

The Companies Acts 1985 and 1989

Company Limited by Guarantee and not having a Share Capital

Memorandum of Association

of

Citizens Advice Essex Limited (06150651)

Interpretation

Membership

General Meetings

Trustee Board

General



Interpretation

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

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
"Charity"	Citizens Advice Essex Limited
"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

"Companies Acts"	has the meaning given to it in section 2 of the Companies Act 2006
"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"	<i>the Memorandum of Association of the Charity</i> the registered office of the
"Office"	Charity
"Secretary"	the company secretary of the Charity including any Joint or assistant company secretary
"Trustee and Trustees"	<i>the director and directors as defined in the Companies Acts</i>

- 2 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

Membership

- 3 The members of the Charity shall be the Citizens Advice Bureaux that are subscribers to the Memorandum and such other Citizens Advice Bureaux as *are admitted to membership by the Trustees with the approval of all the existing members*
- 4 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
- 5 Each member organisation shall notify the Secretary of the name of the representative appointed by it and of any alternate. If the representative or alternate resigns or otherwise leaves the member organisation, he or she shall *immediately cease to be the representative of the member organisation* The member organisation may replace the representative appointed by it
- 6 The Charity shall maintain a register of members recording the name and address of every member and its representative and the dates on which they became and ceased to be a member or representative
- 7 Subject to the proviso in Article 7 1 membership cannot be transferred to any other person or body and shall cease automatically if the member organisation

- 7 1 is wound up or dissolved (except in the case of a solvent reconstruction or amalgamation of the member or the transfer of the whole or substantially the whole of the undertaking of the member to a new charitable body resulting in the creation or continuance of a Citizens Advice Bureau, in which case membership shall transfer automatically to such Citizens Advice Bureau),
- 7 2 ceases to be a member of Citizens Advice,
- 7 3 resigns by providing written notice to the Secretary, or
- 7 4 is expelled in accordance with Article 8
- 8 A member may be expelled by special resolution passed by the members

General Meetings

Annual General Meeting

Other General Meetings

Length of notice

Contents of notice

Service of notice

Proceedings at General Meetings

Votes of members

Proxies

Annual General Meeting

- 9 The Charity shall hold an annual general meeting if required in accordance with the Companies Acts. Annual general meetings shall be held at such time and place as the Trustees decide

Other General Meetings

- 10 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

- 11 General meetings shall be called by such notice period as is required by the Companies Acts

Contents of Notice

- 12 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 notices 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

- 13 Notice of general meetings shall be given to every member and to the Trustees, Citizens Advice and to the auditors of the Charity.

Proceedings at General Meetings (including Annual General Meetings)

- 14 No business shall be transacted at any general meeting unless a quorum is present. Half of the total membership shall be a quorum.
- 15 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.
- 16 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.
- 17 The Chair of the Trustee Board 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.
- 18 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.
- 19 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 -
- 19.1 by the chair of the meeting, or

- 19 2 by at least two members or their proxies having the right to vote at the meeting
- 20 Unless a poll is duly demanded a declaration by the chair of the meeting that a resolution has been earned or earned unanimously, or by a particular majority, or lost, or not earned 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
- 21 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
- 22 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
- 23 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
- 24 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
- 25 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
- 26 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

- 27 Every member present in person or by proxy shall have one vote
- 28 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

- 29 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

- 30 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 Essex Limited

Name of member appointing the proxy Address

We hereby appoint *[name of proxy]* of *[address of proxy]* as our proxy to vote in our name and on 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

- 31 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

- 31 1 at least 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the form proposes to vote,
- 31 2 in the case of a poll taken more than 48 hours after it is demanded at least 24 hours before the time appointed for the taking of the poll, or
- 31 3 in the case of a poll not taken at the meeting but taken within 48 hours after it is demanded at the meeting at which the poll is demanded, by delivering the form to the chair of the meeting or to the Secretary or to any Trustee,
- and an instrument of proxy which is not so delivered shall be invalid
- 32 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 Powers

of Trustees

Regulations

Delegation of Trustees' powers

Delegations to committees

Delegations of management powers

Expenses of Trustees

Officers

Proceedings of Trustees

Conflicts of interest

Appointment, removal and disqualification of Trustees

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

- 34 Each member may appoint one Trustee to the Trustee Board and each Trustee shall have one vote at all meetings of the Trustee Board, or one vote on a written or email resolution of the Trustees.
- 35 A member may remove any Trustee it has appointed and shall remove such a Trustee on demand following a resolution of the Trustees
- 36 The Trustees may co-opt up to three Trustees in addition to those appointed by members. Co-opted Trustees shall serve for terms of three years from the date of their appointment and may then be re-appointed
- 37 The members may by ordinary resolution appoint a Chair of the Charity who may be an additional and independent Trustee or may be appointed from among the Trustees appointed by each member
- 38 The Chair may be appointed for such term of office as is specified in the resolution making the appointment and the members may at any time remove the Chair from office by ordinary resolution
- 39 Every appointment and removal of a Trustee shall be notified in writing to the Secretary in such form as the Trustees may require and every appointment shall take effect on the date that the Secretary receives such written notice
- 40 The office of a Trustee shall be vacated if he or she
- 40 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),
- 40 2 becomes incapable by reason of mental disorder, illness or injury of managing and carrying out her/his own affairs,
- 40 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,
- 40 4 notifies to the Trustee Board a wish to resign by giving at least one month's notice in writing to the Secretary stating the date on which the resignation is to take effect (but only if at least three members of the Trustee Board will remain in office when the notice of resignation is to take effect),
- 40 5 is removed by notice given to the Secretary by the member that appointed him or her, or
- 40 6 is removed by resolution of the Trustees following a failure by the appointing member to replace him or her in accordance with Article 35

Powers of Trustees

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

Regulations

- 42 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 Memorandum or the Articles

Delegation of Trustees' powers

- 43 The Trustees may appoint any person to be the agent of the Charity for such purposes and on such conditions as they determine
- 44 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

- 45 In the case of delegation of functions and duties to committees
- 45 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),
- 45 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,
- 45 3 all delegations under this Article shall be revocable at any time,
- 45 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
- 45 5 no committee shall incur expenditure on behalf of the Charity except in accordance with a budget which has been approved by the Trustees
- 46 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

- 47 In the case of delegation of the day-to-day management of the Charity to a chief executive or other manager or managers (including any member of the Charity)
- 47 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,
- 47 2 the Trustees shall provide the manager with a description of his, her or its role and the extent of his, her or its authority, and
- 47 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

- 48 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

- 49 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 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
- 50 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
- 51 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
- 52 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

- 53 Subject to the provisions of the Articles, the Trustees may regulate their proceedings as they think fit
- 54 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
- 55 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
- 56 The quorum for Trustee Board meetings shall be at least one half of the members of the Trustee Board
- 57 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
- 58 The continuing Trustees or a sole continuing Trustee may act notwithstanding any vacancies in their number but, if there are fewer than three Trustees, they may act for the purpose of summoning a general meeting of the Charity but for no other purpose
- 59 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
- 60 A resolution in writing signed by a) a minimum of seventy five percent of the Trustees or committee members entitled to vote on the matter and b) at least one Trustee appointed by each member, 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
- 61 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
- 61 1 such a resolution must be approved by email by a) a minimum of seventy-five percent of the Trustees entitled to vote on the matter and b) at least one Trustee appointed by each member,

- 61 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,
- 61 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 Secretary as intended for use by that Trustee for the purpose,
- 61 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,
- 61 5 the date of a resolution shall be the date of the email from the Recipient confirming formal approval
- 62 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

- 63 Whenever a Trustee or committee member has a personal interest in a matter to be discussed at a meeting, and whenever such a person has an interest in another organisation whose interests are reasonably likely to conflict with those of the Charity in relation to a matter to be discussed at a meeting, he or she must
- 63 1 declare an interest before discussion begins on the matter,
- 63 2 withdraw from that part of the meeting unless expressly invited by the chair of the meeting to remain,
- 63 3 in the case of personal interests not be counted in the quorum for that part of the meeting,
- 63 4 in the case of personal interests withdraw during the vote and have no vote on the matter
- 64 Trustees shall at all times act in the best interests of the Charity Nevertheless, the interests of a member that appointed a Trustee shall be disregarded when applying the provisions of Article 63 unless a majority of the Trustees present and voting at a Trustees' meeting (excluding the Trustee in question) decide that a conflict between the interests of the Charity and the interests of an appointing member are such that the provisions of Article 63 should apply

General

Citizens Advice

Bank accounts

Secretary

Minutes

Accounts and reports

Annual return

Annual report

Accounts

Notices

Indemnity

Winding up

Citizens Advice

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

Bank accounts

- 67 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

- 68 The Secretary shall be appointed by the Trustees for such term at such remuneration and upon such conditions as they may think fit and may be removed by them

Minutes

- 69 The Trustees shall ensure minutes are made in books kept for the purpose or electronically (and may appoint a Minutes Secretary for this purpose) -
- 69 1 of all appointments of officers made by the Trustees, and
- 69 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

- 70 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

- 71 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

- 72 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

- 73 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
- 73 1 the keeping of accounting records for the Charity,
- 73 2 the preparation of annual statements of account for the Charity,
- 73 3 the auditing or independent examination of the statements of account of the Charity,
- 73.4 the transmission of the statements of account of the Charity to the Charity Commission

Communications by and to the Charity

- 74 The following provisions shall apply to communications by and to the Charity
- 74 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,
- 74 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

- 74 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
- 75 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
76. 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
- 76 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
- 76 2 In the case of documents in electronic form, by sending them by electronic means
- 76 2 1 to an address notified to the members for that purpose, and
- 76 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
- 77 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
- 78 In relation to documents or information sent or supplied in accordance with the Articles
- 78 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,
- 78 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,
- 78.3 where the document or information is sent or supplied by means of a website, service or delivery shall be deemed to be effected when -
- 78 3 1 the material is first made available on the website, or
- 78 3 2 (if later) when the recipient received or is deemed to have received notification of the fact that the material was available on the website

79 Without prejudice to Article 78, 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

79 1 send or supply a hard copy of such document to the intended recipient, or

79 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

80 To the extent permitted by the Companies Acts

80 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

80 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

81 The Trustees shall have power to resolve pursuant to clause 4 21 of the Memorandum to effect trustees' indemnity insurance, despite their interest in a such policy

Winding-up

82 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

Name and Address of Subscriber

**Mr. R McLeod Company Secretary
8 to 12 Crown Street
Brentwood,
Essex CM14 4BA**

6th April 2017