


Minutes of ANNUAL GENERAL MEETING of Citizens Advice Hampshire
Held at Holy Trinity Church Hall, Winchester on 8th November 2011

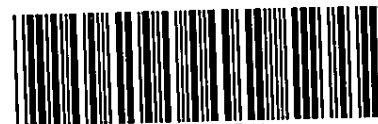
Present	Diana Wooldridge	Chairman
	Richard Mackay	Gosport
	John Keating	Fareham
	Richard Greenway	Rushmoor
	Barry Glasscock	Basingstoke
	Bridget Chase	New Forest
	David Kennedy	Hart
	Richard Bunting	Eastleigh
	Gwyneth Allen	East Hampshire
	Sandra Smith	Romsey
	Irene Stratton	Havant
	Richard Eade	Portsmouth CAB
In attendance	Teresa Jamieson	Development Officer
	Graham Hatcher	Basingstoke
	Peter Wales	New Forest
	Ange Moon	Andover
	Alex Hughes	Rushmoor
	Jenny Meadows	Winchester
	Sarah Vallins	Tadley
	Dick Whittington	Citizens Advice NDM
Observers	Peter Broome	Winchester
	Kate Hebden	Tadley
	Mike Winterson	Romsey
	Helen Corkery	Hampshire Advice Plus
Apologies	Steve Delmege	Bishops Waltham
	Phil Ladds	East Hampshire
	Suzanne Gill	Bishops Waltham
	Mike Powell	IOW
	Jean Hammerton	Bishops Waltham

Observers were welcomed and introduced by the Chairman

- 1. Apologies** as listed above
- 2. Proxies** none were received
- 3. Chairman's report on the outcomes of the year.**

The annual report had been sent to all member CABx and trustees, but Diana wished to highlight particular achievements and events. Government changes and the impact on the voluntary sector environment was increasing demand for services. However, it should mean that it will be easier to convince funders of the importance of CAB advice. The increase in commissioning of services was proving challenging. The Citizens Advice review of the Network (hubs) overtook our strategic planning review, as we used our scheduled meeting for the hubs consultation. Diana was pleased to be asked to sit on the national working group which is looking at the future structure of the network, representing all consortia. Diana thought that we shall need to position CitAH differently in the future, but we are well placed to take advantage of many opportunities. The Hampshire Advice Plus and Macmillan services were doing well despite both having a change of staff this last year. Diana thanked all staff and trustees that sit on these steering groups especially as it involves a lot of work.

TUESDAY



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 COMPANIES HOUSE

There had been issues with competition and the tendering of the LSC contracts, however now the problems were with their sustainability and funding from the Government for these contracts

Isle of Wight was welcomed into the membership during the year. A lot of networking and influencing has been undertaken during the year, culminating in the MP event at the Houses of Parliament where we were able to demonstrate to them how the service works together as a group. A huge amount of time is spent on locating funding and opportunities. Teresa was thanked for all her hard work as well as Richard Mackay as Treasurer, the other trustees and managers who make up the Advisory Panel. Diana thought it would be another challenging year ahead. Alex complimented Diana on her place on the national working group.

4. To receive the report and accounts for the period ended 31st March 2011

Richard Mackay reported that CitAH unrestricted funds grew by £8,000 last year, due to carefully managed administration and a cheaper than planned Strategic Managers residential training. There were no questions.

Richard Eade proposed and Bridget Chase seconded that the report and accounts be approved. All agreed. Diana asked that the trustees' thanks were extended to Antoinette for being our very efficient bookkeeper.

5. To reappoint Wood, Hicks & Co as auditors.

David Kennedy proposed and Barry Glasscock seconded this reappointment. All agreed.

6. To deal with any other ordinary business of the Company
Special Resolution

Under the current Memorandum of Citizens Advice Hampshire, clause 7.1, trustees proposed several alterations to the Articles of Association to ensure clarity and efficient working of the charity. The proposed alterations were sent with the notice for the AGM. The majority of the changes are due to the new Charity Act with the remainder to assist with electronic communications and clarifying the membership of IOW.

Diana thanked Richard M and Teresa for working on these changes.

Only one comment was received before the meeting, that in clause 39.1 the phrase "when they must" should be replaced with "when they must resign, but may" and clause 50 "when they must" should be replaced with "when they may" as there is no compulsion that co-opted trustees have to be applied to be elected, they offer themselves for election. Proposed by Barry Glasscock and seconded by Irene Stratton. All voted and agreed these minor amendments and no other changes were proposed. It was also agreed that the Charity Commission and Companies House are informed of these changes. There were no votes against these changes.

7. Other Business - Advisory Panel election

The trustee board was informed that an election had taken place and that six managers were elected, Peter Wales, Ange Moon, Alex Hughes, Jenny Meadows, Sarah Vallins and Graham Hatcher.

Meeting ended 5.32pm

Citizens Advice Hampshire

Memorandum and Articles of Association

Memorandum

The Companies Acts 1985 and 1989

Company Limited by Guarantee and not having a Share Capital

Memorandum of Association of: Citizens Advice Hampshire

1. Name

- 1.1 The name of the company is the Citizens Advice Hampshire ("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 Hampshire and surrounding areas ("the area of benefit") by the advancement of education, the protection and preservation of health and the relief of poverty, sickness and distress.

4. Powers

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

- 4.1 Power to facilitate and assist Citizens Advice Bureaux and their outlets (either singly or in partnership) to provide services supplying a free, independent, confidential and impartial service of advice, information and counsel for the public. This charity will not provide direct services when these would duplicate or compete with existing individual Citizens Advice Bureaux.
- 4.2 Power to provide and assist in the provision of money, materials and other help.
- 4.3 Subject to the restriction in clause 4.5, power to raise funds by way of subscription, donation or otherwise.
- 4.4 Power to accept (or disclaim) gifts of money and any other property.

- 4.5 Power 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. In doing so, the charity must not undertake any substantial trading activity and must comply with the relevant statutory regulations.
- 4.6 Power to incorporate subsidiary companies to carry on any trade.
- 4.7 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.
- 4.8 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).
- 4.9 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).
- 4.10 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.
- 4.11 Power to recruit such volunteer workers (who shall not be members of the trustee Board) as are necessary for the proper pursuit of the objects.
- 4.12 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.
- 4.13 Power to establish or support any charitable trusts, associations or institutions formed for all or any of the objects.
- 4.14 Power to undertake and execute charitable trusts, which may be lawfully undertaken by the charity and may be necessary to its objects.

- 4.15 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.
- 4.16 Power to appoint and constitute such advisory committees as the Trustee Board may think fit.
- 4.17 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.
- 4.18 Power to arrange and provide or join in arranging and providing for the holding of exhibitions, meetings, lectures and classes.
- 4.19 Power to promote, encourage or undertake organised research and experimental work and make available the results of such research.
- 4.20 Power to join any other charitable institution and to become responsible for the assets, liabilities and contracts of any such institution or transfer the assets, liabilities and contracts of the Charity to such institution.
- 4.21 Power to invest or deposit funds in any lawful manner whilst having regard to the suitability of investments and the need for diversification.
- 4.22 Power to insure the property of the Charity against any foreseeable risk and to take out other insurance policies to protect the Charity as the Trustee Board thinks fit.
- 4.23 Power to provide indemnity insurance to cover the liability of the Trustees which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Charity: provided that any such insurance shall not extend to any claim arising from any act or omission which the Trustees knew to be a breach of trust or breach of duty or which was committed by the Trustees in reckless disregard to whether it was a breach of trust or breach of duty or not; provided also that any such insurance shall not extend to the costs of any unsuccessful defence to a criminal prosecution brought against the Trustees in their capacity as Trustees of the Charity; and

4.24 Power to purchase equipment on behalf of individual Citizens Advice Bureau.

4.25 Power to do all such other lawful things, which promote or help to promote the objects.

5. Benefits to Members and Trustees

5.1 The property and funds of the charity must be used only for promoting the Objects and do not belong to the Members but:

5.1.1 Members may enter into contracts with the Charity and receive reasonable payment for goods or services supplied;

5.1.2 Members may be paid interest at a reasonable rate on money lent to the Charity;

5.1.3 Members may be paid a reasonable rent or hiring fee for property or equipment let or hired to the Charity; and

5.1.4 Members that are also charities with purposes that are the same or similar to the objects of the Charity may receive charitable benefits in that capacity.

5.2 A Trustee must not receive any payment of money or other material benefit (whether directly or indirectly) from the Charity except:

5.2.1 as mentioned in clauses 4.23 (indemnity insurance), 5.1.2.(interest) or 5.1.3 (rent);

5.2.2 reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in the administration of the Charity; and

5.2.3 payment to any company in which a Trustee has less than a 1% shareholding.

5.2.4 an agreed nominal honorarium for the Chairman of Trustees, provided that s/he is not also a trustee of the charity.

5.2.5 an agreed nominal fee for the Trustee Board meeting secretary, who will facilitate, organise and take minutes of the Trustee Board meetings. Provided that any person appointed to carry out the role of secretary is not also a charity trustee.

For the purpose of this clause 5, "Trustee" includes any connected person and "connected person" means the spouse, 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.

6. Limited Liability

- 6.1 The liability of the Members is limited.
- 6.2 Every Member of the Charity undertakes to contribute such amount as may be required, not exceeding £1, to the Charity's assets if it should be wound up while they are a member or within one year after they cease to be a member:-
- a. for the payment of the Charity's debts and liabilities contracted before they ceased to be a member;
 - b. for the costs, charges and expenses of winding up; and
 - c. for the adjustment among themselves of the rights of persons who have contributed to the Charity's assets.

7. Amendment

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

8. Dissolution

- 8.1 If any property remains after the Charity has been wound up or dissolved and all debts and liabilities have been satisfied, it shall be paid to or distributed among those of the Members of the Charity that are themselves charities with objects the same as or similar to the objects of the Charity and in default to some other institution or institutions having similar objects to those of the Charity and which are charitable in every part of the United Kingdom. The institution or institutions, which are to benefit shall be chosen by the Members of the Charity at or before the time of winding up or dissolution. A copy of the statement of accounts, or account and statement for the final accounting period of the Charity must be sent to the Charity Commission.

9. Definitions

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

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

Articles

The Companies Acts 1985 and 1989

Company Limited by Guarantee and not having a Share Capital

Articles of Association of: Citizens Advice Hampshire Interpretation

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

Term	Meaning
"Act"	the Companies Act 1985 including any statutory modification or re-enactment for the time being in force
"address"	in relation to electronic communications includes any number or address used for the purpose of such communication
"Articles"	these Articles of Association of the Charity
"clear days"	in relation to the period of a notice, that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect and for the avoidance of doubt clear days include weekends and public holidays
"Charity"	Citizens Advice Hampshire
"Citizens Advice"	National Association of Citizens Advice Bureaux (company no. 1436945 and registered charity no. 279057)
"electronic communication"	has the meaning ascribed to it in the Electronic Communications Act 2000
"electronic signature"	has the meaning ascribed to it in the Electronic Communications Act 2000
"in writing"	means written, printed or transmitted writing including by electronic communication
Member/s	Means a legal entity CAB

"Memorandum"	the Memorandum of Association of the Charity
"Office"	the Registered Office of the Charity
"Secretary"	the company secretary of the Charity
"signed"	includes electronic signatures
"Trustee and Trustees"	the director and directors as defined in the Act

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

Membership

3. The Members of the Charity shall be the Citizens Advice Bureaux that are subscribers to the Memorandum and such other Citizens Advice Bureaux operating in the County of Hampshire or adjoining local authority areas, as are admitted to membership by the Trustees.
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 shall have the power to replace the representative, appointed by it, should it so decide.
6. The Charity shall maintain a Register of Members in which shall be recorded the name and address of every member and the representative of every member organisation, and the dates on which they became and ceased to be a member or representative.

Subject to Article 7 Membership cannot be transferred to anyone else and ceases automatically if the Member organisation:

7.
 - a) 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 will transfer automatically to such Citizens Advice Bureau;
 - b) ceases to be a member of Citizens Advice;
 - c) resigns from the Membership, by providing notice duly signed by its authorised representative; or
 - d) is expelled from the Membership in accordance with Article 8.
8. A member may be expelled from the Membership by special resolution passed by the Members.

Associate Membership

9. The charity shall have an associate membership comprised of those individuals and organisations who support the objects of the charity but who do not qualify for membership under Article 3. Associate members, on invitation, shall be able to attend or send a representative to attend General and Board meetings of the charity and shall be invited to speak at the discretion of the Chair, but shall not be eligible to vote, nor count towards a quorum at General or Board meetings of the charity.

General Meetings

Annual General Meeting

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

Other General Meetings

- 11 The Trustees may call a General Meeting at any time. The Trustees shall call a General Meeting on receiving a requisition to that effect, signed by at least 10% of the Members having

the right to attend and vote at General Meetings. If the Trustees do not call a General Meeting having received such a requisition, the requisitionists may call a General Meeting in accordance with the Act.

Length of Notice

- 12 Unless Article 11 applies, a General Meeting shall be called by at least 14 clear days' written notice.
- 13 A General Meeting may be called by shorter notice if it is so agreed:-
 - a. in the case of an Annual General Meeting, by all the Members entitled to attend and vote at that meeting; and
 - b. in the case of any other General Meeting, by at least 90% of the Members entitled to attend and vote at that meeting.

Contents of Notice

- 14 Every notice calling a General Meeting shall specify the place, day and time of the meeting, the address of the Registered Office of the Charity and the general nature of the business to be transacted. In the case of an Annual General Meeting, the notice shall in addition specify the meeting as such. If a special resolution is to be proposed, the notice shall contain a statement to that effect. If these Articles permit the appointment of proxies, the notices shall inform Members of their right to do so, be accompanied by suitable proxy forms, and state where and by when such forms must be delivered.

Service of Notice

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

Public Notice

- 16 At least seven clear days' public notice of every Annual General Meeting shall be given by placing a clearly visible notice in each bureau
- 17 Anyone over the age of 18 who lives or works in the Charity's area of benefit, or who is interested in furthering the work of the Charity, may attend and (with the consent of the Chair) speak at the Annual General Meeting but shall not count

towards a quorum at the Annual General Meeting or have voting rights.

Proceedings at General Meetings (including Annual General Meetings)

- 18 No business shall be transacted at any meeting unless a quorum is present. Fifty percent of the total Membership shall be a quorum.
- 19 If such a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Trustees may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the Members present in person or by proxy shall be a quorum.
- 20 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.
- 21 Members of the Advisory Panel shall have the right to attend and speak at all meetings of the charity, although they do not have a vote.
- 22 The Patron shall have the right to attend and speak at all meetings of the Charity, but does not have a vote.
- 23 The elected Chair of the Trustee Board, shall be the Chair of each General Meeting. In their absence, the Vice Chair of the Trustee Board (if any) shall take the Chair, and if none is in attendance the persons present, before any other business is transacted, shall appoint a Chair of the meeting.
- 24 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.

- 25 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 or proxies thereof having the right to vote at the meeting.
- 26 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.
- 27 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.
- 28 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.
- 29 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.
- 30 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.
- 31 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.

- 32 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

- 33 Every member present in person or by proxy shall have one vote.
- 34 No member may vote on any matter in which he or she is personally interested, pecuniary 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.
- 35 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.
- 36 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.

Proxies

- 37 A proxy shall be in writing, executed by the appointing member (and if that member is a corporation it shall be signed by one director and the company secretary of such company or by two of its directors) and 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 Trustees may approve):-

" Citizens Advice Bureau

I/We,

Of,

being a Member/Members of the above named Charity hereby appoint _____, of

_____, or failing him/her, _____ of _____, as my/our proxy to vote in my/our name(s) and on my/our behalf at the Annual/Extraordinary General Meeting of the Charity to be held on [date], and at any adjournment thereof.

Signed on [date]".

- 37.1 Where it is desired to afford Members an opportunity of instructing the proxy how he or she shall act a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Trustees may approve):-

"_____ Citizens Advice Bureau

I/We, _____, of _____, being a Member/Members of the above named Charity, hereby appoint _____ of _____, as my/our proxy to vote in my/our name(s) and on my/our behalf at the Annual/Extraordinary General Meeting of the Charity to be held on [date], and at any adjournment thereof.

This form is to be used in respect of the resolutions mentioned below as follows:

Resolution No. 1 *for *against

Resolution No. 2 *for *against

Strike out whichever is not desired.

Unless otherwise instructed, the proxy may vote as he or she thinks fit or abstain from voting.

Signed on [date]".

- 37.2 The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the Trustees may:-

- 37.3 be deposited at the Office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Charity in relation to the meeting at least 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
- 37.4 in the case of a poll taken more than 48 hours after it is demanded, be deposited as aforesaid after the poll has been demanded at least 24 hours before the time appointed for the taking of the poll; or
- 37.5 where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chair or to the Secretary or to any Trustee; and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.
- 37.6 A proxy for a member who is entered on the register of Members as being a representative of an unincorporated association or body may be appointed either by the Member or by the unincorporated association or body.
- 37.7 A vote given or poll demanded by proxy or by the duly authorised representative of a corporation 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 or at such other place at which the instrument of proxy was duly deposited 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.

Meetings held using electronic communication

- 38 When business or meetings are conducted by electronic communication instead of by face to face meetings, the Chairman is responsible to ensure that the same rules apply regarding majority voting. Written evidence of Members support or dissent needs to be appended to the minutes as a record.

Trustee Board

Trustees

- 39 The first Trustees shall be those persons named in the statement delivered pursuant to section 10(2) of the Act. Future Trustees shall be appointed as provided subsequently in these Articles.
- 39.1 The Board shall have a minimum of three trustees and shall include one representative from a Citizens Advice Bureau, which is a member of the charity, within each Local Authority area, including Unitary Authorities areas and the Isle of Wight
- The Board may co-opt any person, whether or not a member, to the Board, provided that at no time shall the number of co-opted persons number more than one-third of the total number of Board members. Co-opted members of the Board shall serve until the next Annual General Meeting when they must resign but may stand for election by the members
- 39.2 Persons appointed to sit on the Board under Article 39 shall be nominated and appointed in accordance with such procedures as specified by the Citizens Advice Bureau member appointing said persons.
- 39.3 Every appointment and removal of a Trustee shall be notified in writing to the Secretary and every appointment shall take effect on the date that the Secretary receives the necessary information to register the appointment at Companies House.
- 39.4 The Members may by ordinary resolution appoint a Chair of the Charity who may be a co-opted or an Associate member or may be appointed from among the Trustees In accordance with Article 55
- 39.5 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.

Powers of Trustees

40. Subject to the provisions of the Act, the Memorandum and the Articles, the business of the Charity shall be managed by the Trustees who may exercise all the powers of the Charity. No alteration of the Memorandum or Articles shall invalidate any prior act of the Trustees, which would have been valid if that alteration had not been made. The powers given by this

Article shall not be limited by any special power given to the Trustees by the Articles and a meeting of Trustees at which a quorum is present may exercise all powers exercisable by the Trustees.

Regulations

41. The Trustees shall have power from time to time to make, repeal or alter regulations as to the management of the Charity and its affairs, as to the duties of any officers or employees of the Charity, as to the conduct of business by the Trustees or any committee or at any General Meeting and as to any of the matters within the powers or under the control of the Trustees provided that such regulations shall not be inconsistent with the Memorandum or the Articles.

Delegation of trustees' powers

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

Advisory Panel

44. The Trustees will be advised by a panel of up to six Bureau Managers or District Managers of individual CABx Members. This panel is to be elected by the Strategic Managers Forum on an annual basis there not being more than thirteen months between election. Members of the Advisory Panel may attend Board meetings and be invited to speak at the discretion of the Chair, but shall not carry voting rights or count towards a quorum at Board meetings.

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 such 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.
- 45.6 The meetings and proceedings of any committee shall be governed by the provisions of the Articles regulating the meetings and proceedings of the Trustees so far as the same are applicable and are not superseded by any regulations made by the Trustees.

Delegations of day-to-day management powers

- 46. In the case of delegation of the day-to-day management of the Charity to a project manager or managers or advisory panel:
 - 46.1 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.
 - 46.2 Such delegated powers are expected to include the managing and monitoring of service delivery subcontracts with individual bureaux, and management reporting to the funding agency.
 - 46.3 the Trustees shall provide the project manager with a description of his or her role and the extent of his or her authority; and the project manager shall report regularly to the Trustees on the activities undertaken in managing the Charity and provide them regularly with management accounts sufficient to explain the financial position of the Charity.

Appointment and retirement of trustees

- 47. The composition of the Board shall be reviewed annually using procedures agreed by the Board.

48. Co-opted trustees must stand down at each third Annual General Meeting, but may, if willing to act, be re-elected. Co-opted Trustees shall serve for terms of three years from the date of their appointment and may then be re-appointed.
49. 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 volunteer worker of the bureau that nominates them;
 - c. unless he or she is a member (or duly appointed representative of a member organisation) of the Charity or has been co-opted as a trustee; or
 - d. in circumstances such that, had he or she already been a Trustee, he or she would have been disqualified from acting under the provisions of these Articles.
50. The Board may at any time co-opt a person to be a trustee who shall serve until the next Annual General Meeting when they may stand for election.
- Provided that the number of co-opted persons co-opted under this Article and Article 39 does not number more than one-third of the total number of members of the Board at any one time.
51. 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).

There is no clause 52

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 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. is the representative of a Citizens Advice Bureau member and such member is wound up or goes into liquidation.
- f. is the representative of a Citizens Advice Bureau member and such member removes their endorsement.
- g. Is removed from office by resolution of the Company in General Meeting in accordance with Section 303 of the Act.

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.
 - a) The Chair of the Charity, if elected at a General Meeting, shall be Chair of the trustees. If no Chair of the Charity has been elected at a General Meeting or the elected Chair has resigned the trustee board shall elect from its number a chair.
 - b) The trustee board shall elect from its number a treasurer and vice chair.
 - c) 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 any of those offices

57. In addition to those Officers appointed under Article 56 The Trustee Board may appoint and remove a Patron (their purpose being to promote the charity) and any such other honorary officers as it may think appropriate from time to time. All such positions shall be non-voting and unpaid and such persons shall not be Trustees.
- 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 Charity. Such paid officers or staff will not count towards a quorum at General and Board meetings of the charity.

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 Citizens Advice shall be invited to attend all meetings of the Trustee Board. Such representative shall have the right to speak but shall not have the right to vote at meetings.
61. A representative from among the Charity's paid staff 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. Such paid staff will not count towards a quorum at General and Board meetings of the charity.
62. 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, the Advisory Panel 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.
63. The quorum for Trustee Board meetings shall be at least one half of the members of the Trustee Board,
64. 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.

65. 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.
66. 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.
67. A resolution in writing signed or agreed by email by a minimum of seventy-five percent of the Trustees entitled to vote upon the matter shall be as valid and effectual as if it had been passed at a meeting of Trustees or (as the case may be) a committee of Trustees duly convened and held and may consist of several documents or emails in the like form. The date of a written resolution shall be the date on which the 75% of the trustees have agreed on a decision.
68. 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

69. Whenever a Trustee, Advisory Panel member, Associate member, Patron 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:
 - 69.1 declare an interest before discussion begins on the matter;
 - 69.2 withdraw from that part of the meeting unless expressly invited by the Chair to remain;
 - 69.3 in the case of personal interests not be counted in the quorum for that part of the meeting;

- 69.4 in the case of personal interests withdraw during the vote and have no vote on the matter.
- 69.5 Subject to Article 71.6, the interests of a member which appointed a Trustee shall be disregarded when applying the provisions of Article 79
- 69.6 Trustees shall at all times act in the best interests of the Charity and the provisions of Article 79 shall apply if the interests of the appointing member and the interests of the Charity conflict or if a majority of Trustees present and voting at a Trustees' meeting consider that those interests conflict.

General

Citizens Advice

70. The Charity shall be a member of Citizens Advice 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. The Board shall appoint a Secretary of the charity upon such conditions as they think fit; and any Secretary so appointed may be removed by them. No remuneration may be paid to the Secretary who is also a member of the Board.

A provision of the Act or these articles requiring or authorising a thing to be done by or to a member of the Board and the Secretary shall not be satisfied by its being done by or to the same person acting in both capacities.

Minutes

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

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

and any such minute, if purported to be signed by the Chair of the meeting at which the proceedings were held, or by the Chair of the next succeeding meeting, shall, as against any member or Trustee of the Charity, be sufficient evidence of the proceedings.

Accounts and reports

- 75. 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

- 76. 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

- 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 Report, which must be sent to the Charity Commission.

Accounts

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

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

Notices

79. Any notice to be given to or by any person pursuant to the Articles shall be in writing or email except that a notice calling a meeting of the Trustees need not be in writing if a written notice would not be practical because circumstances require a meeting to be convened urgently.
80. The Charity may give any notice to a member either personally, by fax to a number provided for that purpose, by electronic communication to an address provided for that purpose or by sending it by post in a prepaid envelope addressed to the member at his or her registered address or by leaving it at that address.
81. 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.
82. Proof that an envelope containing a notice was properly addressed, prepaid and posted or that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given. A notice shall, unless the contrary is proved, be deemed to have been received 48 hours after the envelope containing it was posted or in the case of a fax or an electronic communication at the expiration of 48 hours after the time it was transmitted.

Indemnity

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

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

Trustees' indemnity insurance

84. The Trustees shall have power to resolve pursuant to clause 4.22 of the Memorandum to effect trustees' indemnity insurance, despite their interest in such policy.

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:

Name:

Address:

Date:

WITNESS to the above signature:

Signature:

Name:

Address:

Occupation:

Amended by special resolution at
Annual General Meeting on Tuesday 8 November
2011.
Diana Wooldridge
Chair