

CITIZENS ADVICE SHROPSHIRE

SPECIAL RESOLUTION FOR AGM TO BE HELD AT 7.00PM ON 7TH FEBRUARY 2007
AT THE WILFRED OWEN ROOM, SHIREHALL, ABBEY FOREGATE, SHREWSBURY

Preamble:

The charity and company's original Memorandum and Articles of Association were adopted in 2000, and amended upon the amalgamation of Bureaux in 2004.

The Trustee Board has reviewed the governance of the company and recommends that the Memorandum and Articles of Association should be revised and updated to take account of electronic communications and to make them "fit for purpose" to manage the current operations of the charity and company. The proposed amendments to the Memorandum and Articles of Association are broadly in line with the model provided by Citizens Advice and the Charities Commission has been consulted.

The Trustee Board of Citizens Advice Shropshire therefore recommends that the members pass the following special resolution;

Resolution

"That the Memorandum and Articles of Association of Citizens Advice Shropshire be amended to read as per the attached document reference CAS M&AA Feb 07"



Company Number: 4099352

The Companies Acts 1985 and 1989

**COMPANY LIMITED BY GUARANTEE
AND NOT HAVING SHARE CAPITAL**

**MEMORANDUM AND ARTICLES
OF ASSOCIATION**

CITIZENS ADVICE SHROPSHIRE

Incorporated on 31 October 2000

The Companies Acts 1985 and 1989

Company Limited by Guarantee and not having a Share Capital

Memorandum of Association of:

Citizens Advice Shropshire

THURSDAY

A10

COMPANIES HOUSE
REGISTERED
15/02/2007
COMPANIES HOUSE

678

1. Name

- 1.1 The name of the company is Citizens Advice Shropshire ("the Charity").

2. Registered Office

- 2.1 The Registered Office of the Charity will be situated in England and Wales.

3. Objects

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

4. Powers

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

- 4.1 Power to establish and provide Citizens Advice Bureau services and outlets supplying a free, independent, confidential and impartial service of advice, information and counsel for the public.
- 4.2 Power to obtain, collect and receive money and funds by way of contribution, donations, legacies, grants and any other lawful method. It can also accept and receive gifts of property of any description (whether subject to any special trusts or not) provided that the Charity does not carry out any substantial and permanent trading activities for the purpose of raising funds and shall conform to any relevant requirements of the law.
- 4.3 Power to buy, take on lease or in exchange any property necessary for the achievement of the objects and to maintain and equip it for use.
- 4.4 Power to sell, lease or dispose of all or part of the Charity's property but only in accordance with the restrictions imposed by the Charities Act 1993 (or any statutory re-enactment or modification of that Act).

- 4.5 Power to borrow money and to give security for loans but only in accordance with the restrictions imposed by the Charities Act 1993 (or any statutory re-enactment or modification of that Act).
- 4.6 Power to employ such staff (who shall not be members of the Trustee Board) as are necessary for the proper pursuit of the objects and to make all reasonable and necessary provision for the payment of pensions and superannuation for staff and their dependants.
- 4.7 Power to recruit such volunteer workers (who shall not be members of the Trustee Board) as are necessary for the proper pursuit of the objects.
- 4.8 Power to work with other charities, voluntary bodies and statutory authorities that have the same or similar purposes as the Charity and exchange information and advice with them.
- 4.9 Power to establish or support any charitable trusts, associations or institutions formed for all or any of the objects.
- 4.10 Power to appoint and constitute such advisory committees as the Trustee Board may think fit.
- 4.11 Power to procure to be written, and print, publish, issue and circulate gratuitously or otherwise any reports or periodicals, books, pamphlets, leaflets and other documents, audio and video tapes and discs, computer discs, films and any other instructional matter.
- 4.12 Power to arrange and provide or join in arranging and providing for the holding of exhibitions, meetings, lectures and classes.
- 4.13 Power to promote, encourage or undertake organised research and experimental work and make available the results of such research.
- 4.14 Power to join any other charitable institution and to become responsible for the assets, liabilities and contracts of any such institution or transfer the assets, liabilities and contracts of the Charity to such institution.
- 4.15 Power to invest or deposit funds in any lawful manner whilst having regard to the suitability of investments and the need for diversification.
- 4.16 Power 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.
- 4.17 Power to provide indemnity insurance to cover the liability of the Trustees 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 knew to be a breach of trust or breach

of duty or which was committed by the Trustees 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 in their capacity as Trustees of the Charity; and

- 4.18 Power to do all such other lawful things which promote or help to promote the objects.

5. Limitation of Private Benefits

- 5.1 Subject to the provisions of sub-clauses 5.2. & 5.3, the income and property of the Charity shall be applied solely towards the promotion of its objects set out in this Memorandum. No part shall be paid or transferred directly or indirectly to members of the Charity for any services given to the Charity with the exception of reasonable travelling and other out of pocket expenses properly incurred in carrying out the duties of any member or officer of the Charity.

- 5.2 No member of the Trustee Board and no connected person shall acquire any interest in property belonging to the Charity (otherwise than as a Trustee for the Charity) or receive remuneration or be interested in any way (otherwise than as a member of the Trustee Board) in any contract entered into by the Charity

provided this does not exclude:

- a. the payment of reasonable out of pocket expenses incurred on behalf of the Charity;
- b. the payment of fees or the giving of other benefits to any company of which a Trustee is also a member holding not more than 1/100th part of the capital;
- c. interest at a reasonable rate on money lent to the Charity;
- d. a reasonable rent or hiring fee for property let or hired to the Charity; or
- e. reasonable and proper premiums in respect of indemnity insurance effected in accordance with clause 4.17 of this Memorandum.

(For the purpose of this sub-clause "connected person" means the spouse, child, parent, grandparent, grandchild, brother, sister or other person in a relationship with a Trustee Board member which may reasonably be regarded as equivalent to such a relationship or any company or business controlled or managed by a Trustee).

- 5.3 Any member of the Trustee Board, who is nominated by a member organisation or who is in any way connected to a member organisation or body giving funds to or contracting with the Charity, is first and foremost a member of the Trustee Board and therefore must represent

the interests of the Charity when acting as a Trustee even if this conflicts with the policies of the organisation or body by which s/he is nominated or to which s/he is connected.

6. Limited Liability

6.1 The liability of the members is limited.

6.2 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:-

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

7. Amendment

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

8. Dissolution

8.1 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 members of the Charity. It shall instead be given or transferred to some other charitable institution or institutions having similar objects to those of the Charity and which prohibit the distribution of its or their income and property among its or their members to an extent at least as great as Clause 5 of this Memorandum imposes upon the Charity. The institution or institutions which are to benefit shall be chosen by the members of the Charity at or before the time of winding up or dissolution. A copy of the statement of accounts, or account and statement for the final accounting period of the Charity must be sent to the Charity Commission.

9. Definitions

Words and phrases which are defined in the Articles of Association of the Charity have the same meaning when used in this Memorandum unless the context requires otherwise.

We, the Subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum.

Names and addresses of Subscribers

Michael Harold Jonah Peters
The Grove
Station Road
Whittington
Oswestry
SY11 4DA

David Graeme Preston
36 Lythwood Road
Bayston Hill
Shrewsbury
SY3 0NA

John Roger Hall
13 Port Hill Gardens
Shrewsbury
SY3 8SH

Dated 6 July 2000

Witness to the above Signatures:-

Elizabeth Jane Warren
Oakland
Mill Lane
Hanwood
Shrewsbury
SY5 8LT

The Companies Acts 1985 and 1989

Company Limited by Guarantee and not having a Share Capital

Articles of Association of:

Citizens Advice Shropshire

Interpretation

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

Term	Meaning
"Act"	the Companies Act 1985 including any statutory modification or re-enactment for the time being in force
"address"	in relation to electronic communications includes any number or address used for the purpose of such communication
"Articles"	these Articles of Association of the Charity
"clear days"	in relation to the period of a notice, that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect and for the avoidance of doubt clear days include weekends and public holidays
"Charity"	Citizens Advice Shropshire
"electronic communication"	has the meaning ascribed to it in the <i>Electronic Communications Act 2000</i>
"electronic signature"	has the meaning ascribed to it in the <i>Electronic Communications Act 2000</i>
"in writing"	means written, printed or transmitted writing including by electronic communication
"Memorandum"	the Memorandum of Association of the Charity

"Citizens Advice"	National Association of Citizens Advice Bureaux (company no. 1436945 and registered charity no. 279057)
"Office"	the Registered Office of the Charity
"Secretary"	the company secretary of the Charity
"signed"	includes electronic signatures
"Trustee and Trustees"	the director and directors as defined in the Act

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

Membership

3. In addition to the subscribers to the Memorandum the Charity may admit into membership:
 - a. individuals (over the age of 18 years) who are interested in furthering the work of the Charity and who are not paid workers of the Charity; and
 - b. any body corporate or unincorporated association which is interested in furthering the Charity's work and is admitted to membership in accordance with Article 5 (any such body being called in these Articles a "member organisation").
4. The Trustee Board may establish criteria for membership and make regulations governing the admission of members.
5. 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.
6. Each member organisation shall notify the Secretary 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.
7. 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.

8. The Charity shall maintain a Register of Members in which shall be recorded 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.
9. Membership cannot be transferred to anyone else and ceases automatically if the member (or its appointed representative, in the case of a member organisation) fails to attend two successive Annual General Meetings without notifying to the Secretary his or her intention to remain a member.
10. 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

11. The Charity shall hold an Annual General Meeting within 18 months of incorporation and afterwards once in each calendar year. Not more than 15 months shall pass between the date of one Annual General Meeting and the next. It shall be held at such time and place as the Trustees shall think suitable.

Other General Meetings

12. 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 Act.

Length of Notice

13. Unless Article 14 applies, an Annual General Meeting and a General Meeting called to pass a special resolution or a resolution appointing a person as a Trustee shall be called by at least 21 clear days' written notice and any other General Meeting shall be called by at least 14 clear days' written notice.
14. A General Meeting may be called by shorter notice if it is so agreed:-
 - a. in the case of an Annual General Meeting, by all the members entitled to attend and vote at that meeting; and
 - b. in the case of any other General Meeting, by at least 95% of the members entitled to attend and vote at that meeting.

Contents of Notice

15. Every notice calling a General Meeting shall specify the place, day and time of the meeting, the address of the Registered Office of the Charity and the general nature of the business to be transacted. In the case of an Annual General Meeting, the notice shall in addition specify the meeting as such. If a special resolution is to be proposed, the notice shall contain a statement to that effect.

Service of Notice

16. Notice of General Meetings shall be given to every member and to the Trustees, Citizens Advice, any President, Patron or honorary officer and to the auditors of the Charity.

Public Notice

17. 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.
18. Anyone over the age of 18 who lives or works in the Charity's area of benefit, or 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)

19. No business shall be transacted at any meeting unless a quorum is present. Ten persons entitled to vote upon the business to be transacted, each being a member or a duly authorised representative of a member organisation or ten percent of the total membership, whichever is the greater, shall be a quorum.
20. If such a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Trustees may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present in person shall be a quorum.
21. 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.
22. The President, or the Chair of the Trustee Board, in that order, shall be the Chair of each General Meeting. In their 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.

23. 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.
24. A resolution put to the vote of a meeting shall be decided on a show of hands unless before or on the declaration of the result of the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:-
 - a. by the Chair; or
 - b. by at least two members having the right to vote at the meeting.
25. Unless a poll is duly demanded a declaration by the Chair that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
26. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the Chair and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.
27. A poll shall be taken as the Chair directs and he or she may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
28. In the case of an equality of votes, whether on a show of hands or on a poll, the Chair shall be entitled to a casting vote in addition to any other vote he or she may have.
29. A poll demanded on the election of the Chair or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the Chair directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.

30. 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.
31. 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

32. Every member present in person shall have one vote.
33. 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.
34. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the Chair whose decision shall be final and binding.
35. 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 at the Office 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

Trustees

36. The first Trustees shall be those persons named in the statement delivered pursuant to section 10(2) of the Act. Future Trustees shall be appointed as provided subsequently in these Articles.
37. The maximum number of Trustees shall be twenty-four and the minimum shall be ten, being either:
 - a. elected at the Annual General Meeting (there being no more than sixteen such elected trustees in total), and who shall hold office from the conclusion of that meeting

or:-

b. nominated by member organisations

or:-

c. co-opted by the Trustee Board

providing that on appointment the total number of co-opted and nominated Trustees does not exceed one third of the total number of Trustees.

38. Each appointment of a co-opted or nominated Trustee shall be made at an ordinary 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.
39. 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.
40. All nominated or co-opted Trustees shall retire from office at the third Annual General Meeting following the ordinary meeting of the Trustee Board at which they were appointed but may then be elected or re-appointed.+
41. At each of the first three Annual General Meetings following incorporation one third of the originally elected Trustees shall retire in rotation but may be re-elected.
42. At the ordinary meeting of the Trustee Board immediately preceding the Annual General Meeting, the Trustee Board shall (if applicable):
 - review member organisations; and
 - consider:
 - a. any application for representation on the Trustee Board from any member organisation;
 - b. any proposal from a Trustee to offer representation on the Trustee Board to any member organisation.

Any proposal from a Trustee to offer representation to a member organisation can be voted on. If this motion is passed by a majority of at least two-thirds of the Trustees present, the Trustee Board shall decide how long the organisation can be represented for (providing the period of representation does not exceed that specified in Article 40) and invite it to nominate a representative.

Powers of trustees

43. Subject to the provisions of the Act, the Memorandum and the Articles, the business of the Charity shall be managed by the Trustees who may exercise all the powers of the Charity. No alteration of the Memorandum or Articles shall invalidate any prior act of the Trustees which would have been valid if that alteration had not been made. The powers given by this Article shall not be limited by any special power given to the Trustees by the Articles and a meeting of Trustees at which a quorum is present may exercise all powers exercisable by the Trustees.

Regulations

44. The Trustees shall have power from time to time to make, repeal or alter regulations as to the management of the Charity and its affairs, as to the duties of any officers or employees of the Charity, as to the conduct of business by the Trustees or any committee 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 Memorandum or the Articles.

Delegation of trustees' powers

50. The Trustees may appoint any person to be the agent of the Charity for such purposes and on such conditions as they determine.
51. 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

52. In the case of delegation of functions and duties to committees:
- 52.1 the resolution making that delegation shall specify those who shall serve or be asked to serve on such committee (although the resolution may allow the committee to make co-options up to a specified number);
- 52.2 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;
- 52.3 all delegations under this Article shall be revocable at any time;
- 52.4 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

- 52.5 no committee shall incur expenditure on behalf of the Charity except in accordance with a budget which has been approved by the Trustees.
53. 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 day-to-day management powers

54. In the case of delegation of the day-to-day management of the Charity to a chief executive or other manager or managers:
- 54.1 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;
- 54.2 the Trustees shall provide the manager with a description of his or her role and the extent of his or her authority; and
- 54.3 the manager shall report regularly to the Trustees on the activities undertaken in managing the Charity and provide them regularly with management accounts sufficient to explain the financial position of the Charity.

Appointment and retirement of trustees

55. 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 executed by a member qualified to vote at the meeting has been given to the Charity of the intention to propose that person for election or re-election stating the particulars which would, if he or she were so elected or re-elected, be required to be included in the Charity's Register of Trustees together with notice executed by that person of his or her willingness to be elected or re-elected.
56. 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.
57. 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 as a group on a single vote.

58. 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 end of the meeting.
59. No person may be elected, co-opted or appointed as a Trustee:
- a. under the age of 18 years; or
 - b. if he or she is a paid or volunteer worker at any bureau operated by the Charity;
 - c. unless he or she is a member (or duly appointed representative of a member organisation) of the Charity; or
 - d. 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.
 - e. If he or she is an elected member of a public authority which funds or may fund the charity
60. 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.
61. 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).

Disqualification and removal of Trustees

62. The office of a Trustee shall be vacated if he or she:
- a. is disqualified from acting as a member of the Trustee Board by virtue of Section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
 - b. becomes incapable by reason of mental disorder, illness or injury of managing and carrying out her/his own affairs;
 - c. is absent from three consecutive Trustee Board meetings and the Trustee Board resolve that her/his office be vacated;
 - d. acts in contravention of the duties and responsibilities stated in the Trustee Contract and the Trustee Board resolve that her/his office be vacated,

- e. notifies to the Trustee Board a wish to resign by giving at least one month's notice in writing to the Secretary 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);
- f. ceases to be a member or duly appointed representative of a member organisation 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. At the first meeting following the Annual General Meeting, the Trustee Board shall elect from its number a Chair and Treasurer and may elect one of its number to be Vice Chair. 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 the office previously held.
- 66. The Trustee Board may appoint and remove a President and any such other patrons and honorary officers as it may think appropriate from time to time. 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 any bureau operated by the Charity. No such person (except the Secretary if not a Trustee) shall be paid or volunteer workers who work at any bureau operated by 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 quarter 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 shall have a second or casting vote.
75. The continuing Trustees or a sole continuing Trustee may act notwithstanding any vacancies in their number but, if and so long as the number of Trustees is less than the number fixed as a quorum, the Trustees may act for the purpose of increasing the number of Trustees to that number or of summoning 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 all the Trustees or committee members entitled to vote upon 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 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

79. Whenever a Trustee or committee member has a personal interest in a matter to be discussed at a meeting, and whenever such a person has an interest in another organisation whose interests are reasonably likely to conflict with those of the Charity in relation to a matter to be discussed at a meeting, he or she must:
- 79.1 declare an interest before discussion begins on the matter;
 - 79.2 withdraw from that part of the meeting unless expressly invited by the Chair to remain;
 - 79.3 in the case of personal interests not be counted in the quorum for that part of the meeting;
 - 79.4 in the case of personal interests withdraw during the vote and have no vote on the matter.

General

Citizens Advice

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

Bank accounts

82. 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

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

Minutes

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

- a. of all appointments of officers made by the Trustees; and
- b. of all proceedings at meetings of the Charity and of the Trustees, and of committees of Trustees, including the names of the Trustees present at each such meeting;

and any such 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, as against any member or Trustee of the Charity, be sufficient evidence of the proceedings.

Accounts and reports

85. The Charity may in General Meeting impose reasonable restrictions as to the time at which and the manner in which the statutory books and accounting records of the Charity may be inspected by the members but subject thereto the statutory books and accounting records shall be open to inspection by the members during usual business hours.

Annual Return

86. 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

87. 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

88. The Trustee Board shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to:

- a. the keeping of accounting records for the Charity;
- b. the preparation of annual statements of account for the Charity;
- c. the auditing or independent examination of the statements of account of the Charity;

- d. the transmission of the statements of account of the Charity to the Charity Commission.

Notices

89. Any notice to be given to or by any person pursuant to the Articles shall be in writing except that a notice calling a meeting of the Trustees need not be in writing if a written notice would not be practical because circumstances require a meeting to be convened urgently.
90. The Charity may give any notice to a member either personally, by fax to a number provided for that purpose, by electronic communication to an address provided for that purpose or by sending it by post in a prepaid envelope addressed to the member at his or her registered address or by leaving it at that address.
91. A member present at any meeting of the Charity shall be deemed to have received notice of the meeting and, where requisite, of the purpose for which it was called.
92. Proof that an envelope containing a notice was properly addressed, prepaid and posted or that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given. A notice shall, unless the contrary is proved, be deemed to have been received 48 hours after the envelope containing it was posted or in the case of a fax or an electronic communication at the expiration of 48 hours after the time it was transmitted.

Indemnity

93. Subject to the provisions of the Act but without prejudice to any indemnity to which a Trustee may otherwise be entitled, every Trustee or other officer of the Charity shall be indemnified out of the assets of the Charity against all costs charges expenses or liabilities incurred by him or her:
 - (a) in defending any civil or criminal proceedings in which judgment is given in his or her favour or in which he or she is acquitted; and
 - (b) in connection with any application in which relief from liability is granted to him or her by the court

where such proceedings or application arise as a result of any actual or alleged negligence, default, breach of duty or breach of trust in relation to the Charity.

Trustees' indemnity insurance

94. The Trustees shall have power to resolve pursuant to clause 4.17 of the Memorandum to effect trustees' indemnity insurance, despite their interest in such policy.

Winding-up

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

Names and addresses of Subscribers

Michael Harold Jonah Peters
The Grove
Station Road
Whittington
Oswestry
SY11 4DA

David Graeme Preston
36 Lythwood Road
Bayston Hill
Shrewsbury
SY3 0NA

John Roger Hall
13 Port Hill Gardens
Shrewsbury
SY3 8SH

Dated 6 July 2000

Witness to the above Signatures:-

Elizabeth Jane Warren
Oakland
Mill Lane
Hanwood
Shrewsbury
SY5 8LT