

FILE COPY



**CERTIFICATE OF INCORPORATION
OF A PRIVATE UNLIMITED COMPANY**

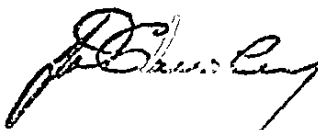
No. 2258106

I hereby certify that

CHESTERFIELD CITIZENS ADVICE BUREAU

is this day incorporated under the Companies Act 1985
as a private company and that the Company is unlimited.

Given under my hand at the Companies Registration Office,
Cardiff the 13 MAY 1988


MR. J. D. CAWLEY

an authorised officer

Statutory Declaration of compliance with requirements on application for registration of a company

12

Pursuant to section 12(3) of the Companies Act 1985

Please do not
write in
this margin

To the Registrar of Companies

For official use

For official use

--	--	--	--

2258106

Please complete
legibly, preferably
in black type, or
bold block lettering

Name of company

* CHESTERFIELD CITIZENS ADVICE BUREAU

* Insert full
name of Company

I, MICHAEL RICE
of CHESTERFIELD BOROUGH COUNCIL
TOWN HALL,
CHESTERFIELD, DERBYS.

† delete as
appropriate

do solemnly and sincerely declare that I am a [Solicitor engaged in the formation of the company]†
[person named as director or secretary of the company in the statement delivered to the registrar
under section 70(2)] and that all the requirements of the above Act in respect of the registration of the
above company and of matters precedent and incidental to it have been complied with,
And I make this solemn declaration conscientiously believing the same to be true and by virtue of the
provisions of the Statutory Declarations Act 1835

Declared at 99, Saltersgate
the 12th day of February
One thousand nine hundred and eighty eight
before me

Declarant to sign below

M. Rice.

A Commissioner for Oaths or Notary Public or Justice of
the Peace or Solicitor having the powers conferred on a
Commissioner for Oaths.

M. MacDonald,

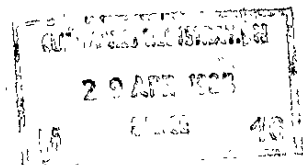
Solicitor

99 Saltersgate, Chesterfield.

Presentor's name address and
reference (if any):

For official Use
New Companies Section

Post room



G

COMPANIES FORM No. 30(5)(a)

Declaration on application for the registration of a company exempt from the requirement to use the word "limited" or its Welsh equivalent

30(5)(a)

Please do not write in this margin

Pursuant to section 30(5)(a) of the Companies Act 1985

Please complete legibly, preferably in black type, or bold block lettering

Note

This declaration should accompany the application for the registration of the company

* Insert full name of company

† Delete as appropriate

For official use

Company number

Name of company

* CHESTERFIELD CITIZENS ADVICE BUREAU

I, MICHAEL ROCE
of TOWN HALL CHESTERFIELD

a [Solicitor engaged in the formation of the above-named company] [person named as director or secretary of the above company in the statement delivered under section 10 of the above Act]† do solemnly and sincerely declare that the company complies with the requirements of section 30(3) of the above Act.

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835.

Declared at Waterford in the County of Derby

the twenty sixth day of April

One thousand nine hundred and Eighty Eight

before me

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor having the powers conferred on a Commissioner for Oaths

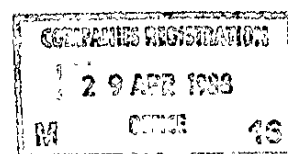
Rebeck (Senter)

Declarant to sign below

Presentor's name address and reference (if any):

For official Use
New Companies Section

Post room



Extel
GROUP

12/85

Cat.No.C030(5)(a)

EXTEL STATISTICAL SERVICES LIMITED 37-45 PAUL STREET, LONDON EC2A 4PB.



G

COMPANIES FORM No. 10

**Statement of first directors
and secretary and intended
situation of registered office****10**Please do not
write in
this margin

Pursuant to section 10 of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold block letteringTo the Registrar of Companies
(Address overleaf - Note 8)

For official use

Name of company

* Insert full name
of company

* CHESTERFIELD CITIZENS ADVICE BUREAU

The intended situation of the registered office of the company on incorporation is as stated below

6 - 8 BROAD PAVEMENT

CHESTERFIELD, DERBYS.

Postcode S40 1RP

If the memorandum is delivered by an agent for the subscribers of the
memorandum please mark 'X' in the box opposite and insert
the agent's name and address below

X

M. RICE, HONORARY SOLICITOR, CHESTERFIELD C.A.B.

CHESTERFIELD BOROUGH COUNCIL

TOWN HALL, CHESTERFIELD, DERBYS.

Postcode S40 1LP

Number of continuation sheets attached (see note 1)

Presentor's name address and
reference (if any):For official Use
General Section

Post room

The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company (note 2) are as follows:

Please do not write in this margin

Name (note 3)		Business occupation	
KEVIN TAYLOR		SOCIAL WORKER	
Previous name(s) (note 3)		Nationality	
Address (note 4) 11 CAVENDISH STREET NORTH		BRITISH	
OLD WHITTINGTON, CHESTERFIELD,		Date of birth (where applicable)	
DERBYS	Postcode S41 9DH	(note 6) 15.8.53.	
Other directorships †			
NONE			
I consent to act as director of the company named on page 1			
Signature <i>K. Taylor</i>		Date 12.2.88	

† enter particulars of other directorships held or previously held (see note 5) if this space is insufficient use a continuation sheet

Name (note 3) DAPHNE WING		Business occupation	
		ADVICE BUREAU MANAGER	
Previous name(s) (note 3)		Nationality	
Address (note 4) 10 IMPERIAL ROAD,		BRITISH	
MATLOCK, DERBYS		Date of birth (where applicable)	
	Postcode DE4 3NL	(note 6) 14.12.43.	
Other directorships †			
NONE			
I consent to act as director of the company named on page 1			
Signature <i>D Wing</i>		Date 12.2.88	

Name (note 3)		Business occupation	
Previous name(s) (note 3)		Nationality	
Address (note 4)			
		Date of birth (where applicable)	
	Postcode	(note 6)	
Other directorships †			
I consent to act as director of the company named on page 1			
Signature		Date	

Please do not
write in
this margin

Please complete
legibly, preferably
in black type, or
bold block lettering

The name(s) and particulars of the person who is, or the persons who are, to be the first secretary, or joint secretaries, of the company are as follows:

Name (notes 3 & 7)	
DAPHNE WING	
Previous name(s) (note 3)	
Address (notes 4 & 7) 10 IMPERIAL ROAD, MATLOCK, DERBYS. DE4 3NL.	
	Postcode
I consent to act as secretary of the company named on page 1	
Signature <i>D Wing.</i>	Date 12.2.88

Name (notes 3 & 7)	
Previous name(s) (note 3)	
Address (notes 4 & 7)	
	Postcode
I consent to act as secretary of the company named on page 1	
Signature	Date

delete if the form is
signed by the
subscribers

<i>M. Fine</i>	Date 12/2/88
Signature of agent on behalf of subscribers	

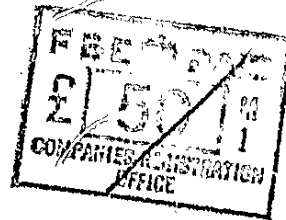
delete if the form is
signed by an agent on
behalf of the
subscribers.

All the subscribers
must sign either
personally or by a
person or persons
authorised to sign
for them.

Signed	Date
Signed	Date
Signed	Date
Signed	Date
Signed	Date
Signed	Date

The Companies Act 1985

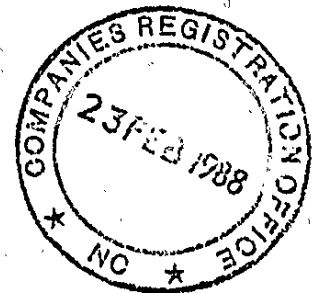
Company Limited by Guarantee And Not
Having A Share Capital



MEMORANDUM OF ASSOCIATION

of

CHESTERFIELD
CITIZENS ADVICE BUREAU

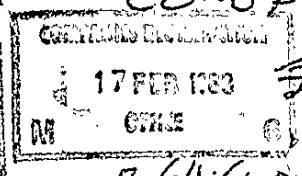
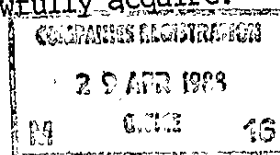
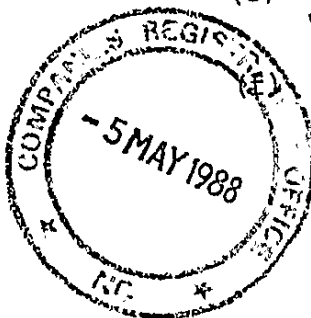


1. The name of the company (hereinafter called 'the Bureau' is
CHESTERFIELD CITIZENS ADVICE BUREAU
2. The registered office of the Bureau will be situated in England
3. The Bureau is established for the promotion of any charitable
purposes for the benefit of the community in the area of CHESTERFIELD
BOROUGH COUNCIL, NORTH EAST DERBYSHIRE DISTRICT COUNCIL and BOLSOVER
DISTRICT COUNCIL 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 Bureau
shall have power:-

- (a) to establish and conduct Citizens Advice Bureaux as centres to
provide a free confidential and impartial service of advice,
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 property of any description (whether subject to
any special trusts or not) provided that the Bureau shall not
undertake any permanent trading activities:
- (c) to procure to be written, and print, publish, issue and
circulate gratuitously or otherwise any reports or periodicals,
books, pamphlets, leaflets, or other documents:
- (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 research and experimental
work and make available the results of such research:

to affiliate or become affiliated to any institution having
charitable purposes only and acquire and undertake all or any
part of the assets, liabilities and engagements of any such
institution which the Bureau may lawfully acquire:



- (g) to co-operate and enter into such arrangements with any authorities or persons national, local or otherwise as may be thought beneficial for the carrying out of the objects aforesaid;
- (h) to purchase, take on lease or in exchange, hire, licence or otherwise acquire and hold and (with such consents as by law required) to sell, lease or otherwise dispose of any real or personal estate, stock, effects and assets (whether or not subject to any trusts);
- (i) to draw cheques, operate bank accounts, borrow and raise money for the objects of the Bureau on such terms and mandates and (with such consents as by law required) on such security as may be thought fit;
- (j) to invest monies not immediately required in or upon such investments or other assets as the Committee shall in its complete discretion think fit and subject nevertheless to such conditions and consents as may be imposed or required by law;
- (k) to undertake any charitable trusts (whether through the means of a corporate or unincorporate body);
- (l) to employ retain or engage persons and to remunerate the same and (subject to clauses 4 hereof) to pay reasonable annual sums or premiums for or towards the provision of pensions for the same for the time being or their dependants;
- (m) to insure and arrange insurance cover for and to indemnify its officers, staff and voluntary workers from and against risks incurred in the course of performance of their duties;
- (n) to pay the costs, charges and expenses of and incidental to the formation and registration of the Bureau;
- (o) to do all such other lawful things as are necessary for the attainment of the objects of the Bureau or any of them.

Provided that:

- (i) In case the Bureau shall take or hold any property which may be subject to any trusts, the Bureau shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
- (ii) The Bureau's objects shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.

- (iii) In case the Bureau shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Bureau shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Committee or directors of the Bureau shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects, and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Committee or directors have been if no incorporation had been effected, and the incorporation of the Bureau shall not diminish or impair any control of authority exercisable by the Chancery Division or the Charity Commissioners over the Committee or directors but they shall as regards any such property be subject jointly and separately to such control or authority as if the Bureau were not incorporated.

4. The income and property of the Bureau shall be applied solely towards the promotion of its objects as 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 Bureau and no Committeeperson of the Bureau shall be appointed to any office of the Bureau paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Bureau.

Provided that nothing herein shall prevent any payment in good faith by the Bureau:-

- (a) Of reasonable and proper remuneration to any member, officer or servant of the Bureau (not being a Committeeperson) for any services rendered to the Bureau and of travelling expenses necessarily incurred in carrying out the duties of any member, officer or servant of the Bureau.
- (b) Of interest on money lent by any member of the Bureau or of its Committeepersons at a rate per annum not exceeding 2% less than the minimum lending rate prescribed for the time being by the Bureau's bankers or 3% whichever is the greater.
- (c) Of reasonable and proper rents for premises demised or let by any member of the Bureau or of its Committee.
- (d) Of reasonable out of pocket expenses to any Committeeperson.
- (e) Of such reasonable and proper remuneration to one or more Staff Committeepersons for time, skill and attention devoted to the affairs and business of the Bureau as Organiser or as a worker as the Committee shall from time to time decide.

Provided further that:-

- (i) the number of Staff Committeepersons so remunerated shall always be less than a majority of the quorum of the Committee from time to time;
 - (ii) every Committeeperson to be remunerated shall be absent from every part of any meeting at which any matters relating to his own appointment or remuneration shall be discussed or decided and shall not vote thereon; and
 - (iii) the amount of all such remuneration shall be disclosed in writing to all the other Committeepersons annually.
- (f) To a company of which a member of the Bureau or a Committeeperson may be a member holding not more than one hundredth part of the capital of such company.
5. The liability of the members is limited.
 6. Every member of the Bureau undertakes to contribute to the assets of the Bureau, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Bureau contracted before he ceases to be a member and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding £1.
 7. If upon the winding up or dissolution of the Bureau there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Bureau, but shall be given or transferred to such other charitable purpose or purposes as the members for the time being shall by ordinary resolution decide failing which the same shall be transferred to the National Association of Citizens Advice Bureaux (or any body successor to it).
 8. Unless the contrary shall expressly appear words and phrases in this Memorandum shall have the same meaning as in the Articles of Association of the Bureau.

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, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS

Councillor Kevin Taylor,
11 Cavendish Street North,
Old Whittington,
Chesterfield, S41 9DH

Chairman of Chesterfield
Citizens Advice Bureau

K. Taylor

Daphne Wing,
10 Imperial Road,
Matlock,
Derbys. DE4 3NL.

Bureau Organiser,
Chesterfield Citizens Advice
Bureau

D. Wing

DATED this *12th* day of *February* One
thousand nine hundred and eighty eight

Witness to the above Signatories

M. Rice

MICHAEL RICE,
Honorary Solicitor,
Chesterfield Citizens Advice Bureau,
Deputy Town Clerk,
Chesterfield Borough Council.

The Companies Act 1985

Company Limited By Guarantee And Not
Having A Share Capital

MEMORANDUM

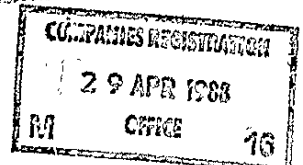
and

ARTICLES OF ASSOCIATION

of

CHESTERFIELD CITIZENS ADVICE BUREAU

17 JUL 1988



The Companies Act 1985

Company Limited by Guarantee And Not
Having A Share Capital

MEMORANDUM OF ASSOCIATION

of

CHESTERFIELD
CITIZENS ADVICE BUREAU

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BOROUGH COUNCIL, NORTH EAST DERBYSHIRE DISTRICT COUNCIL and BOLSOVER
DISTRICT COUNCIL by the advancement of education, the protection of
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other assets by way of contributions, donations, subscriptions,
legacies, grants and any other lawful method and accept and
receive gifts of property of any description (whether subject to
any special trusts or not) provided that the Bureau shall not
undertake any permanent trading activities:
- (c) to procure to be written, and print, publish, issue and
circulate gratuitously or otherwise any reports or periodicals,
books, pamphlets, leaflets, or other documents:
- (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 research and experimental
work and make available the results of such research:
- (f) to affiliate or become affiliated to any institution having
charitable purposes only and acquire and undertake all or any
part of the assets, liabilities and engagements of any such
institution which the Bureau may lawfully acquire:

- (g) to co-operate and enter into such arrangements with any authorities or persons national, local or otherwise as may be thought beneficial for the carrying out of the objects aforesaid;
- (h) to purchase, take on lease or in exchange, hire, licence or otherwise acquire and hold and (with such consents as by law required) to sell, lease or otherwise dispose of any real or personal estate, stock, effects and assets (whether or not subject to any trusts);
- (i) to draw cheques, operate bank accounts, borrow and raise money for the objects of the Bureau on such terms and mandates and (with such consents as by law required) on such security as may be thought fit;
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- (l) to employ retain or engage persons and to remunerate the same and (subject to clauses 4 hereof) to pay reasonable annual sums or premiums for or towards the provision of pensions for the same for the time being or their dependants;
- (m) to insure and arrange insurance cover for and to indemnify its officers, staff and voluntary workers from and against risks incurred in the course of performance of their duties;
- (n) to pay the costs, charges and expenses of and incidental to the formation and registration of the Bureau;
- (o) to do all such other lawful things as are necessary for the attainment of the objects of the Bureau or any of them.

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 - (iii) the amount of all such remuneration shall be disclosed in writing to all the other Committeepersons annually.
- (f) To a company of which a member of the Bureau or a Committeeperson may be a member holding not more than one hundreth part of the capital of such company.

5. The liability of the members is limited.

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

7. If upon the winding up or dissolution of the Bureau there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Bureau, but shall be given or transferred to such other charitable purpose or purposes as the members for the time being shall by ordinary resolution decide failing which the same shall be transferred to the National Association of Citizens Advice Bureaux (or any body successor to it).

8. Unless the contrary shall expressly appear words and phrases in this Memorandum shall have the same meaning as in the Articles of Association of the Bureau.

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.

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11 Cavendish Street North,
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Chesterfield, S41 9DH

Chairman of Chesterfield
Citizens Advice Bureau

K. Taylor

Daphne Wing,
10 Imperial Road,
Matlock,
Derbys. DE4 3NL.

Bureau Organiser,
Chesterfield Citizens Advice
Bureau

D Wing

DATED this *12th* day of *February* One
thousand nine hundred and eighty eight

Witness to the above Signatories

M. Rice

MICHAEL RICE,
Honorary Solicitor,
Chesterfield Citizens Advice Bureau,
Deputy Town Clerk,
Chesterfield Borough Council.

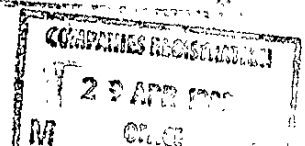
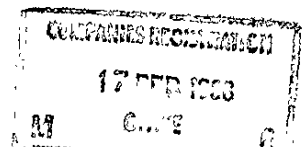
The Companies Act 1985

Company Limited by Guarantee And Not
Having A Share Capital

ARTICLES OF ASSOCIATION

of

CHESTERFIELD CITIZENS ADVICE BUREAU



GENERAL

1. In these presents the words standing in the first column of the Table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof, and not inconsistent with the subject or context:-

WORDS

MEANINGS

The Act	The Companies Act 1985 (as may be amended).
The Bureau	The above-named company
These Presents	These Articles of Association, and the regulations of the Bureau from time to time in force.
Member	A member of the Bureau
The Committee	The Committee of Management (alias the Board of Directors) of the Bureau for the time being.
Committeeperson	One of the Committee for the time being
The Office	The registered office of the Bureau
The Seal	The Common Seal of the Bureau
The United Kingdom	Great Britain and Northern Ireland
Month	Calendar Month
In Writing	Written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form.
The Memorandum	The Memorandum of Association of the Bureau for the time being.

And words importing the singular number only shall include the plural number, and vice versa.

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

Subject as aforesaid, any words or expressions defined in the Act or any statutory modifications thereof in force at the date on which these presents become binding on the Bureau shall, if not inconsistent with the subject or context, bear the same meanings in these presents.

2. MEMBERSHIP

The number of permitted members with which the Bureau proposes to be registered is 35 but the Committee may from time to time resolve upon an increase of members.

3. (A) The Subscribers to the Memorandum and such other persons as the Committee shall admit to membership shall be members of the Bureau. The Committee may, in their absolute discretion and without giving their reasons, decline to admit any applicant to membership.

(B) The Committee may in their absolute discretion impose any formal requirement in relation to membership including imposition of any membership fee, subscription, levy or other payment not only at the time of membership but in after times and may vary the same and provide for different categories in relation thereof.

(C) The provisions of Sections 352 and 353 of the Act shall be observed by the Bureau and every member of the Bureau shall either sign a written consent on becoming a member or sign the register of members on becoming a member.

4. The Bureau is established for the purposes expressed in the Memorandum.

5. CESSATION OF MEMBERSHIP

(A) Membership shall not be transferable and a member shall cease to be a member:-

- (i) on death
- (ii) if by seven days signed notice in writing to the Office he she or it resigns membership (subject nonetheless to Clause 6 of the Memorandum).
- (iii) If, at a Meeting of the Committee at which not less than half of its members are present, a Resolution shall be passed by at least two-thirds of the Committee persons 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 21 days' notice in writing of the 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 a member concerned shall have been afforded a reasonable opportunity of being then heard by or of making written representation to the Committee.

(B) An expelled member may appeal to a General Meeting of the Bureau by signed notice of appeal served at the Office within 21 days of having received notice of expulsion. The appeal shall then be considered by the next following General Meeting of the Bureau, and if at that Meeting a resolution shall be carried by a majority consisting of not less than two-thirds of the members voting on the resolution that the decision of the Committee be reversed then the resolution of the Committee shall thereby be of no effect and the person to whom such resolution relates shall thereupon be reinstated to membership.

GENERAL MEETINGS

6. The Bureau shall hold a General Meeting of members in every calendar year at its Annual General Meeting at such time and place as may be determined by the 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 the holding of the last preceding Annual General Meeting and that so long as the Bureau holds its first 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 Committee may whenever they think fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by Section 368 of the Act.
9. At least twenty-one days' notice in writing at the least 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 notices from the Bureau 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 proceeding 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 Committee and of the Auditors, 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. One-third of the members of the Bureau entitled to vote upon the business to be transacted shall be a quorum.
13. If within half an 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 Committee may determine. If at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum.
14. The Chairperson (if any) of the Committee shall preside as Chairperson at every General Meeting, but if there be no such Chair, or if at any meeting s/he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the members present shall choose a member of the Committee, or if no Committee member be present, or if all the members of the Committee present decline to take the chair, then the members shall choose a member of the Bureau who shall be present to preside.
15. The Chairperson 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 from 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 adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned 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 the declaration of the result of the show of hands, demanded by the Chairperson or by at least three members present or by a member or members present and representing one-tenth of the total voting rights of all the members having the right to vote at the meeting, and unless a poll be so demanded a declaration by the Chairperson of 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 Bureau shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.

17. Subject to the provision of Article 19, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairperson 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 Chairperson 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 Chairperson 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 a poll has been demanded.

VOTES OF MEMBERS

21. (a) Subject as hereinafter provided, every member shall have one vote.
- (b) A corporation may vote by its duly authorised representative appointed as provided by Section 375 of the Act.
- (c) Any other organisation may vote by its duly authorised representative.

THE COMMITTEE (alias Board of Directors)

22. The Committee shall consist of:-

- (A) Elected Committeepersons, of whom there shall not be more than 6.
- (B) Representative Committeepersons of whom there shall not be less than 10 nor more than 20.
- (C) Staff Committeepersons of whom there shall not (subject to Clause 4 proviso (e)(i) of the Memorandum of Association) be less than 1 nor more than 5.
- (D) Co-opted Committeepersons of whom there shall be not more than 3.

Until otherwise determined by the Bureau in General Meeting the number of Committeepersons shall not be less than 12 nor more than 35.

23. (A) The following persons shall be deemed to be the First Elected Committee persons:-

(B) The persons whose names are set out in the first column below shall be deemed to be the first Representative Committee persons and each of such persons shall be deemed to have been appointed by the organisation named in the second column below opposite such person's name:-

<u>Representative Committee person</u>	<u>Organisation by Whom Deemed To Have Been Appointed</u>
Mr. B. Barker	Chesterfield and North East Derbyshire Pensioners' Action Committee
Ms M. Brooks	Centre for the Unemployed
The Rev B. Cooper	Council of Churches
Mr. L. Florin	Chesterfield Law Society
Mr. D. Gibbs	North Derbyshire Advice Centres Alliance
Mr. B. Holling	Department of Employment
Mr. B. Hoy	T.U.C.
Mrs. C. Hunt	W.R.V.S.
Mr. M. Johnson	Alcohol Advice Centre
Mr. L. Lemon	D.H.S.S.
Mr. I. Osbourne	Chamber of Trade
Mr. K. Petts	Social Services Department
Mrs. M. Stanton	Brampton Youth and Community Centre
Mr. B. Steel	Derbyshire Coalition of Disabled People
Councillor K. Taylor	Chesterfield Borough Council
Councillor Mrs. M. Tipler	Chesterfield Borough Council
Mrs. L. Tory	Marriage Guidance Council
Councillor T. Whyatt	Chesterfield Borough Council

(C) The following persons shall be deemed to be the first Staff Committeepersons:-

Daphne Wing

Bureau Manager

24. At the conclusion of the first Annual General Meeting and the first Annual Public Meeting after the incorporation of the Bureau all Committeepersons shall retire from office and shall be eligible for appointment or election as hereinafter provided. At the conclusion of Annual General Meetings and Annual Public Meetings in subsequent years one-third of the Elected Committeepersons and all Staff and co-opted Committeepersons shall retire from office and shall be so eligible for reappointment or election.

25. Subject to Articles 22, 23 and 24:-

(A) The Elected Committeepersons to retire in such subsequent years shall be those who have been longest in office since their last election, and as between those of equal seniority shall be determined by lot.

(B) Elected Committeepersons shall be elected at the Annual Public Meeting as provided in Article 28

(C) Representative Committeepersons may be appointed at any time and from time to time (three by the Borough Council of Chesterfield) but otherwise one by each of the other organisations named in Article 23(B) by notice in writing to the Bureau signed by or on behalf of the organisation in question which appointment shall unless otherwise specified in the notice be for a period from the date of appointment to the date of the next Annual General Meeting (with power for the relevant organisation to renew), and such appointment may nonetheless be revoked at any time by a similar notice whereupon the Representative Committeeperson concerned shall cease to be a Committeeperson Provided that the Committee may at any time, with the sanction of an ordinary resolution of the Annual Public Meeting, vary the list of organisations named in Article 23(B), whereupon any Representative Committeeperson appointed by any organisation removed from the said list shall stand down. A Representative Committeeperson whose appointing organisation is being considered for removal from the said list shall withdraw from any Committee Meeting whilst it is being considered and shall have no vote with regard thereto.

(D) Staff Committeepersons shall be appointed by the staff of the Bureau in a manner to be prescribed by the Committee, but so that the Manager appointed under Article 31 shall be deemed to be appointed a Staff Committeeperson and the provisions of Clause 4 proviso (e) of the Memorandum of Association shall be complied with.

(E) Subject to Article 22(D) Co-opted Committeepersons may be appointed and removed at any time by the Committee either to fill a casual vacancy or by way of addition to the Committee.

26. The Committee and the Bureau shall endeavour to ensure that the 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.
27. The person nominated for the time being by The National Association of Citizens Advice Bureaux shall be invited to attend all Meetings of the Committee and be sent all related papers. The nominee shall be entitled to speak but not vote at such Meetings. The Committee may invite any other person to attend any of its meetings but without power to vote.

PUBLIC MEETINGS

28. (A) The Bureau shall hold an Annual Public Meeting in each year immediately following the Annual General Meeting in that year and at the same place at which all members and all others aged 18 and over, who work or reside in the Bureau's area may attend, speak and vote. The Bureau's area shall be the area within which the Bureau carries on its work as defined by Clause 3 of the Memorandum of Association.
- (B) The business to be transacted at the Annual Public Meeting in each year will be to elect Elected Committee persons for the ensuing year in place of those retiring and to discuss such matters relating to the business of the bureau as shall have been previously notified in writing to the Secretary at least three days prior to the meeting or as may be allowed by the Chair. Other than for the purposes of such elections and in relation to votes respecting Articles 14, 15 and 16 no other resolutions passed at a Public Meeting shall have other than an advisory effect.
- (C) Notice of the annual Public Meeting shall be given to Members in the same way as notice of the Annual General Meeting is to be given. In addition the Bureau shall not less than 14 clear days before the Annual Public Meeting display a notice or notices thereof in one or more conspicuous places in the Bureau's area and also by advertisement in at least one weekly or daily newspaper circulating in that area. The Committee may also give notice of such meeting in any extra way they may think fit. All such notices and advertisements shall refer to the right of attendance and voting at the said meeting to the election of Committee persons and to the general nature of such other business to be considered thereat as the Committee shall in its discretion think fit.
- (D) Any person referred to in Sub-Clause (A) of this Article wishing to attend any such Public meeting shall only be allowed so to do if at or prior thereto he or she shall have in writing provided details of his or her name, address of home and/or work, age and such other particulars (if any) as and how the Committee may from time to time prescribe.
- (E) The voting system to be used at the Annual Public Meeting shall be as the Committee may from time to time prescribe, but in default thereof shall be as for Annual General Meetings (insofar as not inconsistent with the other provisions of this Article).

(F) No person may be proposed for election as an Elected Committeeperson unless he or she has consented in writing duly signed to act as such prior to the election commencing.

(G) The provisions of Articles 6-21 (inclusive) shall (insofar as not inconsistent with the other provisions of this Article) apply to Public Meetings as they apply to General Meetings and all references therein to General Meeting shall for this purpose be deemed references to Public Meetings and all references to member or members shall be deemed references to any person or persons entitled to attend the Public Meeting concerned. The number forming a quorum by virtue of Article 12 shall be the same for the purposes of this Article.

(H) An Extraordinary Public Meeting may be convened on not less than 14 days notice by not less than a third of the committee for the time being or 10 Committee persons or 50 other persons who would be entitled to attend a Public Meeting if held at the time of requisitioning (and who shall provide the Bureau with the details required to paragraph (D) of this Article when making their requisition).

(I) All the provisions of this Article shall apply as well to an Extraordinary Public Meeting as to an Annual Public Meeting.

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

30. The Committeepersons for the time being may act notwithstanding any vacancy in their body; provided always that in case the Committeepersons shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these presents, it shall be lawful for them to act as the Committee for the purpose of admitting persons to membership of the Bureau, filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.

ORGANISERS AND SECRETARY

31. (A) The Committee shall appoint (and may remove) a Manager and a Deputy Manager (or Managers and Deputy Managers) to conduct the affairs of each Bureau for which it is responsible for such time, at such remuneration and upon such conditions as it may think fit. In exercising this power the Committee shall have regard to the guidelines laid down from time to time by the National Association of Citizens Advice Bureaux.

(B) The Secretary shall be appointed by the committee for such time, at such remuneration and upon such conditions as it may think fit, and any Secretary so appointed may be removed by them. The Organiser may be appointed to be the Secretary.

The Committee may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

THE SEAL

32. The Seal of the Bureau shall not be affixed to any instrument except by the authority of a resolution of the committee, and in the presence of at least two Committeepersons and of the Secretary, and the said Committeepersons and Secretary shall sign every instrument to which the Seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Bureau such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

DISQUALIFICATION OF COMMITTEEPERSONS

33. The office of a Committeeperson shall be vacated;
- (A) If a receiving order is made against him/her or s/he makes any arrangement or composition with his/her creditors.
 - (B) If s/he becomes of unsound mind.
 - (C) If by notice in writing to the Bureau s/he resigns his/her office.
 - (D) If s/he ceases to hold office by reason of any order made under Sections 295-299 and Schedule 12 of the Act.
 - (E) If s/he is removed from office by a resolution duly passed pursuant to the Act.
 - (F) If s/he fails to attend three consecutive meetings of the Committee.
 - (G) As provided in Articles 22-25.

34. In addition and without prejudice to the provisions of Section 303 and 304 of the Act, the Bureau may by Extraordinary Resolution remove any Committeeperson before the expiration of his/her period of office, and may by an Extraordinary Resolution appoint another person in his/her stead; but any person so appointed shall retain his/her office so long only as the Committeeperson in whose place s/he is appointed would have held the same if s/he had not been removed.

PROCEEDINGS OF THE COMMITTEE

35. There shall be at least four Committee Meetings in each year and the Committee may meet together for the despatch of business, adjourn and otherwise regulate their meetings in other respects as they think fit, and determine the quorum necessary for the transaction of business which shall not be less than one-third of the Committeepersons (excluding Staff Committeepersons) for the time being and unless so fixed one-third of the Committeepersons (excluding Staff Committeepersons) for the time being shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairperson shall have a second or casting vote.
36. Two members of the Committee may and on the request of two Committeepersons and Secretary shall, at any time, summon a meeting of the committee by notice served upon the Committeepersons at their registered addresses in the United Kingdom.
37. The Committee shall at the Committee meeting following the Annual General Meeting elect a Chairperson 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 s/he shall be present, and the Committee may determine the period for which s/he is to hold office. The Committee may also elect a Vice-Chairperson or Vice Chairpersons but so that no person shall be appointed to be Chairperson or a Vice Chairperson for more than five consecutive years, nor shall any person remunerated by the Company be appointed to be Chairperson or a Vice Chairperson. If no such Chairperson be elected, or if at any meeting the Chairperson be not present and willing to preside within five minutes after the time appointed for holding the meeting the Committeepersons present shall choose one of their number to be Chairperson of that meeting.
38. A meeting of the committee at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Bureau for the time being vested in the Committee generally.
39. The Committee may delegate any of their powers to sub-committees consisting of such Committeeperson or Committeepersons and other persons as they think fit, provided that all such actions and proceedings shall be fully and promptly reported back to the 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 Committee and incur expenditure only with the approval of the Committee (which shall include expenditures within any approved budget). The meetings and proceedings of any such sub-committees shall be governed by the provision of these presents for regulating the meetings and proceedings of the Committee so far as applicable and so far as the same shall not be superseded by any regulations made by the Committee provided always that no such Sub-Committee shall be given power to co-opt more than one fourth of its total membership.

40. All acts bona fide done by any meeting of the Committee or of such sub-committee or by any person acting as a Committeeperson 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 Committeeperson 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 Committeeperson or member of the sub-committee.
41. The Committee shall cause proper minutes to be made of all appointments of officers made by the Committee and of the proceedings of all meetings of the Bureau and of the 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 Chairperson of such meeting, or by the Chairperson of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.
42. A Resolution in writing signed by all the members for the time being of the Committee or of any such Sub-Committee who are entitled to receive notice of a meeting of the Committee or of such sub-committee shall be as valid and effectual as if it had been passed at a meeting of the Committee or of such sub-committee duly convened and constituted.

ACCOUNTS

43. The Committee shall cause accounting records to be kept in accordance with Sections 221-223 of the Act.
44. The accounting records shall be kept at the registered office of the Bureau or, subject to Section 222 of the Act, at such other place or places as the Committee may think fit, and shall always be open to the inspection of the officers of the Bureau and of the National Association of Citizens Advice Bureaux.
45. The 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 Bureau or any of them shall be open to the inspection of members not being Committeepersons, and no member (not being a Committeeperson) shall have any right of inspecting any account or book or document of the Bureau except as conferred by statute or authorised by the Committee or by the Bureau in general meeting.
46. The Committee shall from time to time in accordance with the Act, cause to be prepared and to be laid before the Bureau in general meeting such profit and loss accounts, balance sheets, made up accounts (if any) and reports as are referred to in those sections.

47. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Bureau in general meeting, together with a copy of the auditor's report and Committee's report, shall not less than twenty-one days before the date of the meeting be sent to every member of, and every holder of debentures of, the Bureau. Provided that this article shall not require a copy of those documents to be sent to any person of whose address the Bureau is not aware or to more than one of the joint holders of any debentures.
48. Auditors shall be appointed and their duties regulated in accordance with the Act.

OFFICERS

49. The Committee may appoint such persons as it thinks fit to be the President, Vice President(s), Honorary Treasurer and Honorary Solicitor of the Bureau for periods to be specified at the time of appointment as they shall think fit. Such persons shall not by virtue only of such appointment be members of the Bureau or the Committee.

NOTICES

50. A notice may be served by the Bureau upon any member, either personally or by sending it through the post in a prepaid letter, addressed to such members at his/her registered address as appearing in the register of members.
51. Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Bureau an address within the United Kingdom at which notices may be served upon him/her, shall be entitled to have notices served upon him/her at 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 Bureau.
52. Any notice, if served by post, shall be deemed to have been served on the second day following that on which the letter contained the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post as a prepaid letter.

DISSOLUTION

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

WE, the several persons whose names and addresses are subscribed are desirous of being formed into a Company in pursuance of these Articles of Association.

NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS

Councillor Kevin Taylor,
11 Cavendish Street North,
Old Whittington,
Chesterfield, S41 9DH.

K. Taylor.
Chairman of Chesterfield
Citizens Advice Bureau

Daphne Wing,
10 Imperial Road,
Matlock,
Derbys. DE4 3NL.

D. Wing
Bureau Manager,
Chesterfield Citizens Advice
Bureau

DATED this *12th* day of *February* One
thousand nine hundred and eighty eight

Witness to the above Signatories

M. Rice
MICHAEL RICE,
Honorary Solicitor,
Chesterfield Citizens Advice Bureau,
Deputy Town Clerk,
Chesterfield Borough Council.

//

The Companies Act 1985

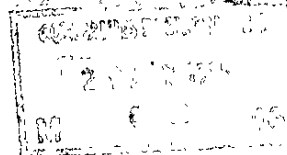
2

Company Limited by Guarantee And Not
Having A Share Capital

ARTICLES OF ASSOCIATION

of

CHESTERFIELD CITIZENS ADVICE BUREAU



GENERAL

1. In these presents the words standing in the first column of the Table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof, and not inconsistent with the subject or context:-

WORDS

MEANINGS

The Act

The Companies Act, 1985 (as may be amended).

The Bureau

The above-named company

These Presents

These Articles of Association, and the regulations of the Bureau from time to time in force.

Member

A member of the Bureau

The Committee

The Committee of Management (alias the Board of Directors) of the Bureau for the time being.

Committeeperson

One of the Committee for the time being

The Office

The registered office of the Bureau

The Seal

The Common Seal of the Bureau

The United Kingdom

Great Britain and Northern Ireland

Month

Calendar Month

In Writing

Written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form.

The Memorandum

The Memorandum of Association of the Bureau for the time being.

And words importing the singular number only shall include the plural number, and vice versa.

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

Subject as aforesaid, any words or expressions defined in the Act or any statutory modifications thereof in force at the date on which these presents become binding on the Bureau shall, if not inconsistent with the subject or context, bear the same meanings in these presents.

MEMBERSHIP

The number of permitted members with which the Bureau proposes to be registered is 35 but the Committee may from time to time resolve upon an increase of members.

3. (A) The Subscribers to the Memorandum and such other persons as the Committee shall admit to membership shall be members of the Bureau. The Committee may, in their absolute discretion and without giving their reasons, decline to admit any applicant to membership.

(B) The Committee may in their absolute discretion impose any formal requirement in relation to membership including imposition of any membership fee, subscription, levy or other payment not only at the time of membership but in after times and may vary the same and provide for different categories in relation thereof.

(C) The provisions of Sections 352 and 353 of the Act shall be observed by the Bureau and every member of the Bureau shall either sign a written consent on becoming a member or sign the register of members on becoming a member.

4. The Bureau is established for the purposes expressed in the Memorandum.

5. CESSATION OF MEMBERSHIP

(A) Membership shall not be transferable and a member shall cease to be a member:-

- (i) on death
- (ii) if by seven days signed notice in writing to the Office he she or it resigns membership (subject nonetheless to Clause 6 of the Memorandum).
- (iii) If, at a Meeting of the Committee at which not less than half of its members are present, a Resolution shall be passed by at least two-thirds of the Committee persons 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 21 days' notice in writing of the 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 a member concerned shall have been afforded a reasonable opportunity of being then heard by or of making written representation to the Committee.

(B) An expelled member may appeal to a General Meeting of the Bureau by signed notice of appeal served at the Office within 21 days of having received notice of expulsion. The appeal shall then be considered by the next following General Meeting of the Bureau, and if at that Meeting a resolution shall be carried by a majority consisting of not less than two-thirds of the members voting on the resolution that the decision of the Committee be reversed then the resolution of the Committee shall thereby be of no effect and the person to whom such resolution relates shall thereupon be reinstated to membership.

GENERAL MEETINGS

6. The Bureau shall hold a General Meeting of members in every calendar year at its Annual General Meeting at such time and place as may be determined by the 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 the holding of the last preceding Annual General Meeting and that so long as the Bureau holds its first 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 Committee may whenever they think fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by Section 368 of the Act.
9. At least twenty-one days' notice in writing at the least 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 notices from the Bureau 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 proceeding 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 Committee and of the Auditors, 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. One-third of the members of the Bureau entitled to vote upon the business to be transacted shall be a quorum.
13. If within half an 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 Committee may determine. If at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum.
14. The Chairperson (if any) of the Committee shall preside as Chairperson at every General Meeting, but if there be no such Chair, or if at any meeting s/he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the members present shall choose a member of the Committee, or if no Committee member be present, or if all the members of the Committee present decline to take the chair, then the members shall choose a member of the Bureau who shall be present to preside.
15. The Chairperson 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 from 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 adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned 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 the declaration of the result of the show of hands, demanded by the Chairperson or by at least three members present or by a member or members present and representing one-tenth of the total voting rights of all the members having the right to vote at the meeting, and unless a poll be so demanded a declaration by the Chairperson of 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 Bureau shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.

7. Subject to the provision of Article 19, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairperson 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 Chairperson 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 Chairperson 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 a poll has been demanded.

VOTES OF MEMBERS

21. (a) Subject as hereinafter provided, every member shall have one vote.
- (b) A corporation may vote by its duly authorised representative appointed as provided by Section 375 of the Act.
- (c) Any other organisation may vote by its duly authorised representative.

THE COMMITTEE (alias Board of Directors)

22. The Committee shall consist of:-
 - (A) Elected Committeepersons, of whom there shall not be more than 6.
 - (B) Representative Committeepersons of whom there shall not be less than 10 nor more than 20.
 - (C) Staff Committeepersons of whom there shall not (subject to Clause 4 proviso (e)(i) of the Memorandum of Association) be less than 1 nor more than 5.
 - (D) Co-opted Committeepersons of whom there shall be not more than 3.

Until otherwise determined by the Bureau in General Meeting the number of Committeepersons shall not be less than 12 nor more than 35.

23. (A) The following persons shall be deemed to be the First Elected Committee persons:-

(B) The persons whose names are set out in the first column below shall be deemed to be the first Representative Committee persons and each of such persons shall be deemed to have been appointed by the organisation named in the second column below opposite such person's name:-

1	2
<u>Representative Committee person</u>	<u>Organisation by Whom Deemed To Have Been Appointed</u>
Mr. B. Barker	Chesterfield and North East Derbyshire Pensioners' Action Committee
Ms M. Brooks	Centre for the Unemployed
The Rev B. Cooper	Council of Churches
Mr. L. Florin	Chesterfield Law Society
Mr. D. Gibbs	North Derbyshire Advice Centres Alliance
Mr. B. Holling	Department of Employment
Mr. B. Hoy	T.U.C.
Mrs. C. Hunt	W.R.V.S.
Mr. M. Johnson	Alcohol Advice Centre
Mr. L. Lemon	D.H.S.S.
Mr. I. Osbourne	Chamber of Trade
Mr. K. Petts	Social Services Department
Mrs. M. Stanton	Brampton Youth and Community Centre
Mr. B. Steel	Derbyshire Coalition of Disabled People
Councillor K. Taylor	Chesterfield Borough Council
Councillor Mrs. M. Tipler	Chesterfield Borough Council
Mrs. L. Tory	Marriage Guidance Council
Councillor T. Whyatt	Chesterfield Borough Council

(C) The following persons shall be deemed to be the first Staff Committeepersons:-

Daphne Wing

Bureau Manager

24. At the conclusion of the first Annual General Meeting and the first Annual Public Meeting after the incorporation of the Bureau all Committeepersons shall retire from office and shall be eligible for appointment or election as hereinafter provided. At the conclusion of Annual General Meetings and Annual Public Meetings in subsequent years one-third of the Elected Committeepersons and all Staff and co-opted Committeepersons shall retire from office and shall be so eligible for reappointment or election.

25. Subject to Articles 22, 23 and 24:-

(A) The Elected Committeepersons to retire in such subsequent years shall be those who have been longest in office since their last election, and as between those of equal seniority shall be determined by lot.

(B) Elected Committeepersons shall be elected at the Annual Public Meeting as provided in Article 28.

(C) Representative Committeepersons may be appointed at any time and from time to time (three by the Borough Council of Chesterfield) but otherwise one by each of the other organisations named in Article 23(B) by notice in writing to the Bureau signed by or on behalf of the organisation in question which appointment shall unless otherwise specified in the notice be for a period from the date of appointment to the date of the next Annual General Meeting (with power for the relevant organisation to renew), and such appointment may nonetheless be revoked at any time by a similar notice whereupon the Representative Committeeperson concerned shall cease to be a Committeeperson Provided that the Committee may at any time, with the sanction of an ordinary resolution of the Annual Public Meeting, vary the list of organisations named in Article 23(B), whereupon any Representative Committeeperson appointed by any organisation removed from the said list shall stand down. A Representative Committeeperson whose appointing organisation is being considered for removal from the said list shall withdraw from any Committee Meeting whilst it is being considered and shall have no vote with regard thereto.

(D) Staff Committeepersons shall be appointed by the staff of the Bureau in a manner to be prescribed by the Committee, but so that the Manager appointed under Article 31 shall be deemed to be appointed a Staff Committeeperson and the provisions of Clause 4 proviso (e) of the Memorandum of Association shall be complied with.

(E) Subject to Article 22(D) Co-opted Committeepersons may be appointed and removed at any time by the Committee either to fill a casual vacancy or by way of addition to the Committee.

The Committee and the Bureau shall endeavour to ensure that the 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.

27. The person nominated for the time being by The National Association of Citizens Advice Bureaux shall be invited to attend all Meetings of the Committee and be sent all related papers. The nominee shall be entitled to speak but not vote at such Meetings. The Committee may invite any other person to attend any of its meetings but without power to vote.

PUBLIC MEETINGS

28. (A) The Bureau shall hold an Annual Public Meeting in each year immediately following the Annual General Meeting in that year and at the same place at which all members and all others aged 18 and over, who work or reside in the Bureau's area may attend, speak and vote. The Bureau's area shall be the area within which the Bureau carries on its work as defined by Clause 3 of the Memorandum of Association.

(B) The business to be transacted at the Annual Public Meeting in each year will be to elect Elected Committee persons for the ensuing year in place of those retiring and to discuss such matters relating to the business of the bureau as shall have been previously notified in writing to the Secretary at least three days prior to the meeting or as may be allowed by the Chair. Other than for the purposes of such elections and in relation to votes respecting Articles 14, 15 and 16 no other resolutions passed at a Public Meeting shall have other than an advisory effect.

(C) Notice of the annual Public Meeting shall be given to Members in the same way as notice of the Annual General Meeting is to be given. In addition the Bureau shall not less than 14 clear days before the Annual Public Meeting display a notice or notices thereof in one or more conspicuous places in the Bureau's area and also by advertisement in at least one weekly or daily newspaper circulating in that area. The Committee may also give notice of such meeting in any extra way they may think fit. All such notices and advertisements shall refer to the right of attendance and voting at the said meeting to the election of Committee persons and to the general nature of such other business to be considered thereat as the Committee shall in its discretion think fit.

(D) Any person referred to in Sub-Clause (A) of this Article wishing to attend any such Public meeting shall only be allowed so to do if at or prior thereto he or she shall have in writing provided details of his or her name, address of home and/or work, age and such other particulars (if any) as and how the Committee may from time to time prescribe.

(E) The voting system to be used at the Annual Public Meeting shall be as the Committee may from time to time prescribe, but in default thereof shall be as for Annual General Meetings (insofar as not inconsistent with the other provisions of this Article).

(F) No person may be proposed for election as an Elected Committeeperson unless he or she has consented in writing duly signed to act as such prior to the election commencing.

(G) The provisions of Articles 6-21 (inclusive) shall (insofar as not inconsistent with the other provisions of this Article) apply to Public Meetings as they apply to General Meetings and all references therein to General Meeting shall for this purpose be deemed references to Public Meetings and all references to member or members shall be deemed references to any person or persons entitled to attend the Public Meeting concerned. The number forming a quorum by virtue of Article 12 shall be the same for the purposes of this Article.

(H) An Extraordinary Public Meeting may be convened on not less than 14 days notice by not less than a third of the committee for the time being or 10 Committee persons or 50 other persons who would be entitled to attend a Public Meeting if held at the time of requisitioning (and who shall provide the Bureau with the details required to paragraph (D) of this Article when making their requisition).

(I) All the provisions of this Article shall apply as well to an Extraordinary Public Meeting as to an Annual Public Meeting.

29. The business of the Bureau shall be managed by the committee who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Bureau as they think fit, and may exercise all such powers of the Bureau, and do on behalf of the Bureau all such acts as may be exercised and done by the Bureau, and as are not by statute or by these presents required to be exercised or done by the Bureau in General Meeting, subject nevertheless to any regulations of these presents, to the provisions of the statutes for the time being in force and affecting the Bureau, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Bureau in General Meeting, but no regulation made by the Bureau in General Meeting shall invalidate any prior act of the Committee which would have been valid if such regulation had not been made.
30. The Committeepersons for the time being may act notwithstanding any vacancy in their body; provided always that in case the Committeepersons shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these presents, it shall be lawful for them to act as the Committee for the purpose of admitting persons to membership of the Bureau, filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.

ORGANISERS AND SECRETARY

31. (A) The Committee shall appoint (and may remove) a Manager and a Deputy Manager (or Managers and Deputy Managers) to conduct the affairs of each Bureau for which it is responsible for such time, at such remuneration and upon such conditions as it may think fit. In exercising this power the Committee shall have regard to the guidelines laid down from time to time by the National Association of Citizens Advice Bureaux.

(B) The Secretary shall be appointed by the committee for such time, at such remuneration and upon such conditions as it may think fit, and any Secretary so appointed may be removed by them. The Organiser may be appointed to be the Secretary.

The Committee may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

THE SEAL

32. The Seal of the Bureau shall not be affixed to any instrument except by the authority of a resolution of the committee, and in the presence of at least two Committeepersons and of the Secretary, and the said Committeepersons and Secretary shall sign every instrument to which the Seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Bureau such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

DISQUALIFICATION OF COMMITTEEPERSONS

33. The office of a Committeeperson shall be vacated;

(A) If a receiving order is made against him/her or s/he makes any arrangement or composition with his/her creditors.

(B) If s/he becomes of unsound mind.

(C) If by notice in writing to the Bureau s/he resigns his/her office.

(D) If s/he ceases to hold office by reason of any order made under Sections 295-299 and Schedule 12 of the Act.

(E) If s/he is removed from office by a resolution duly passed pursuant to the Act.

(F) If s/he fails to attend three consecutive meetings of the Committee.

(G) As provided in Articles 22-25.

34. In addition and without prejudice to the provisions of Section 303 and 304 of the Act, the Bureau may by Extraordinary Resolution remove any Committeeperson before the expiration of his/her period of office, and may by an Extraordinary Resolution appoint another person in his/her stead; but any person so appointed shall retain his/her office so long only as the Committeeperson in whose place s/he is appointed would have held the same if s/he had not been removed.

PROCEEDINGS OF THE COMMITTEE

35. There shall be at least four Committee Meetings in each year and the Committee may meet together for the despatch of business, adjourn and otherwise regulate their meetings in other respects as they think fit, and determine the quorum necessary for the transaction of business which shall not be less than one-third of the Committeepersons (excluding Staff Committeepersons) for the time being and unless so fixed one-third of the Committeepersons (excluding Staff Committeepersons) for the time being shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairperson shall have a second or casting vote.
36. Two members of the Committee may and on the request of two Committeepersons and Secretary shall, at any time, summon a meeting of the committee by notice served upon the Committeepersons at their registered addresses in the United Kingdom.
37. The Committee shall at the Committee meeting following the Annual General Meeting elect a Chairperson 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 s/he shall be present, and the Committee may determine the period for which s/he is to hold office. The Committee may also elect a Vice-Chairperson or Vice Chairpersons but so that no person shall be appointed to be Chairperson or a Vice Chairperson for more than five consecutive years, nor shall any person remunerated by the Company be appointed to be Chairperson or a Vice Chairperson. If no such Chairperson be elected, or if at any meeting the Chairperson be not present and willing to preside within five minutes after the time appointed for holding the meeting the Committeepersons present shall choose one of their number to be Chairperson of that meeting.
38. A meeting of the committee at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Bureau for the time being vested in the Committee generally.
39. The Committee may delegate any of their powers to sub-committees consisting of such Committeeperson or Committeepersons and other persons as they think fit, provided that all such actions and proceedings shall be fully and promptly reported back to the 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 Committee and incur expenditure only with the approval of the Committee (which shall include expenditures within any approved budget). The meetings and proceedings of any such sub-committees shall be governed by the provision of these presents for regulating the meetings and proceedings of the Committee so far as applicable and so far as the same shall not be superseded by any regulations made by the Committee provided always that no such Sub-Committee shall be given power to co-opt more than one fourth of its total membership.

All acts bona fide done by any meeting of the Committee or of such sub-committee or by any person acting as a Committeeperson 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 Committeeperson 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 Committeeperson or member of the sub-committee.

41. The Committee shall cause proper minutes to be made of all appointments of officers made by the Committee and of the proceedings of all meetings of the Bureau and of the 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 Chairperson of such meeting, or by the Chairperson of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.
42. A Resolution in writing signed by all the members for the time being of the Committee or of any such Sub-Committee who are entitled to receive notice of a meeting of the Committee or of such sub-committee shall be as valid and effectual as if it had been passed at a meeting of the Committee or of such sub-committee duly convened and constituted.

ACCOUNTS

43. The Committee shall cause accounting records to be kept in accordance with Sections 221-223 of the Act.
44. The accounting records shall be kept at the registered office of the Bureau or, subject to Section 222 of the Act, at such other place or places as the Committee may think fit, and shall always be open to the inspection of the officers of the Bureau and of the National Association of Citizens Advice Bureaux.
45. The 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 Bureau or any of them shall be open to the inspection of members not being Committeepersons, and no member (not being a Committeeperson) shall have any right of inspecting any account or book or document of the Bureau except as conferred by statute or authorised by the Committee or by the Bureau in general meeting.
46. The Committee shall from time to time in accordance with the Act, cause to be prepared and to be laid before the Bureau in general meeting such profit and loss accounts, balance sheets, made up accounts (if any) and reports as are referred to in those sections.

A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Bureau in general meeting, together with a copy of the auditor's report and Committee's report, shall not less than twenty-one days before the date of the meeting be sent to every member of, and every holder of debentures of, the Bureau. Provided that this article shall not require a copy of those documents to be sent to any person of whose address the Bureau is not aware or to more than one of the joint holders of any debentures.

48. Auditors shall be appointed and their duties regulated in accordance with the Act.

OFFICERS

49. The Committee may appoint such persons as it thinks fit to be the President, Vice President(s), Honorary Treasurer and Honorary Solicitor of the Bureau for periods to be specified at the time of appointment as they shall think fit. Such persons shall not by virtue only of such appointment be members of the Bureau or the Committee.

NOTICES

50. A notice may be served by the Bureau upon any member, either personally or by sending it through the post in a prepaid letter, addressed to such members at his/her registered address as appearing in the register of members.
51. Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Bureau an address within the United Kingdom at which notices may be served upon him/her, shall be entitled to have notices served upon him/her at 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 Bureau.
52. Any notice, if served by post, shall be deemed to have been served on the second day following that on which the letter contained the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post as a prepaid letter.

DISSOLUTION

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

WE, the several persons whose names and addresses are subscribed are desirous of being formed into a Company in pursuance of these Articles of Association.

NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS

Councillor Kevin Taylor,
11 Cavendish Street North,
Old Whittington,
Chesterfield, S41 9DH.

K. Taylor
Chairman of Chesterfield
Citizens Advice Bureau

Daphne Wing,
10 Imperial Road,
Matlock,
Derbys. DE4 3NL.

D. Wing
Bureau Manager,
Chesterfield Citizens Advice
Bureau

DATED this *12th* day of *February* One
thousand nine hundred and eighty eight

Witness to the above Signatories

M. Rice
MICHAEL RICE,
Honorary Solicitor,
Chesterfield Citizens Advice Bureau,
Deputy Town Clerk,
Chesterfield Borough Council.