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THE COMPANIES ACTS 1985

**COMPANY LIMITED BY GUARANTEE AND NOT HAVING
A SHARE CAPITAL**

**MEMORANDUM OF ASSOCIATION OF CAMDEN CITIZENS
ADVICE BUREAUX SERVICE LIMITED**

1. The name of the Company (hereinafter called "the Service") is "Camden Citizens Advice Bureau Service".

2. The registered office of the Service will be situated in England.

3. The Service is established for the promotion of any charitable purposes for the benefit of the community in the Greater London area and particularly in the London Borough of Camden 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 Service shall have power:-

a) To establish and conduct Citizens Advice Bureaux as centres to provide a free and confidential and impartial service of advice, guidance, information and counsel for the public and for the implementation thereof;

b) To obtain, collect, issue appeals for and receive money and other assets by way of contributions, donations, subscriptions, legacies, grants and any other lawful method and accept and receive gifts of any property of any description (whether subject to any special trusts or not); provided that no form of permanent trading shall be undertaken in the raising of money;

c) To organise, write, publish and issue and circulate gratuitously or otherwise any reports or periodicals books, pamphlets, leaflets or other documents;

d) To arrange and provide for or join in arranging and providing for the holding of exhibitions, meetings, lectures and classes;

e) To promote, encourage or undertake organised research and experimental work and disseminate the results of such research;

f) To affiliate or become affiliated to any institution having charitable purposes only and acquire or undertake all or any part of the assets,

liabilities and engagements of any such institutions which the Service may lawfully acquire;

g) To co-operate and enter into arrangements with any authorities national, local or otherwise and to obtain from any such authorities any such rights, privileges and concessions;

h) To raise funds and invite and receive finding from any person(s)

i) To co-operate and enter into joint projects with other organisations provided such activities remain charitable

j) To purchase, take on lease or in exchange, hire or otherwise acquire and hold (with such consents as by law required) to sell, lease or otherwise dispose of any real estate, stock, effects and assets (whether or not subject to any trusts);

k) To draw cheques (as mandated by the Management Committee), operate bank accounts, borrow and raise money for the objects of the Service on such terms and (with such consents as by law are required) on such security as may be thought fit;

l) To invest monies not immediately required in or upon such investments or other assets as may be thought fit but subject nevertheless to such conditions and consents as may be imposed or required by law;

m) To undertake any charitable trusts;

n) To employ and pay staff and advisers and (subject to Clause 4 hereof) to pay reasonable annual sums or premiums for or towards the provision of pensions for staff for the time being or their dependents;

o) To insure and arrange insurance cover for and to indemnify its officers, servants and voluntary workers from and against risks incurred in the course of performance of their duties;

p) To pay the costs, charges and expenses of the formation and registration of the Service;

q) To do all such other lawful things as are necessary for the furtherance of the objects of the Service or any of them.

4. The income and property of the Service shall be applied solely towards the promotion of its objects set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever by way of profit, to members of the Service and no member of the Committee shall be appointed to any office of the Service paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Service.

PROVIDED THAT NOTHING herein shall prevent any payment in good faith by the Service:

a) Of reasonable and proper remuneration to any employee of the Service (not being a Member of the Management Committee) and of reasonable travelling and other expenses as are necessarily incurred in carrying out the duties of an employee of the Service.

b) Of interest on money lent by a member or any Member of the Management Committee at a rate per annum not exceeding 2% less than the minimum lending rate for the time being of the Service's banker or 3% whichever is the greater.

c) Of reasonable and proper rents for premises demised or let by any member of the Service or of any Member of the Management Committee.

d) Of reasonable out of pocket expenses to any Member of the Management Committee.

e) To a company of which a member of the Service or a Member of the Management Committee may be a member not holding more than one hundredth part of the capital of such Company.

5. The liability of the members is limited.

6. Every member of the Service undertakes to contribute towards the assets of the Service, in the event of the same being wound up while he/she is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Service contracted before he/she ceases to be a member and of the costs, charges and expenses of winding up and for the adjustment of rights of the contributories among themselves, such amount as may be required not exceeding £1.

7. a) The Service shall be dissolved in the event of a resolution requiring the Service to be wound up voluntarily passed by a majority of two-thirds of those present and voting (in person or by proxy) at an extraordinary general meeting of the Service convened for that purpose upon not less than twenty-one days notice duly given.

b) If upon the winding up or dissolution of the Service there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not paid to or distributed among the members of the Service, but shall be given or transferred to such other charitable institution or institutions having objects similar to those of the Service or for such other charitable purposes as the Chair with the approval of two-thirds of the Members of the Management Committee may propose and determine.

The institution which has executed this Memorandum of Association below is desirous of forming a company in accordance with this Memorandum of Association as its founding and sole member.

We the several persons whose names and addresses are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association

NAMES AND ADDRESSES OF SUBSCRIBERS

Henry Hodge (Solicitor)
148 Camden High Street
London NW1 0NG

RM Rothenberg (Chartered Accountant)
7 Fitzroy Square
London W1P 6AS

Dated this 19th day of March 1985

Witness to the above signatures

JCT Pratt (Book-keeper)
30 Barrington Road
Hornsey
London N8

THE COMPANIES ACT 1985

**COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE
CAPITAL**

**ARTICLES OF ASSOCIATION OF CAMDEN CITIZENS ADVICE
BUREAUX SERVICE LIMITED**

GENERAL

In these Articles and the Memorandum the following terms shall have the following meanings:-

1.	
WORDS	MEANINGS
The Act	The Companies Act 1985 (as may be amended)
These Articles	These Articles of Association and the regulations of the Service from time to time in force
The Service	The above-named Company
The Management Committee	The Board of Directors of the Service for the time being intended to be known as the Management Committee
The Office	The registered office of the Service
The United Kingdom	Great Britain and Northern Ireland
Months	Calendar months
In writing	Written, printed, faxed, emailed or lithographed or partly one and partly another, and other modes of representing or reproducing words in a visible form and words importing the singular number shall include the plural number and vice versa.
Member	A Company law member
Member of the Management Committee	A Director and a Trustee

Words importing the masculine gender only shall include the feminine gender, and words importing persons shall include corporations.

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 thereof not in force when the Articles become binding on the Service.

MEMBERSHIP

2. The number of members with which the Service proposes to be registered is 35 but the Management Committee may from time to time register an increase in members or seek to register a decrease in members.
3. (a) The subscribers to the Memorandum of Association and such other persons as the Management Committee shall admit to the membership shall be members of the Service.

(b) The Service shall keep a Register of its members at its registered office and every such member shall sign the register of members on becoming a member.
4. The Service is established for the purposes expressed in the Memorandum of Association.

CESSATION OF MEMBERSHIP

5. Membership shall not be transferable and a member shall cease to be a member:
 - (a) On death
 - (b) If by seven days signed notice in writing to the effect he/she resigns membership (subject nonetheless to Clause 6. Of the Memorandum).
 - (c) If at a Management Committee meeting at which not less than half of the Management Committee are present a Resolution shall be passed by at least two-thirds of the Management Committee present resolving that the member be expelled for whatever cause. A Resolution as aforesaid shall not be passed unless the member has been given not less than twenty-one days' notice in writing of the Management Committee Meeting at which the matter is to be considered broadly specifying the conduct or circumstances alleged as a ground for the expulsion and unless the member concerned shall have been afforded a reasonable opportunity of then being he/she heard by or making written representation to the Management Committee.

GENERAL MEETINGS

6. The Service shall hold a General Meeting of members in every calendar year as its Annual General Meeting at such time and place as may be determined by the Management Committee and shall specify the meeting

as such in the notices calling it, provided that every Annual General Meeting except the first shall be held not more than fifteen months after holding the last preceding Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year.

7. All General Meetings, other than Annual General Meetings shall be called Extraordinary General Meetings.
8. The Management Committee may whenever they think fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened if requisitioned by members representing not less than one tenth of the total voting rights.
9. At least twenty-one days' notice in writing of every Annual General Meeting and of every meeting convened to pass a special resolution and at least fourteen days' notice in writing of every other General meeting (exclusive in every case both of the day on which the notice is served or deemed to be served and of the day for which it is given) specifying the place, the day and the hour of the meeting and in the case of special business the general nature of that business shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under these Presents or under the Act entitled to receive such notice from the Service and also to the National Association of Citizens Advice Bureaux and to the officer designated for the time being by that Association; but with the consent of all the members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Act in the case of meetings other than Annual General Meetings a meeting may be convened on such notice as those members think fit.
10. The accidental omission to give notice of a meeting to or the non-receipt of such notice by any person entitled to receive notice thereof shall not invalidate any resolution passed or proceedings at any meeting.

PROCEEDINGS AT GENERAL MEETINGS

11. All business that is transacted at an Extraordinary General Meeting shall be deemed special business as shall all business that is transacted at an Annual General Meeting with the exception of the consideration of the income and expenditure account and balance sheet, the reports of the Management Committee and the Auditors, the election of members of the Committee in place of those retiring and the appointment of and the fixing of the remuneration of the Auditors.

12. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Two thirds of the members entitled to vote upon the business to be transacted shall be a quorum
13. If within half and hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or at such other place as the Management Committee may determine. If at such adjourned meeting a quorum is not present within half and hour from the time appointed for holding the meeting the members present shall be a quorum.
14. The Chair of the Management Committee shall preside as Chair at every General Meeting but if there be no such Chair or if at any meeting he/she shall not be present within fifteen minutes of the time appointed for holding the same or shall be unwilling to preside the Vice Chair of the Management Committee (if any) shall preside as chair and if he/she is not in attendance the members present shall choose a member of the Management Committee or if no Management Committee member be present or if all the members of the Management Committee present decline to take the chair then the members shall choose a member of the Service who shall be present to preside.
15. The Chair may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjournment shall be given in the same manner as of an original meeting.
16. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is, before or upon a declaration of the result of the show of hands, demanded by the Chair or by at least three members present in person or by proxy or by a member or members present in person or by proxy and representing one tenth of the total voting rights of all the members having the right to vote at the meeting that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority as a result of a show of hands and an entry to that effect in the minute book of the Service shall be conclusive evidence of the fact without proof of the number or proportion of the vote recorded for or against that resolution. The demand for a poll may be withdrawn.

17. Subject to the provisions of Article 18, if a poll be demanded in manner aforesaid it shall be taken at such a time and place and in such a manner as the Chair of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
18. No poll shall be demanded on the election of a Chair of a meeting or on any question of adjournment.
19. In the case of an equality of votes whether on a show of hands or on a poll the Chair of the meeting shall be entitled to a second or casting vote.
20. 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 has been demanded.

VOTES OF MEMBERS

21. Subject as hereinafter provided every member shall have one vote.
22. Votes may be given on a poll either personally or by proxy.
23. On a show of hands a member present only by proxy shall have no vote but a proxy for a corporation may vote on a show of hands. A proxy need not be a member.
24. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing or if such an appointor is a corporation under its Common Seal if any and if none then under the hand of some officer duly authorised in that behalf.
25. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified of office copy thereof shall be deposited at the Office not less than 48 hours before any time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposed to vote or in the case of a poll not less than twenty-four hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of 30 days after the date of its execution.
26. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principle or revocation of the proxy or of the authority under which the proxy was

27. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit:

The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

28. The first members of the Management Committee shall be:-

- And such persons shall hold office from the date of these Presents until the end of the Annual General Meeting following that date.

29. Having regard to Articles 30 and 38 hereof the Management Committee may from time to time and at any time co-opt any person as a Member of the Management Committee so as to fill a casual vacancy or by way of addition to the Management Committee. Provided that the number of co-opted Members shall not exceed one quarter of the members of the Management Committee and any co-opted Members shall retire at the next Annual General Meeting but will be eligible for re-election.

30. The Management Committee and the Service shall endeavour to ensure that the Management Committee is broadly representative of appropriate local organisations, interest groups and interested local people and shall use the power to appoint Co-opted Members contained in the previous Article to that end.
31. The person nominated for the time being by The National Association of Citizens Advice Bureaux shall be invited to attend all Meetings of the Management Committee meetings and be sent all related papers. The nominee shall be entitled to speak but not vote at such meetings.
32. Management Committee meetings are not open to the public generally but the Management Committee may invite any other person to attend any of its meetings but without power to vote.

POWERS OF THE COMMITTEE

33. The business of the Service shall be managed by the Management Committee who may pay all such expenses of and preliminary and incidental to the promotion formation establishment and registration of the Service as they think fit and may exercise all such powers of the Service and do on behalf of the Service all such acts as may be exercised and done by the Service and as are not by statute or by these Presents required to be exercised or done by the Service in General Meeting subject nevertheless to any regulation of these Presents to the provisions of the statutes for the time being in force and affecting the Service, and to such regulation being not inconsistent with the aforesaid Meeting but no regulation made by the Service in General Meeting shall invalidate any prior act of the Management Committee which would have been valid if such regulation had not been made.
34. The members for the time being of the Management Committee may act notwithstanding any vacancy in their body.

DIRECTOR, MANAGERS AND SECRETARY

35. (a) The Management Committee shall appoint, and may remove (i) a Director of the Service and (ii) a manager or managers to conduct the affairs of each bureau or project for which it is responsible or such other staff as it considers necessary for such time at such remuneration and upon such conditions as it may think fit.

- (b) The Secretary shall be appointed by the Management Committee for such time, at such remuneration (provided he or she is not a member of the Management Committee) and upon such conditions as it may think fit, and any Secretary so appointed may be removed by them. The Director of the Service may be appointed to be the Secretary.

DISQUALIFICATION OF MEMBERS OF THE COMMITTEE

36. The office of a Member of the Management Committee shall be vacated:
- (a) If a receiving order is made against him/her or he/she makes any arrangement or composition with his/her creditors.
 - (b) If he/she becomes of unsound mind
 - (c) If by one month's notice in writing to the Service he/she resigns his or her office.
 - (d) If he/she ceases to hold office by reason of any provision of the Act or he or she becomes disqualified by law from being a Director or Trustee
 - (e) If he/she is removed from office by a resolution duly passed pursuant to the Act.
 - (f) If he/she is absent from four consecutive meetings of the Management Committee and the Management Committee resolve to remove him or her.

MEMBERSHIP OF THE MANAGEMENT COMMITTEE

37. At every Annual General Meeting one-third of the Members of the Management Committee or if their number is not three or a multiple of three, the number nearest to one-third shall retire. Subject to the provisions of the Act, the Members of the Management Committee to retire by rotation shall be those who have been longest in office since their last appointment or reappointment, but as between persons who became or were last reappointed on the same day those to retire shall (unless they otherwise agree among themselves) be decided by lot.

Persons who have ceased or will cease to be Members of the Management Committee shall be eligible for re-election or reappointment.

38. At every Annual General Meeting the contents of Article 30 shall be read out and the attention of the members present shall be directed to the importance of the power of election vested in the Service in General Meeting both in relation to the Service itself and to the general policies of the National Association of Citizens Advice Bureaux for the time being.
39. No person other than a Member of the Management Committee retiring by rotation shall be appointed or reappointed at any general meeting unless his nomination is approved by at least two members.
40. In addition the members in general meeting may by Extraordinary Resolution remove any Member of the Management Committee before the expiration of his or her period of office and may by an Extraordinary Resolution appoint another Member in his or her stead.

PROCEEDINGS OF THE MANAGEMENT COMMITTEE

41. There shall be at least four Management Committee Meetings in each year and the Management Committee may meet together for the despatch of business adjourn and otherwise regulate their meetings in other respect as they think fit and determine the quorum necessary for the transaction of business which shall not be less than one third of the Members of the Management Committee for the time being. Unless so fixed one third of the Members for the time being shall be a quorum. Questions arising at any meeting shall be subject to these Articles be decided by a majority of votes. In case an equality of votes the Chair shall have a second or casting vote.
42. The chair or two Members of the Management Committee may, and on the request of two Members of the Management Committee the Secretary shall, at any time summon a meeting of the Management Committee by notice of seven clear days served upon the other members of the Committee at their registered addresses in the United Kingdom.
43. The Management Committee shall from time to time at the Management Committee 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 Committee at which he/she shall be present and the Management Committee may determine the period for which he/she is to hold office. The Management

Committee may also elect a Vice Chair or Vice Chairs but so that no person shall be appointed to be Chair or Vice Chair for more than five consecutive years. If no such Chair be elected, or if at any meeting the Chair or Vice Chair are not present and willing to preside within five minutes after the time appointed for holding the meeting, the Members of the Management Committee present shall choose one of their number to be Chair of that meeting.

44. A meeting of the Management Committee at which a quorum is present shall be competent to exercise all the authorities, powers and discretion by or under the regulations of the Service for the time being vested in the Management Committee generally.
45. The Committee may delegate any of their powers to sub-committees consisting of such member of members of the Management Committee and other persons as they think fit provided that all such actions and proceedings shall be fully and promptly reported back to the Management Committee and any sub-committee so formed shall in the exercise of the powers so delegated conform to any regulations imposed on it by the Management Committee. The meetings and proceedings of any such sub-committee shall be governed by the provision of the Presents for regulating the meetings and proceedings of the Management Committee so far as applicable and so far as the same shall not be superseded by and regulation made by the Management Committee.
46. All acts bona fide done by any meeting of the Management Committee or such sub-committee or by any person acting as a member of the Management Committee or such sub-committee shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Management Committee or sub-committee.
47. The Management Committee shall cause proper minutes to be made of all appointments of officers made by the Management Committee and of the proceedings of all meetings of the Service and of the Management Committee and of sub-committees and all business transacted at such meetings as recorded in the minutes of such meetings if purporting to be signed by the Chair at such meetings or by the Chair at the next succeeding meeting shall be sufficient evidence without further proof of the facts therein stated.
48. A Resolution signed by all Members for the time being of the Management Committee or any such sub-committee who are entitled to

receive notice of a meeting of the Management Committee or of such sub-committee shall be valid and effectual as if it had been passed at a meeting of the Management Committee or such sub-committee duly convened and constituted and may consist of several documents in the like form each signed by one or more Members of the Management Committee. The date of a written resolution shall be the date on which the last Member of the Management Committee signs.

49. A meeting of the Management Committee may be held either in person, by telephone or by suitable electronic means agreed between the Management Committee in which all participants may communicate simultaneously with all other participants.

ACCOUNTS

50. The Committee shall cause proper accounting records to be kept in accordance with the Act.
51. The accounting records shall be kept at the or at such other place or places as the Management Committee may think fit and shall always be open to inspection of the members of the Management Committee and of the National Association of Citizens Advice Bureaux.
52. The Management Committee shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Service or any of them shall be open to the inspection of the members not being members of the Management Committee and no member (not being a member of the Management Committee) shall have any right to inspect any account or book or document of the Service except as conferred by statute or authorised by the Management Committee or by the Service in General Meeting.
53. The Committee shall from time to time in accordance with the act, cause to be prepared and to be laid before the Service in general meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections.

OFFICERS

54. The Management Committee may appoint such persons as it thinks fit to be Chair, Vice Chair, Honorary Treasurer and Honorary Solicitor of the

Service for period to be specified at the time of the appointment. Provided that members of the Management Committee may be appointed to the offices of Chair, Vice Chair and Honorary Treasurer.

AUDIT

55. Once at least in every year the financial statements of the Service shall be examined by one or more properly qualified auditor or auditors to express opinion on whether the financial statements show a true and fair view of the state of affairs of the service as at the balance sheet date and for the period then ended.
56. Auditors shall be appointed and their duties regulated in accordance with the Act.

NOTICES

57. A Notice may be served by the Service upon any member, either personally or be sending it through the post in a prepaid letter, addressed to such member at his registered address as appearing in the Register of Members.
58. Any member described in the Register by an address not within the United Kingdom who shall from time to time give the Service an address within the United Kingdom at which Notices may be served upon him shall be entitled to have notices served upon him as such address but save as aforesaid and as provided by the Act, only those members who are described in the Register of Members by an address within the United Kingdom shall be entitled to receive Notices from the Service.
59. Any Notice, if served by post, 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, and in proving such service it shall be sufficient proof that the letter contained the Notice was properly addressed and put into the post as a prepaid letter.

DISSOLUTION

60. Clause 7 of the Memorandum of Association of the Service relating to the winding up and dissolution of the Service shall have effect as if the provisions thereof were repeated in these Articles.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

**Henry Hodge (Solicitor)
148 Camden High Street
London NW1**

**RM Rothenberg (Chartered Accountant)
7 Fitzroy Square
London W1P 6AS**

Dated this 19th day of March 1985

Witness to the above signatures:-

**Linda Sartin (Secretary)
44 Amity Road
Stratford
London E15**