COMPANY LIMITED BY GUARANTEE

Memorandum and Articles

of Association of

Vale of Glamorgan Citizens Advice Bureau

Company No. 4291764



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National Association of Citizens Advice Bureaux
Model Citizens Advice Bureau Memorandum and Articles of Association
December 2000

The Companies Acts 1985 and 1989
Company Limited by Guarantee and not having a Share Capital
Memorandum of Association of:
Vale of Glamorgan Citizens Advice Bureau

1. Name

1.1 The name of the company is the Vale of Glamorgan Citizens Advice Bureau ("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 the Vale of Glamorgan ("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 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 voluntary staff (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 of 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.

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 do all such other lawful things as are necessary for the achievement of the objects.

5. Conflict of Interest

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 necessarily 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.

(For the purpose of this clause "connected person" means the spouse, child, parent, grandparent, grand-child, brother, sister or other person in a long-term or significant relationship with a Trustee Board member.)

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 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 policies of the National Association of Citizens Advice Bureaux.

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.

We, the subscribers to this Memorandum, wish to be formed into a company in accordance with this Memorandum.

Signatures, Names and Addresses of Subscribers

Guarantee

1. Signature: M A Summers.

Name: MICHAEL A. SUMMERS £1

Address: 42 VOSS PARK DRIVE, LLANTWIT MAJOR

Date: 4:04:03.

WITNESS to the above signature:

Signature: S Norris

Name: Sue Norris

Address: Glyndwr House, Llanblethian, Cowbridge

Occupation: Service Manager

2. Signature: Janice Bolland

Name: JANICE BOLLAND £1

Address: 2, FORT ROAD LLANDOUGH

Date: 4.4.03

WITNESS to the above signature: S Norris

Signature:

Name: Sue Norris

Address: Glyndwr House, Llanblethian, Cowbridge

Occupation: Service Manager.

3. Signature: B. A Lloyd-Owen

Name: BARBARA LLOYD-£1OWEN

Address: 68 COSMESTON PENARTH

Date: 4TH APRIL 2003

WITNESS to the above signature:

Signature: P Norris

Name: Sue Norris

Address: Glyndwr House, Llanblethian, Cowbridge

Occupation: Service Manage

4. Signature: J. Birch

Name: JOHN BIRCH £1

Address: 10 Victoria Square Penarth CF64 5EJ

Date: 3.4.03

WITNESS to the above signature:

Signature: P Norris

Name: Sue Norris

Address: Glyndwr House, Llanblethian, Cowbridge

Occupation: Service Manager

The Companies Acts 1985 and 1989
Company Limited by Guarantee and not having a Share Capital
Articles of Association of:
Vale of Glamorgan Citizens Advice Bureau

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
"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
"Charity"	Vale of Glamorgan Citizens Advice Bureau
"Memorandum"	the Memorandum of Association of the Charity
"National Association of Citizens Advice Bureaux and NACAB"	the charitable company of that name being company no. 1436945 and registered charity no. 279057
"Office"	the registered office of the Charity
"Secretary"	the Secretary of the Charity or any other person appointed to perform the duties of the Secretary of the Charity, including a joint, assistant or deputy Secretary.
"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 or volunteer workers at the bureau; 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. Every member shall have one vote

5. Each member organisation (if applicable) 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 (if applicable) 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 dates on which they became a member and on which they cease to be a member.

9. The rights and privileges of a member cannot be transferred to anyone else and are given up when the member stops being 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. After the first Annual General Meeting, one Annual General Meeting shall be held in every 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. In default, 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 a majority of the members having a right to attend and vote at that meeting. Any such majority shall together represent at least 95% of the total voting rights at that meeting of all the members.

Contents of Notice

15. Every notice calling a general meeting shall specify the place, day and time of the meeting 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, NACAB and to the auditors of the Charity.

Public Notice

17. Public notice of every annual general meeting shall be given at least seven days before by placing a notice in the Bureau that can be clearly seen or in a prominent place in the local area and by announcing it in the local newspaper.

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 the annual general meeting.

Proceedings at General Meetings

19. No business shall be transacted at any meeting unless a quorum is present. Five persons entitled to vote upon the business to be transacted, each being a member or a duly authorised representative of a corporate 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 shall be a quorum.

21. A representative from the National Association of Citizens Advice Bureaux 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 an annual 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 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, who shall be deemed to have been elected under these Articles. Future Trustees shall be appointed as provided subsequently in these Articles.

37. The maximum number of Trustees shall be Twenty and the minimum shall be four, being either:

a. elected at the annual general meeting, 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 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. All elected Trustees shall retire from office at the third annual general meeting following the annual general meeting at which they were elected (except as defined in article 41) 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 be 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 will 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.

44. The Trustees may, by power of attorney or otherwise, appoint any person to be the agent of the Charity for such purposes and on such conditions as they determine.

Regulations

45. 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 and as to any of the matters or things 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

46. The Trustee Board may delegate any of its functions to committees consisting of two or more individuals appointed by it (but at least two members of every committee must be Trustees and all proceedings of committees must be reported promptly to the Trustee Board).

Appointment and Retirement of Trustees

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 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.

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. 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.

50. No person may be appointed as a Trustee:

a. under the age of 18 years; or

b. if he or she is a paid or voluntary worker at the Bureau; or

c. 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 Article 53.

51. 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.

52. 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 that person is acceptable to the Trustee Board).

Disqualification and Removal of Trustees

53. 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 without the permission of the Trustee Board from three consecutive meetings and the Trustee Board resolve that her/his office be vacated;

d. notifies to the Trustee Board a wish to resign by giving at least one months 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);

e. ceases to be a member of the Charity.

Expenses of Trustees

54. 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

55. 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.

56. 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.

57. The Trustee Board may appoint a President and any such other officers as it may need from time to time. All such positions shall be non-voting and unpaid.

58. 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 bureau. None of the Officers except those specified in articles 73 & 75 shall be paid or voluntary staff who work at the bureau. They will not be Trustees and will have no right to vote at meetings.

Proceedings of Trustees

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

60. A representative from the National Association of Citizens Advice Bureaux shall be invited to attend all meetings of the Trustee Board and its sub-committees. Such NACAB representative shall have the right to speak but shall not have the right to vote at meetings.

61. The Bureau's Senior 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.

62. A representative of the Bureau's paid staff and a representative of the Bureau's volunteer workforce 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. Provided such representatives are members of the Bureau's paid and volunteer workforce respectively. The Trustee Board may require any such person to withdraw from the meeting.

63. The Trustee Board shall hold at least four ordinary meetings in each year and may hold such other ordinary meetings as are required. Seven clear days' notice in writing shall be given to all members of the Trustee Board and to NACAB of all ordinary meetings. A special meeting of the Trustee Board may be called at any time by the Chair or by any three members upon seven clear days' notice in writing being given to the other members and to NACAB of the matters to be discussed.

64. The quorum shall be at least one third of the members of the Trustee Board, or 4 members of the Trustee Board, whichever number is greater, for decisions to be made at any Trustee Board meeting.

65. 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.

66. 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.

67. 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.

68. A resolution in writing signed by all the Trustees entitled to receive notice of a meeting of Trustees or of a committee of Trustees 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. The date of a written resolution of the Trustees shall be the date on which the last Trustee signs.

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

General

National Association of Citizens Advice Bureaux

70. The Charity shall be a member of the National Association of Citizens Advice Bureaux (NACAB) and must conform to its membership requirements and to its aims, principles and policies.

71. The Charity and its Trustees shall operate within an Equal Opportunities framework to achieve its objects and when exercising their powers.

Bank Accounts

72. 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

73. 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.

Representatives

74. The Trustee Board may also appoint such representatives or nominees to act on its behalf as it shall think fit for such purposes and to exercise on its behalf such functions and rights as it shall prescribe (including its membership of the National Association of Citizens Advice Bureaux). The Trustee Board may also from time to time remove such representatives or nominees appointed in its place. Different individuals may be appointed for different functions and rights, and the Trustee Board may, in a suitable case, nominate its own members.

Minutes

75. 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 had, 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

76. 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

77. 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

78. 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

79. 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 Commission.

Notices

80. 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.

81. The Charity may give any notice to a member either personally, by fax, by e-mail 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.

82. 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.

83. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall, unless the contrary is proved, be deemed to have been received 10 days after the envelope containing it was posted.

Indemnity

84. 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 or auditor of the Charity shall be indemnified out of the assets of the Charity against any liability incurred by him or her in defending any proceedings, whether civil or criminal, in which judgement is given in his or her favour or in which he or she is acquitted or in connection with any application in which relief is granted to him or her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Charity, and against all costs, charges, losses, expenses or liabilities incurred by him or her in the execution and discharge of his or her duties or in relation thereto.

Winding-up

85. 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, Addresses and Signatures of Subscribers

Signature: [signature]

Name: MICHAEL ANTHONY SUMMERS

Address: 42 VOSS PARK DRIVE, LLANTWIT MAJOR

Date: 4:04:03.

WITNESS to the above signature:

Signature: [signature]

Name: S NORRIS

Address: Glyndwr House, Llanblethian, Cowbridge

Occupation: Service Manager

Signature: [signature]

Name: JANICE BOLAND

Address: 2 FORT ROAD
LAVERNOCK

Date: 4.4.3

WITNESS to the above signature:

Signature: [signature]

Name: Sue Norris

Address: Glyndwr House, Llanblethian, Cowbridge

Occupation: Service Manager.

Signature: B. A. Lloyd-Owen

Name: BARBARA LLOYD-OWEN

Address: 68 COSMESTON DRIVE

Date: 4TH APRIL 2003.

WITNESS to the above signature:

Signature: S. Norris

Name: Sue Norris

Address: Glyndwr House, Llanblethian, Cowbridge

Occupation: Service Manager

Signature: J Smith

Name: JOHN RIRAIT

Address: 10 VICTORIA SQUARE PENARTH CF64 3ET.

Date: 3.4.03.

WITNESS to the above signature:

Signature: S. Norris

Name: Sue Norris

Address: Glyndwr House, Llanblethian, Cowbridge

Occupation: Service Manager.