COMPANIES ACTS 1985 AND 2006

NAME OF COMPANY

Company number 02258106

Charity number 700481

SPECIAL RESOLUTION
TO AMEND THE MEMORANDUM
AND ARTICLES OF ASSOCIATION OF THE COMPANY

TO BE PASSED AT A GENERAL MEETING OF THE COMPANY HELD ON THE

20 January 2011 (DATE) AT

5-30 - 7-30 pm TOWN HALL CHESTERFIELD. (TIME AND PLACE)

Having received the written consent of the Charity Commission to amend the objects, trustee benefit and dissolution clauses in the memorandum of association, the members resolved that

1 the attached memorandum of association be adopted as the memorandum of association of the Charity in substitution for and to the exclusion of the existing memorandum of association (which, by virtue of the Companies Act 2006 is deemed to be included in the provisions of the amended articles of association of the Charity)

2 the attached articles of association be adopted as the articles of association of the Charity in substitution for and to the exclusion of the existing articles of association (which, by virtue of the Companies Act 2006 are deemed to include the provisions of the amended memorandum of association of the Charity)

Signed ... L. R. Moore ... Chairperson/Trustee

Date 20-01-2011

A COPY OF THIS RESOLUTION, ONCE PASSED, MUST BE FILED WITH THE REGISTRAR OF COMPANIES WITHIN 15 DAYS AFTER THE DATE OF THE MEETING

SATURDAY
AG5QMR75
A25 29/01/2011 344
COMPANIES HOUSE

COMPANIES ACTS 1985, 1989 AND 2006
COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION OF CHESTERFIELD CITIZENS ADVICE BUREAU
Incorporated on the 13th May 1988 and
amended by special resolutions on 20th January 2011

Clauses 1 to 8 of this Memorandum of Association are deemed to have been deleted and transferred as amended to the Articles of Association of the company by virtue of the provisions of section 8 of the Companies Act 2006

WE, the several persons whose names, addresses and descriptions are written below, are desirous of being formed into a company in pursuance of this Memorandum of Association

Councillor Kevin Taylor
11 Cavendish Street North
Old Whittington
Chesterfield S41 9DH

Chairman of Chesterfield Citizens Advice Bureau

Daphne Wing
10 Imperial Road
Matlock
Derbyshire
DATED

Chief Executive, Chesterfield Citizens Advice Bureau

DATED this 12th day of February one thousand nine hundred and eighty-eight

WITNESS to the above signatures -

MICHAEL RICE
Honorary Solicitor,
Chesterfield Citizens Advice Bureau,
Deputy Town Clerk,
Chesterfield Borough Council

The Companies Act 2006
Company Limited by Guarantee and not having a Share Capital

Articles of Association of Chesterfield Citizens Advice Bureau incorporated on the 13th May 1988 and amended by special resolution on the 20th January 2011

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 the Borough of Chesterfield District Council, Northeast Derbyshire District Council and Bolsover District Council and surrounding areas.

2.1 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.

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) 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.

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 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: ... ..."

40.1 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:

40.2 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;

40.3 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

40.4 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

41. The first Trustees shall be those persons notified to the Registrar of Companies as the first directors of the Charity.

42. The maximum number of Trustees shall be fifteen and the minimum shall be three, being either:

42.1 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:-

42.2 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.

43. 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.

44. 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.

45. 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.

46. 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.

47. 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.

48. 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.

49. 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.

50. 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.

51. No person may be appointed as a Trustee:

51.1 under the age of 18 years; or

51.2 if he or she is a paid or volunteer worker at any bureau operated by the Charity;

51.3. unless he or she is a member (or duly appointed representative of a member organisation) of the Charity; or

51.4 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.

52. 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.

53. 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).

54. The office of a Trustee shall be vacated if he or she:

54.1 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);

54.2 becomes incapable by reason of mental disorder, illness or injury of managing and carrying out her/his own affairs;

54.3 is absent without the permission of the Trustee Board from three consecutive meetings and the Trustee Board resolves that her/his office be vacated;

54.4 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);

54.5 ceases to be a member or duly appointed representative of a member organisation of the Charity; or if

54.6 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

55. 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

56. 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

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

58. 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

59. In the case of delegation of functions and duties to committees:

59.1 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);

59.2 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;

59.3 all delegations under this Article shall be revocable at any time;

59.4 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

59.5 no committee shall incur expenditure on behalf of the Charity except in accordance with a budget which has been approved by the Trustees.

60. 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

61. In the case of delegation of the day-to-day management of the Charity to a chief executive or other manager or managers:

61.1 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;

61.2 the Trustees shall provide the manager with a description of his or her role and the extent of his or her authority; and

61.3 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

62. 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

63. 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.

64. 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.

65. 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.

66. 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

67. Subject to the provisions of the Articles, the Trustees may regulate their proceedings as they think fit.

68. 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.

69. 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.

70. 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.

71. 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.

72. 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.

73. 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.

74. 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.

75. 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.

76. 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.

77. 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:

77.1 such a resolution must be approved by email by at least seventy-five percent of the Trustees entitled to vote on the matter;

77.2 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;

77.3 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;

77.4 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;

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

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 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.

80. Whenever a matter is to be discussed at a meeting or decided in accordance with Articles 76 or 77 and a Trustee has a Conflict of Interest in respect of that matter then, subject to Article 82, he or she must:

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

80.2 not be counted in the quorum for that part of the meeting; and

80.3 withdraw during the vote and have no vote on the matter.

81. 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

82. 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:

82.1 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

82.2 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 80 shall be complied with;

provided that nothing in this Article 82 shall have the effect of allowing the Trustees to authorise a benefit that is not permitted in accordance with Article 4.

83. If a matter, or office, employment or position, has been authorised by the Trustees in accordance with Article 82 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.

84. 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 82 (subject to any limits or conditions to which such approval was subject.

85. 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

86. The Charity shall be a member of Citizens Advice and must conform to its membership requirements and to its aims, principles and policies.

87. The Charity and its Trustees shall operate within an equal opportunities framework to achieve its objects and when exercising their powers.

Bank accounts

88. 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

89. 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

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

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

90.2 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

91. 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

92. 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

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 report which must be sent to the Charity Commission.

Accounts

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:

94.1 the keeping of accounting records for the Charity;

94. the preparation of annual statements of account for the Charity;

94.3 the auditing or independent examination of the statements of account of the Charity;

94.4 the transmission of the statements of account of the Charity to the Charity Commission.

Communications by and to the Charity

95. The following provisions shall apply to communications by and to the Charity:

95.1 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;

95.2 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

95.3 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.

96. 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.

97. 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:

97.1 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

97.2 in the case of documents in electronic form, by sending them by electronic means:

97.2.1 to an address notified to the members for that purpose; and

97.2.2 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.

98. 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.

99. In relation to documents or information sent or supplied in accordance with the Articles:

99.1 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;

99.2 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;

99.3 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.

100. Without prejudice to Article 99, 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:

100.1 send or supply a hard copy of such document to the intended recipient; or

100.2 (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

101. To the extent permitted by the Companies Acts:

101.1 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

101.2 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

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

Amendment

103. 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

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.

Exclusion of model articles

105. 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"	Chesterfield 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

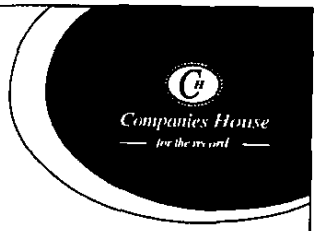
"Memorandum"	the Memorandum of Association of the Charity
"Office"	the registered office of the Charity
"Secretary"	any company secretary of the Charity including any joint or assistant company secretary
"Trustee and Trustees"	the director and directors as defined in the Companies Acts

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.

In accordance with Section 24 of the Companies Act 2006

CC03

Statement of compliance where amendment of articles restricted



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

✗ **What this form is NOT for**
You cannot use this form to notifying a change of article are not restricted

SATURDAY

A25 29/01/2011 359
COMPANIES HOUSE

1 Company details

Company number	02258106
Company name in full	CHESTERFIELD CITIZENS ADVICE BUREAU.

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

All fields are mandatory unless specified or indicated by *

2 Statement of compliance ❶

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

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

3 Signature

I am signing this form on behalf of the company

Signature

Signature
X L. R. Moore X

This form may be signed by
Director ❷, Secretary, Person authorised ❸, Liquidator, Administrator, Administrative receiver, Receiver, Receiver manager, Charity Commission receiver and manager, CIC manager, Judicial factor

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

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

CC03

Statement of compliance where amendment of articles restricted

Presenter information

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

Contact name

Company name

Address

Post town

County/Region

Postcode

Country

DX

Telephone

Checklist

We may return forms completed incorrectly or with information missing

Please make sure you have remembered the following.

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

Important information

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

Where to send

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

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

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

For companies registered in Northern Ireland.
The Registrar of Companies, Companies House,
First Floor, Waterfront Plaza, 8 Laganbank Road,
Belfast, Northern Ireland, BT1 3BS
DX 481 N R Belfast 1

Further information

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

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