



Revised Articles of Association

As amended by special resolution dated 29 September 2004, with the consent of the Charity Commission dated 3 August 2004, and as amended by special resolutions dated 8 September 2009 and 14 September 2010.

The Companies Acts 1985 and 1989
Company Limited by Guarantee and not having a Share Capital
Articles of Association of: The National Association of Citizens Advice
Bureaux

Interpretation

Membership

Associate members

General Meetings

Annual General Meeting

Other General Meetings

Length of notice

Contents of notice

Service of notice

Proceedings at General Meetings

Votes of members

Proxies

Trustee Board

Trustees

Deputy Chair

Terms of office

Casual vacancies

Elections and Appointment of Trustees

Disqualification and removal of trustees

Powers of trustees

Delegation of trustees' powers

Delegations to committees

Expenses of trustees
Proceedings of trustees
Conflicts of Interest
Regulations
President and Vice Presidents
Chief Executive
Bank accounts
Secretary
Minutes
Accounts and reports
Annual return
Annual report
Accounts
Notices
Indemnity
Winding up

Interpretation

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

Term	Meaning
“Act”	the Companies Act 1985 including any statutory modification or re-enactment for the time being in force
“address”	in relation to electronic communications includes any number or address used for the purpose of such communication
“Articles”	these Articles of Association of the Charity

“clear days”	in relation to the period of a notice, that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect and for the avoidance of doubt clear days include weekends and public holidays
“Charity”	National Association of Citizens Advice Bureaux
“electronic communication”	the meaning ascribed to it in the Electronic Communications Act 2000
“electronic signature”	the meaning ascribed to it in the Electronic Communications Act 2000
“in writing”	written, printed or transmitted writing including by electronic communication
“member bureau”	a Citizens Advice Bureau or group of Citizens Advice Bureaux admitted and registered as a member of the Charity whether directly as an incorporated body or indirectly through a representative member in the case of an unincorporated association
“Office”	the registered office of the Charity
“paid”	employed or otherwise receiving remuneration from any member bureau or bureaux or from any project or organisation controlled by one or more member bureaux but excluding out of pocket expenses paid to a volunteer worker and payments of the kind permitted by clause 5.2 of the Schedule and ‘unpaid’ shall have a corresponding meaning
“Secretary”	the company secretary of the Charity
“signed”	includes electronic signatures
“Trustee and Trustees”	the director and directors as defined in the Act

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

Membership

3. In addition to the subscribers to the Memorandum the Charity may admit into membership any Citizens Advice Bureau or any group of Citizens Advice Bureaux which together form a single legal entity which is established in England, Wales and Northern Ireland and which is registered or recognised as a charity. If the legal entity is an unincorporated association a representative member shall be admitted into membership of the Charity on its behalf.
4. An unincorporated bureau or group of bureaux shall appoint the chair (or acting chair) to be its representative member but beneficial and substantial membership shall in all cases belong to the appointing bureau or group of bureaux.
5. The Trustee Board may establish criteria for membership and make regulations governing the admission and removal of members.
6. No member bureau may be admitted as a member of the Charity unless their application for membership has been approved by the Trustee Board.
7. Membership cannot be transferred.
8. Every member bureau shall conform to the requirements of membership set out in the membership agreement and regulations of the Charity and to the aims, principles and policies of the Charity.
9. A member bureau shall cease to be a member of the Charity:-
 - (a) at the end of 28 clear days' notice in writing given by the member bureau to the Secretary; or
 - (b) if the Trustee Board resolves to terminate the membership of the member bureau by a majority of two thirds of the Trustees present and voting at a meeting provided that:
 - i. the Charity's procedures relating to membership sanctions have been implemented; and
 - ii. the member bureau concerned has been given an opportunity to make representations to the authorised representatives of the Trustee Board; or
 - (c) if it goes into liquidation or has a receiver (other than a receiver appointed under the Charities Act 1993 or any statutory re-enactment or modification of that Act) or is dissolved.

10. The representative member of a member bureau shall immediately cease to be a member of the Charity if the appointing member bureau ceases to be a member of the Charity.
11. A member bureau which ceases to be a member of the Charity shall immediately cease to use the name Citizens Advice, Citizens Advice Bureau or any name which the Charity deems to be confusingly similar.
12. The Charity shall maintain a Register of Members in which shall be recorded the name and address of every member bureau and where appropriate its representative member, and the dates on which they became and ceased to be a member bureau or representative member.

Associate Members

13. The Trustees may admit individuals or organisations as associate members of the Charity with such rights (but not the right to vote) and such obligations as the Trustees may decide. An associate member is not a member of the Charity for the purposes of the Act.

General Meetings

Annual General Meeting

14. The Charity shall hold an annual general meeting once in each calendar year. Not more than 15 months shall pass between the date of one annual general meeting and the next. It shall be held at such time and place as the Trustees shall think suitable.

Other General Meetings

15. The Trustees may call a general meeting at any time. The Trustees shall call a general meeting on receiving a requisition to that effect, signed by at least 5% of the members having the right to attend and vote at general meetings. If the Trustees do not call a general meeting having received such a requisition, those requisitioning the meeting may call a general meeting in accordance with the Act.

Length of Notice

16. 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 Trustee 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.
17. 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

18. Every notice calling a general meeting shall specify the place, day and time of the meeting, the address of the registered office of the Charity and the general nature of the business to be transacted. The notice of an annual general meeting shall specify that it is an annual general meeting. If a special resolution is to be proposed, the notice shall contain a statement to that effect. The notice of the meeting shall inform members of their right to appoint a proxy, be accompanied by suitable proxy forms, and state where and by when such forms must be delivered.

Service of Notice

19. Notice of general meetings shall be given to every member and to the Trustees and to any Patron, President or Vice Presidents, and to the auditors of the Charity.
20. Any accidental omission to give notice or non-receipt of notice shall not invalidate the proceedings of any meeting.

Proceedings at General Meetings (Including Annual General Meetings)

21. Each member bureau shall appoint an individual to represent it and to vote on its behalf at meetings of the Charity; and may appoint someone else (an alternate) to attend any meeting of the Charity and vote if the authorised representative is unable to attend.
22. Each member bureau shall notify the Secretary of the name of the authorised representative appointed by it and of any alternate.
23. No business shall be transacted at any meeting unless a quorum is present. There shall be a quorum when one quarter of the member bureaux entitled to vote on the business of the meeting are present in person (by authorised representative) or by proxy.
24. If a quorum is not present within half an hour from the time appointed for the meeting, and the meeting was convened by members, the meeting shall be dissolved. In any other case the meeting shall be adjourned to such time and place as the Trustees decide. If at that adjourned meeting a quorum is not present within half an hour from the

time appointed for the meeting, the authorised representatives of member bureaux present in person shall be a quorum.

25. The Chair of the Charity shall be the Chair of each general meeting. In the Chair's absence, the Deputy Chair (if any) shall take the chair. If neither the Chair nor the Deputy Chair is present, the Trustees present shall appoint a Chair of the meeting before any other business is transacted. If no Trustee is present, the persons present and entitled to vote at the meeting shall appoint a Chair of the meeting.
26. The Chair may, with the consent of a meeting at which a quorum is present (and must if so directed by the meeting), adjourn the meeting from time to time and from place to place. No business may be transacted at an adjourned meeting other than business which could properly have been transacted at the original meeting. If a meeting is adjourned for thirty days or more, notice of the adjourned meeting must be given in the same way as in the case of an original meeting. Otherwise it shall not be necessary to give notice.
27. A resolution put to the vote of a meeting shall be decided by a show of hands unless a poll is demanded before or on the declaration of the result of the show of hands. Subject to the provisions of the Act, a poll may be demanded by:-
 - a. the Chair; or
 - b. the authorised representatives or proxies of the lesser of three, or 10% of the, member bureaux entitled to vote at the meeting.
28. Unless a poll is demanded in accordance with Article 27 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 or an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact. Proof of the number or proportion of the votes recorded in favour of or against the resolution shall not be required.
29. The demand for a poll may be withdrawn before the poll is taken, but only with the consent of the Chair. If a demand is withdrawn, the meeting will continue as if no demand had been made and, if the result of the show of hands was declared before the demand was made, the result shall be valid.
30. A poll must be taken as the Chair directs. S/he may appoint scrutineers (who need not be authorised representatives of member bureaux) and may fix a time and place for declaring the result of the poll. The result shall be deemed to be a resolution of the meeting at which the poll was demanded.

31. If the votes cast for and against a resolution are equal, the Chair shall have a casting vote in addition to any other vote s/he may have.
32. A poll demanded on the election of the Chair of a meeting or on the question of an adjournment shall be taken then and there. A poll demanded on any other question may be taken then and there or at such time and place as the Chair directs provided this is within thirty days of the demand for the poll. If a poll is demanded and the Chair directs that it shall not be taken then and there, the meeting shall continue in order to transact the other business before the meeting.
33. No notice of a poll need be given if the time and place of the poll are announced at the meeting at which the demand is made. In any other case at least seven clear days' notice must be given specifying the time and place of the poll.
34. No accidental informality or irregularity in proceedings or want of qualification in any person shall invalidate a meeting or the taking of a poll.
35. Trustees may attend and speak at any general meeting but they may not vote unless they are entitled to do so in some other capacity.
36. The Trustee Board may invite individuals or representatives of organisations to attend any general meeting as observers.
- 36A. The Trustees may make regulations permitting attendance at general meetings by any means whereby every participant can communicate simultaneously with every other participant such that persons may be considered present at the meeting even if not physically present in the same place.

Votes of members

37. Every member bureau shall have one vote. A vote may be cast either by the authorised representative or the proxy of a member bureau, whether the vote is by a show of hands or a poll.
38. A member bureau may not vote on any matter in which it or its authorised representative has a personal or pecuniary interest. Nor may such a member bureau debate such a matter without the permission of a majority of the member bureaux voting at the meeting, the decision of the member bureaux to give or withhold permission being taken without discussion.
39. A vote may not be cast at a general meeting on behalf of a member bureau if any monies due from the member bureau to the Charity are

outstanding, but the Trustee Board may waive this provision if it thinks fit.

40. Any objection to the qualification of any voter must be raised at the meeting or adjourned meeting at which s/he votes. The objection will be referred to the Chair whose decision shall be final and binding. If the objection is not upheld, every vote cast by the voter at the meeting shall be valid.

Proxies

41. A proxy shall be in writing, signed by the appointing member bureau (and if that member bureau is incorporated it shall be signed by one director or its company secretary and if the member bureau is an unincorporated association it shall be signed by one of its trustees).
42. A proxy need not be an authorised representative of a member of the Charity.
43. An instrument appointing a proxy shall be only valid if it is delivered to the Charity in accordance with the instructions of the Trustees given in the notice of the meeting, adjourned meeting or taking of a poll.
44. If the authorised representative or proxy of a member bureau votes or demands a poll after their authority has been terminated, the vote or demand will be valid unless notice of the termination is delivered to the Charity:
 - (a) before the beginning of the meeting or adjourned meeting at which the vote is cast or demand is made; or
 - (b) before the time appointed for taking a poll, in the case of a poll which is not taken then and there at the meeting at which the poll is demanded.

Regions

45. The Trustee Board shall divide member bureaux in England into Regions and may alter the number and boundaries of the Regions as the Trustees think fit.

There are no Articles 46 to 49.

Trustee Board

Trustees

50. The Trustee Board shall comprise up to 12 Trustees, all of whom will be appointed by the Trustee Board.

51. This Article is deliberately left blank.
52. A Trustee shall take office with effect from the time of his or her appointment by the Trustee Board (or from such later date as the Trustee Board shall specify at the time of such appointment) and shall be appointed for an initial term of three years or such shorter term as the Trustee Board shall specify at the time of such appointment. S/he shall then retire at the end of that term unless re-appointed by the Trustee Board in accordance with these Articles.
53. The Trustee Board may appoint one person to serve as Chair and one person to serve as Treasurer, in each case following such procedures (if any) as may be approved from time to time by the members in general meeting. Only people who are unpaid will be eligible for the roles of Chair and Treasurer.
54. This Article is deliberately left blank.

Deputy Chair

55. The Trustee Board may appoint from their members a Deputy Chair to hold office for an initial term of three years or such shorter term as the Trustee Board shall specify at the time of such appointment. S/he shall then retire from the role of Deputy Chair at the end of that term unless re-appointed to the office of Deputy Chair in accordance with the Articles.
56. This Article is deliberately left blank.
57. A Deputy Chair may resign the office of Deputy Chair in which case s/he may continue in office as a Trustee in accordance with Article 60.

Terms of Office

58. No Trustee may hold office for more than twelve consecutive years. After the end of this period two further years must pass before any former Trustee may be re-appointed.
59. A Trustee who holds office as Chair, Deputy Chair or Treasurer may not hold office in that capacity for more than six consecutive years. At the end of that period a Deputy Chair or Treasurer may be appointed as Chair but otherwise two years must pass before a former Chair, Deputy Chair or Treasurer may be re-appointed.
60. A Trustee who does not hold office as Chair or Treasurer may not hold office for more than six consecutive years. After the end of this period two further years must pass before the former Trustee may be re-appointed.

61. This Article is deliberately left blank.

Casual vacancies

62. This Article is deliberately left blank.

63. This Article is deliberately left blank.

64. This Article is deliberately left blank.

Election and appointment of Trustees

65. The Trustee Board may make and vary rules concerning the election and appointment of Trustees provided that the rules are consistent with the Memorandum and Articles.

66. This Article is deliberately left blank.

Disqualification and Removal of Trustees

67. The office of a Trustee shall be vacated if he or she:

- (a) becomes paid when it was a prerequisite of the Trustee's appointment that he or she be unpaid;
- (b) is disqualified from acting as a member of the Trustee Board by virtue of Section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
- (c) becomes incapable by reason of mental disorder, illness or injury of managing and carrying out her/his own affairs;
- (d) is absent without the permission of the Chair from three consecutive meetings and the Trustee Board resolves that her/his office be vacated;
- (e) is removed from office by a resolution of the Trustee Board passed pursuant to Article 68;
- (f) notifies to the Trustee Board a wish to resign by giving at least one months notice in writing to the Secretary stating the date on which the resignation is to take effect (but only if at least five members of the Trustee Board will remain in office when the notice of resignation is to take effect).

68. A Trustee may also be removed from office for breach of any Code of Conduct which the Trustee Board may adopt. Removal will require a resolution of the Trustee Board approved by two thirds of the Trustees present and voting at a meeting. Not less than fourteen days' notice of

the meeting shall have been given and the Trustee concerned shall have been given an opportunity to make representations to the meeting.

Powers of Trustees

69. Subject to the provisions of the Act, the Memorandum and the Articles, the business of the Charity shall be managed by the Trustees who may exercise all the powers of the Charity. The Trustees need not be unanimous. A meeting of the Trustees at which a quorum is present may exercise all the powers exercisable by the Trustees. Nor are their powers restricted by any of the particular powers given to the Trustee Board by the Articles. No alteration of the Memorandum or Articles shall invalidate a prior act of the Trustees which would have been valid if that alteration had not been made.

There is no Article 70.

Delegation of Trustees' Powers

71. The Trustees may appoint any person to be the agent of the Charity for such purposes and on such conditions as they determine.
72. The Trustees may delegate any of their functions and duties to any committee of individuals or the implementation of any of their resolutions and day to day management of the affairs of the Charity to any person or committee in accordance with the conditions set out in the Articles.

Delegations to committees

- 73.1. The Trustee Board shall establish an Equal Opportunities Committee and may by resolution at any time and from time to time establish any other Committee or Committees (by whatever name called) for such period as it may think fit.
- 73.2. The Trustee Board may delegate to the Equal Opportunities Committee or any other Committee decision-making powers and/or executive functions and/or advisory powers and/or recommendatory functions.
- 73.3 This Article is deliberately left blank.
- 73.4 Clause 5 of the Schedule shall apply to any member of a Committee which has decision making powers as if s/he were a Trustee.
- 73.5 Every Committee shall include at least two Trustees and shall have a Chair who shall be appointed by resolution of the Trustee Board
- 73.6 Unless the Trustee Board has agreed alternative arrangements, no meeting of a Committee shall be quorate unless at least one Trustee is

present.

- 73.7 Subject to the foregoing restrictions the Trustee Board may prescribe the means by which the membership and quorum of any Committee shall be decided.
- 73.8 Every Committee shall have a Secretary who shall be responsible for ensuring that minutes of every meeting of the Committee concerned shall be promptly prepared and provided to the Trustee Board (before approval by the next committee meeting) and such minutes shall contain every resolution passed and decision taken by any such Committee.
- 73.9 All delegations under this Article shall be revocable at any time.
74. Subject to Article 73 the Trustee Board may make such regulations and impose such terms and conditions and give such mandates to any Committee as it may from time to time think appropriate.
75. Subject to Articles 73 and 74 every Committee may regulate its own affairs as it may from time to time resolve.
76. For the avoidance of doubt no Committee shall incur any expense or make any financial commitment on behalf of the Charity unless this is expressly authorised by the Trustee Board or is within a budget already approved by the Trustee Board.

Expenses of Trustees

77. The Trustees may be paid all reasonable travelling, hotel, and other expenses properly incurred by them in connection with their attendance at meetings of Trustees or committees of Trustees or general meetings of the Charity or otherwise in connection with the discharge of their duties.
78. The Charity may compensate a member bureau whose employee is a paid Trustee for the loss of the employee's time resulting from his/her attendance at meetings of the Trustee Board or any committee of the Trustee Board in such manner as the Trustees may from time to time decide.

Proceedings of Trustees

79. Subject to the provisions of the Articles, the Trustees may regulate their proceedings as they think fit.
80. The Trustee Board shall hold at least six meetings in each year. A meeting of the Trustee Board may be called at any time by the Chair or by any five Trustees upon at least seven clear days' notice being given

to the other Trustees. A meeting of the Trustee Board may be called by shorter notice if the circumstances require a meeting to be convened urgently. The notice shall specify the date, time and place of the meeting and any special matters to be discussed. It shall not be necessary to give notice of a meeting of the Trustee Board to any Trustee who is absent from the United Kingdom.

81. Meetings of the Trustee Board shall be chaired by the Chair elected by the annual general meeting. In the Chair's absence the meeting shall be chaired by the Deputy Chair and in the Deputy Chair's absence the Trustees present may choose one of their number to chair the meeting.
82. The quorum for Trustee Board meetings shall be at least one third of the members of the Trustee Board, or five members of the Trustee Board, whichever number is greater.
83. 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.
84. The continuing Trustees or a sole continuing Trustee may act notwithstanding any vacancies in their number but, if and so long as the number of Trustees is less than the number fixed as a quorum, the Trustees may act for the purpose of increasing the number of Trustees to that number or of summoning a general meeting of the Charity but for no other purpose.
85. All acts done by a meeting of Trustees, or of a committee of Trustees, or by a person acting as a Trustee shall, even if afterwards discovered that there was a defect in the appointment of any Trustee or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Trustee and had been entitled to vote.
86. A resolution in writing signed by all the Trustees or committee members entitled to vote upon the matter shall be as valid and effectual as if it had been passed at a meeting of Trustees or (as the case may be) at a meeting of a committee of Trustees duly convened and held and may consist of several documents in the same form each signed by one or more Trustees or (as the case may be) committee members. The date of a written resolution shall be the date on which the last person entitled to vote signs.
87. A meeting of the Trustees may be held either in person or by suitable alternative means agreed between the Trustees in which all participants may communicate simultaneously with all other participants.

88. The Trustee Board may appoint and remove official observers to attend Trustee Board meetings and shall in any event appoint in that capacity (i) a representative from a Government Department (ii) the Chair of Citizens Advice Scotland (The Scottish Association of Citizens Advice Bureaux) or his or her representative.

Conflicts of Interest

89. Whenever a Trustee or committee member has a personal interest in a matter to be discussed at a meeting or an interest in another organisation whose interests are reasonably likely to conflict with those of the Charity in relation to a matter to be discussed at a meeting, he or she must:
- 89.1 declare an interest before discussion begins on the matter;
 - 89.2 withdraw from that part of the meeting unless expressly invited by the Chair to remain;
 - 89.3 in the case of personal interests not be counted in the quorum for that part of the meeting;
 - 89.4 in the case of personal interests withdraw during the vote and have no vote on the matter

Regulations

90. The Charity in general meeting shall have the power to make, repeal, or alter regulations for the conduct of business by the Charity and by the Trustee Board or any Committee thereof. In particular the Charity may make, repeal, and alter Standings Orders to govern:
- 90.1 any procedure for dealing with resolutions which propose any change to the Memorandum or Articles, including any change to Article 69, the power of the Trustee Board to manage the business of the Charity, (“constitutional resolutions”) and
 - 90.2 the procedure in respect of any non-constitutional resolutions including any which propose to affect the policy and practice of the Charity and which do not seek to have such constitutional effect (“non-constitutional resolutions”).

President and Vice Presidents

91. A President and Vice Presidents of the Charity may be elected at an annual general meeting of the Charity on the recommendation of the Trustee Board and shall hold office for a period of up to three years and shall be eligible for re-election for a further term. A person shall not

hold office as President or Vice President for more than six consecutive years.

Chief Executive Officer

92. A Chief Executive Officer shall be appointed (and may be removed) by the Trustee Board. The Chief Executive Officer will be responsible to them for the management of the affairs of the Charity at such remuneration and upon such conditions as the Trustee Board think fit.

Bank Accounts

93. The funds of the Charity, including all subscriptions, donations, contributions and bequests shall be paid into an account or accounts operated in the name of the Charity at such bank or banks as the Trustee Board shall from time to time decide.

Secretary

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

Minutes

95. The Trustees shall ensure minutes are made in books kept for the purpose or electronically
- (a) of all appointments of officers made by the Trustees; and
 - (b) of all proceedings at meetings of the Charity and of the Trustees, and of committees of Trustees, including the names of the Trustees or committee members present at each such meeting.

A member or Trustee of the Charity shall accept that a minute appearing to be signed by the Chair of the meeting which is minuted or by the Chair of the following meeting is true.

Accounts and Reports

96. Members of the Charity may inspect the statutory books and accounting records of the Charity during normal working hours, but this is subject to any reasonable restrictions as to the time and manner of inspection which the Trustee Board may impose.

Annual Return

97. The Trustee Board shall comply with its 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

98. The Trustee Board shall comply with its 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

99. The Trustee Board shall comply with its obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to:
 - a. the keeping of accounting records for the Charity;
 - b. the preparation of annual statements of account for the Charity;
 - c. the auditing of the statements of account of the Charity;
 - d. the transmission of the statements of account of the Charity to the Charity Commission.

Notices

100. Any notice to be given to or by any person in accordance with the Articles shall be in writing. However a notice calling a meeting of the Trustees need not be in writing if a written notice would not be practical because circumstances require a meeting to be convened urgently.
101. The Charity may give any notice to a member either personally, by fax to a number provided for that purpose, by electronic communication to an address provided for that purpose or by sending it by post in a prepaid envelope addressed to the member at his or her registered address or by leaving it at that address.
102. A member present at any meeting of the Charity shall be deemed to have received notice of the meeting and, where requisite, of the purpose for which it was called.
103. 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

104. Subject to the provisions of the Act but without prejudice to any indemnity to which a Trustee may otherwise be entitled, every Trustee or other officer of the Charity shall be indemnified out of the assets of the Charity against all costs charges expenses or liabilities incurred by him or her:

- (a) in defending any civil or criminal proceedings in which judgment is given in his or her favour or in which he or she is acquitted; and
- (b) in connection with any application in which relief is granted to him or her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the Charity.

This provision is without prejudice to any other indemnity which the Trustees may otherwise be entitled to.

Trustees' indemnity insurance

105. The Trustees shall have power to resolve pursuant to clause 4.24 of the Memorandum to effect trustees' indemnity insurance, despite their interest in such policy.

Winding-up

106. The provisions of clauses 6 and 8 of the Schedule relating to the winding-up or dissolution of the Charity shall have effect and be observed.

SCHEDULE

Preamble

In this Schedule only:

(A) Any references to “the Association” or “the Company” shall be construed as references to the Charity.

(B) Any references to “this Memorandum of Association” shall be construed as references to this Schedule.

(C) Any references to “the Charity Commissioners for England and Wales” shall be construed as references to the Charity Commission of England and Wales.

(D) Any references to the “Council of Management” or “Governing Body” of the Company shall be construed as references to the Trustee Board of the Charity.

(E) Any references to a “Clause” shall be construed as a reference to a clause of this Schedule.

[Name](#)

[Registered office](#)

[Objects](#)

[Powers](#)

[Conflict of interest](#)

[Limited liability](#)

[Amendment](#)

[Dissolution](#)

1. Name

- 1.1 The name of the company is The National Association of Citizens Advice Bureaux (“the Charity”).

2. Registered Office

- 2.1 The registered office of the Charity is situated in England.

3. Objects

- 3.1 The Charity’s objects are to promote any charitable purpose for the advancement of education, the protection and preservation of health and the relief of poverty, sickness and distress.
- 3.2 In carrying out its objects and in all aspects of its work, the Charity is committed to promoting equality and diversity, to preventing prejudice and discrimination, to ensuring equal access to and to promoting good relations between all sections of the community.

4. Powers

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

- 4.1 Power to encourage the establishment and provision of Citizens Advice services and outlets supplying a free, independent, confidential and impartial service of advice and information for the public and directly to provide or assist in providing advice, information and counsel for the public.
- 4.2 Power to provide member bureaux with efficient services, training and support.
- 4.3 Power to support the development of new bureaux.
- 4.4 Power to ensure that all member bureaux maintain adequate standards in the services they provide.
- 4.5 Power to maintain an active link of communication and consultation between the public and government, local government and other charitable bodies by:
- 4.5.1. explaining legislation and regulations to the public generally and individually;
- 4.5.2. feeding back to those bodies the needs and reactions of the public.

- 4.6 Power to provide evidence for government and other enquiries.
- 4.7 Power to obtain, collect and receive money and funds by way of subscriptions, contributions, donations, legacies, grants, appeals, and any other lawful method. It can also accept and receive gifts of property of any description (whether subject to any special trusts or not) provided that the Charity does not carry out any substantial and permanent trading activities for the purpose of raising funds and shall conform to any relevant requirements of the law.
- 4.8 Power to buy, take on lease or in exchange any property necessary for the achievement of the objects and to maintain and equip it for use.
- 4.9 Power to sell, lease or dispose of all or part of the Charity's property but only in accordance with the restrictions imposed by the Charities Act 1993 (or any statutory re-enactment or modification of that Act).
- 4.10 Power to borrow money and to give security for loans but only in accordance with the restrictions imposed by the Charities Act 1993 (or any statutory re-enactment or modification of that Act).
- 4.11 Power to employ and pay such staff and other persons (who shall not be members of the Trustee Board) to carry on the work of and advise the Charity and to make all reasonable and necessary provision for the payment of pensions and superannuation for staff and their dependants.
- 4.12 Power to recruit volunteer workers.
- 4.13 Power to work with other charities, voluntary bodies and statutory authorities that have the same or similar purposes as the Charity and exchange information and advice with them.
- 4.14 Power to establish or support any charitable trust, association or body and to subscribe or guarantee money for charitable purposes calculated to further the objects of the Charity.
- 4.15 Power to make any charitable donations either in cash or assets to further the objects of the Charity.
- 4.16 Power to set up, act as trustees of and implement charitable trusts.
- 4.17 Power to appoint and constitute such advisory committees as the Trustee Board may think fit.
- 4.18 Power to procure to be written, and print, publish, issue and circulate with or without charge any reports or periodicals, books, pamphlets, leaflets and other documents, audio and video tapes and discs, computer discs, films and any other instructional matter.

- 4.19 Power to arrange and provide or join in arranging and providing for the holding of exhibitions, meetings, lectures and classes.
- 4.20 Power to promote, encourage or undertake research and experimental work and make available the results of such research.
- 4.21 Power to join with any other charitable institution and to become responsible for the assets, liabilities and contracts of any such institution or to transfer the assets, liabilities and contracts of the Charity to such institution.
- 4.22 Power to invest or deposit funds in any lawful manner whilst having regard to the suitability of investments and the need for diversification.
- 4.23 Power to insure the property of the Charity against any foreseeable risk and to take out other insurance policies to protect the Charity as the Trustee Board thinks fit.
- 4.24 Power to provide indemnity insurance to cover the liability of Trustees:
- (a) which by virtue of any rule of law would otherwise attach to them in respect of negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Charity;
 - (b) to make contributions to the assets of the Charity in accordance with the provisions of section 214 of the Insolvency Act 1986;

Provided any such insurance in the case of paragraph (a) above shall not extend to cover

- (i) any liability resulting from conduct which the Trustees knew, or must be assumed to have known, was not in the best interests of the Charity, or which the Trustees did not care whether it was in the best interests of the Charity or not;
- (ii) any liability to pay the costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud or dishonesty or wilful or reckless misconduct of the Trustees;
- (iii) any liability to pay a fine.

And provided any such insurance in the case of paragraph (b) above shall not extend to cover any liability to make such contributions where the basis of the Trustee's liability is his or her knowledge prior to the insolvent liquidation of that Charity (or reckless failure to acquire that knowledge) and there was no reasonable prospect that the Charity would avoid going into insolvent liquidation.

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

5. Limitation of Private Benefits

5.1 Subject to the provisions of sub-clauses 5.2. and 5.3, the income and property of the Charity shall be applied solely towards the promotion of its objects set out in this Memorandum. No payment shall be made directly or indirectly to any member of the Charity by way of dividend, bonus or otherwise by way of profit. This shall not prevent any payment to a member bureau in return for services rendered to the charity or otherwise in promotion of the objects of the Charity.

5.2 No member of the Trustee Board and no connected person shall acquire any interest in property belonging to the Charity (otherwise than as a Trustee for the Charity) or receive remuneration from the Charity or be interested in any way (otherwise than as a member of the Trustee Board) in any contract entered into by the Charity.

Provided this does not exclude:

- a. the payment of reasonable out of pocket expenses incurred on behalf of the Charity;
- b. the payment of fees or the giving of other benefits to any company of which a Trustee is also a member holding not more than 1/100th part of the capital;
- c. interest at a reasonable rate on money lent to the Charity;
- d. a reasonable rent or hiring fee for property let or hired to the Charity;
or
- e. reasonable and proper premiums in respect of indemnity insurance effected in accordance with clause 4.24 of this Memorandum

(For the purpose of this sub-clause “connected person” means the spouse, child, parent, grandparent, grand-child, brother, sister or other person in a relationship with a Trustee Board member which may reasonably be regarded as equivalent to such a relationship or any company or business controlled or managed by a Trustee or a connected person.)

5.3 Any member of the Trustee Board, who is elected or nominated by member bureaux or any other body or who is in any way connected to a member bureau or bureaux or body giving funds to or contracting with the Charity, is first and foremost a member of the Trustee Board and therefore must represent the interests of the Charity when acting as a Trustee even if this conflicts with the policies or interests of the bureaux or body by which s/he is elected or nominated or to which s/he is connected.

6. Limited Liability

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

7. Amendment

- 7.1 The Memorandum and Articles of Association of the Charity may be amended in accordance with the Companies Act 1985 and the Charities Act 1993 (or any statutory re-enactment or modification of these Acts).

8. Dissolution

- 8.1 If any property remains after the Charity has been wound up or dissolved and all debts and liabilities have been satisfied, it shall not be paid to or distributed among members of the Charity. It shall instead be given or transferred to some other charitable institution or institutions having similar objects to those of the Charity. The institution or institutions which are to benefit shall be chosen by the members of the Charity at or before the time of winding up or dissolution. A copy of the statement of accounts, or account and statement for the final accounting period of the Charity must be sent to the Charity Commission.

9. Definitions

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

Name, Addresses and Descriptions of Subscribers

Mrs S. Green, Woking CAB	1 York Road, Woking (Bureau Organiser)
Mrs J.M. MacMillan, Gateshead CAB	46 Trinity Square, Gateshead, Tyne & Wear (Organiser)
Mrs J Madill, Kingston upon Thames CAB	31 St James's Road, Kingston upon Thames (Bureau Organiser)
Joan Maule-Finch, Lichfield CAB	Throgmorton House, Frog Lane, Lichfield, Staffs (Organiser)
Mr K.D. Brierly, Horpurley/Collyhurst CAB and Neighbourhood Information Centre	Community Services Centre, Paget Street, Manchester M10 2LX
Lady Ricketts, Stroud CAB	Union Street, Stroud (Bureau Organiser)
Mrs M Keith-Lucas, Canterbury CAB	5B Best Lane, Canterbury, Kent (Bureau Organiser)

Dated this 13 day of March 1979

Witness to the above Signatures:

A Parker
McKenna & Co
1 Aldwych
London WC2
Solicitor