



Resolution for Extraordinary General Meeting
of Citizens Advice Buckinghamshire Limited

Company Number 06693405

Articles of Association – Special Resolution Agreed 10 May 2023

2009 Articles – to be removed

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 Buckinghamshire and surrounding areas.

2.2 [In these Articles "charitable" does not include any purpose that is not charitable in accordance with any statutory provision regarding the meaning of the word "charitable" or the words "charitable purposes" in force in any part of the United Kingdom.]

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 [goods or services] [services (and goods connected with those services)][1] supplied to the Charity ([including] [excluding])[2] 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.

Dissolution

104. 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.”

2021 Charity Commission Approved articles – to be adopted

Objects

4. The charity’s objects (‘Objects’) are specifically:

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 [] and surrounding areas.

7. Benefits and payments to charity directors and connected persons

1. General provisions

No director or connected person may:

(a) buy any goods or services from the charity on terms preferential to those applicable to members of the public;

(b) sell goods, services, or any interest in land to the charity;

(c) be employed by, or receive any remuneration from, the charity;

(d) receive any other financial benefit from the charity;

unless the payment is permitted by sub-clause (2) of this article, or authorised by the court or the prior written consent of the Charity Commission has been obtained.

In this article a ‘financial benefit’ means a benefit, direct or indirect, which is either money or has a monetary value.

2. Scope and powers permitting directors’ or connected persons’ benefits

- (a) A director or connected person may receive a benefit from the charity as beneficiary provided that a majority of the directors do not benefit in this way.
- (b) A director or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the charity where that is permitted in accordance with, and subject to the conditions in, sections 185 and 186 of the Charities Act 2011.
- (c) Subject to sub-clause (3) of this article a director or connected person may provide the charity with goods that are not supplied in connection with services provided to the charity by the director or connected person.
- (d) A director or connected person may receive interest on money lent to the charity at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).
- (e) A director or connected person may receive rent for premises let by the director or connected person to the charity. The amount of the rent and the other terms of the lease must be reasonable and proper. The director concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
- (f) A director or connected person may take part in the normal trading and fundraising activities of the charity on the same terms as members of the public.

3. Payment for supply of goods only – controls

The charity and its directors may only rely upon the authority provided by sub-clause (2)(c) of this article if each of the following conditions is satisfied:

- (a) The amount or maximum amount of the payment for the goods is set out in an agreement in writing between the charity or its directors (as the case may be) and the director or connected person supplying the goods ('the supplier') under which the supplier is to supply the goods in question to or on behalf of the charity.
- (b) The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.
- (c) The other directors are satisfied that it is in the best interests of the charity to contract with the supplier rather than with someone who is not a director or connected person. In reaching that decision the directors must balance the advantage of contracting with a director or connected person against the disadvantages of doing so.
- (d) The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the charity.

(e) The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of directors is present at the meeting.

(f) The reason for their decision is recorded by the directors in the minute book.

(g) A majority of the directors then in office are not in receipt of remuneration or payments authorised by article 7 (for the purpose of this sub-clause a calculation of the “majority of the directors” shall include both the directors who are themselves in receipt of payments

from the charity, and directors who have connected persons who are in receipt of payment from the charity).

4. In sub-clauses (2) and (3) of this article:

(a) ‘charity’ includes any company in which the charity:

(i) holds more than 50% of the shares; or

(ii) controls more than 50% of the voting rights attached to the shares; or

(iii) has the right to appoint one or more directors to the board of the company.

(b) ‘connected person’ includes any person within the definition in article 61 ‘Interpretation’

60. Dissolution

1. The members of the charity may at any time before, and in expectation of, its dissolution resolve that any net assets of the charity after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the charity be applied or transferred in any of the following ways:

(a) directly for the Objects; or

(b) by transfer to any charity or charities for purposes similar to the Objects; or

(c) to any charity or charities for use for particular purposes that fall within the Objects.

2. Subject to any such resolution of the members of the charity, the directors of the charity may at any time before and in expectation of its dissolution resolve that any net assets of the charity after all its debts and liabilities have been paid,

or provision made for them, shall on or before dissolution of the charity be applied or transferred:

- a. directly for the Objects; or
- b. by transfer to any charity or charities for purposes similar to the Objects; or
- c. to any charity or charities for use for particular purposes that fall within the objects.

3) In no circumstances shall the net assets of the charity be paid to or distributed among the members of the charity (except to a member that is itself a charity) and if no resolution in accordance with article 60 (1) is passed by the members or directors the net assets of the charity shall be applied for the charitable purpose as directed by the Court or the Commission.