevertheless to any regulations of these presents, to the provisions of the statutes for the time being in force and affecting the Bureau, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Bureau in General Meeting, but no regulation made by the Bureau in General Meeting shall invalidate any prior act of the Committee which would have been valid if such regulation had not been made

36. The Committeepersons for the time being may act notwithstanding any vacancy in their body, provided always that in case the Committeepersons shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these presents, it shall be lawful for them to act as the Committee for the purpose of admitting persons to membership of the Bureau, filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.

ORGANISERS AND SECRETARY

37 (A) The Committee shall appoint (and may remove) a Manager and a Deputy Manager (or Managers and Deputy Managers) to conduct the affairs of each Bureau for which it is responsible for such time, at such remuneration and upon such conditions as it may think fit

(B) The Secretary shall be appointed by the Committee for such time, at such remuneration and upon such conditions as it may think fit, and any Secretary so appointed may be removed by them. The Manager may be appointed to be the Secretary

The Committee may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

THE SEAL

38. The Seal of the Bureau shall not be affixed to any instrument except by the authority of a resolution of the Committee, and in the presence of at least two Committeepersons and of the Secretary, and the said Committeepersons and Secretary shall sign every instrument to which the Seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Bureau such signatures shall be conclusive evidence of the fact that the Seal has been properly affixed.

DISQUALIFICATION OF COMMITTEEPERSONS

39. The office of a Committeeperson shall be vacated

(A) If a receiving order is made against him/her or s/he makes any arrangement or composition with his/her creditors.

(B) If s/he becomes of unsound mind

(C) If by notice in writing to the Bureau s/he resigns his/her office.

(D) If s/he ceases to hold office by reason of any order made under Sections 295-299 and Schedule 12 of the Act.

(E) If s/he is removed from office by a resolution duly passed pursuant to the Act.

(F) If s/he ceases to be a Committeeperson by virtue of Section 293 of the Act

(G) If s/he fails to attend four consecutive meetings of the Committee.

(H) As provided in Articles 28-31.

40. In addition and without prejudice to the provisions of Section 303 and 304 of the Act, the Bureau may by Extraordinary Resolution remove any Committeeperson before the expiration of his/her period of office, and may by an Extraordinary Resolution appoint another person in his/her stead, but any person so appointed shall retain his/her office so long only as the Committeeperson in whose place s/he is appointed would have held the same if s/he had not been removed

PROCEEDINGS OF THE COMMITTEE

41. There shall be at least four Committee Meetings in each year and the Committee may meet together for the despatch of business, adjourn and otherwise regulate their meetings in other respects as they think fit, and determine the quorum necessary for the transaction of business which shall not be less than one-third of the Committeepersons (excluding Staff Committeepersons) for the time being. And unless so fixed one-third of the Committeepersons (excluding Staff Committeepersons) for the time being shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chair shall have a second or casting vote

42 Two members of the Committee may, and on the request of two Committeepersons the Secretary shall, at any time, summon a meeting of the Committee by notice served upon the Committeepersons at their registered addresses in the United Kingdom

43. The Committee shall at the Committee meeting following the Annual General Meeting elect a Chair who shall hold office until the conclusion of the next Annual General Meeting and shall be entitled to preside at all meetings of the Committee at which s/he shall be present, and the Committee may determine the period for which s/he is to hold office. The Committee may also elect a Vice-Chair or Vice Chairs but so that no person shall be appointed to be Chair or a Vice Chair for more than five consecutive years, nor shall any person remunerated by the Company be appointed to be Chair or a Vice Chair. If no such Chair be elected, or if at any meeting the Chair be not present and willing to preside within five minutes after the time appointed for holding the meeting the Committeepersons present shall choose one of their number to be Chair of that meeting

44. A meeting of the Committee at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Bureau for the time being vested in the Committee generally

45. The Committee may delegate any of their powers to sub-committees consisting of such Committeeperson or Committeepersons and other persons as they think fit, provided that all such actions and proceedings shall be fully and promptly reported back to the Committee, and any sub-committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Committee and incur expenditure only with the approval of the Committee (which shall include expenditures within any approved budget). The meetings and proceedings of any such sub-committees shall be governed by the provision of these presents for regulating the meetings and proceedings of the Committee so far as applicable and so far as the same shall not be superseded by any regulations made by the Committee.

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

47 The Committee shall cause proper minutes to be made of all appointments of officers made by the Committee and of the proceedings of all meetings of the Bureau and of the Committee and of sub-committees, and all business transacted at such meetings as recorded in the minutes of such meetings, if purporting to be signed by the Chair of such meeting, or by the Chair of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated

48 A Resolution in writing signed by all the members for the time being of the Committee or of any such sub-committee who are entitled to receive notice of a meeting of the Committee or of such sub-committee shall be as valid and effectual as if it had been passed at a meeting of the Committee or of such sub-committee duly convened and constituted.

ACCOUNTS

49. The Committee shall cause accounting records to be kept in accordance with Sections 221-223 of the Act.

50. The accounting records shall be kept at the registered office of the Bureau or, subject to Section of the Act, at such other place or places as the Committee may think fit, and shall always be open to the inspection of the officers of the Bureau and of the National Association of Citizens Advice Bureaux.

51. The Committee shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Bureaux or any of them shall be open to the inspection of members not being Committeepersons, and no member (not being a Committeeperson shall have any right of inspecting any account or book or document of the Bureau except as conferred by statute or authorised by the Committee or by the Bureau in general meeting.

52. The Committee shall from time to time in accordance with the Act, cause to be prepared and to be laid before the Bureau in general meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections.

53. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Bureau in general meeting, together with a copy of the auditor's report and Committee's report, shall not less than twenty-one days before the date of the meeting be sent to every member of, and every holder of debentures of, the Bureau. Provided that this article shall not require a copy of those documents to be sent to any person of whose address the Bureau is not aware or to more than one of the joint holders of any debentures

54 Auditors shall be appointed and their duties regulated in accordance with the Act

OFFICERS

55. The Committee may appoint such persons as it thinks fit to be the Chairman, Vice Chairman, Honorary Treasurer and Honorary Solicitor of the Bureau for periods to be specified at the time of appointment as they shall think fit. Such persons shall not by virtue only of such appointment be members of the Bureau or the Committee

NOTICES

56 A notice may be served by the Bureau upon any member, either personally or by sending it through the post in a prepaid letter, addressed to such members at his/her registered address as appearing in the register of members.

57. Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Bureau an address within the United Kingdom at which notices may be served upon him/her, shall be entitled to have notices served upon him/her at such address, but, save as aforesaid and as provided by the Act, only those members who are described in the register of members by an address within the United Kingdom shall be entitled to receive notices from the Bureau.

58 Any notice, if served by post, shall be deemed to have been served on the second day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post as a prepaid letter.

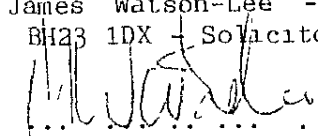
DISSOLUTION

59. Clause 7 of the Memorandum of Association of the Bureau relating to the winding up and dissolution of the Bureau shall have effect as if the provisions thereof were repeated in these Articles.

NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS


Peter James Watson-Lee - Bridge House, Castle Street, Christchurch, Dorset BH23 1DX - Solicitor

Signed



P J Watson-Lee

Witness



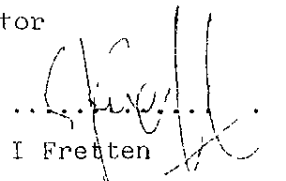
Witness address

Bridge House, Castle Street
Christchurch, Dorset BH23

Witness occupation

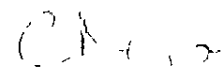
Ian Fretten - The Saxon Centre, 11 Bargates, Christchurch, Dorset BH23 1PZ
Solicitor

Signed



I Fretten

Witness



Witness address

11 Bargates

Witness occupation

Secretary

APPENDIX B

Citizens Advice Bureau Articles of Association

The Companies Act 2006

Company Limited by Guarantee and not having a Share Capital
Articles of Association of:

Christchurch Citizens Advice Bureau

Interpretation

1. The provisions of the schedule to these Articles shall apply with respect to the interpretation of and definitions of terms used in these Articles.

Objects

- 2.1 The Charity's objects are to promote any charitable purpose for the public benefit by the advancement of education, the protection and preservation of health and the relief of poverty, sickness and distress in particular, but without limitation, for the benefit of the community in Christchurch and surrounding areas

Powers

3. To promote its objects but not for any other purpose the Charity will have the following powers:
 - 3.1 To establish and provide and assist in the provision of Citizens Advice Bureau services and outlets supplying a free, independent, confidential and impartial service of advice, information and counsel for the public.
 - 3.2 To accept (or disclaim) gifts of money and any other property.
 - 3.3 Subject to the restriction in Article 3.4, to raise funds by way of subscription, donation or otherwise.
 - 3.4 To trade in the course of carrying out the objects of the Charity (and in particular to enter into contracts to provide services to or on behalf of other bodies) and to carry on any other trade which is not expected to give rise to taxable profits.
- 3.5 To incorporate subsidiary companies to carry on any trade

- 3.6 To acquire or hire any property of any kind and to maintain and equip it for use.
- 3.7 To let or dispose of any property of any kind but only (where applicable) in accordance with the restrictions imposed by the Charities Act 1993 (or any statutory re-enactment or modification of that Act).
- 3.8 To borrow money.
- 3.9 To give security over the property of the Charity but only (where applicable) in accordance with the restrictions imposed by the Charities Act 1993 (or any statutory re-enactment or modification of that Act).
- 3.10 Subject to Article 4, to employ paid or unpaid agents, staff and advisers and to make all reasonable provision for the payment of pensions and superannuation for staff and their dependants.
- 3.11 To recruit volunteer workers (who shall not be members of the Trustee Board)
- 3.12 To undertake and execute charitable trusts.
- 3.13 To make grants and loans and give credit and take security for such grants, loans or credit and guarantee or give security for the performance of contracts by any person.
- 3.14 To promote or carry out research.
- 3.15 To publish or distribute information.
- 3.16 Alone or with other organisations to seek to influence public opinion and make representations to and seek to influence governmental and other bodies regarding the development and implementation of appropriate policies provided that such activities shall be confined to those which are consistent with the Charity's charitable status.
- 3.17 To hold or assist in holding exhibitions, meetings, lectures and classes.
- 3.18 To establish, support, co-operate with and amalgamate with other charitable bodies
- 3.19 To invest or deposit funds in any lawful manner whilst having regard to the suitability of investments and the need for diversification

- 3.20 To insure the property of the Charity against any foreseeable risk and to take out other insurance policies to protect the Charity as the Trustee Board thinks fit.
- 3.21 To provide indemnity insurance to cover the liability of the Trustees or other officers of the Charity 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 Charity: provided that any such insurance shall not extend to any claim arising from any act or omission which the Trustees or officers knew to be a breach of trust or breach of duty or which was committed by the Trustees or officers in reckless disregard to whether it was a breach of trust or breach of duty or not; provided also that any such insurance shall not extend to the costs of any unsuccessful defence to a criminal prosecution brought against the Trustees or other officers of the Charity.
- 3.22 To do all such other lawful things which promote or help to promote the objects.

Benefits to members and Trustees

- 4.1 Subject to the provisions of Articles 4.2 and 4.3, the income and property of the Charity shall be applied solely towards the promotion of its objects set out in these Articles. 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 and other out of pocket expenses properly incurred in carrying out the duties of any member or officer of the Charity.
- 4.2 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.
- 4.2.1 the payment of reasonable out of pocket expenses incurred on behalf of the Charity;
- 4.2.2 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;
- 4.2.3 interest at a reasonable rate on money lent to the Charity;
- 4.2.4 a reasonable rent or hiring fee for property or equipment let or hired to the Charity; and

- 4.2.5 reasonable and proper premiums in respect of indemnity insurance effected in accordance with Article 3.21;
 - 4.2.6 payments made pursuant to any indemnity given to Trustees under these Articles; and
 - 4.2.7 reasonable and proper remuneration to any connected person (as defined in Article 4.3) for any services (and goods connected with those services)]² supplied to the Charity (excluding the service of acting as Trustee and services performed under a contract of employment with the Charity) provided that:
 - (a) the procedure described in these Articles concerning Conflicts of Interest must be followed by the relevant Trustee in relation to any decisions regarding such connected person; and
 - (b) this provision may not apply to more than half of the Trustees in any financial year (and for these purposes such provisions shall be treated as applying to a Trustee if they apply to a person who is a connected person in relation to that Trustee).
- 4 3 For the purpose of this Article 4, "Trustee" includes any connected person and "connected person" means the spouse, civil partner, child, step-child, parent, grandparent, grandchild, brother, sister or other person in a relationship with a Trustee which may reasonably be regarded as equivalent to such a relationship or any company or business controlled or managed by a Trustee and includes a trustee of any trust the beneficiaries of which include a connected person.

Limited liability

- 5.1 The liability of the members is limited
- 5 2 Every member of the Charity undertakes to contribute such amount as may be required, not exceeding £1, to the Charity's assets if it should be wound up while they are a member or within one year after they cease to be a member:-
 - 5.2.1 for the payment of the Charity's debts and liabilities contracted before they ceased to be a member;
 - 5.2 2 for the costs, charges and expenses of winding up; and
 - 5.2.3 for the adjustment among themselves of the rights of persons who have contributed to the Charity's assets

² Strike out one of the phrases in square brackets. Note that if applying to the Charity Commission to register on the basis of the Citizens Advice Model Articles of Association, the first option must be struck out

Membership

6. In addition to the subscribers to the Memorandum the Charity may admit into membership:
 - 6.1 individuals (over the age of 18 years) who are interested in furthering the work of the Charity and who are not paid or volunteer workers of the Charity; and
 - 6.2 any body corporate or unincorporated association which is interested in furthering the Charity's work and is admitted to membership by the Trustees (any such body being called in these Articles a "member organisation").
7. The Trustee Board may establish criteria for membership and make regulations governing the admission of members.
8. Each member organisation shall appoint an individual to represent it and to vote on its behalf at meetings of the Charity; and may appoint someone else (an alternate) to attend any meeting of the Charity if the appointed representative is unable to attend.
9. Each member organisation shall notify the Charity of the name of the representative appointed by it and of any alternate. If the representative or alternate resigns or otherwise leaves the member organisation, he or she shall immediately cease to be the representative of the member organisation. The member organisation may replace the representative appointed by it.
10. The Trustee Board can vote, with good reason, to end the membership of any individual or member organisation. The individual or member organisation can 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.
11. The Charity shall maintain a register of members recording the name and address of every member and the representative of every member organisation and the dates on which they became and ceased to be a member or representative.
12. Membership cannot be transferred to anyone else and ceases automatically if the member:
 - 12.1 dies (if an individual) or ceases to exist (if an organisation); or
 - 12.2 fails to attend two successive annual general meetings in person, by its appointed representative (if a member organisation) or by proxy

without notifying to the Charity his or her intention to remain a member

13. No person or organisation may be admitted as a member of the Charity unless their application for membership has been approved by the Trustee Board.

General meetings

Annual general meeting

14. 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 decide.

Other general meetings

15. The Trustees may call a general meeting at any time. The Trustees shall call a 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 general meetings. If the Trustees do not call a general meeting having received such a requisition, the requisitionists may call a general meeting in accordance with the Companies Acts.

Length of notice

16. Unless Article 17 applies, general meetings shall be called by at least 14 clear days' written notice.
17. A general meeting may be called by shorter notice if it is so agreed by at least 90% of the members entitled to attend and vote at that meeting.

Contents of notice

18. Every notice calling a general meeting shall specify the place, day and time of the meeting, the address of the Office 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. The notice shall inform members of their right to appoint proxies, be accompanied by suitable proxy forms, and state where and by when such forms must be delivered.

Service of notice

19. Notice of general meetings shall be given to every member and to the Trustees, Citizens Advice, any President, and to the auditors of the Charity.

Public notice

20. At least seven clear days' public notice of every annual general meeting shall be given by announcing it in a local newspaper and by placing a clearly visible notice in each bureau or other place of work operated by the Charity and/or in a prominent place in the local area
21. Anyone over the age of 18 who is interested in furthering the work of the Charity, may attend and (with the consent of the Chair) speak at the annual general meeting but only members of the Charity shall be entitled to vote

Proceedings at general meetings (including annual general meetings)

22. No business shall be transacted at any general meeting unless a quorum is present. Ten persons entitled to vote upon the business to be transacted, each being a member or a duly authorised representative of a member organisation or a proxy thereof or ten percent of the total membership, whichever is the greater, shall be a quorum.
23. 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 decide 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 in person or by proxy shall be a quorum.
24. A representative from Citizens Advice shall be invited to attend general meetings of the Charity and shall have the right to speak but not to vote at such meetings.
25. The President or the Chair of the Trustee Board in that order, shall be the chair of each general meeting. In his or her absence, the Vice Chair of the Trustee Board (if any) shall take the chair, and if none is in attendance the persons present, before any other business is transacted, shall appoint a chair of the meeting.
26. 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.

27. 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 Companies Acts, a poll may be demanded:-
 - 27.1 by the chair of the meeting,
 - 27.2 by at least two members or their proxies having the right to vote at the meeting; or
 - 27.3 by any member or members (or their proxies) representing at least 10% of the total voting rights of all the members entitled to vote on the resolution
28. Unless a poll is duly demanded a declaration by the chair of the meeting that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
29. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chair of the meeting 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.
30. A poll shall be taken as the chair of the meeting 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.
31. A poll demanded on the election of the chair of the meeting 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 of the meeting 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 (including any accidental omission to give or any non-receipt of notice) or any want of qualification in any of the persons present or voting.

Votes of members

34. On a show of hands every person present and entitled to vote shall have one vote. On a poll every member present in person or by proxy shall have one vote (so a proxy shall have one vote for each member he or she is representing).
35. In the case of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall be entitled to a casting vote in addition to any other vote he or she may have.
36. No member may vote on any matter in which he or she is personally interested, pecuniarily or otherwise, or debate on such a matter without in either case the permission of the majority of the members present in person at the meeting, such permission to be given or withheld without discussion.
37. 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 of the meeting whose decision shall be final and binding.
38. A vote given or poll demanded by the duly authorised representative of a member organisation shall be valid notwithstanding the previous termination of the authority of the person voting or demanding a poll unless notice of the termination was received by the Charity before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

Proxies

39. A proxy shall be in the following form (or in form as near thereto as circumstances allow or in any other form which is usual or which the Board may approve):-

" ..Citizens Advice Bureau

Name of member appointing the proxy.

Address:

I/We hereby appoint [*name of proxy*] of [*address of proxy*] as my/our proxy to vote in my/our name and on my/our behalf at the meeting of the Charity to be held on [*date*], and at any adjournment of the meeting.

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

Resolution 1:	*for	*against	*abstain	*as the proxy thinks fit
Resolution 2.	*for	*against	*abstain	*as the proxy thinks fit
All other resolutions properly put to the meeting:	*for	*against	*abstain	*as the proxy thinks fit

*Strike out whichever is not desired. If no indication is given, the proxy may vote as he or she thinks fit.

Signed:

Dated:

40. Proxy appointment forms must be delivered to the Charity in accordance with the provisions of these Articles concerned with delivery of communications to the Charity and shall be so delivered:

- 40.1 at least 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the form proposes to vote,

- 40.2 in the case of a poll taken more than 48 hours after it is demanded, at least 24 hours before the time appointed for the taking of the poll; or
- 40.3 in the case of a poll not taken at the meeting but taken within 48 hours after it is demanded, at the meeting at which the poll is demanded, by delivering the form to the chair of the meeting or to the Secretary or to any Trustee;
- and an instrument of proxy which is not so delivered shall be invalid.
41. A vote given or poll demanded by proxy or by the duly authorised representative of a member organisation shall be valid notwithstanding the previous termination of the authority of the person voting or demanding a poll unless notice of the termination was received by the Charity before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

Trustee Board

Appointment, removal and disqualification of Trustees

42. The first Trustees shall be those persons notified to the Registrar of Companies as the first directors of the Charity.
43. The maximum number of Trustees shall be fifteen and the minimum shall be three, being either
- 43.1 elected at the annual general meeting (there being no more than ten such elected trustees in total), and who shall hold office from the conclusion of that meeting
- or:-**
- 43.2 co-opted by the Trustee Board
- provided that on appointment the total number of co-opted Trustees does not exceed one third of the total number of Trustees.
44. Each appointment of a co-opted Trustee shall be made at a meeting of the Trustee Board and shall take effect immediately unless the appointment is to fill a place which has not yet been vacated in which case the appointment shall run from the date when the post becomes vacant.

45. Other than at the first three annual general meetings following incorporation, all elected Trustees shall retire from office at the third annual general meeting following the annual general meeting at which they were elected but may be re-elected.
46. All co-opted Trustees shall retire from office at the third annual general meeting following the meeting of the Trustee Board at which they were appointed but may then be elected or re-appointed.
47. At each of the first three annual general meetings following incorporation one third of the first Trustees shall retire in rotation but may be re-elected.
48. No person shall be elected or re-elected as a Trustee at any general meeting unless, at least fourteen but not more than thirty-five clear days before the date appointed for the meeting, notice from 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 signifying that person's 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 a 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. The Trustee Board may make regulations concerning the election of Trustees such that it shall not be necessary to vote separately on the election of each Trustee but instead the Trustees may be elected by ballot.
51. Subject to the above Articles, a Trustee who retires at an annual general meeting may, if willing to act, be re-elected. 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.
52. No person may be appointed as a Trustee:
 - 52.1 under the age of 18 years; or

- 52.2 if he or she is a paid or volunteer worker at any bureau operated by the Charity,
- 52.3. unless he or she is a member (or duly appointed representative of a member organisation) of the Charity; or
- 52.4 in circumstances such that, had he or she already been a Trustee, he or she would have been disqualified from acting under the provisions of these Articles
53. The Trustees may appoint a person who is willing to act as a co-opted Trustee, provided that the appointment does not cause the number of Trustees to exceed any number fixed by or in accordance with the Articles as the maximum number of Trustees
54. The remaining members of the Trustee Board may appoint a person willing to act to fill a casual vacancy in the office of an elected member of the Trustee Board until the next annual general meeting. A casual vacancy in the office of a representative member may be filled by the organisation that s/he represented (provided that such person is acceptable to the Trustee Board)
55. The office of a Trustee shall be vacated if he or she
- 55.1 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);
- 55.2 becomes incapable by reason of mental disorder, illness or injury of managing and carrying out her/his own affairs;
- 55.3 is absent without the permission of the Trustee Board from three consecutive meetings and the Trustee Board resolves that her/his office be vacated,
- 55.4 notifies to the Trustee Board a wish to resign by giving at least one month's notice in writing to the Charity stating the date on which the resignation is to take effect (but only if at least three members of the Trustee Board will remain in office when the notice of resignation is to take effect);
- 55.5 ceases to be a member or duly appointed representative of a member organisation of the Charity; or if
- 55.6 at a meeting of the Trustees at which at least half of the trustees are present, a resolution is passed that he or she be removed from office. Such a resolution shall not be passed unless the Trustee has been given at least 14 clear days' notice that the resolution is to be proposed, specifying the circumstances alleged to justify removal

from office, and has been afforded a reasonable opportunity of being heard by or of making written representations to the Trustees.

Powers of Trustees

56. Subject to the provisions of the Companies Acts 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 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.

Regulations

57. The Trustees may 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 or at any general meeting and as to any of the matters within the powers or under the control of the Trustees provided that such regulations shall not be inconsistent with the Articles.

Delegation of Trustees' Powers

58. The Trustees may appoint any person to be the agent of the Charity for such purposes and on such conditions as they determine.
59. The Trustees may delegate any of their functions and duties to any committee of individuals comprising at least two Trustees or the implementation of any of their resolutions and day-to-day management of the affairs of the Charity to any person or committee in accordance with the conditions set out in the Articles.

Delegations to committees

60. In the case of delegation of functions and duties to committees:
- 60.1 the resolution making that delegation shall specify those who shall serve or be asked to serve on any committee (although the resolution may allow the committee to make co-options up to a specified number);
- 60.2 the deliberations of any such committee shall be reported regularly to the Trustees and any resolution passed or decision taken by any such committee shall be reported forthwith to the Trustees;

- 60.3 all delegations under this Article shall be revocable at any time,
- 60.4 the Trustees may make such regulations and impose such terms and conditions and give such mandates to any such committee as they may from time to time think fit; and
- 60.5 no committee shall incur expenditure on behalf of the Charity except in accordance with a budget which has been approved by the Trustees.
61. The meetings and proceedings of any committee shall be governed by the provisions of the Articles regulating the meetings and proceedings of the Trustees so far as the same are applicable and are not superseded by any regulations made by the Trustees.

Delegations of management powers

62. In the case of delegation of the day-to-day management of the Charity to a chief executive or other manager or managers:
- 62.1 the delegated power shall be to manage the Charity by implementing the policy and strategy adopted and within a budget approved by the Trustees and if applicable to advise the Trustees in relation to such policy, strategy and budget;
- 62.2 the Trustees shall provide the manager with a description of his or her role and the extent of his or her authority; and
- 62.3 the manager shall report regularly to the Trustees on the activities undertaken and (where those activities involve managing the Charity generally) provide them regularly with management accounts sufficient to explain the financial position of the Charity

Expenses of Trustees

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

Officers

- 64 The Trustee Board shall elect from its number a Chair (if none has been appointed by the members of the Charity) and a Treasurer and may elect one of its number to be Vice Chair. The Trustees may remove from that office any person appointed to an office under this Article. 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.

65. A person shall not hold office as Chair, Vice Chair or Treasurer for more than six consecutive years. After the end of this period, two further years must pass before any former Chair, Vice Chair or Treasurer shall be eligible for re-election to any of those offices
66. The Trustee Board may appoint and remove a President and any other patrons and honorary officers. All such positions shall be non-voting and unpaid and such persons shall not be Trustees
67. 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. Except for the Secretary (who may be a Trustee) such persons shall not be Trustees and will have no right to vote at meetings.

Proceedings of Trustees

68. Subject to the provisions of the Articles, the Trustees may regulate their proceedings as they think fit.
69. A representative from Citizens Advice shall be invited to attend all meetings of the Trustee Board and its sub-committees. Such representative shall have the right to speak but shall not have the right to vote at meetings.
70. The Charity's senior bureau manager 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
71. A representative from among the Charity's paid staff and a representative from among the Charity's volunteer workers 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.
72. The Trustee Board shall hold at least four meetings in each year. A meeting of the Trustee Board may be called at any time by the Chair or by any three Trustees upon at least seven clear days' notice being given to the other Trustees and to Citizens Advice. A meeting of the Trustee Board may be called by shorter notice if the circumstances require a meeting to be convened urgently. The notice shall specify the date, time and place of the meeting and any special matters to be discussed.

73. The quorum for Trustee Board meetings shall be at least one third of the members of the Trustee Board, or three members of the Trustee Board, whichever number is greater.
74. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chair of the meeting shall have a second or casting vote.
75. The continuing Trustees or a sole continuing Trustee may act despite any vacancies in their number but, if there are fewer than three Trustees, they 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
76. 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.
77. A resolution in writing signed by at least seventy five percent of the Trustees or committee members entitled to vote on the matter 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 or (as the case may be) committee members. The date of a written resolution shall be the date on which the last person entitled to vote signs.
78. A resolution which is approved by email in accordance with this Article shall be as valid and effectual as if it had been passed at a Trustees' meeting duly convened and held, provided the following conditions are complied with:
 - 78.1 such a resolution must be approved by email by at least seventy-five percent of the Trustees entitled to vote on the matter;
 - 78.2 approval must be received by such person as the Trustees shall have nominated in advance for that purpose ("the Recipient"), which person may, for the avoidance of doubt, be one of the Trustees;
 - 78.3 approval from a Trustee must be sent from an email address previously notified in writing (not using electronic means) by that Trustee to the Charity as intended for use by that Trustee for the purpose;

78.4 following receipt of sufficient responses on any resolution, the Recipient shall circulate a further email to all of the Trustees confirming whether the resolution has been formally approved by the Trustees in accordance with this Article;

78.5 the date of a resolution shall be the date of the email from the Recipient confirming formal approval.

79. A meeting of the Trustees may be held either in person or by suitable alternative means agreed between the Trustees in which all participants may communicate simultaneously with all other participants.

Conflicts of Interest

80. Whenever a Trustee finds himself or herself in a situation that is reasonably likely to give rise to a Conflict of Interest, he or she must declare his or her interest to the Trustees unless, or except to the extent that, the other Trustees are or ought reasonably to be aware of it already

81. Whenever a matter is to be discussed at a meeting or decided in accordance with Articles 77 or 78 and a Trustee has a Conflict of Interest in respect of that matter then, subject to Article 83, he or she must:

81.1 remain only for such part of the meeting as in the view of the other Trustees is necessary to inform the debate;

81.2 not be counted in the quorum for that part of the meeting, and

81.3 withdraw during the vote and have no vote on the matter

82. If any question arises as to whether a Trustee has a Conflict of Interest, the question shall be decided by a majority decision of the other Trustees.

Trustees' power to authorise a Conflict of Interest

83. The Trustees may (subject to such terms as they may impose from time to time, and subject always to their right to vary or terminate such authorisation) authorise, to the fullest extent permitted by law.

83.1 any matter which would otherwise result in a Trustee infringing his or her duty to avoid a situation in which he or she has a Conflict of Interest; and

83.2 the manner in which a Conflict of Interest arising out of any Trustee's office, employment or position may be dealt with. For the

avoidance of doubt, Trustees may decide that the Trustee with a Conflict of Interest may participate in the meeting, count in the quorum and vote on the matter provided that when deciding to give such authorisation the provisions of Article 81 shall be complied with;

provided that nothing in this Article 83 shall have the effect of allowing the Trustees to authorise a benefit that is not permitted in accordance with Article 4.

84. If a matter, or office, employment or position, has been authorised by the Trustees in accordance with Article 83 then the Trustee may absent himself or herself from meetings of the Trustees at which anything relating to that matter, or that office, employment or position, will or may be discussed.
85. A Trustee shall not be accountable to the Charity for any benefit which he or she derives from any matter, or from any office, employment or position, which has been authorised by the Trustees in accordance with Article 83 (subject to any limits or conditions to which such approval was subject).
86. When a Trustee has a Conflict of Interest which he or she has declared to the Trustees, he or she shall not be in breach of his or her duties to the Charity by withholding confidential information from the Charity if to disclose it would result in a breach of any other duty or obligation of confidence owed by him or her

Citizens Advice

87. The Charity shall be a member of Citizens Advice and must conform to its membership requirements and to its aims, principles and policies.
88. The Charity and its Trustees shall operate within an equal opportunities framework to achieve its objects and when exercising their powers.

Bank accounts

89. 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

90. Any Secretary appointed by the Trustees may be appointed for such term at such remuneration and upon such conditions as they may

think fit and may be removed by them.

Minutes

91. The Trustees shall ensure minutes are made in books kept for the purpose or electronically (and may appoint a minutes secretary for this purpose):-

91.1 of all appointments of officers made by the Trustees; and

91.2 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 minute, 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 be sufficient evidence of the proceedings

Accounts and reports

92. The members 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.

Annual Return

93. 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

94. 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

95. 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

95.1 the keeping of accounting records for the Charity;

- 95.2 the preparation of annual statements of account for the Charity;
- 95.3 the auditing or independent examination of the statements of account of the Charity,
- 95.4 the transmission of the statements of account of the Charity to the Charity Commission

Communications by and to the Charity

- 96. The following provisions shall apply to communications by and to the Charity:
 - 96.1 a document or information (including any notice) to be given, sent or supplied by or to any person pursuant to the Articles may be given, sent or supplied in hard copy form, in electronic form or (in the case of communications by the Charity) by making it available on a website;
 - 96.2 a document or information (including any notice) may only be given, sent or supplied in electronic form where the recipient has agreed (generally or specifically) that the document or information may be sent in that form and has not revoked that agreement; and
 - 96.3 a document or information (including any notice) may only be given, sent or supplied by being made available on a website if the recipient has agreed (generally or specifically) that the document or information may be sent or supplied in that manner, or if the recipient is deemed to have agreed in accordance with the Companies Acts.
- 97. Without prejudice to the provisions of the Companies Acts, any document or information (including any notice) sent to a member pursuant to the Articles may (as appropriate) be sent to the address as shown in the Charity's register of members (or in the case of documents or information sent by electronic means) to an address specified for the purpose by the member.
- 98. Any document to be served on the Charity or by any member on any officer of the Charity under the Articles may only be served:
 - 98.1 in the case of documents in hard copy form, by sending or delivering them to the Office or delivering them personally to the officer in question; and
 - 98.2 in the case of documents in electronic form, by sending them by electronic means.

- 98.2.1 to an address notified to the members for that purpose;
and
- 98.2.2 from an address previously notified to the Charity by
the member (other than by electronic means) for the
purpose of sending and receiving documents and
information.
99. A member present in person or by proxy 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.
100. In relation to documents or information sent or supplied in
accordance with the Articles.
- 100.1 where the document or information is sent or supplied by post,
service or delivery shall be deemed to be effected at the expiration
of 48 hours after the envelope containing it was posted. In proving
such service or delivery it shall be sufficient to prove that such
cover was properly addressed and posted,
- 100.2 where the document or information is sent or supplied by electronic
means to an address specified for the purpose by the intended
recipient, service or delivery shall be deemed to be effected on the
same day on which it is sent or supplied. In proving such service it
will be sufficient to prove that it was properly addressed;
- 100.3 where the document or information is sent or supplied by means of
a website, service or delivery shall be deemed to be effected when:-
- (a) the material is first made available on the website; or
 - (b) (if later) when the recipient received or is deemed to have
received notification of the fact that the material was available
on the website
101. Without prejudice to Article 100, if any document or information has
been sent or supplied by electronic means and the sender becomes
aware of a failure in delivery (and subsequent attempts to send or
supply such documents or information by electronic means also
result in failure in delivery) the sender shall either:
- 101.1 send or supply a hard copy of such document to the intended
recipient, or
- 101.2 (where applicable) give notice to such recipient in hard copy form of
the availability of the documents or information on a website in
accordance with the Companies Acts.

Indemnity

102. To the extent permitted by the Companies Acts:

102.1 without prejudice to any indemnity to which a Trustee may otherwise be entitled, every Trustee of the Charity shall be indemnified out of the assets of the Charity in relation to any liability incurred by him or her in that capacity; and

102.2 every other officer of the Charity may be indemnified out of the assets of the Charity in relation to any liability incurred by him or her in that capacity.

Trustees' indemnity insurance

103. The Trustees shall have power to resolve pursuant to Article 3.21 to effect trustees' indemnity insurance, despite their interest in such policy

Amendment

104. The Articles may be amended in accordance with the Companies Acts and the Charities Act 1993 (or any statutory re-enactment or modification of those Acts) provided that no amendment shall be made which is inconsistent with the written policies of Citizens Advice

Dissolution

105. If any property remains after the Charity has been wound up or dissolved and all 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 institution or institutions established for exclusively charitable purposes having similar objects to those of the Charity. The institution or institutions which are to benefit may be chosen by the members of the Charity or, subject to any such resolution of the members, by resolution of the Trustees 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

Exclusion of model articles

106 The relevant model articles for a company limited by guarantee are hereby excluded

SCHEDULE

Interpretation

Term	Meaning
"address"	includes a number or address used for the purposes of sending or receiving documents and information by electronic means
"Articles"	these Articles of Association of the Charity
"Citizens Advice"	National Association of Citizens Advice Bureaux (company no. 1436945 and registered charity no. 279057)
"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 and for the avoidance of doubt clear days include weekends and public holidays
"Charity"	Christchurch Citizens Advice Bureau
"Companies Acts"	has the meaning given to it in section 2 of the Companies Act 2006
"Conflict of Interest"	any direct or indirect interest of a Trustee (whether personal, by virtue of a duty of loyalty to another organisation or otherwise) that conflicts, or might conflict with the interests of the Charity
"electronic form" and "electronic means"	have the meanings respectively ascribed to them in the Companies Act 2006
"hard copy" and "hard copy form"	have the meanings respectively ascribed to them in the Companies Act 2006

"Memorandum"	the Memorandum of Association of the Charity
"Office"	the registered office of the Charity
"Secretary"	any company secretary of the Charity including any joint or assistant company secretary
"Trustee and Trustees"	the director and directors as defined in the Companies Acts

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

APPENDIX C

MODEL GOVERNING DOCUMENTS – OCTOBER 2009

- 1 The principal reason for redrafting the model form constitutional documents is the enactment and coming into force of the Companies Act 2006. The Act has been brought into effect in stages and – for all practical purposes – is fully in force as of 1 October 2009.
- 2 In undertaking the redrafting exercise, the opportunity has been taken, where appropriate, to clarify and modernise provisions, and create additional flexibility. At the same time, a number of issues arising out of policy stances taken by the Charity Commission and the enactment and coming into effect of the Charities Act 2006 have been taken into account.
- 3 This note highlights the principal changes and does so in summary form. For simplicity's sake, the note is prepared by reference to the model memorandum and articles of association (non-collaborative). BMIS users of the collaborative models can readily read across the commentary in this note against the relevant collaborative model.
- 4 The most immediately obvious change in the new models is the disappearance of the Memorandum of Association as a document with substantive content. As from 1 October 2009, that document is used merely for the purposes of the incorporation and registration process itself. The Articles of Association now subsume the Memorandum's substantive content – and are commented on at length in the table below (see commentary on Articles 2 – 4 (inclusive) and 104).

As a result, there is a single model form Memorandum of Association for use with all of the model form Articles of Association.

- 5 If BMIS users have any questions, concerns or issues they should contact Bureaux Direct.

Note: references to 'previous wording' are to the provisions in earlier BMIS versions that deal with the same subject-matter. Given the extent of redrafting, and the splitting and reallocation of some previous wording into new or different Articles and sub-Articles, detailed cross-referencing has not been possible.

COMMENTARY ON THE ARTICLES	
	Reason for amendment
2.1	The wording of what was formerly the principal objects clause has been slightly updated and now does not limit the CAB to providing its services in a particular place ("area of benefit"). However, the concept of a principal area of benefit is retained and this is relevant for the CAB's

	membership agreement with Citizens Advice
	Any amendments to this Article requires Charity Commission consent
2 2	<p>The definition of charity in the Charities Act 2006 applies only to England and Wales. In Scotland the Charities and Trustees Investment (Scotland) Act 2005 introduced a slightly different definition of charity. The purpose of the drafting here is therefore to ensure that the definition of "charitable" complies with the Scottish definition as well. This provision will only be appropriate if a Charity is registering with the Office of the Scottish Charity Regulator.</p> <p>This provision will enable a CAB to be registerable in Northern Ireland also (if appropriate) when legislation there is brought into force.</p> <p>Any change to adopt this Article requires Charity Commission consent</p>
3 1	This Article makes it clearer that the CAB may <i>assist in the provision of</i> Citizens Advice services and outlets in addition to the existing power to establish and provide such services and outlets
3 2, 3 3, 3 4, 3 5	<p>The new Articles 3 2 and 3 3 aim to simplify the previous wording in respect of the money/other property the CAB may accept by way of gifts and fundraising.</p> <p>The new Article 3 4 clarifies the CAB's power to trade. It states that the CAB may trade if the trading is in furtherance of its charitable objects or where the trade is not expected to give rise to taxable profits.</p> <p>Article 3 5 adds a power for the CAB to incorporate subsidiary trading companies. This is necessary where a CAB intends to carry out trading activities which are not in direct pursuit of its charitable objects. This type of activity may not be carried out by the CAB itself (so far as it may give rise to taxable profits) and must therefore be carried out by a trading company.</p>
3 6 - 3 9	The new text aims to simplify and modernise the previous wording. There is no substantive change.
3 10	This provision links with the new provisions at Article 4. See below for comments on Article 4.
3 11 and 3 12	The previous wording has been amended to simplify and modernise it. There is no substantive change.
3 13	This is a new power added to permit the CAB to make grants and loans and to give credit or take security in this respect.
3 14	This Article (together with Article 3 15) replaces the previous wording. There is no substantive change.
3 15	See above.
3 16	The new power at Article 3 16 permits the Charity to carry out campaigning and political activities in line with Charity Commission guidance. It was thought that, as seeking to influence central government and local government is an important aspect of CAB work, an express power should be included.
3 17	This Article has been amended for clarity.

3 18	See comments on Article 3 12 above, with which this wording was previously linked
3 19, 3 20, 3 21, 3 22	These Articles (which have been brought into line with Charity Commission policies on indemnification) enable indemnity insurance to be provided for other "officers" of the Charity as well as trustees
4	<p>This Article has been amended because Citizens Advice Bureaux sometimes have trustees who are connected with employees of the CAB or with people who provide services to the CAB. This Article permits that situation. However, note that</p> <ul style="list-style-type: none"> • There are <u>strict</u> limitations on the use of this power • As the footnotes to Article 4 2 7 make clear, if a CAB wishes to adopt the first alternative wording, it will need Charity Commission consent. That consent will not necessarily be forthcoming and the trustees will need to make a case to the Commission as to why this power is appropriate for the CAB. The Commission is likely to point out that this Article, in some respects only, goes further than the statutory authority for remuneration of trustees and connected people. Although the statute does not permit payment for employment, such payments can be made if the Articles allow them. <p>The definition of "connected person" has been updated to comply with the Companies Act 2006 definition.</p> <p>The new wording also permits payments to be made to trustees under the indemnity given at Article 101.</p>
6	The wording has been simplified and it has been made clearer that a member organisation can replace its representative at will
12	This Article has been amended to make it clear that a member who dies (or being an organisation, ceases to exist) ceases to be a member
16 & 17	<p>The length of notice required to call a general meeting has been shortened from 21 to 14 days under the Companies Act 2006. Article 16 has been amended to reflect this change.</p> <p>In addition, all general meetings (including annual general meetings) may be called on shorter notice if agreed by 90%, rather than 95% of the members entitled to attend and vote (Article 17).</p>
18	The wording of article 18 has been amended because under the Companies Act 2006 every member of a company has a statutory right to appoint a proxy to attend, speak and vote on their behalf at a members' meeting. The Companies Act 2006 also states that members must be notified of this right. The position prior to these changes was that a member only had the right to appoint a proxy if this right was contained in a company's Articles.
19	It was thought that the previous wording's requirement to give notice of meetings to 'patrons or honorary officers' was inappropriate as such posts are not mentioned elsewhere in the Articles. The requirement therefore no longer appears.

27	<p>References to "Chair" have here and elsewhere been changed to "chair of the meeting" where appropriate, recognising that the chair of a meeting will not necessarily be the generally appointed chair of the CAB</p> <p>Article 27 3 has been added because the Companies Act 2006 now gives greater rights to members to demand polls at general meetings</p>
34	<p>The Companies Act 2006 does not permit the chair of a members' meeting to have a casting vote. This rule applies to all companies incorporated after 1 October 2007</p> <p>However:</p> <p>Companies which were incorporated before 1 October 2007 with a provision in their Articles which permits the chair to have a casting vote are not required to remove this provision</p> <p>Companies which had such a provision in their Articles prior to 1 October 2007 but have since removed it are permitted to revert to the original position</p> <p>Each CAB using the model Articles should therefore consider whether it is entitled to include a chair's casting vote. If it is permitted to do so it should include the new Article 35 wording set out in the footnote and renumber the remaining Articles accordingly</p>
34 (cont'd)	<p>Wording has been added to clarify how voting works on a show of hands and on a poll</p>
38	<p>The proxy appointment form and other Articles relating to proxies have been amended so that they are simpler and clearer</p>
42	<p>Article 42 has been amended so that it is no longer possible for new trustees to be nominated by member organisations. It is considered best practice that trustees should either be elected or co-opted, albeit that they may be put forward by member organisations</p>
47-54	<p>These Articles are not new but have been moved to this point because they fit in more logically here. The opportunity has also been taken to remove irrelevant provisions</p>
54 6	<p>A new power for trustees to resolve to remove other trustees from office has been included. Boards can sometimes be beset by internal disputes and in some cases it may be necessary to allow the trustees to take this action in the interests of the CAB. Although only a simple majority resolution is required, there are safeguards against misuse in that</p> <ul style="list-style-type: none"> • at least half the trustees must be present at the relevant meeting, and • the trustee must be given reasons and allowed to make representations
63	<p>The previous Article did not take account of the common practice of some Citizens Advice Bureaux to elect a person as <i>Chair</i> at the AGM. This Article now gives the trustees power to appoint one of their number to that office only if the members have made no appointment.</p>

	<p>The new Article also makes it clear that the trustees have power to remove from office by a simple majority vote any person they have appointed. Note that this does not allow the trustees to remove a person as <i>trustee</i> (there are separate powers for that) nor to remove from office a chair appointed by the members</p>
77	<p>New Article 77 provides for trustee resolutions to be approved by email provided the provisions in this Article are complied with</p>
79-85	<p>New provisions about the management of conflicts of interest amongst the trustees have been added here</p> <p>These new provisions follow the new statutory provisions on conflicts of interest in the Companies Act 2006</p>
95-100	<p>The Companies Act 2006 introduced a number of new provisions regarding the way in which a company can communicate with its members. These Articles take advantage of these new rights and provide that communication between the CAB and its members may be carried out via email and the internet provided the relevant conditions are complied with. Articles 99 and 100 also deal with the timeframe within which delivery is deemed to occur in respect of each method of communication and how to deal with a failure of delivery in respect of electronic communications</p> <p>Note that it is not possible to make use of all these provisions without taking further steps to obtain members' consent</p>
101	<p>The previous wording of this Article limited the indemnity provided to the trustees and other officers to the situations set out in the Article (in line with what was then permitted by the Companies Acts). The Companies Act 2006 permits a wider indemnity to be provided and the amendments to this Article take advantage of this by providing the trustees and other officers with the fullest indemnity permitted under the Companies Act 2006</p> <p>Any change to adopt this Article requires Charity Commission consent</p>
104	<p>This Article (like Articles 2 – 5 (inclusive)) was formerly part of the Memorandum of Association. Two amendments have been made. The first, of a drafting nature, makes this model appropriate for charities registering with the charity regulators in Scotland and/or Northern Ireland</p> <p>The second allows the trustees to determine the recipient of surplus assets on winding up if the members do not decide that</p>
105	<p>The Companies Act 2006 provides that model Articles prepared under the Act apply except to the extent that they are excluded. This Article therefore excludes the statutory prescribed models</p>
Schedule	<p>The definitions have been updated to</p> <ul style="list-style-type: none"> • include up-to-date references to the Companies Act 2006, • define "Conflict of Interest," a term used in Articles 79 – 85, and • introduce definitions which assist with new electronic communications provisions