

COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

**ARTICLES OF ASSOCIATION
OF**

CITIZENS ADVICE MID ULSTER

Company Number: NI051021

November 2015



THE COMPANIES ACT 2006

**COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL**

ARTICLES OF ASSOCIATION

OF

CITIZENS ADVICE MID ULSTER

Company Number: NI051021

1. The name of the Company is Citizens Advice Mid Ulster

2. **INTERPRETATION**

2.1. In these Articles 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"	means these Articles of Association.
the "Board"	the board of Directors or Members of the Board, or Board Members for the time being of the Company who together are the company law directors of the Company. Each Board Member is also a Charity Trustee.
"Board Member"	a member of the Board.
"Charities Acts"	the Charities Act (Northern Ireland) 1964, the Charities (Northern Ireland) Order 1987 and the Charities Act (Northern Ireland) 2008 to the extent that they are for the time being in force.
"Charity Trustees"	has the meaning prescribed by s.180 Charities Act (Northern Ireland) 2008 or the meaning of "trustees" prescribed under s.35 of the Charities Act (Northern Ireland) 1964 whichever is in force.
"Citizens Advice"	The Northern Ireland Association of Citizens Advice Bureaux Limited a company registered in Northern Ireland under company number NI 17574 and recognised as a charity by HMRC No. XN85136.
"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.

the "Commission"	means the Charity Commission for Northern Ireland.
"Companies Acts"	means the Companies (Northern Ireland) Orders 1986 and 1990 and the Companies Act 2006 to the extent that they are for the time being in force.
"Company"	Citizens Advice Mid Ulster
"Director"	means a Board Member.
"electronic form" and "electronic means"	have the meanings respectively ascribed to them in the Companies Acts.
"Financial Expert"	means a person who is reasonably believed by the Board Members to be qualified to give the relevant advice and/or provide the relevant services by his ability in and practical experience of financial and other matters relating to the investment.
"general meeting"	means a meeting of the members;
"hard copy" and "hard copy form"	have the meanings respectively ascribed to them in the Companies Acts.
"member" and "membership"	refer to a member or membership of the Company.
"Memorandum"	the Memorandum of Association of the Company.
"Objects"	The objects of the Company as defined in Article 5.
"Office"	the registered office of the Company from time to time.
"Seal"	the common seal of the Company.
"Secretary"	any secretary of the Company including any joint or assistant company secretary or any person appointed to perform the duties of the secretary of the Company.
"written" or "in writing"	refers to a legible document on paper or a document which can be printed onto paper including a fax message or electronic mail;

2.2. Words importing one gender shall include all genders, and the singular includes the plural and vice versa.

2.3. Unless the context otherwise requires, words or expressions contained in the Articles bear the same meaning as in the Companies Acts and/or the Charities Acts or any statutory re-enactment or modification in force at the date on which these Articles become binding on the Company.

2.4. Apart from the exception mentioned in the previous paragraph a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.

3. LIABILITY OF MEMBERS AND GUARANTEE

3.1. The liability of the members is limited.

- 3.2. Every member of the Company undertakes to contribute to the assets of the Company, in the event of the same being wound up while such party is a member, or within one year after such party ceases to be a member, for payment of the debts and liabilities of the Company contracted before such party ceases to be a member and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding £1.00.
4. The registered office of the Company shall be situate in Northern Ireland.
5. OBJECTS
- 5.1. The Company's objects are to promote any charitable purpose for the benefit of the community in Northern Ireland by the advancement of education, the protection and preservation of health and the relief of poverty, sickness and distress.
6. POWERS
- 6.1. In furtherance of its Objects, and for no other purposes and so that such powers shall not be exercised in a manner which is inconsistent with the charitable status of the Company, the Company shall have the power:
- (a) to establish and provide and assist in the provision of the Company services and outlets supplying a free, independent, confidential and impartial service of advice, information and counsel for the public and to assist the implementation of such advice, information and counsel;
 - (b) to cause to be written and printed, or otherwise reproduced and circulated, gratuitously or otherwise, reports and other documents;
 - (c) to hold exhibitions, meetings, lectures and classes, either alone or with others;
 - (d) to foster and undertake research into any aspect of the Objects of the Company and its work and to disseminate the results of any such research;
 - (e) to maintain an active link of communication between the public and government, local government and other public and charitable bodies;
 - (f) alone or with other organisations to seek to influence public opinion and make representations to and seek to influence governmental and other bodies regarding the development and implementation of appropriate policies;
 - (g) to provide evidence for government and other inquiries;
 - (h) to co-operate and enter into arrangement with any authorities (national, local or otherwise) and to obtain from any such authorities any rights, privileges and concessions;
 - (i) to trade in the course of carrying out the Objects of the Company (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.
 - (j) to accept grants, subscriptions, donations, devises and bequests of and to purchase, take on lease or in exchange, hire or otherwise acquire and hold any real or personal estate (whether or not subject to any trust) and to

construct, maintain and alter any of the same as are necessary or expedient for any of the purposes of the Company and (subject to such consents as may be by law required) to sell, lease or otherwise dispose of, or mortgage, any such real or personal estate but only (where applicable) in accordance with the restrictions imposed by the Charities Acts (or any statutory modification or re-enactment thereof for the time being in force);

- (k) to issue appeals, hold public meetings and take such other steps as may be required for the purpose of procuring contributions to the funds of the Company in the shape of donations, subscriptions or otherwise
PROVIDED THAT the Company shall not undertake any permanent trading activity in the pursuit of such activities;
- (l) to draw, make, accept, endorse, discount, execute and issue, promissory notes, bills, cheques and other instruments and to operate bank accounts;
- (m) to borrow or raise money for the Objects of the Company on such terms and on such security as may be thought fit but only (where applicable) in accordance with the restrictions imposed by the Charities Acts (or any statutory modification or re-enactment thereof for the time being in force);
- (n) to take and accept any gift or money, property or other assets (whether subject to any special trust or not) for any one or more of the Objects of the Company;
- (o) to invest the moneys of the Company not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided:
 - i. to deposit or invest funds in any manner (but to invest only after obtaining advice from a Financial Expert, unless the Board reasonably conclude that in all the circumstances it is unnecessary or inappropriate to do so, and having regard to the suitability of investments and the need for diversification);
 - ii. to delegate the management of investments to a Financial Expert, but only on terms that:
 - 1. require the Financial Expert to comply with the investment policy (and any revision of that policy) set down in writing for the Financial Expert by the Board;
 - 2. require the Financial Expert to report transactions to the Board at such interval as the Board consider appropriate;
 - 3. require the Financial Expert to review the performance of the investments with the Board regularly;
 - 4. entitle the Board to cancel the delegation arrangements at any time;

5. require the investment policy and the delegation arrangements to be reviewed with the Board at least once a year;
 6. require all payments to the Financial Expert to be on a scale or at a level which is agreed in advance and to be notified promptly to the Board on receipt;
 7. prohibit the Financial Expert from doing anything outside the powers of the Board;
- iii. to arrange for investments or other property of the Company to be held in the name of a nominee (being a corporate body controlled by the Board or by the Financial Expert acting under the instructions of the Trustees) and to pay any reasonable fee required;
- (p) to make any charitable donation either in cash or assets for the furtherance of the Objects of the Company;
 - (q) to establish and support any charitable association or body and to subscribe or guarantee money for charitable purposes calculated to further the Objects of the Company;
 - (r) to undertake and execute charitable trusts;
 - (s) subject to Article 6.5, to employ paid or unpaid agents, staff and advisers and to make all reasonable provision for the payment of pensions and superannuation for staff and their dependants and to recruit volunteer workers (who shall not be members of the Company).
 - (t) to employ and pay any person or persons not being Board Members of the Company to supervise, organise, carry on the work of and advise the Company;
 - (u) to insure and arrange insurance cover for and to indemnify the officers, servants and voluntary workers and those of its members from and against all such risks incurred in the course of the performance of their duties as the Company shall think fit provided that any such insurance shall not extend to any claim arising from any act or omission which any officer, servant or voluntary worker and those of its members knew to be a breach of trust or breach of duty or which was committed 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 Company or any officers of the Company;
 - (v) to insure the property of the Company against any foreseeable risk and to take out any other insurance policies to protect the Company as the Company shall think fit;
 - (w) to amalgamate or seek affiliation with any company, institution, society or association which shall be charitable in law with objects altogether or mainly similar to those of the Company and which prohibits the payment of any dividend or profit to and the distribution of any of their assets amongst their members at least to the same extent as such payments or

distributions are prohibited in the case of members of the Company by these Articles of Association;

- (x) to transfer (whether or not for valuable consideration) any part of the property or assets of the Company not required for the purposes for which it is formed, to any charitable body or a charitable purpose with similar objects to those of the Company provided that such body is not carrying on business for profit or gain and does not distribute its income or property by way of dividend, bonus or otherwise amongst its members.
- (y) to pay out of the funds of the Company the costs, charges and expenses of and incidental to the formation and registration of the Company;
- (z) to do all such other things as shall further the above Objects or any of them.

PROVIDED THAT:

- 6.2. in case the Company shall take or hold any property which may be the subject to any trusts, the Company shall only deal with or invest the same in such manner as is allowed by law, having regard to such trusts; and
- 6.3. the income and property of the Company shall be applied solely towards the promotion of its Objects as set forth in these Articles of Association and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit to members of the Company.
- 6.4. no member of the Company or any person connected to a member of the Company shall acquire any interest in property belonging to, or rented by, the Company (otherwise than as a Trustee for the Company) or receive any remuneration or other benefit in money or money's worth from the Company or be interested in any way in any contract entered into by the Company.

PROVIDED THAT:

- 6.5. Nothing herein contained in this Article 6 shall prevent any payment in good faith by the Company:
 - (a) of reasonable and proper remuneration to any member, officer or servant of the Company not being a Board Member for any services rendered to the Company;
 - (b) of reasonable out of pocket expenses incurred by any member, officer or servant of the Company on behalf of the Company;
 - (c) the payment of fees or the giving of other benefits to any company of which a director is also a member provided that the director holds not more than 10% of the issued share capital of that company;
 - (d) of interest on money lent by any member of the Company or its Board at a rate not exceeding two per cent less than the base lending rate prescribed for the time being by the Bank appropriate to the Company or three per cent, whichever is the greater;
 - (e) of a reasonable rent or hiring fee for property or equipment let or hired to the Company;
 - (f) reasonable and proper premiums in accordance with Article 6 (u) and Article 6 (v) of these Articles;

- (g) reasonable and proper remuneration to any connected person for any goods or services supplied to the Company (including services performed under a contract of employment with the Company) provided that the procedure prescribed in the Articles of Association regarding conflicts of interest are followed by the relevant director(s) in relation to any decisions regarding such connected person.

6.6. For the purpose of these Articles "connected person" means:

- (i) the spouse, civil partner, child, step-child, parent, grand-parent, grandchild, brother or sister of any member of the Company;
- (ii) any other person in a relationship with a member of the Company Board equivalent to such a relationship outlined in (i) above;
- (iii) any other company or business controlled or managed by a member of the Company; and
- (iv) a trustee of any trust the beneficiaries of which include a connected person as detailed above.

7. MEMBERSHIP

- 7.1. Persons may become members of the Company by original subscription or by admission.
- 7.2. In addition to the subscribers to the Memorandum the Company may admit into membership:
 - 7.2.1. individuals (over the age of 18 years) who are interested in furthering the work of the Company and who are not paid or volunteer workers of the Company; and
 - 7.2.2. any body corporate or unincorporated association which is interested in furthering the Company's work and is admitted to membership by the Board in accordance with Article 7.3 (any such body being called in these Articles a "member organisation").
- 7.3. The Board may establish criteria for membership and make regulations governing the admission of members. Membership shall not be denied to any person on the grounds of their religious belief, political opinion, colour, race, nationality, ethnic or national origin, gender, marital or family status, sexual orientation or disability.
- 7.4. Councillors and other funders who are ex officio members of the Trustee Boards of local Citizen Advice offices shall not comprise more than one half of the membership of the Board. They may be invited to attend meetings of the Trustee Board and will in that case be sent relevant papers. They shall be entitled to speak but not vote at meetings of the Trustee Board, to which they are invited.
- 7.5. Each member organisation shall appoint an individual to represent it and to vote on its behalf at general meetings of the Company; and may appoint any other individual (an alternate) to attend any general meeting of the Company if the appointed representative is unable to attend.
- 7.6. Each member organisation shall notify the Secretary 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.

- 7.7. The Board may at its discretion, by a two-thirds majority of the Board Members for the time being of the Company, terminate the membership of any member of the Company provided that the Board shall not so act unless and until the member shall have been accorded a right to be heard by the Board or, at its discretion, by a duly authorised sub-committee.
- 7.8. A member may terminate their membership of the Company by giving two month's notice in writing to the Secretary of the Company to that effect. Transition must be orderly and subject to discharging of the member's duties.
- 7.9. The Company shall maintain at its office a register of members recording the name and address of every member and the representative of every member organisation and the dates on which they became and ceased to be a member or representative.
- 7.10. Membership cannot be transferred to anyone else and ceases automatically if the member fails to attend two successive Annual General Meetings in person or by its appointed representative (if a member organisation).
- 7.11. No person or organisation may be admitted as a member of the Company unless their application for membership has been approved by the Board.
- 7.12. The number of members of the Company shall not be less than 7 and not more than 15. The Board may from time to time register an increase or decrease in the number of members.

8. GENERAL MEETINGS

- 8.1. The Company shall hold an annual general meeting within 18 months of incorporation and thereafter shall in each calendar year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one annual general meeting and that of the next. The annual general meeting shall be held at such time and place as the Board shall direct.
- 8.2. The members must annually at the annual general meeting:
- 8.2.1. receive the accounts of the Company for the previous financial year;
 - 8.2.2. receive a written report on the Charity's activities;
 - 8.2.3. be informed of the retirement of those Board Members who wish to retire;
 - 8.2.4. elect Board Members to fill vacancies arising; and
 - 8.2.5. appoint reporting accountants or auditors for the Company.
- 8.3. The Board may call general meetings and, on the requisition of members pursuant to the provisions of the Companies Acts and/or Charities Acts, shall forthwith proceed to convene a general meeting in accordance with the provisions of the Companies Acts and/or Charities Acts.
- 8.4. The financial year end of the Company shall be 31st March.

9. NOTICE OF GENERAL MEETINGS

- 9.1. General Meetings shall be called by at least fourteen clear days' notice but may be called by shorter notice if it is so agreed by all the members entitled to attend and vote thereat.
- 9.2. The notice shall specify the time and place 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.

- 9.3. Notice of every general meeting of the Company shall be given to all of the members, the Board Members, Citizens Advice, and the auditors of the Company.
- 9.4. The Company shall, no later than seven clear days prior to each annual general meeting, place the notice in each bureau or other place of work operated by the Company.
- 9.5. The proceedings at any general meeting or on the taking of a poll at any general meeting shall not be invalidated by reason of any accidental informality or irregularity including the accidental omission to give notice of a meeting to, or the non-receipt of a notice of a meeting by, any person entitled to receive notice or any want of qualification in any of the persons present or voting.
10. PROCEEDINGS AT GENERAL MEETINGS (INCLUDING ANNUAL GENERAL MEETINGS)
- 10.1. No business shall be transacted at any general meeting unless a quorum is present. The quorum at any general meeting (including Annual General Meetings) shall be at least one third plus one of the persons entitled to vote upon the business to be transacted present in person or by proxy, each being a member or a duly authorised representative of a member organisation.
- 10.2. If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, 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 Board 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 shall be a quorum.
- 10.3. A representative from Citizens Advice Regional shall be invited to attend general meetings of the Company and shall have the right to speak but not to vote at such meetings.
- 10.4. The President (if any) or the chairman (if any) of the Board in that order or in their absence a director nominated by the other directors, shall preside as chairman of the meeting but if neither the President, the chairman nor such other director be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the directors present in person or by proxy shall elect one of their number to be chairman in his/her personal capacity and not as proxy for another member.
- 10.5. The chairman may, with the consent of a meeting at which a quorum is present in person or by proxy (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.
- 10.6. 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 and/or the Charities Acts, a poll may be demanded:-
- (a) by the chairman; or
 - (b) by at least three members present in person or by proxy having the right to vote at the meeting.

- 10.7. Unless a poll is duly demanded a declaration by the chairman 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.
- 10.8. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairman 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.
- 10.9. A poll shall be taken as the chairman 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.
- 10.10. A poll demanded on the election of the chairman 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 chairman 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.
- 10.11. 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.

11. VOTES OF MEMBERS

- 11.1. Every member who (being an individual) is present in person or by proxy or (being a member organisation) is present by a duly authorised representative or by proxy shall have one vote on each issue.
- 11.2. 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 chairman whose decision shall be final and binding.
- 11.3. 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 Company 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.

12. CONTENT OF PROXY NOTICES

- 12.1. Proxies may only validly be appointed by a notice in writing (a "proxy notice") which:
- 12.1.1. states the name and address of the member appointing the proxy;
 - 12.1.2. identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
 - 12.1.3. is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the Board may determine; and

- 12.1.4. is delivered to the Company in accordance with the Articles and any instruction contained in the notice of the general meeting to which they relate.
- 12.2. The Company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- 12.3. Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- 12.4. Unless a proxy notice indicates otherwise, it must be treated as:
 - 12.4.1. allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
 - 12.4.2. appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

13. DELIVERY OF PROXY NOTICES

- 13.1. A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Company by or on behalf of that person.
- 13.2. An appointment under a proxy notice may be revoked by delivering to the Company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- 13.3. A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- 13.4. If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

14. WRITTEN RESOLUTIONS

- 14.1. A resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that:
 - 14.1.1. a copy of the proposed resolution has been sent to every eligible member;
 - 14.1.2. a simple majority (or in the case of a special resolution a majority of not less than 75%) of eligible members has signified its agreement to the resolution; and
 - 14.1.3. it has been received at the registered office within a period of 28 days beginning with the circulation date.
- 14.2. A resolution in writing may comprise several copies to which one or more members entitled to vote upon it have signified their agreement.
- 14.3. In the case of a member that is an organisation, its authorised representative may signify its agreement.

15. BOARD COMPOSITION

- 15.1. The first members of the Board who shall also be Charity Trustees shall be those persons notified to the Registrar of Companies as the first directors of the Company upon incorporation.
- 15.2. Each member of the Company shall be a Board Member and all Board Members including co-opted Board Members shall together constitute the Board and each Board Member must sign a declaration of willingness to act as a Charity Trustee of the Company.
- 15.3. The maximum number of Board Members shall be 15 and the minimum number shall be 7. One third of the members shall be co-opted by way of public advertisement.
- 15.4. The Board shall have the right to co-opt persons [to serve as a non-executive Directors of the Board] for a specified period of time provided that on appointment the total number of co-opted Board Members does not exceed one third of the total number of Board Members. [Such co-opted persons need not be a member of the Company and in that case their position on the Board entitles them to membership of the Company.]
- 15.5. Each appointment of a co-opted Board member shall be made at a meeting of the 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.
- 15.6. At the fourth annual general meeting of the Company following incorporation and at every subsequent annual general meeting one-third of the elected Board Members who are subject to retirement by rotation or, if their number is not two or a multiple of two, the number nearest to one-half shall retire from office. .
- 15.7. The elected Board Members to retire by rotation shall be those who have been longest in office since their last appointment or re-appointment, but as between persons who became or were last appointed Board Members on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
- 15.8. Retiring Board Members who retire at an annual general meeting may, if willing to act, be re-elected. If he or she is not re-elected, they shall retain office until the meeting elects someone in their place, or if it does not do so, until the end of the meeting.
- 15.9. If the Company, at the meeting at which a Board Member retires by rotation, does not fill the vacancy the retiring Board Member shall, if willing to act, be deemed to have been reappointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the reappointment of the Board Member is put to the meeting and lost.
- 15.10. No person shall be elected or re-elected as a Board Member at any general meeting unless:
 - (i) he is recommended by the Board Members; or
 - (ii) not less than fourteen nor 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 Company 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

Company's Register of Board Members, together with notice executed by that person of their willingness to be elected or re-elected.

- 15.11. Not less than seven nor 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 (other than a Board Member retiring by rotation at the meeting) who is recommended by the Board Members for election at the meeting or in respect of whom notice has been duly given to the Company of the intention to propose him or her at the meeting for election as a Board Member. The notice shall give the particulars of that person which would, if he or she were so elected, be required to be included in the Company's Register of Board Members.
- 15.12. The remaining Board Members may appoint a person willing to act as a casual vacancy in the office of an elected Board Member until the next annual general meeting. A casual vacancy in the office of a member organisation may be filled by that organisation (provided that such person is acceptable to the Board).
- 15.13. The Board may make such regulations as they deem fit concerning the election or re-election of Board Members.
- 15.14. No person may be appointed as a Board Member;
- (i) if they are under the age of 18 years;
 - (ii) if they are a paid or voluntary worker of any bureau operated by the Company;
 - (iii) If they are a connected person to a member of staff as defined in Para 6.6 above or if they have previously been a member of staff.
 - (iv) unless they are a member or duly appointed representative of a member organisation of the Company (except a co-opted Board Member);
 - (v) in circumstances such that, had he or she already been a Board member, they would have been disqualified from acting under the provisions of these Articles.

16. DISQUALIFICATION OF BOARD MEMBERS

- 16.1. The office of Board Member shall be vacated if the Board Member:
- (a) is disqualified from acting as a Charity Trustee pursuant to the Charities Acts;
 - (b) is removed from office by a resolution duly passed pursuant to Section 168 of the Companies Act 2006 or by order of the Court;
 - (c) ceases to be a director by virtue of any provision in the Companies Acts or is prohibited by law from being a director;
 - (d) becomes incapable whether mentally or physically of managing or carrying out their own affairs;
 - (e) is absent for three consecutive meetings of the Board without special leave of absence from the other Board Members , unless the Board resolves that his office not be vacated;

- (f) resigns his office by notice in writing to the Secretary of the company stating the date on which the resignation is to take effect (but only if at least two Board Members remain in office);
- (g) ceases to be a member or duly appointed representative of a member organisation for whatever reason.

17. POWERS OF THE BOARD

- 17.1. Subject to the provisions of the Companies Acts and/or the Charities Acts and the Articles and to any directions given by special resolution, the business of the Company shall be managed by the Board who may exercise all of the powers of the Company. No alteration of the Articles and no such direction shall invalidate any prior act of the Board which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this regulation shall not be limited by any special power given to the Board by the Articles and a meeting of the Board at which a quorum is present may exercise all powers exercisable by the Board.
- 17.2. The Board may make, alter or repeal regulations as to the management of the Company and its affairs, as to the duties of any officers or employees of the Company, as to the conduct of business by the Board or any committee or at any general meeting and as to any matter within the power or under the control of the Board provided that such regulations are first approved by Citizens Advice Mid Ulster and are not inconsistent with the Memorandum and Articles.
- 17.3. The Board may from time to time by a resolution of the Board Members authorise such person as it sees fit to act as its representative of any meeting or in any matter relating to Citizens Advice Mid Ulster and the person so authorised shall be entitled to exercise the same powers on behalf of the Board as it would otherwise be entitled to exercise at or in relation to the meeting.

18. DELEGATION OF BOARD'S POWERS

- 18.1. The Board may appoint any person to be the agent of the Company for such purposes and on such conditions as the Board may determine.
- 18.2. The Board may delegate any of their powers and duties to any committee comprising at least three Board Members. Any such delegation may be made subject to any conditions the Board may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Subject to any such conditions, the proceedings of any committee shall be governed by the Articles so far as they are capable of applying.
- 18.3. The deliberations of any committee shall be reported regularly to the Board through reported, agreed minutes and any resolution passed shall be reported forthwith to the Board and in any event not more than 5 working days after the resolution is passed.
- 18.4. No committee shall incur expenditure on behalf of the Company except in accordance with a budget which has been approved in advance by the Board.

19. EXPENSES OF BOARD MEMBERS

- 19.1. Board Members may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of the Board or committees of the Board or general meetings of the Company or otherwise in connection with the discharge of their duties.

20. PROCEEDINGS OF BOARD MEMBERS

- 20.1. Subject to the provisions of the Articles, the Board may regulate their proceedings as they think fit.
- 20.2. A representative from Citizens Advice Regional shall be invited to attend all meetings of the Board and its sub-committees (if any). Such representative shall receive all papers in advance of the meeting, and shall have the right to speak but shall not have the right to vote at meetings.
- 20.3. The Bureau Manager shall be entitled to attend all meetings of the Board and shall have the right to speak but shall not have the right to vote. The Board may compel that any such Manager withdraws from any meeting if they deem it necessary.
- 20.4. Representatives of funders may at the discretion of the Board attend meetings of the Trustee Board and be sent all papers. They shall be entitled to speak but not vote at meetings of the Trustee Board, and at any given meeting may not comprise more than one quarter of the people present.
- 20.4. The Board shall meet together for the despatch of business not less than eight times a year and may adjourn and otherwise regulate their meetings as they think fit. A meeting of the Board may be called at any time by the chairman or by any three Board Members upon at least seven clear days' notice being given to the other Board Members and to Citizens Advice. A meeting of the 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.
- 20.5. The quorum for Board meetings shall be at least two thirds of the Board Members for the time being, or 3 Board Members, whichever number is greater.
- 20.6. Questions arising at a Board meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman of the meeting shall have a second or casting vote.
- 20.7. The continuing Board Members or a sole continuing Board Member may act notwithstanding any vacancies in their number but, if the number of Board Members is less than the number fixed as the quorum, the continuing Board Members or Board Member may act only for the purpose of filling vacancies or of calling a general meeting.
- 20.8. All acts done by a meeting of Board Members, or of a committee of Board Members, or by a person acting as a Board Member shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Board Member 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 Board Member and had been entitled to vote.
- 20.9. A resolution in writing signed by all of the Board Members entitled to receive notice of and vote at a meeting of Board Members or of a committee of Board Members shall be as valid and effectual as if it had been passed at a meeting of Board Members or (as the case may be) a committee of Board Members duly convened and held and may consist of several documents in the like form each signed by one or more Board Members. The date of a written resolution shall be the date on which the last person entitled to vote signs the resolution.
- 20.10. A meeting of the Board may be held either in person or by suitable alternative means agreed between the Board Members in which all participants may communicate simultaneously with all other participants.

- 20.11. A Board Member shall not vote in respect of any contract in which he/she is interested or any matter arising there from, and if they do so vote that vote shall not be counted.

21. CONFLICTS OF INTEREST AND DECLARATIONS OF INTEREST

- 21.1. A Board Member must declare the nature and extent of any interest concerning a matter in which they or any connected person of theirs has, directly or indirectly, in a proposed transaction or arrangement with the Company or in any transaction or arrangement entered into by the Company which has not previously been declared.
- 21.2. A Board Member must absent themselves from any discussions of the Board in which there is a conflict or a potential conflict between their duty to act solely in the interests of the Company and their own personal interests or those of any connected person of theirs.
- 21.3. If a conflict of interest, or a potential conflict of interest should arise for any Board Member, they shall:
- 21.3.1. declare their interest to the chairman of the meeting before the matter is discussed;
 - 21.3.2. withdraw from that part of the meeting at which the matter is to be discussed and voted upon; and
 - 21.3.3. not be entitled to vote in respect of the matter and if they do vote that vote shall not be counted.
- 21.4. A Board Member shall not be counted in the quorum present at a meeting in relation to a resolution on which they are not entitled to vote.
- 21.5. If a conflict of interests arises for a Board Member because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the Articles, the unconflicted Board Members may authorise such a conflict of interests where the following conditions apply:
- 21.5.1. the conflicted Board Member is absent from the part of the meeting at which there is a discussion of any arrangement or transaction affecting that other organisation or person;
 - 21.5.2. the conflicted Board Member does not vote on any such matter and is not to be counted when considering whether a quorum of Board Members is present at the meeting; and
 - 21.5.3. the unconflicted Board Members consider it is in the interests of the Company to authorise the conflict of interests in the circumstances applying.
- 21.6. In this Article a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a Board Member or to a connected person.
- 21.7. Subject to Article 21.8, if a question arises at a meeting of Board Meeting or of a committee of the Board as to the right of a Board Member to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the person chairing the meeting whose ruling in relation to any Board Member other than the person chairing the meeting is to be final and conclusive.

- 21.8. If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the person chairing the meeting, the question is to be decided by a decision of the Board at that meeting, for which purpose the person chairing the meeting is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

22. OFFICERS

- 22.1. A Chairman, Vice-Chairman and Treasurer of the Board shall be elected from within and by the Board Members for the time being. This will take place at the first Board meeting after the incorporation of the Company. Once elected, the Chairman, Vice-Chairman and Treasurer serve for a period of three years, which period can be extended by a further three years by mutual agreement between the Board Members for the time being and the relevant officer.
- 22.2. Any person who has served as Chairman, Vice-Chairman or Treasurer of the Company shall on the expiration of their term of office not be permitted to be elected to that office until the expiration of a further period of two years.
- 22.3. A President of the Company may be elected by the Board for such term and upon such conditions as the Board shall deem fit. The President shall be entitled to attend and speak at general meetings of the Company and at meetings of the Board but shall not be entitled to vote unless they are at the same time a member of the Company or the Board as the case may be.
- 22.4. There may be patrons and honorary officers of the Company, who shall be appointed by the Board for such term and upon such conditions as the Board shall deem fit. They shall not be entitled to vote at any meeting of the Company or the Board unless they are at the same time a member of the Company or the Board as the case may be.
- 22.5. The Board may appoint such other paid officers or staff as it considers necessary and the Board shall fix the remuneration and terms of such staff as may be necessary to conduct the business of the Company. Except for the Secretary (who may be a Board Member) such persons shall not be Board Members and will have no right to vote at meetings.

23. CHIEF EXECUTIVE OFFICER

- 23.1. A Chief Executive Officer (howsoever designated by title) and/or manager(s) may be appointed by the Board to manage the Company by implementing the policy and strategy adopted and within a budget approved by the Board and if applicable to advise the Board in relation to such policy, strategy and budget. Any such person so appointed may be removed by the Board.
- 23.2. The Board shall provide the Chief Executive Officer (howsoever designated by title) and/or manager(s) with a description of their role and the extent of his or her authority.
- 23.3. The Chief Executive Officer (howsoever designated by title) and/or manager(s) shall report regularly to the Board on the activities undertaken by them and provide to the Board at each meeting management accounts sufficient to explain the financial position of the Company.

24. CITIZENS ADVICE

- 24.1. The Company shall be a member of Citizens Advice (Northern Ireland Association of Citizens Advice Bureaux) and shall conform to the membership requirements, aims, principles and policies of Citizens Advice and shall remain a member subject

to compliance with membership requirements and policies of Citizens Advice.

- 24.2. The Company and the Board shall operate within an equal opportunities framework to achieve its stated Objects when exercising their powers.

25. BANK ACCOUNTS

- 25.1. The funds of the Company, including all donations, contributions and bequests shall be paid into an account operated by the Board in the name of the Company at such bank as the Board shall from time to time decide.

26. SECRETARY

- 26.1. The secretary (if any) shall be appointed by the Board for such term, at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.

27. MINUTES

- 27.1. The Board shall cause minutes to be made in books kept for the purpose:
- 27.1.1. of all appointments of officers made by the Board;
 - 27.1.2. of all proceedings at meetings of the Company and of the Board, and of committees of the Board, including the names of the Board Members present at each such meeting and any such minute, if purported to be signed by the Chairman of the meeting at which the proceedings were held, or by the Chairman of the next succeeding meeting, shall be sufficient evidence of the proceedings.

28. ACCOUNTS AND RECORDS

- 28.1. The Board shall comply with their obligations under the Charities Acts and/or the Companies Acts with regard to:
- 28.1.1. the keeping of accounting records for the Company;
 - 28.1.2. the preparation and lodgement of annual statements of account for the Company;
 - 28.1.3. the preparation and lodgement of an Annual Return for the Company;
 - 28.1.4. the preparation and lodgement of an Annual Report for the Company; and
 - 28.1.5. the auditing or independent examination of the statements of account of the Company;
- 28.2. The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions the accounts and books of the Company or any of them shall be open to the inspection of members and no member shall have any right of inspecting any account or book or document of the Company except as conferred by the Companies Acts and/or Charities Acts.
- 28.3. The Board must also keep records of:
- 28.3.1. all resolutions in writing;
 - 28.3.2. reports of committees;
 - 28.3.3. all professional advice obtained.

29. THE SEAL

- 29.1. The seal (if any) shall only be used by the authority of the Board or of a committee of the Board. The Board may determine who shall sign any instrument to which the seal is affixed and unless otherwise determined it shall be signed by a director and by the secretary or by a second director or by a sole director in accordance with the Companies Acts.

30. COMMUNICATIONS BY AND TO THE COMPANY

- 30.1. Any 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 Company) by making it available on a website in accordance with the provisions of the Companies Acts.
- 30.2. Any document or information (including any notice) may only be given, sent or supplied in electronic form where the recipient has expressly agreed that the document or information may be sent in that form and has not revoked that agreement; and
- 30.3. Any document or information (including any notice) may only be given, sent or supplied by being made available on a website if the recipient has expressly agreed 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.
- 30.4. Without prejudice to the provisions of the Companies Acts any document or information (including any notice) required to be sent to a member pursuant to the Articles may (as appropriate) be sent to the address as shown in the Company'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.
- 30.5. Any document to be served on the Company or by any member on any officer of the Company under the Articles may only be served:
- 30.5.1. 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
 - 30.5.2. in the case of documents in electronic form, by sending them by electronic means;
 - 30.5.3. to an address notified to the members for that purpose; and
 - 30.5.4. from an address previously notified to the Company by the member for the purpose of sending and receiving documents and information.
- 30.6. A member present in person or by their authorised representative at any meeting of the Company shall be deemed to have received notice of the meeting and, where requisite, of the purpose for which it was called.
- 30.7. In relation to documents or information sent or supplied in accordance with the Articles:
- 30.7.1. 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;

- 30.7.2. 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;
- 30.7.3. where the document or information is sent or supplied by means of a website, service or delivery shall be deemed to be effected when the material is first made available on the website or (if later) when the recipient received or is deemed to have received notification of the fact that the material was available on the website.
- 30.8. Without prejudice to Article 30.7, 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:
 - 30.8.1. send or supply a hard copy of such document to the intended recipient; or
 - 30.8.2. (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.

31. INDEMNITY

- 31.1. Subject to the provisions of and so far as may be permitted by the Companies Acts and/or Charities Acts every Board Member, Auditor, Secretary, Treasurer, Chief Executive Officer, Manager or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by them in the proper execution and discharge of their duties or in relation thereto.

32. DISSOLUTION

- 32.1. If upon the winding-up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company, but shall be given or transferred to some other charitable institution or institutions having objects similar to the Objects of the Company, and which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the Company under or by virtue of Article 6.5 hereof, such institution or institutions to be determined by the members of the Company at or before the time of dissolution, and in so far as effect cannot be given to such provision, then to some other charitable object. A copy of the statement of accounts, or account and statement for the final period of the Company shall be sent to the Commission.