

THE COMPANIES ACTS 1985 & 1989
COMPANY LIMITED BY GUARANTEE No. 3201959

MEMORANDUM & ARTICLES OF ASSOCIATION
OF
JUBILEE DEBT CAMPAIGN
(as amended by Special Resolutions dated 21st April 2009 and 2nd July 2015)

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THE COMPANIES ACTS 1985 & 1989
COMPANY LIMITED BY GUARANTEE
MEMORANDUM OF ASSOCIATION

OF

JUBILEE DEBT CAMPAIGN

(as amended by Special Resolutions dated 21st April 2009 and 2nd July 2015)

1. The name of the Charity is "Jubilee Debt Campaign ".
2. The registered office of the Charity will be situated in England and Wales.
3. The objects of the Charity shall be the relief of global poverty in particular by advancing education relating to the problems of accumulating debts.
4. In furtherance of the above objects, but not otherwise, the Charity shall have the following powers:
 - a. To enter into any contracts with statutory, voluntary or other bodies as are considered necessary or convenient for the achievement of the Charity's objects;
 - b. To purchase, take on lease or in exchange, hire or other-wise acquire any real or personal property and any other rights or privileges which the Charity may think necessary for the promotion of its objects;
 - c. To raise funds and invite and receive contributions from any person and persons whatsoever by way of subscription and otherwise provided that the Charity shall not undertake any substantial permanent trading activities in raising funds for the said objects;
 - d. To construct, maintain and alter any buildings or erections which the Charity may think necessary for the promotion of its objects;
 - e. To publish books, pamphlets, reports, leaflets, journals, audio tapes, video tapes, films and instructional matter and to run lectures, seminars, conferences and courses;
 - f. To receive donations, endowments, sponsorship fees, subscriptions and legacies from persons desiring to promote the Charity's objects or any of them and to hold funds in trust for the same;

- g. Subject to such consents, if any, as may be required by law. to borrow or raise money for the Charity on such terms and on such security as may be thought fit;
- h. To establish and support or aid in the establishment and support or to amalgamate with any other charitable institutions or associations and to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Charity or calculated to further its objects;
- i. To undertake and execute any charitable trusts which may be lawfully undertaken by the Charity and may be necessary to its objects;
- j. To invest the monies of the Charity not immediately required for its own purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as for the time being may be imposed or required by law and subject also as hereinafter provided;
- k. To sell, improve, develop, exchange, let on rent, royalty or otherwise and in any manner deal with or dispose of all or any of the property and assets for the time being of the Charity subject to the provisions of this Memorandum of Association;
- l. To engage or employ such personnel (not being Trustees), whether as employees, consultants, advisers or however, as may be required for the promotion of the objects of the Charity;
- m. To open and operate bank accounts and other facilities for banking in the name of the Charity;
- n. To provide indemnity insurance to cover the liability of the Trustees which by virtue of my rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty or which they may be guilty in relation to the Charity; Provided that any such insurance shall not extend to any claim arising from any act or omission which the Charity Trustees knew to be a breach of the trust or breach of duty or which was committed by the Trustees in reckless disregard of whether it was a breach of trust or breach of duty or not and provided also that any such insurance shall not extend to the costs of an unsuccessful defence to a criminal prosecution brought against the Trustees in their capacity as Trustees of the Charity.

to have known was a breach of duty or breach of trust or which was committed by the Trustees in reckless disregard or whether it was a breach of duty or breach of trust or not and provided also that any such insurance shall not extend to the costs of an unsuccessful defence to a criminal prosecution brought against the Trustees in their capacity as Trustees of the Charity;

- g. To any Trustee in respect of reasonable out-of-pocket expenses.
7. The liability of the members is limited.
 8. Every member of the Charity undertakes to contribute to the assets of the Charity in the event of the same being wound up during the time s/he is a member, or within one year afterwards, for the payments of the debts and liabilities of the Charity contracted before the time at which s/he ceases to be a member and of the costs, charges and expenses of winding up the same, and for the adjustments of the rights of the contributors among themselves such amount as may be required not exceeding one pound.
 9. In the event of the winding up or dissolution of the Charity, after the satisfaction of all its debts and liabilities, the assets remaining shall not be distributed amongst the members of the Charity, but shall be transferred in the furtherance of its objects to some other charitable institution or institutions having objects similar to or compatible with any of the objects of the Charity as may be determined by a General Meeting at the time of or prior to the winding up or dissolution of the Charity.
 10. No such addition, alteration or amendment shall be made to or in the provisions of the Memorandum or Articles of Association for the time being in force as shall cause the Charity to cease to be a charity in law or to be a company to which Section 30 of the Companies Act 1985 does not apply.

We the several persons whose names, addresses, signatures and descriptions are below subscribed, are desirous of being formed into a company in pursuance of this Memorandum of Association

NAMES, SIGNATURES, ADDRESSES AND OCCUPATIONS OF SUBSCRIBERS

Martin Dent 1 Miller's Lane Melton Stoke Staffs ST3 7DX	Retired Senior Lecturer
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William Peters 12 Middle Street Deal Kent CT14 7AG	Retired Ambassador/Chairman of Charities
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William Bryce Reid 10 New Pond Road Holmer Green Bucks HP15 6SX	Banker
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Isabel Carter 83 Market Place South Cave Brough North Humberside HU15 2AS	Editor
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Tim Greene 25 Church Street South Cave Brough North Humberside HU15 2EH	Statistician
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THE COMPANIES ACTS 1985 & 1989
COMPANY LIMITED BY GUARANTEE
ARTICLES OF ASSOCIATION
OF
JUBILEE DEBT CAMPAIGN
(as amended by Special Resolution dated 21st April 2009)

Interpretations

1. In these Articles:

"the Act" means the Companies Act 1985 as amended by the Companies Act 1989 and any other amendments from time to time in force.

"the Charity" means the above-named Company.

"Secretary" means any person appointed to perform the duties of the Secretary of the Charity.

"the Trustees" means all those persons for the time being appointed to perform the duties of directors of the Charity.

"the Seal" means the common seal of the Charity.

"In Writing" shall be taken to include reference to printing, photocopying and other modes of representing or reproducing words in a visible form.

"Member" means a Member of the Charity whose name appears in the Register of Members in accordance with Article 4.

Words importing the singular number shall include the plural and vice versa unless a contrary intention appears. Words importing persons shall include bodies corporate and associations if not inconsistent with the context. Unless the context requires otherwise, words or expressions contained in these Articles shall bear the same meaning as in the Act.

Members

1. The Board may at its discretion invite into membership any individual person who supports the objects of the Charity and who is not prohibited by law from serving as a company director or a charity trustee.
3. Upon becoming a Member, a person shall also become a Trustee.

Register of Members

4. 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 ceased to be a Member. Every Member shall either sign a written consent to become a Member or sign the Register of Members on becoming a Member. A Member shall notify the Secretary in writing within seven days of a change to his/her name or address.
5. All Members shall be entitled to receive a copy of the Memorandum & Articles of Association of the Charity on request and at no charge.

Cessation of Membership

6. The rights and privileges of a Member shall not be transferable nor transmissible, and all such rights and privileges shall cease upon the member ceasing to be such.
7. A Member shall cease to be a Member immediately that s/he:
 1. resigns in writing to the Secretary; or
 2. fails to pay the annual subscription, within three months of it being due; or
 3. dies; or
 4. is expelled from membership by a majority vote of the Board provided that any member whose expulsion is to be considered shall have the right to make representation to the meeting at which the question is to be decided; or
 5. ceases to be eligible to serve as a director of a company by reason of bankruptcy, unsoundness of mind or prohibition order: or
 6. is disqualified by law from serving as a trustee of a charity.

General Meetings

8. The Charity shall in each calendar year hold a General Meeting as its Annual General Meeting and shall specify the meeting as such in the notices calling it. Every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting; the first Annual General Meeting shall be held within eighteen months of incorporation.
9. The business of an Annual General Meeting shall comprise:
 1. the consideration of the report and accounts presented by the Board;
 2. the appointment and the fixing of the remuneration of the auditor or auditors;
 3. the election of officers;
 4. such other business as may have been specified in the notices calling the meeting.
10. All General Meetings other than the Annual General Meeting shall be called Extraordinary General Meetings.
11. The Board may whenever it think fits convene an Extraordinary General Meeting, or an Extraordinary General Meeting may be convened by ten per cent of the members of the Charity, as provided by Section 368 of the Act.
12. Decisions at General Meetings shall be made by passing resolutions:
 1. Decisions involving an alteration to the Memorandum or Articles of Association of the Charity and other decisions so required from time to time by statute shall be made by a Special Resolution. Certain decisions, as required by statute, shall be made by Extraordinary Resolution. A Special or Extraordinary Resolution may only be passed by a majority of not less than three-quarters of votes cast at a General Meeting.
 2. All other decisions shall be made by Ordinary Resolution requiring a simple majority of votes cast at a General Meeting.

Notices

13. All General Meetings shall be called by at least fourteen clear days' notice unless all persons entitled to attend and vote at a General Meeting agree to the calling of a General Meeting with shorter notice.
14. Notice of every General Meeting shall be given in writing to every Member and to the auditors and to such other persons who are entitled to receive notice and shall be given personally or sent by email to each Member who has agreed to receive communications by email (the emails being sent to the email address notified by each Member for that purpose) or sent by post to all other Members at the addresses recorded in the Register of Members.
15. Notice of all meetings shall be given exclusive of the day on which it is served and shall specify the exact time and place of the meeting. In the case of a General Meeting which is to consider a Special Resolution or any resolution to remove the auditor such resolution shall be specified in the notices calling that meeting and in the case of all other General Meetings the general nature or the business to be raised shall be specified.
16. Where notice is sent by post, notice shall be deemed to have been served by properly addressing, prepaying and posting the notice and to have been served forty-eight hours after the notice has been posted. Where notice is sent by email, it shall be deemed to have been served on the next working day after the day on which it was sent.
17. The accidental omission to give notice of a meeting to or non-receipt of notice of a meeting by any person entitled to receive notice shall not invalidate proceedings at that meeting.

Proceedings at General Meetings

18. No Member shall have more than one vote on any question to be decided at a General Meeting.
19. Proxy voting is permitted. Members must inform the Company Secretary in writing by post or by email from their agreed email address of the name and contact details of the proxy at least one week before a meeting or vote. They should inform the Company Secretary of the termination of the proxy arrangement at least 1 week before such termination comes into effect.
20. No business shall be transacted at a General Meeting unless a quorum of Members is present. Three members or one half of the membership, whichever is the greater, shall be a quorum.

21. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned until the same day in the next week at the same time and same place or otherwise as the Trustees may direct. All Members shall be given such notice as is practicable of such an adjourned meeting. The Members present at a meeting so adjourned shall be a quorum subject to an absolute minimum of two.
22. At every General Meeting the Members present shall choose one of their number to be Chairperson of that meeting, whose function shall be to conduct the business of the meeting in an orderly manner.
23. In the case of an equality of votes, whether on a show of hands or on a ballot, the Chairperson of the meeting shall have a second or casting vote.
24. Subject to the provisions of the 2006 Companies Act, a resolution in writing (signed and sent by post or sent by email from the registered email addresses of those Members who have registered such addresses) shall be valid and effective as if the same had been passed at a General Meeting duly convened and held and may consist of several similar documents each signed (or agreed in the approved way by email) by one or more Members so long as the resolution has been approved by a simple majority (for ordinary resolutions) or 75% of those eligible to vote (for Special Resolutions).

Board of Trustees

25. The Charity shall have a Board comprising all the Members of the Charity for the time being. The number of Trustees shall never be less than three.
26. The Board may at any time co-opt any person, (not being a Member). A co-opted Trustee shall serve until the Annual General Meeting following their co-option but may be removed at any time by the Board.
27. Under no circumstances shall any Trustee or any person aged less than eighteen years or anyone who is disqualified by law from being a trustee of a charity be a Trustee.
28. Trustees shall declare an interest in and shall not vote in respect of any contract in which s/he has a personal financial or material interest, either directly or indirectly.
29. Trustees may be paid all reasonable out-of-pocket expenses incurred by them in attending and returning from meetings of the Board or General Meetings of the Charity or in connection with the business of the Charity.

30. Any Trustee, being a solicitor or other person engaged in any profession, shall be entitled to charge and be paid all usual professional or other charges for work done on behalf of the Charity by her/him or her/his firm when so instructed by the Board, provided that at no time shall a majority of Trustees be in receipt of remuneration from the Charity and that a Trustee shall leave the room when any question of her/his remuneration is under discussion, and provided also that nothing shall authorise a Trustee or her/his firm to act as auditor to the Charity.
31. The office of a Trustee shall be immediately vacated if s/he ceases to be a Member for any reason whatsoever under the provisions of Article 7.
32. Any person ceasing to be a Trustee for any reason shall also cease to be a Member.

Powers and Duties of the Board

33. The affairs of the Charity shall be managed by the Board who may pay all expenses of the formation of the Charity as it thinks fit and may exercise all such powers of the Charity as may be exercised and done by the Charity and as are not by statute or by these Articles required to be exercised or done by the Charity in General Meeting.
34. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for monies paid to the Charity shall be signed, drawn, accepted, endorsed, or otherwise executed in such manner as the Board shall from time to time decide, provided that all instruments of expenditure above a certain limit set from time to time by the Board must be signed by at least two Trustees.
35. Without prejudice to its general powers, the Board may exercise all the powers of the Charity to borrow money and to mortgage or charge its undertaking and property or any part of them and to issue debentures and other securities whether outright or as security for any debt, liability or obligations of the Charity subject to such consents as may be required by law.

Proceedings of the Board

36. Trustees may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit.
37. At every meeting of the Board the Chairperson of the Charity shall preside, in the event of their absence, the Trustees present shall choose

one of their number to be Chairperson of that meeting, whose function shall be to conduct the business of the meeting in an orderly manner.

38. Questions arising at any meetings shall be decided by a majority of votes, each Trustee present having one vote. In the case of an equality of votes, the Chairperson of the meeting shall have a second or casting vote.
39. The Secretary on the requisition of any two Trustees shall summon a meeting of the Board by giving reasonable notice to all Trustees. It shall not be necessary to give notice of a meeting of the Trustees to any of its members for the time being absent from the United Kingdom.
40. The quorum necessary for the transaction of the business of the Board shall be three Trustees present.
41. The Trustees may act regardless of any vacancy in their body BUT, if and so long as their number is less than the minimum prescribed in these Articles, the Trustees may act for the purposes of increasing the number of Trustees to that number, or of summoning a General Meeting of the Charity, but for no other purpose.
42. The Board shall cause accurate records to be made, in books provided for that purpose:-
 1. the name, details, and date of appointment of all persons appointed to office;
 2. the names of the Trustees, officers, members and other persons present at all General, Board and Sub-Committee meetings of the Charity;
 3. minutes of all proceedings and resolutions at all General Board and Sub-Committee meetings of the Charity;
 4. all applications of the Seal to any document.
43. All such records and minutes shall be open to inspection during normal working hours by any Trustee.
44. The Board may delegate any of their powers to Sub-Committees consisting of such members of their body and others as they think fit. Any Sub-Committee so formed shall in the exercise of the powers so delegated conform to any regulations imposed on it by the Board which regulations shall always include provision for regular and prompt reports to the Board.

45. All acts done by any meeting of the Board or by any person acting as a Trustee shall, even if it be afterwards discovered that there was some defect in the appointment of any Trustee or person acting as such, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Trustee.
46. A resolution in writing (signed and sent by post or sent by email from the registered email addresses of those Members who have registered such addresses) shall be valid and effective as if the same had been passed at a General Meeting duly convened and held and may consist of several similar documents each signed (or agreed in the approved way by email) by one or more Members so long as the resolution has been approved by a simple majority (for ordinary resolutions) or 75% of those eligible to vote (for Special Resolutions).
47. The Board may at its discretion invite other persons to attend its meetings, with or without speaking rights, and without voting rights.

Officers

48. The members of the Board shall elect from their own number a Chairperson and such officers as they may from time to time determine. Any officer so appointed shall retire at the Annual General Meeting following their election and may be removed or replaced at any time by a General Meeting.

Secretary

49. The Board shall appoint a Secretary of the Charity for such term at such remuneration and upon such conditions as they think fit, and any Secretary so appointed may be removed by them.
50. No remuneration may be paid to a Secretary who is also a Trustee.
51. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a Trustee and the Secretary shall not be satisfied by its being done by or to the same person acting in both capacities.

The Seal

52. If the Charity has a Seal, it shall only be used by the authority of the Board and every instrument to which the Seal shall be applied shall be signed by a Trustee and shall be countersigned by the Secretary or by a second Trustee. Every such application of the Seal shall be minted.

Accounts

53. The Board shall cause proper accounts to be kept in accordance with the law for the time being in force with respect to:
 1. all sums of money received and expended by the Charity and the matters in which the receipt and expenditure takes place;
 2. all sales and purchases of goods by the Charity;
 3. the assets and liabilities of the Charity;
 4. Proper accounts shall be deemed to be kept if they give a true and fair record of the state of the Charity's affairs and explain its transactions.
54. The accounts shall be kept at the Registered Office of the Charity or, subject to section 222 of the Act, at such other place or places as the Board thinks fit, and shall always be open to the inspection of all members.
55. The Board shall from time to time, in accordance with Sections 227 and 241 of the Act, cause to be prepared and to be laid before the Charity in General Meeting such income and expenditure accounts, balance sheets, and any reports referred to in those sections.
56. A copy of every balance sheet (including every document required by law to be annexed thereto) which is laid before the Charity in General Meeting, together with a copy of the auditor's report and Trustees' report shall not less than twenty-one days before the date of the meeting, subject nevertheless to the provisions of Section 240(4) of the Act, be sent to every Member of and every holder of debentures of the Charity; provided that this regulation shall not require a copy of those documents to be sent to any person of whose address the Charity is not aware or to more than one of the joint holders of any debentures. The auditor's report shall be open to inspection and shall be read before the meeting.

Audit

57. Subject to such statutory regulations or exemptions as may be in force, once at least in every year the accounts of the Charity shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified accountant or accountants. The Trustees will decide whether such an examination should be a full audit or an accountant's report.

58. Auditors shall be appointed and their duties regulated in accordance with Sections 237 and 384 of the Act.

Application of Surplus

59. Clause 6 of the Memorandum of Association relating to the not-for-profit nature of the Charity shall have effect as if its provisions were repeated in these Articles. Any surplus of the Charity shall be carried forward for the continuation and development of the Charity.

Indemnity

60. Subject to the provisions of the Act 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 her/him in that capacity in defending any proceedings, whether civil or criminal, in which judgement is given in her/his favour or in which s/he is acquitted or in connection with any application in which relief is granted to her/his by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Charity.

Dissolution

61. Clause 9 of the Memorandum of Association relating to the winding up and dissolution of the Charity shall have effect as if its provisions were repeated in these Articles.
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NAMES, SIGNATURES, ADDRESSES AND OCCUPATIONS OF
SUBSCRIBERS

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