

1. Introduction

- 1.1 The Charity Commission recommends that trustees review their governing document periodically "to ensure that it is up to date and properly reflects what the charity does and how it operates". This is also recommended by national Citizens Advice and monitored via the leadership self-assessment process.
- 1.2 The Articles of Association of Citizens Advice Cheshire West (company number 06783496) were last amended by special resolution in January 2016 and the change of name from Cheshire West CAB Ltd was added in February 2018. The document was last reviewed in November 2018.

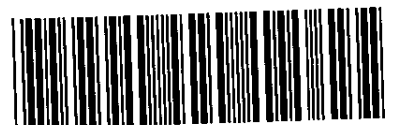
2. Process

- 2.1 The Articles of Association state:
 - 86. The Articles may be amended in accordance with the Companies Acts and the Charities Act 1993 (or any statutory re-enactment or modification of those Acts) provided that no amendment shall be made which is inconsistent with the written policies of Citizens Advice.
- 2.2 The statutory requirement is that the permission of the Charity Commission is required for certain 'regulated alterations'. These fall into three broad categories:
 - 2.2.1 Any change to the charitable objects.
 - 2.2.2 Any change to what happens to the charity's property if it winds up.
 - 2.2.3 Any change that authorizes the charity's funds or property to be used to benefit trustees or people connected to them.

3. Proposed changes

- 3.1 The company secretary has reviewed the governing document and concludes that one amendment is required.
 - 3.1.1 In order to make the section relating to email decisions compliant with the use of Google forms, section 60 has been changed to read:
 - 60. A resolution which is approved online 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:
 - 60.1 such a resolution must be approved at a secure online location by at least seventy-five percent of the Trustees entitled to vote on the matter:

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- 60.2 the secure online location must be owned 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;
- 60.3 the Trustees shall be invited to participate in the online decision via an email from the Recipient to their organizational email address;
- 60.4 if any Trustee raises concerns about the resolution, voting will be suspended until this issue has been resolved, and all Trustees will be able to vote on the final version of the resolution;
- 60.5 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;
- 60.6 the date of a resolution shall be the date of the email from the Recipient confirming formal approval;
- 60.7 the decision is formally noted by the Trustees at their next meeting.

- 3.2 The document is otherwise fit for its purpose.
- 3.3 It is brought to trustees' attention that, with a membership of eight, the quorum for Trustee Board meetings currently stands at 4 members.

4. Trustee Board action required

- 4.1 Trustees are requested to:
 - 4.1.1 agree the amendment set out in 3.1 above; and
 - 4.1.2 confirm that the Articles of Association otherwise remain fit for purpose and do not require further amendment.

The resolution was agreed unanimously at the meeting of trustees held on 27 November 2019.



Paul Nicholls
Company Secretary
Citizens Advice Cheshire West
Company number 06783496