



# **Citizens Advice Newcastle**

## **Memorandum and Articles of Association**

Incorporated the 23<sup>rd</sup> of March 1987

Registered Charity Number 1135396

Registered Company Limited by Guarantee

and Not Having a Share Capital Number 2114435

## **The Companies Act 2006 and the Charities Act 2011**

### **Company Limited by Guarantee and Not Having a Share Capital**

#### **Memorandum of Association of Citizens Advice Newcastle**

1. The name of the Company is Citizens Advice Newcastle.
2. The registered office of the Company will be situated in England.
3. Citizens Advice Newcastle is established for the promotion of any charitable purposes for the benefit of the community in the North East region of England by the advancement of education the protection of health and the relief of poverty, sickness and distress.

In furtherance of its objects and for no other purposes the Company shall have the power:

- a) To establish and conduct advice centres to provide free, confidential, independent and impartial services of advice, information, guidance and counsel for the public and for the implementation thereof;
- b) To obtain, collect, issue appeals for and receive money and other assets by the way of contributions, donations, subscriptions, legacies, grants, commissions and any other lawful method and accept and receive gifts of property of any description (whether subject to any special trusts or not) provided that Citizens Advice Newcastle shall not undertake any permanent trading activities;
- c) To procure to be written, and print, publish, issue and circulate gratuitously or otherwise any reports or periodicals, books, pamphlets, leaflets or other documents in both hard copy and electronic formats;
- d) To arrange and provide for or join in arranging and providing for the holding of meetings, conferences, exhibitions, displays, lectures and training classes;
- e) To promote, encourage or undertake research and experimental work and make available the results of such research;
- f) To affiliate or become affiliated to any institution having charitable purposes only and acquire and undertake all or any part of the assets, liabilities and engagements of any such institution which Citizens Advice Newcastle may lawfully acquire;
- g) To co-operate and enter into such arrangements with any authorities, agencies or persons national, local or otherwise as may be thought beneficial for the carrying out of the stated objects;

- h) To purchase, take on lease or in exchange, hire, licence or otherwise acquire and hold and (with such consents as may be required by law) to sell, lease or otherwise dispose of any resale or personal estate, stock, effects and assets (whether or not subject to any trusts);
- i) To draw cheques, operate bank accounts, borrow and raise money for the objects of Citizens Advice Newcastle on such terms and mandates and (with such consents by the law required) on such security as may be thought fit;
- j) To invest monies not immediately required in or upon such investments or other assets as the Trustee Board shall in its complete discretion think fit and subject nevertheless to such conditions and consents as may be imposed or required by law;
- k) To undertake any charitable trusts (whether through the means of a corporate or unincorporated body);
- l) To employ, retain or engage persons and to remunerate the same and (subject to Clause 4) to pay reasonable annual sums or premiums for or towards the provisions of pension for the same or their dependants;
- m) To insure and arrange insurance cover and indemnification for its officers, staff and volunteers to protect them from risks incurred in the course of performing their duties;
- n) To do all such other lawful things as are necessary for the attainment of the objects of Citizens Advice Newcastle.

Provided that:

- i) If Citizens Advice Newcastle takes or holds any property which may be subject to any trusts, the Company shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
  - ii) The Company's objects shall not extend to the regulation of relations between workers and employers and employers or organisation of workers and organisations of employers.
  - iii) If Citizens Advice Newcastle takes or holds any property subject to the jurisdiction of the Charity Commission, the Company shall not sell, mortgage, charge or lease this without such authority, approval or consent as may be required by law and the Trustee Board shall be answerable and accountable for their own acts, receipts, neglects and defaults and for the due administration of such property.
4. The income and property of Citizens Advice Newcastle shall be applied solely towards the promotion of its stated objects as contained in this Memorandum of Association. No portion shall be paid or transferred directly or indirectly by way of dividend, bonus or other means by way of profit to members of the Company and no Trustee shall be appointed to any office of the Company paid by salary or fees or receive remuneration or any other financial benefit from Citizens Advice Newcastle.

Citizens Advice Newcastle will provide for the proper payment of:

- a) Reasonable remuneration to any member, officer or servant of the Company (except Trustees) for any services rendered to Citizens Advice Newcastle and for travelling expenses necessarily incurred in carrying out the duties of any member, officer or servant of the Company.
- b) Interest on money lent by any member of the Company or its Trustees at a rate per annum not exceeding 2% less than the minimum lending rate prescribed by the Company's bank or 3% whichever is the greater.
- c) Reasonable and proper rents for premises demised or let by Citizens Advice Newcastle.
- d) Reasonable and proper out of pocket expenses to any Trustee.
- e) Reasonable and proper remuneration to staff.

Provided further that:

- i) Every person to be remunerated shall be absent from every part of a meeting at which any matters relating to their own particular appointment or remuneration shall be discussed or decided upon, and shall have no vote;

- 5. The liability of the members is limited.
- 6. Every member of Citizens Advice Newcastle undertakes to contribute to the assets of the Company in the event of it being wound up while they are a member or within one year after they cease their membership, for payment of the debts and liabilities of the Company contracted before their membership ceased, and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories' amount themselves, such amount as may be required and not exceeding one pound.
- 7. If, following the winding up or dissolution of Citizens Advice Newcastle and the proper payment of its debts and liabilities, there remains any property whatsoever, this shall not be paid to or distributed among the Company members but shall be given or transferred to some other charitable purpose or purposes as the members shall, by ordinary resolution decide. Failing this, the same shall be transferred to Citizens Advice (or any body succeeding it).

## **The Companies Act 2006 and the Charities Act 2011**

### **Company Limited by Guarantee and Not Having a Share Capital**

#### **Articles of Association of Citizens Advice Newcastle**

##### Membership

1. The Trustee Board shall admit to membership individuals who and representatives from organisations which subscribe to the Memorandum of Association. The Trustees may in their absolute discretion and without giving their reasons decline to admit any applicant to membership.
2. The number of permitted members is thirty, but the Trustees may from time to time resolve to increase the membership.
3. The Trustees may, at their absolute discretion, impose any formal requirement in relation to members including a membership fee, subscription, levy or other payment.
4. Every member of Citizens Advice Newcastle shall either sign a written consent on becoming a member or sign the register of members on becoming a member.
5. The membership of Citizens Advice Newcastle shall be reviewed and renewed at the Annual General Meeting.

##### Cessation of Membership

Membership shall not be transferable, and a member shall cease their membership:

- i) On death.
- ii) By giving seven days signed notice in writing to the Company Secretary that they resign their membership (subject to Clause 6 of the Memorandum).
- iii) If at a Trustee Board meeting at which not less than half of its members are present, a Resolution is passed by at least two thirds of the Trustees present resolving that the member be expelled for whatever reason. Such a resolution shall not be passed unless the member has been given at least 21 days' notice in writing of the Trustee Board meeting at which the matter is to be considered, and an explanation of the alleged conduct or circumstances upon which the expulsion is being considered. The member concerned will be given a reasonable opportunity to be heard or to submit a written statement to the Trustee Board in advance of this meeting.

- iv) An expelled member may appeal to a General Meeting of Citizens Advice Newcastle by signed notice, served at the registered office within 21 days of receiving notice of their expulsion. The appeal shall then be considered by the next following General Meeting of Citizens Advice Newcastle and if at that meeting a resolution shall be carried by a majority consisting of not less than two thirds of the members voting on the resolution that the decision of the Trustees be reversed then the person to whom such a resolution relates shall be reinstated into membership.

### General Meetings

6. Citizens Advice Newcastle shall hold a General Meeting of members in every calendar year as its Annual General Meeting (AGM). These meetings will be held at a time, date and place decided by the Trustee Board, providing that each is held within fifteen months of the previous one.
7. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
8. The Trustee Board may convene an Extraordinary General Meeting whenever it is deemed necessary, or in default, such a meeting may be convened by such provisions in the Act.
9. At least fourteen days' notice in writing shall be given for every General Meeting and displayed on public notices at the registered office and other appropriate places. The notices will specify the time, date and venue for the meeting, and the general business to be conducted.
10. The accidental omission to give notice of a meeting, or the non-receipt of such notice by any person entitled to receive notice shall not invalidate any resolution passed or the proceedings at any meeting.

### Proceedings At General Meetings

11. All Annual General Meetings will consider the Trustee Board Annual Report and Annual Accounts, together with the appointment of the Auditors.
12. An Annual Public Meeting will be held each year immediately following the Annual General Meeting. All members and others aged 18 and over, who work or reside in the charity's area of benefit (North East of England) may attend.
13. The business conducted at the Annual Public Meeting will be to elect Trustees for the ensuing year, and to discuss the work of the charity as previously notified to the Secretary in writing three days prior to the meeting or as may be allowed by the Chair.
14. The quorum for all General Meetings is twenty members.
15. If, within 30 minutes of the appointed time for commencement of a General Meeting a quorum is not present, the meeting, if convened by the members, will be cancelled. In any other case it will stand adjourned to the same time, day and place the next week, or at such other place as the

Trustee Board shall determine. If at this adjourned meeting a quorum is not present within 30 minutes of the appointed time for its commencement, the members present shall be deemed quorate.

16. The Chair or in their absence the Vice Chair of the Trustee Board shall preside as Chair at every General Meeting, but if there is no such Chair or if at any meeting they are not present within 15 minutes of the appointed time for its commencement, or if they are unwilling to preside, the members present shall choose a member of the Trustee Board, or if no Trustee is present, or if all the Trustees present decline to preside, then the members present shall choose a member to do so.

17. The Chair of the Trustee Board may, with the consent of any meeting at which a quorum is present adjourn the meeting from time to time. No business shall be transacted at any reconvened meeting other than the business which was to have been transacted at the adjourned meeting. If a meeting is adjourned for 30 days or more, notice of the reconvened meeting shall be given in the same manner as that of the original meeting.

18. At any General Meeting a resolution put to the vote shall be decided on a show of hands unless a ballot is requested by at least one third of the members present.

19. Subject to Article 20 below, if a ballot is requested it shall be taken at such a time and place and in such manner as the Chair of the meeting shall direct.

20. No ballot can be held on the election of the Chair of a meeting or on any question of adjournment.

21. Where there is a tied vote, either on a show of hands or a ballot, the Chair of the meeting shall be entitled to use a second or casting vote.

22. The demand for a ballot shall not prevent a meeting from continuing to carry out the scheduled business other than the question on which a ballot has been demanded.

#### Extraordinary Public Meeting

23. An Extraordinary Public Meeting may be convened on not less than 14 days' notice by not less than a third of the Trustee Board or 50 other persons who would be entitled to attend a Public Meeting if held at the time of requisitioning. Such a requisition must be made to the Chair of Trustees stating the purpose of the meeting, and giving the names, addresses, ages and other relevant particulars of all those in support. The procedures for an Extraordinary Public Meeting shall be the same as for a General Meeting.

#### Votes of Members

24 a) Subject to the provisions below, every member shall have one vote.

b) An incorporated organisation may vote via its duly authorised representative appointed under the provisions of the Act.

#### Trustee Board Membership

25. Citizens Advice Newcastle will seek to ensure that the Trustee Board is broadly representative of appropriate local organisations, interested groups and interested individuals, with the appropriate skills and experience required to serve effectively as Trustees. No person remunerated by Citizens Advice Newcastle shall be appointed as a Trustee. All Trustees are required to give their written consent and written declaration of their eligibility to serve as such. All

Trustees are required to abide by the charity's agreed Code of Conduct for Trustees. The Trustee Board shall act as the Committee, and shall consist of:

- Elected Trustees, of whom there shall be no more than fifteen;
- Co-opted Trustees, of whom there shall be no more than two
- Two Staff representatives, as observers only and with no votes
- Two Volunteer representatives, as observers only and with no votes.
- The Chief Executive as Company Secretary with no vote.

The Trustees may invite any other person to attend any of its meetings, as deemed relevant, but they will have no vote.

26. At the conclusion of Annual General Meetings and Annual Public Meetings one third of the Elected Trustees shall retire from office and shall be eligible for re-election.

27. Subject to Article 25, Co-opted Trustees may be appointed and removed at any time by the Trustee Board either to fill a casual vacancy or by way of addition to the Board.

28. Subject to Article 25, Staff representatives to be appointed by the staff of Citizens Advice Newcastle in a manner prescribed by the Trustee Board.

29 Subject to Article 25, Volunteer representatives to be appointed by volunteers of Citizens Advice in a manner prescribed by the Trustee Board.

#### Management

30. The business of Citizens Advice Newcastle shall be managed by the Trustee Board who may exercise all such powers and actions required to carry out the achievement of the charity's stated objects, as set out in the Memorandum of Association. All such powers and actions must be carried out in accordance with the law and appropriate regulations.

31 The Trustee Board shall appoint and may remove a Chief Executive and such other managers and staff to conduct the affairs of Citizens Advice Newcastle, for such time, at such remuneration and upon such conditions as they may think fit.

32. The Chief Executive shall be appointed by the Trustee Board to act as Company Secretary for such time, at such remuneration (if any) and upon such conditions as they may think fit, and any Secretary so appointed may also be removed by them. The Trustee Board may from time to time appoint a deputy Secretary, and any person so appointed may act in place of the Secretary if there is no Secretary or none capable of acting.

#### The Company Seal

33. The Seal of Citizens Advice Newcastle shall not be affixed to any instrument except by the authority of a resolution of the Trustee Board and in the presence of at least two Trustees and the Company Secretary. They shall sign every instrument to which the Seal is to be affixed, and such signatures shall be conclusive evidence that the Seal has been properly affixed.

#### Disqualification of Trustees

34. A Trustee will be disqualified if:

- a) A receiving order is made against them or they make any arrangement or composition with their creditors;
- b) They become of unsound mind;

c) They resign their office by giving notice in writing to the Company Secretary, subject to clause 6 of the Memorandum of Association;

d) They cease to hold office by reason of any order made under any legislation.

35. The Trustee Board may, by a two thirds majority, remove any Trustee from office before the expiration of their term of office and in the case of a co-opted Trustee, may appoint another person in their stead to hold office until the next Annual Public Meeting.

#### Proceedings of the Trustee Board

36. The Trustee Board shall meet at least four times a year. They may transact business matters, adjourn and otherwise regulate their meetings as they think fit. The quorum for the transaction of business shall be one third of the Trustees. Voting at Trustee Board meetings shall be decided by a simple majority. Where there is a tied vote, the Chair shall have a second or casting vote.

37. Two Trustees may, and on the request of two Trustees the Secretary shall, at any time, summon a meeting of the Trustees by notice served upon the Trustees at their registered addresses in the United Kingdom.

38. The Trustee Board shall, at their meeting following the Annual General Meeting, elect a Chair who shall hold office until the conclusion of the next Annual General Meeting and shall be entitled to preside at all meetings of the Trustee Board. The Trustee Board may elect a Vice-Chair or Vice Chairs. The Trustee Board shall determine the period for which the Chair and Vice-Chair (s) are to hold office, up to a maximum of five consecutive years. The Vice-Chair(s) will deputise for the Chair. If no such Chair or Vice Chair(s) be elected, or if at any meeting the Chair and Vice Chair (s) are absent after five minutes has elapsed from the appointed commencement time for the Trustee Board meeting, the Trustees present shall choose one of their number to Chair that meeting.

39. A Trustee Board at which there is a quorum of Trustees present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of Citizens Advice Newcastle.

#### Delegations

40. The Trustee Board may delegate any of their powers to Sub Committees consisting of such Trustees and other persons as they think fit, provided that all such actions and proceedings shall be fully and promptly reported back to the Trustee Board. Any Sub Committee so formed shall, in exercising the powers so delegated to it, conform to any regulations imposed on it by the Trustee Board and incur expenditure only with the approval of the Trustee Board.

41. The Trustee Board will create and maintain proper written minutes of the proceedings of all Trustee Board meetings, Sub Committee meetings and Annual General Meetings.

#### Accounts

42. The Trustee Board shall create and maintain accounting records in accordance with the Act.

43. The accounting records shall be kept at the registered office of Citizens Advice Newcastle or at such other place or places as the Trustee Board may think fit, and these shall always be available for the inspection of the officers of the charity.

44. The Trustee Board may determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of Citizens Advice Newcastle shall be made available to members who are not Trustees, except as conferred by statute or authorised by the Trustees or by a General Meeting.

45. The Trustee Board shall, in accordance with the Act, prepare a report on the annual accounts including profit and loss, balance sheets and budget projections for consideration at the Annual General Meeting.

46. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be considered at the Annual General Meeting together with a copy of the auditor's report and Trustees' report shall be sent to every member not less than 21 days before the date of the meeting.

48. The auditors, appointed at the Annual General Meeting, shall carry out their duties regulated in accordance with the Act.

Officers

49. The Trustee Board may appoint such persons as it thinks fit to be the President, Vice-President(s) Honorary Treasurer, Honorary Solicitor and other appropriate roles for periods to be specified at the time of appointment as they shall think fit. Such persons shall not by virtue only of such appointment be Trustees. Any such officer may be removed by the Trustee Board.

Notices

50. A notice may be served by Citizens Advice Newcastle upon any member, either personally or by sending it through the post in a prepaid letter addressed to such a member at their registered address as appearing in the register of members or by electronic communication at such address as the member shall have supplied for that purpose.

51. Any notice, if served by post or by electronic communication, shall be deemed to have been served on the second day following that on which the letter containing the same is put into the post or the electronic communication sent, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post as a prepaid letter or that the electronic communication was properly sent.

Dissolution

52. Clause 7 of the Memorandum of Association of Citizens Advice Newcastle provides for the winding up and dissolution of the charity and these same provisions apply to these Articles of Association.

**Agreed by the Trustee Board of Citizens Advice Newcastle on 8 January 2018.**



Signed .....

Keith Reed, Chair of Trustees