

Articles of Association

The Companies Acts 1985 & 1989

Company Limited by Guarantee and not having a Share Capital

Articles of Association of East Herts Citizens Advice Service

(Adopted by Special Resolution dated 1 April 2005 and amended by Special Resolution dated 20 September 2005 & Special Resolution dated 29th October 2008)

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 Bureau
"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 or on which it is to take effect and for the avoidance of doubt clear days includes weekends and public holidays
"Bureau"	East Herts Citizens Advice Service
"Former Charities"	the Bureau, Buntingford Citizens Advice Bureau (Registered Charity No: 803220) Ware & District Citizens Advice Bureau (Company No: 3609509 and Registered Charity No 1071475) and Hertford Citizens Advice Bureau (Company No 3387119 and Registered Charity No 1063657) and any of them
"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
"Memorandum"	the Memorandum of Association of the Bureau
"Citizens Advice"	National Association of Citizens Advice Bureaux (company no. 1436945 and registered charity no. 279057)
"Office"	the registered office of the Bureau
"Secretary"	the company secretary of the Bureau
"signed"	includes electronic signatures
"Committee persons and Committee"	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 Bureau

Membership

3. In addition to the subscribers to the Memorandum and any additional member admitted subsequently the Bureau may admit into membership:

- a. individuals (over the age of 18 years) who are interested in furthering the work of the Bureau and who are not paid or volunteer workers of the Bureau; and
- b. any body corporate or unincorporated association which is interested in furthering the Bureau's work and is admitted to membership in accordance with Article 6 (any such body being called in these Articles a "member organisation").

Provided that the total number of members shall not exceed 40 or such greater number as the Bureau may by special resolution at general meeting from time to time determine

4. The Committee persons may establish criteria for membership and make regulations governing the admission of members.

5. Each member organisation shall appoint an individual to represent it and to vote on its behalf at meetings of the Bureau; and may appoint someone else (an alternate) to attend any meeting of the Bureau if the appointed representative is unable to attend.

6. 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.

7. All members shall resign their membership at the fourth annual general meeting following the date they were last admitted as member but may be re-appointed
8. The Committee persons can vote, with good reason, to end the membership of any individual or member organisation. The individual or member organisation can appeal against this, by making representations to the Committee persons (and may be accompanied by one other person for this purpose) before a final decision is made.
9. The Bureau 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.
10. Membership cannot be transferred to anyone else and ceases automatically if the member fails to attend two successive annual general meetings in person, by its appointed representative (if a member organisation) or by proxy without notifying to the Secretary his or her intention to remain a member.
11. No person or organisation may be admitted as a member of the Bureau unless their application for membership has been approved by the Committee persons.

General Meetings

Annual General Meeting

12. The Bureau 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 Committee persons shall think suitable.

Other General Meetings

13. The Committee persons may call a general meeting at any time. The Committee persons 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 Committee persons 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

14. Unless Article 17 applies, an annual general meeting and a general meeting called to pass a special resolution or a resolution appointing a person as a Committee person shall be called by at least 21 clear days' written notice and any other general meeting shall be called by at least 14 clear days' written notice.

15. 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 95% of the members entitled to attend and vote at that meeting.

Contents of notice

16. Every notice calling a general meeting shall specify the place, day and time of the meeting, the address of the registered office of the Bureau 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

17. Notice of general meetings shall be given to every member and to each Committee person, Citizens Advice, any President, Patron or honorary officer and to the auditors of the Bureau.

Public notice

18. At least 7 clear days' public notice of every annual general meeting shall be given by announcing it in a local newspaper and by placing a clearly visible notice in each bureau or other place of work operated by the Bureau and/or in a prominent place in the local area.

19. Anyone over the age of 18 who lives or works in the Bureau's area of benefit, or who is interested in furthering the work of the Bureau, may attend and (with the consent of the Chair) speak at the annual general meeting but only members of the Bureau shall be entitled to vote.

Proceedings at General Meetings

20. No business shall be transacted at any meeting unless a quorum is present. Ten persons entitled to vote upon the business to be transacted, each being a member or a duly authorised representative of a member organisation or a proxy therefor or ten percent of the total membership, whichever is the greater, shall be a quorum.

21. 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 Committee Persons 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.

22. A representative from Citizens Advice shall be invited to attend general meetings of the Bureau and shall have the right to speak but not to vote at such meetings.

23. The President, or the Chair of the Committee persons, in that order, shall be the Chair of each general meeting. In their absence, the Vice Chair of the Committee persons (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 therefor 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, pecuniarily or otherwise, or debate on such a matter without in either case the permission of the majority of the members present in person at the meeting, such permission to be given or withheld without discussion.

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 Bureau 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 Committee persons may approve):-

"East Herts Citizens Advice Service"

I/We,

Of,

being a member/members of the above named Bureau 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 Bureau to be held on [date], and at any adjournment thereof.

Signed on [date]"

38. 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 Committee persons may approve):-

"East Herts Citizens Advice Service"

I/We, _____, of _____, being a member/members of the above named Bureau, 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 Bureau 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]"

39. 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 Committee persons may:-

39.1 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 Bureau 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

39.2 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

39.3 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 Committee persons;

and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.

40. 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.

41. 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 Bureau 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.

Committee

Committee Persons

42. The first Committee persons following adoption of these Articles shall include any persons nominated by or on behalf of persons who were on the date immediately preceding the date of adoption of these Articles members of the Former Charities and appointed for this purpose at the extraordinary general meeting at which these Articles were adopted who shall hold office from the conclusion of the meeting. Future Committee persons shall be appointed as provided subsequently in these Articles.

43. The maximum number of Committee persons shall be 12 and the minimum shall be 6, being either:

- a. elected at the annual general meeting (there being no more than eight such elected Committee persons in total), and who shall hold office from the conclusion of that meeting

or:-

- b. nominated by member organisations

or:-

- c. co-opted by the Committee persons

Providing that the maximum number of co-opted Committee persons shall be 4 and on appointment the total number of co-opted and nominated Committee persons does not exceed one third of the total number of Committee persons.

44. Each appointment of a co-opted or nominated Committee Person shall be made at an ordinary meeting of the Committee Persons 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.

45. Other than at the first three annual general meetings following the date of adoption of these Articles, all elected Committee persons shall retire from office at the third annual general meeting following the general meeting at which they were elected but may be re-elected.

46. All nominated or co-opted Committee persons shall retire from office at the third annual general meeting following the ordinary meeting of the Committee at which they were appointed but may then be elected or re-appointed.

47. At each of the first three annual general meetings following the date of adoption of these Articles one third of the elected Committee persons in office on the second business day following the date of adoption of these Articles shall retire in rotation but may be re-elected.

48. At the ordinary meeting of the Committee persons immediately preceding the annual general meeting, the Committee persons shall (if applicable):

- review member organisations; and
- consider
 - a. any application for representation on the Committee from any member organisation;
 - b. any proposal from a Committee Persons to offer representation on the Committee persons to any member organisation.

Any proposal from a Committee person to offer representation to a member organisation can be voted on. If this motion is passed by a majority of at least two-thirds of the Committee persons present, the Committee shall decide how long the

organisation can be represented for (providing the period of representation does not exceed that specified in Article 43) and invite it to nominate a representative.

Powers of the Committee

49. Subject to the provisions of the Act, the Memorandum and the Articles, the business of the Bureau shall be managed by the Committee who may exercise all the powers of the Bureau. No alteration of the Memorandum or Articles shall invalidate any prior act of the Committee 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 Committee by the Articles and a meeting of Committee at which a quorum is present may exercise all powers exercisable by the Committee.

Regulations

50. The Committee shall have power from time to time to make, repeal or alter regulations as to the management of the Bureau and its affairs, as to the duties of any officers or employees of the Bureau, as to the conduct of business by the Committee or any sub-committee or at any general meeting and as to any of the matters within the powers or under the control of the Committee provided that such regulations shall not be inconsistent with the Memorandum or the Articles.

Delegation of Committee person's powers

51. The Committee may appoint any person to be the agent of the Bureau for such purposes and on such conditions as they determine.

52. The Committee may delegate any of their functions and duties to any sub-committee of individuals comprising at least two Committee persons or the implementation of any of their resolutions and day to day management of the affairs of the Bureau to any person or sub-committee in accordance with the conditions set out in the Articles.

Delegations to sub-committees

53. In the case of delegation of functions and duties to sub-committees:

53.1 the resolution making that delegation shall specify those who shall serve or be asked to serve on such sub-committee (although the resolution may allow the sub-committee to make co-options up to a specified number);

53.2 the deliberations of any such sub-committee shall be reported regularly to the Committee and any resolution passed or decision taken by any such sub-committee shall be reported forthwith to the Committee;

53.3 all delegations under this Article shall be revocable at any time;

53.4 the Committee may make such regulations and impose such terms and conditions and give such mandates to any such sub-committee as they may from time to time think fit; and

53.5 no sub-committee shall incur expenditure on behalf of the Bureau except in accordance with a budget which has been approved by the Committee.

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

Delegations of day to day management powers

55. In the case of delegation of the day to day management of the Bureau to a chief executive or other manager or managers:

55.1 the delegated power shall be to manage the Bureau by implementing the policy and strategy adopted and within a budget approved by the Committee and if applicable to advise the Committee in relation to such policy, strategy and budget;

55.2 the Committee shall provide the manager with a description of his or her role and the extent of his or her authority; and

55.3 the manager shall report regularly to the Committee on the activities undertaken in managing the Bureau and provide them regularly with management accounts sufficient to explain the financial position of the Bureau

Appointment and retirement of Committee

56. Except in the case of Committee persons appointed pursuant to Article 44 at the extraordinary general meeting on the date of adoption of these Articles no person shall be elected or re-elected as a Committee person at any general meeting unless at least fourteen but not more than thirty-five clear days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the Bureau 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 Bureau's Register of Committee persons together with notice executed by that person of his or her willingness to be elected or re-elected.

57. At least seven but not more than twenty-eight clear days before the date appointed for holding a general meeting notice shall be given to all who are entitled to receive notice of the meeting of any person in respect of whom notice has been duly given to the Bureau of the intention to propose him or her at the meeting for election or re-election as a Committee person. The notice shall give the particulars of that person which would, if he or she were so elected or re-elected, be required to be included in the Bureau's Register of Committee persons.

58. The Committee may make regulations concerning the election of Committee person such that it shall not be necessary to vote separately on the election of each Committee person but instead the Committee person may be elected by ballot.

59. Subject to the above Articles, a Committee person who retires at an annual general meeting may, if willing to act, be re-elected. If he or she is not re-elected, he or she

shall retain office until the meeting elects someone in his or her place, or if it does not do so, until the end of the meeting.

60. No person may be appointed as a Committee person:

- a. under the age of 18 years;
- b. if he or she is a paid or volunteer worker at any bureau operated by the Bureau;
- c. unless he or she is a member (or duly appointed representative of a member organisation) of the Bureau; or
- d. in circumstances such that, had he or she already been a Committee persons, he or she would have been disqualified from acting under the provisions of these Articles.

61. The Committee may appoint a person who is willing to act as a co-opted Committee person, provided that the appointment does not cause the number of Committee persons to exceed any number fixed by or in accordance with the Articles as the maximum number of Committee persons.

62. The remaining members of the Committee may appoint a person willing to act to fill a casual vacancy in the office of an elected member of the Committee 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 Committee).

Disqualification and removal of Committee persons

63. The office of a Committee person shall be vacated if he or she:

- a. is disqualified from acting as a member of the Committee 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 Committee from three consecutive meetings and the Committee resolve that her/his office be vacated;
- d. notifies to the Committee a wish to resign by giving at least one month's notice in writing to the Secretary stating the date on which the resignation is to take effect (but only if at least three members of the Committee will remain in office when the notice of resignation is to take effect);
- e. ceases to be a member or duly appointed representative of a member organisation of the Bureau.
- f. In the case of a Committee person in office immediately prior to the date of adoption of these Articles he or she gives notice in writing to the Secretary of a wish to resign on the date of adoption of these Articles such notice to take effect immediately.

Expenses of Committee persons

64. The Committee persons may be paid all reasonable travelling, hotel, and other expenses properly incurred by them in connection with their attendance at meetings of the Committee or sub-committees of the Committee or general meetings of the Bureau or otherwise in connection with the discharge of their duties.

Officers

65. At the first meeting following the Annual General Meeting, the Committee shall elect from its number a Chair and Treasurer and may elect one of its number to be Vice Chair. If the Chair is absent from any meeting, the Vice Chair (if any) shall preside. Otherwise the members present shall, before any other business is done, choose one of their number to preside at the meeting.

66. A person shall not hold office as Chair, Vice Chair or Treasurer for more than six consecutive years. After the end of this period, two further years must pass before any former Chair, Vice Chair or Treasurer shall be eligible for re-election to the office previously held.

67. The Committee may appoint and remove a President and any such other patrons and 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 Committee persons.

68. The Committee may appoint such other paid officers or staff as it considers necessary. The Committee shall appoint and fix the remuneration of such staff as may be necessary to conduct the business of any bureau operated by the Bureau. No such person (except the Secretary if not a Committee persons) shall be paid or volunteer workers who work at any bureau operated by the Bureau. Except for the Secretary (who may be a Committee person) such persons shall not be Committee persons and will have no right to vote at meetings.

Proceedings of Committee

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

70. A representative from Citizens Advice shall be invited to attend all meetings of the Committee and its sub-committees. Such representative shall have the right to speak but shall not have the right to vote at meetings.

71. The Bureau's District Manager shall be entitled to attend all meetings of the Committee and shall have the right to speak but shall not have the right to vote. The Committee may require any such person to withdraw from the meeting.

72. A representative from among the Bureau's paid staff and a representative from among the Bureau's volunteer workers shall be entitled to attend all meetings of the Committee, and shall have the right to speak but shall not have the right to vote. The Committee may require any such person to withdraw from the meeting.

73. The Committee shall hold at least four meetings in each year. A meeting of the Committee may be called at any time by the Chair or by any three Committee persons upon at least seven clear days' notice being given to the other Committee persons and to Citizens Advice. A meeting of the Committee 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.

74. The quorum for Committee meetings shall be at least one third of the members of the Committee, or three members of the Committee, whichever number is greater.

75. 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.

76. The continuing Committee persons or a sole continuing Committee person may act notwithstanding any vacancies in their number but, if and so long as the number of Committee persons is less than the number fixed as a quorum, the Committee may act for the purpose of increasing the number of Committee persons to that number or of summoning a general meeting of the Bureau but for no other purpose.

77. All acts done by a meeting of the Committee, or of a sub-committee of the Committee, or by a person acting as a Committee person shall, even if afterwards discovered that there was a defect in the appointment of any Committee persons 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 Committee persons and had been entitled to vote.

78. A resolution in writing signed by all the Committee or sub-committee members entitled to vote upon the matter shall be as valid and effectual as if it had been passed at a meeting of the Committee or (as the case may be) a sub-committee of Committee duly convened and held and may consist of several documents in the like form each signed by one or more Committee persons or (as the case may be) sub-committee members. The date of a written resolution shall be the date on which the last person entitled to vote signs.

79.1 A resolution which is approved by email in accordance with this Article shall be as valid and effectual as if it had been passed at a Committee meeting duly convened and held, provided the following conditions are complied with:

79.1.1 such a resolution must be approved by email by at least seventy-five percent of the Committee members entitled to vote on the matter;

79.1.2 approval must be received by such person as the Committee shall have nominated in advance for that purpose (the "Recipient"), which person may, for the avoidance of doubt be one of the Committee members;

79.1.3 approval from a Committee member must be sent from an email address previously notified in writing (not using electronic means) by that Committee member to the charity as intended for use by that Committee member for the purpose;

79.1.4 following receipt of sufficient responses on any resolution, the Recipient shall circulate a further email to all of the Committee members confirming whether the resolution has been formally approved by the Committee members in accordance with this Article;

79.1.5 the date of a resolution shall be the date of the email from the Recipient confirming formal approval.

79.2 A meeting of the Committee members 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

80. Whenever a Committee or sub-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 Bureau in relation to a matter to be discussed at a meeting, he or she must:

80.1 declare an interest before discussion begins on the matter;

80.2 withdraw from that part of the meeting unless expressly invited by the Chair to remain;

80.3 in the case of personal interests not be counted in the quorum for that part of the meeting;

80.4 in the case of personal interests withdraw during the vote and have no vote on the matter.

General

Citizens Advice

81. The Bureau shall be a member of Citizens Advice and must conform to its membership requirements and to its aims, principles and policies.

82. The Bureau and its Committee shall operate within an Equal Opportunities framework to achieve its objects and when exercising their powers.

Bank accounts

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

Secretary

84. Subject to the provisions of the Act, the Secretary shall be appointed by the Committee for such term at such remuneration and upon such conditions as they may think fit and may be removed by them.

Minutes

85. The Committee 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 Committee; and
- b. of all proceedings at meetings of the Bureau and of the Committee, and of sub-committees of Committee, including the names of the Committee persons 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 Committee persons of the Bureau, be sufficient evidence of the proceedings.

Accounts and reports

86. The Bureau 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 Bureau 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

87. The Committee 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

88. The Committee 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

89. The Committee 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 Bureau;
- b. the preparation of annual statements of account for the Bureau;

- c. the auditing or independent examination of the statements of account of the Bureau;
- d. the transmission of the statements of account of the Bureau to the Charity Commission.

Notices

90. Any notice to be given to or by any person pursuant to the Articles shall be in writing except that a notice calling a meeting of the Committee need not be in writing if a written notice would not be practical because circumstances require a meeting to be convened urgently.

91. The Bureau 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.

92. A member present at any meeting of the Bureau shall be deemed to have received notice of the meeting and, where requisite, of the purpose for which it was called.

93. 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

94. Subject to the provisions of the Act but without prejudice to any indemnity to which a Committee person may otherwise be entitled, every Committee persons or other officer of the Bureau shall be indemnified out of the assets of the Bureau 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 Bureau

Committee' persons indemnity insurance

95. The Committee shall have power to resolve pursuant to clause 3 (M) of the Memorandum to effect Committee' persons indemnity insurance, despite their interest in such policy.

Winding up

96. The provisions of clause 7 of the Memorandum of Association relating to the winding-up or dissolution of the Bureau shall have effect and be observed as if the same were repeated in the Articles.