THE COMPANIES ACTS 1985 AND 1989

A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

COMPANY NUMBER

SPECIAL RESOLUTION

OF

DUDLEY DISTRICT CITIZENS ADVICE BUREAUX

At the Annual General Meeting of the Company held on Wednesday the 10th of July 2002 the following Resolution was passed as a Special Resolution:

The Company adopt New Articles of Association in accordance with the form annexed hereto and initialled by the Chairperson for the purposes of identification

Dated the 10th of July 2002

Chairperson

M. K. Brown
THE COMPANIES ACTS 1985 AND 1989

A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

COMPANY NUMBER 2291925

NEW ARTICLES OF ASSOCIATION

OF

DUDLEY DISTRICT CITIZENS ADVICE BUREAUX

Adopted by Special Resolution dated the 10th day of July 2002

Interpretation

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

<table>
<thead>
<tr>
<th>Term</th>
<th>Meaning</th>
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</thead>
<tbody>
<tr>
<td>“Act”</td>
<td>The Companies Act 1985 including any statutory modification or re-enactment for the time being in force</td>
</tr>
<tr>
<td>“Articles”</td>
<td>These Articles of Association of the Charity</td>
</tr>
<tr>
<td>“clear days”</td>
<td>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</td>
</tr>
<tr>
<td>“Charity”</td>
<td>Dudley District Citizens Advice Bureaux</td>
</tr>
<tr>
<td>“District”</td>
<td>All Citizens Advice Bureau services in the area of benefit.</td>
</tr>
<tr>
<td>“Memorandum”</td>
<td>The Memorandum of Association of the Charity</td>
</tr>
<tr>
<td>“National Association of Citizens Advice Bureaux” and “NACAB”</td>
<td>The Charitable Company of that name being Company No. 1436945 and registered charity no. 279057</td>
</tr>
<tr>
<td>“Office”</td>
<td>The registered office of the Charity</td>
</tr>
</tbody>
</table>
“Secretary” The Secretary of the Charity or any other person appointed to perform the duties of the Secretary of the Charity, including a joint, assistant or deputy Secretary.

“Trustee and Trustees” The director and directors as defined in the Act

"Trustee Board" The Board of Directors

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:

a. individuals (over the age of 18 years) who are interested in furthering the work of the Charity and who are not paid workers of the Charity; and

b. any body corporate or unincorporated association which is interested in furthering the Charity’s work and is admitted to membership in accordance with article 5 (any such body being called in these articles a “member organisation”).

Every member shall have one vote

4. Each member organisation (if applicable) 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 if the appointed representative is unable to attend.

5. Each member organisation (if applicable) 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.

6. The Trustee Board 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 Trustee Board (and may be accompanied by one other person for this purpose) before a final decision is made.

7. The Charity shall maintain a Register of Members in which shall be recorded the name and address of every member, and the dates on which they became a member and on which they cease to be a member.
The rights and privileges of a member cannot be transferred to anyone else and are given up when the member stops being a member.

No person or organisation may be admitted as a member of the Charity unless their application for membership has been approved by the Trustee Board.

Any person between the ages of 12 and 17 inclusive who shall be interested in the furtherance of the objects of the Charity may be admitted by the Board as a Junior member of the Charity ("A Junior Member"). A Junior Member shall be entitled to attend Meetings of the Charity but with no power to vote and Junior Members shall have the power to elect two Junior Members to attend meetings of the Board when invited to do so by the Board.

General Meetings

Annual General Meeting

11.1 The Charity 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 Trustee Board shall think suitable.

11.2 The Business to be transacted at the Annual General Meeting of the Charity shall be in accordance with the provisions of the Act and shall include but be not limited to:

- Consideration and if thought fit the approval of the Accounts of the Charity for the most recent financial year of the Charity and the report of the Auditors.
- Election of Directors.
- Appointment of Auditors.

Other General Meetings

12 The Trustee Board 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 10% of the members having the right to attend and vote at general meetings. In default, the requisitionists may call a general meeting in accordance with the Act.
Length of Notice

13 Unless Article 14 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.

14 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 a majority of the members having a right to attend and vote at that meeting. Any such majority shall together represent at least 95% of the total voting rights at that meeting of all the members.

Contents of Notice

15 Every notice calling a general meeting shall specify the place, day and time of the meeting and the general nature of the business to be transacted. In the case of an annual general meeting, the notice shall in addition specify the meeting as such. If a special resolution is to be proposed, the notice shall contain a statement to that effect.

Service of Notice

16 Notice of general meetings shall be given to every member and to the each of the Trustee Board, NACAB and to the auditors of the Charity.

Public Notice

17 Public notice of every annual general meeting shall be given at least seven days before by placing a notice in the Bureau that can be clearly seen or in a prominent place in the local area and by announcing it in the local newspaper.

Right of Attendance

18 Anyone aged 18 years and over who lives or works in the Area of Benefit, or who is interested in furthering the work of the Charity may attend the annual general meeting. Any organisation the principal place of work of which is within the Area of Benefit and which is supportive of the work of the Charity may also appoint a representative to attend the meeting.

Proceedings at General Meetings

19 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 ten percent of the total membership, whichever is the greater, shall be a quorum.
20 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 Trustees 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 shall be a quorum.

21 A representative from the National Association of Citizens Advice Bureaux shall be invited to attend general meetings of the Charity and shall have the right to speak but not to vote at such meetings.

22 The President, or the Chair of the Trustee Board, in that order, shall be the Chair of an annual general meeting. In their absence, the Vice Chair of the Trustee Board (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.

23 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.

24 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 having the right to vote at the meeting.

25 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.

26 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.

27 A poll shall be taken as the Chair directs and he/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
there resolution of the meeting at which the poll was demanded.

28 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.

29 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.

30 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.

31 The proceedings at any meeting or on the taking of any poll shall not be
invalidated by reason of any accidental informality or irregularity or any want
of qualification in any of the persons present or voting.

Votes of members

32 Every member or the representative of a member organisation present in
person shall have one vote.

33 No member or member organisation shall be entitled to vote at any general
meeting of the Charity unless all monies due to the Charity from such
member or member organisation shall have been paid.

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 Charity 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.

Trustee Board

Trustees

37 The first Trustees shall be those persons named in the statement delivered
pursuant to section 10(2) of the Act, who shall be deemed to have been
elected under these Articles. Future Trustees shall be appointed as provided
subsequently in these Articles.

38.1 The maximum number of Trustees shall be fifteen and the minimum shall be
four, being either:

a. elected at the annual general meeting, and who shall hold office from the
   conclusion of that meeting ("The Elected Trustees")

or:-

b. nominated by member organisations pursuant to Clause 48.b of these
   Articles (" The Nominated Trustees")

or:-

c. co-opted by the Trustee Board (" The Co-opted Trustees")

Providing that the total number of co-opted and nominated Trustees does not
exceed one third of the total number of Trustees.

38.2 No Group which is not a Member Organisation of the Charity shall in any
circumstances be eligible to nominate a representative to hold office as a
Board Member.

38.3 Any representative so nominated shall hold office until the next Annual
General Meeting of the Charity. If his or her nomination shall not have been
renewed by the Member Organisation the nominated member shall forthwith
cease to be a member of the Trustee Board. All nominations shall be
received not later than the date of the Annual General Meeting of the Charity.

39 The Charity may from time to time by special resolution increase the maximum
number of Board Members.

40 The Trustee Board may appoint any relevant persons to attend any of its
meetings without the power to vote.

41 In addition and without prejudice to the provisions of section 303 of the Act
the Charity may by extraordinary Resolution remove any member of the
Board before the expiration of her/his period of office and may by an
extraordinary resolution appoint another member in her/his place; but any person so appointed shall hold office so long only as the member in whose place was appointed would have held the same had he/she not been removed.

Powers of the Board

42 In addition to all powers hereby expressly conferred upon it and without detracting from the generality of its powers under the Articles the Board shall have the following powers;

42.1 To expend the funds of the Charity in such manner as it shall consider most beneficial for the achievement of the objects set out in the Memorandum of Association and to invest in the name of the Charity such part of the funds as it may see fit and to direct the sale and transposition of such investments and to expend the proceeds of any such sale in furtherance of the said objects;

42.2 To enter into contracts on behalf of the Charity.

43 At the first Annual General Meeting all the Trustee Board shall retire from office, and at every subsequent Annual General Meeting one third of the Board Members shall be subject to retirement by rotation or, if there number is not three or a multiple of three, the number nearest to one third shall retire from office but, if there is only one Board Member who is subject to retirement by rotation, he shall retire.

44 Subject to the provisions of the Act, the Board Members to retire by rotation shall be those who have been longest in office since their last appointment or re-appointment but as between persons who became or were last re-appointed Board Members on the same day those to retire shall (unless they otherwise agree among themselves) shall be determined by lot.

45 If the Charity at a meeting at which a Board Member retires by rotation does not fill the vacancy, the retiring Board Member shall, if willing to act, be deemed to have been re-appointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution on the re-appointment of the Board Member is put to the meeting and lost.

46 No person other than a Board Member retiring by rotation shall be appointed or re-appointed a Board Member at any general meeting unless;

a) He/she is nominated by the Board or

b) not less than 7 nor more than 21 days before the date appointed for the meeting there shall have been given to the Secretary notice in writing, by some member duly qualified to be present and vote at the meeting for which such notice is given, of her/his intention to propose such person for election, and notice in writing, signed by the person to be proposed, of her/his willingness to be elected.
47 Each appointment of a co-opted or nominated Trustee shall be made at the ordinary meeting of the Trustee Board to be held after the Annual General Meeting 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.

48 At the ordinary meeting of the Trustee Board immediately preceding the annual general meeting, the Trustee Board shall (if applicable):

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

Any proposal from a Trustee 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 Elected Trustees present, the Trustee Board will decide how long the organisation can be represented for (providing the period of representation does not exceed that specified in Article 38) and invite it to nominate a representative.

49 The Trustees may, by power of attorney or otherwise, appoint any person to be the agent of the Charity for such purposes and on such conditions as they may determine.

Regulations

50 The Trustee Board may from time to time make regulations as to the management of the Charity and its affairs, as to the duties of any officers or employees of the Charity, as to the conduct of business by the Trustees or any committee and as to any of the matters or things within the powers or under the control of the Trustees provided that such regulations shall not be inconsistent with the Memorandum or the Articles.
Delegation of Trustees’ Powers

51 The Trustee Board may delegate any of its functions to committees consisting of three or more individuals appointed by it (but at least two members of every committee must be Trustees and all proceedings of committees must be reported promptly to the Trustee Board).

Appointment and Retirement of Trustees

52 No person shall be elected or re-elected as a Trustee 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 Charity 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 Charity's Register of Trustees together with notice executed by that person of her/his willingness to be elected or re-elected.

53 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 Charity of the intention to propose him or her at the meeting for election or re-election as a Trustee. 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 Charity's Register of Trustees.

54.1 No person may be appointed as a Trustee:

a. under the age of 18 years; or

b. if he/she is a paid worker at the Bureau; or

c. in circumstances such that, had he/she already been a Trustee, he/she would have been disqualified from acting under the provisions of Article 57.

54.2 A volunteer to be elected at the AGM will be a member of the Trustee Board provided that at any one time there shall never be more than one Volunteer as a member of the Trustee Board. If no Volunteer shall be so elected, the Trustees will have the power to appoint a volunteer to be a Trustee until the next AGM.

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

56 The remaining members of the Trustee Board may appoint a person willing to act to fill a casual vacancy in the office of an elected member of the Trustee Board 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 that person is acceptable to the Trustee Board).

Disqualification and Removal of Trustees

57 The office of a Trustee shall be vacated if he/she:

57.1 ceases to be a Board Member by reason of any provision in the Act or is disqualified from acting as a Board member by reason of Section 72 of the Charities Act 1993 (or any statutory modification or re-enactment of that provision);

57.2 becomes by reason of mental illness incapable of managing his/her own affairs;

57.3 by notice in writing to the Charity resigns his/her office;

57.4 ceases to be a member of the Charity;

57.5 is absent without the permission of the Board from all its meetings whether of the Board or of relevant sub-committee of the Board held within three months and the Board resolves that his office be vacated.

57.6 The Group which he represents ceases for whatever reason to be a Member of the Charity.

Expenses of Trustees

58 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.

Officers

59 At the first meeting following the Annual General Meeting, the Trustee Board 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.

60 A person shall not hold office as Chair or Vice Chair for more than five consecutive years. After the end of this period, two further years must pass before any former Chair or Vice Chair shall be eligible for re-election to the office previously held.
The Trustee Board may appoint a President and any such other officers as it may need from time to time. All such positions shall be non-voting and unpaid.

The Trustee Board may appoint such other paid officers or staff as it considers necessary. The Trustee Board shall appoint and fix the remuneration of such staff as may be necessary to conduct the business of the bureau. None of the Officers or voluntary staff who work at the Bureau will be paid. Subject to Article 54.2, they will not be Trustees and will have no right to vote at meetings.

Proceedings of Trustees

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

A representative from the National Association of Citizens Advice Bureaux shall be invited to attend all meetings of the Trustee Board and its sub-committees. Such NACAB representative shall have the right to speak but shall not have the right to vote at meetings.

The District Development Manager and the managers of the major service outlets within the District shall be entitled to attend all meetings of the Trustee Board and shall have the right to speak but shall not have the right vote. The Trustee Board may require any such persons to withdraw from the meeting.

One representative of the paid staff from the District and a representative of the volunteer workforce from each major service outlet within the District shall be entitled to attend all meetings of the Trustee Board, and shall have the right to speak but shall not have the right to vote. The Trustee Board may require any such person to withdraw from the meeting.

The Trustee Board shall hold at least four ordinary meetings in each year and may hold such other ordinary meetings as are required. Seven clear days' notice in writing shall be given to all members of the Trustee Board and to NACAB of all ordinary meetings. A special meeting of the Trustee Board may be called at any time by the Chair or by any three members upon seven clear days' notice in writing being given to the other members and to NACAB of the matters to be discussed.

The quorum shall be at least one third of the members of the Trustee Board, or 4 members of the Trustee Board, whichever number is greater, for decisions to be made at any Trustee Board meeting, provided that there shall be no quorum unless the number of elected members present at the meeting and able to vote shall exceed the total of the number of co-opted, nominated and volunteer members so present.

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.
70 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.

71 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.

72 A resolution in writing signed by all the Trustees entitled to receive notice of a meeting of Trustees or of a committee of Trustees shall be as valid and effectual as if it had been passed at a meeting of Trustees or (as the case may be) a committee of Trustees duly convened and held and may consist of several documents in the like form each signed by one or more Trustees. The date of a written resolution of the Trustees shall be the date on which the last Trustee signs.

73 A meeting of the Trustees may be held either in person or by suitable electronic means agreed between the Trustees in which all participants may communicate simultaneously with all other participants.

General

National Association of Citizens Advice Bureaux

74 The Charity shall be a member of the National Association of Citizens Advice Bureaux (NACAB) and must conform to its membership requirements and to its aims, principles and policies.

75 The Charity and its Trustees shall operate within an Equal Opportunities framework to achieve its objects and when exercising their powers.

Bank Accounts

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

Secretary

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

78 The Trustee Board may also appoint such representatives or nominees to act on its behalf as it shall think fit for such purposes and to exercise on its behalf such functions and rights as it shall prescribe (including its membership of the National Association of Citizens Advice Bureaux). The Trustee Board may also from time to time remove such representatives or nominees appointed in its place. Different individuals may be appointed for different functions and rights, and the Trustee Board may, in a suitable case, nominate its own members.

Minutes

79 The Trustees 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 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 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 Trustee of the Charity, be sufficient evidence of the proceedings.

Accounts and Reports

80 The Charity 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 Charity 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

81 The Trustee Board 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

82 The Trustee Board 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

83 The Trustee Board 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 Charity;

b. the preparation of annual statements of account for the Charity;

c. the auditing or independent examination of the statements of account of the Charity;

d. the transmission of the statements of account of the Charity to the Commission.

Notices

84 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 Trustees need not be in writing.

85 The Charity may give any notice to a member either personally, by fax, by e-mail 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. 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.

86 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall, unless the contrary is proved, be deemed to have been received 10 days after the envelope containing it was posted.

Indemnity

87 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 or auditor of the Charity shall be indemnified out of the assets of the Charity against any liability incurred by him or her in defending any proceedings, whether civil or criminal, in which judgement is given in his or her favour or in which he or she is acquitted or 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 affairs of the Charity, and against all costs, charges, losses, expenses or liabilities incurred by him or her in the execution and discharge of his or her duties or in relation thereto.

Social Audit

88 A social audit of the Company's activities may, by resolution of a General Meeting, be undertaken annually in addition to the financial audit required by law. The role of the social audit shall be to identify the social costs and
benefits of the Company's work, and to enable an assessment to be made of the Company's overall performance in relation to its objects more easily than may be made from financial accounts alone.
Such a social audit may be drawn up by an independent assessor appointed by the Board, or by the Board who may submit their report for verification or comments to an independent assessor.
A social audit may include an assessment of the internal democracy and decision-making of the Company; the wages, health and safety, skill sharing and education opportunities of its employees, or other matters concerning their overall personal or job satisfaction; and an assessment of the Company's activities externally, including its effects on users and suppliers, on people in the same or similar field of activity, and on persons residing in areas where the Company is located.

Rules

89 The Board may from time to time make such rules or bye-laws as it may deem necessary, expedient or convenient for the proper conduct and management of the Charity and for the purposes of prescribing classes and conditions of membership.
In particular but without limitation to the generality of the foregoing, it may by such rules or bye-laws regulate;

a. The admission and classification of members of the Charity (including the admission of organisations to membership) and the rights and privileges of such members, and the conditions of membership and the terms on which subscriptions, if any, shall be paid by members;

b. The conduct of members of the Charity in relation to one another and to the employees of the Charity;

c. The setting aside of the whole or any part or parts of the premises of the Charity at any particular time and for any particular purpose;

d. The procedure at general, meetings and at the meetings and committees of the Board in so far as such procedure is not regulated by these Articles;

e. Generally, all such matters as are commonly the subject matter of Charity Rules.

90 The Charity in General meeting shall have the power to alter, add to or repeal the rules or bye-laws and the board shall adopt such means as it thinks sufficient to bring to the notice of members of the Charity all such rules or bye-laws, which shall be binding on all members of the Charity provided that no such rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in the Memorandum and the Articles.
Winding-up

91 The provisions of clauses 6 and 8 of the Memorandum of Association relating to the winding-up or dissolution of the Charity shall have effect and be observed as if the same were repeated in the Articles.
Names, Addresses and Signatures of Subscribers

<table>
<thead>
<tr>
<th>NAMES AND ADDRESSES</th>
<th>SIGNATURES</th>
</tr>
</thead>
<tbody>
<tr>
<td>Malcolm Brown</td>
<td></td>
</tr>
<tr>
<td>6 Orchard Close</td>
<td></td>
</tr>
<tr>
<td>Hagley</td>
<td></td>
</tr>
<tr>
<td>West Midlands DY9 0LE</td>
<td></td>
</tr>
<tr>
<td>Michael Laight</td>
<td></td>
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<tr>
<td>1 Fenn Rise</td>
<td></td>
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<tr>
<td>Wordsley</td>
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<tr>
<td>Stourbridge</td>
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<td>West Midlands DY8 5NP</td>
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</tr>
<tr>
<td>Brian Turner</td>
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<tr>
<td>18 Brackenfield Road</td>
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<td>Halesowen</td>
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<tr>
<td>West Midlands B63 1AH</td>
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</tbody>
</table>

Dated the 10th day of July 2002

In Witness of the above signatures