



## CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company Number

**136118**

The Registrar of Companies for Scotland hereby certifies that

**INVERNESS CITIZENS ADVICE BUREAU**

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

Given at Companies House, Edinburgh, the

**21 JANUARY 1992**

**J. HENDERSON**

*JH* Registrar of Companies



G

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

Please do not  
write in  
this margin

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

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

To the Registrar of Companies  
(Address overleaf)

For official use

[ ] [ ] [ ] [ ]

For official use

136118

Name of company

\* INVERNESS CITIZENS ADVICE BUREAU

\* insert full  
name of Company

I, DOUGLAS RIDDLE ROSS GRAHAM

of Messrs. Macleod & MacCallum

28 Queensgate,

INVERNESS

† 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 10(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 Inverness

Declarant to sign below

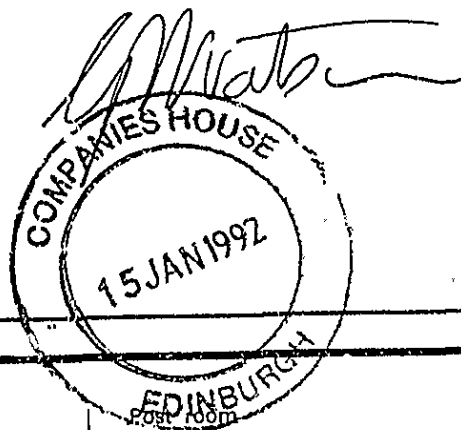
*[Signature]*

the Twenty fourth day of March

One thousand nine hundred and forty one

before me Graham Ross Watson, Notary Public, Inverness

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



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

For official Use  
New Companies Section

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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

To the Registrar of Companies  
(Address overleaf)

For official use

Company number

[ ] [ ] [ ] [ ] [ ] [ ]

136118

Name of company

\* INVERNESS CITIZENS ADVICE BUREAU

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

I, DOUGLAS KIPPLE APT GRANT  
of Mrs. Mabel M. M. M.  
28 Ormyrside Drive

\* insert full name of company

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.

† delete as appropriate

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

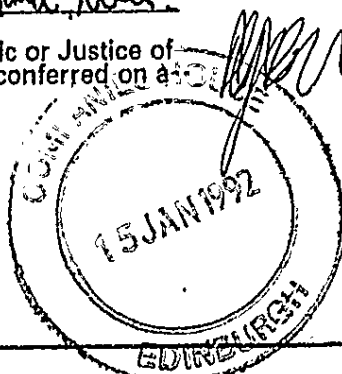
Declared at Inverness

Declarant to sign below.

the Twenty fourth day of December  
One thousand nine hundred and Eighty One  
before me Gordon MacWhorter, Notary Public, Inverness

*[Signature]*

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



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

For official Use

New Companies Section

Post room

# **THE COMPANIES ACT 1985**

Company limited by guarantee and not having a share capital

## **MEMORANDUM AND ARTICLES OF ASSOCIATION**

of

**INVERNESS CITIZENS ADVICE BUREAU**

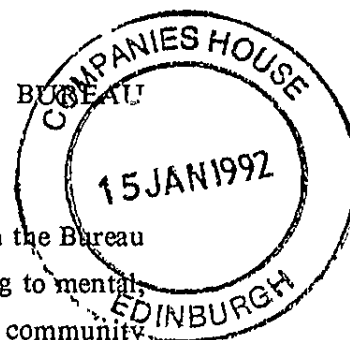
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THE COMPANIES ACT 1985  
 COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL  
 MEMORANDUM OF ASSOCIATION  
 of  
 INVERNESS CITIZENS ADVICE BUREAU

PAID

1. The Company's name is the INVERNESS CITIZENS ADVICE BUREAU (hereinafter referred to as "the Bureau").
2. The registered office of the Bureau is to be situated in Scotland.
3. The Bureau is established for charitable purposes and the objects for which the Bureau is established are to promote the education of the public in matters relating to mental, physical and social welfare and the relief of poverty for the benefit of the community in the Inverness and Highland area and in particular:-



- (A) to ensure that individuals do not suffer through ignorance of their rights and responsibilities or of the services available or through an inability to express their needs effectively;
- (B) to exercise a responsible influence on the development of social policies and services, both locally and nationally.

This clause shall be interpreted as if it incorporated an over-riding qualification limiting the powers of the Bureau such that any activity which would otherwise be permitted by the terms of the clause may be carried on only if that activity furthers a purpose which is regarded as charitable for the purposes of section 505 of the Income and Corporation Taxes Act 1988 (including any statutory amendment or re-enactment for the time being in force). Subject to that over-riding qualification, and in furtherance of the foregoing purposes and aims, but not further or otherwise, the Bureau shall have the following powers:

- (a) to provide centres for the supply of information, advice and such practical assistance as is requested by individuals who consult the Bureau, where available and appropriate;
- (b) to raise funds and to invite and receive money and funds by way of contributions, donations, legacies, grants and any other lawful methods and accept and receive gifts of property of any description (whether subject to any special trusts or not);
- (c) to procure to be written and print, record, publish, issue, circulate and distribute whether in conjunction with any other persons or companies or otherwise and whether gratuitously or otherwise any reports, periodicals,

books, pamphlets, leaflets, newspapers, advertisements, films, broadcasts, gramophone recordings or other terms or publications or recording (desirable for the promotion of the objects of the Bureau.

- (d) to arrange and provide for or join in arranging and providing for the holding of exhibitions, meetings, lectures or classes;
- (e) to promote encourage or undertake organised research and experimental work and disseminate the result of such research;
- (f) to subscribe to, become a member of, or amalgamate co-operate or affiliate with any other charitable organisation, institution, society or body not formed or established for purposes of profit (whether incorporated or not and whether in Great Britain, Northern Ireland or elsewhere) whose objects are wholly or in part similar to those of the Bureau and which by its constitution prohibits the distribution of its income and property amongst its members to an extent at least as great as is imposed on the Bureau under or by virtue of Clause 4 hereof and to purchase or otherwise acquire and undertake all such part of the property (whether heritable or moveable) assets, liabilities and engagements as may lawfully be acquired or undertaken by the Bureau of any such charitable organisation, institution, society or body;
- (g) to provide evidence for government, local government or other enquiries;
- (h) to invest and deal with the monies of the Bureau not immediately required in or upon such investments, securities or properties as may be thought fit;
- (i) to make any charitable donation either in cash or in assets in any way connected with or calculated to further any of the objects of the Bureau.
- (j) to employ and remunerate any person or persons to supervise, organise and carry on the work of and advise the Bureau as are necessary for the furtherance of the objects of the Bureau;
- (k) to arrange and maintain any insurance against risk, loss or liability to which the Bureau or its Members, officers or employees may be subject;
- (l) to accept, purchase, take on lease or exchange, hire or otherwise acquire any heritable or moveable property, whether or not subject to any trust, and to sell, lease, give or otherwise dispose of, deal with or mortgage such property;
- (m) to pay all or any of the expenses incurred in connection with the promotion, formation and incorporation of the Bureau;
- (n) to borrow or raise money in such manner and upon such terms as the Bureau may think fit and to secure payment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the property or assets of the Bureau (whether present or future) and also by a similar mortgage, charge, standard security, lien or other security to secure and guarantee the performance by the Bureau of any obligation or liability it may undertake or which may become binding on it.

- (o) to make all reasonable and necessary provision for the payment of pensions or superannuation to or on behalf of employees and their widows and other dependants;
- (p) to do all other such things as are incidental or conducive to the attainment of the above objects or any of them either as principals, agents, contractors, trustees or otherwise and either alone or in conjunction with others and either by or through agents, sub-contractors, trustees or otherwise.

In this clause words denoting the singular number only shall include the plural and vice versa.

4. The income and property of the Bureau whencesoever derived shall be applied solely towards the promotion of the objects of the Bureau as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, gift, bonus or otherwise howsoever by way of profit, to the Members of the Bureau; provided that nothing herein contained shall prevent any payment in good faith by the Bureau.
  - (a) of reasonable and proper remuneration to any person employed by the Bureau;
  - (b) of interest on money lent by any Member of the Bureau at a rate per annum not exceeding two per cent less than the base lending rate prescribed for the time being by the Bank of Scotland or three per cent whichever is the greater;
  - (c) of reasonable and proper rent of property let to the Bureau by any Member of the Bureau;
  - (d) of fees, remuneration or other benefit in money or moneys worth to any company of which a Member of the bureau is a member, provided that he shall not hold more than a hundredth part of the capital of such a company;
  - (e) to any Member of its Committee of Management or other Governing Body of such out-of-pocket expenses as may be authorised by the Bureau.
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 contributories among themselves, such amount as may be required not exceeding one pound.
7. If upon the winding up or dissolution of the bureau there remains, after the satisfaction of all debts and liabilities, any property whatsoever, the same shall not be paid or distributed among the Members of the Bureau, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Bureau, and which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the Bureau under or by virtue of

Clause 4 hereof, such institution or institutions to be determined by the Members of the Bureau at or before the time of dissolution and in so far as effect cannot be given to such provision, then to some other charitable object.

WE, the subscribers to this Memorandum of Association wish to be formed into a company pursuant to this Memorandum

1. Signature Raymond Moore  
Full name Raymond John Kentigern Moore  
Designation Chairman, Highland Society for the Blind  
Address 8 Abertarff Road,  
INVERNESS. IV2 3NW

2. Signature Alison Agnes Davie Marr  
Full name Alison Agnes Davie Marr  
Designation Lecturer  
Address Viewfield House, Old Perth Road,  
INVERNESS. IV2 3NT

Witness to the above signatures

Signature Margaret Jane Bennett  
Full name Margaret Jane Bennett  
Designation Manager  
Address 8 Reay Street,  
INVERNESS. IV2 3AL

Date 18th December, 1991



136118

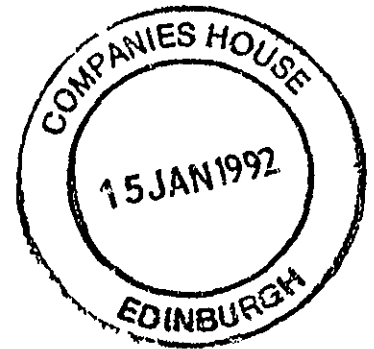
THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

of

INVERNESS CITIZENS ADVICE BUREAU



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INTERPRETATION

1. In these Articles, unless the context otherwise requires:-

"the Bureau" means Inverness Citizens Advice Bureau.

"the Committee of Management" means the Board of Directors of the Bureau by which the business of the Bureau shall be managed.

"the Secretary" means the person appointed to perform the duties of the Secretary of the company.

"the area of benefit" means the Inverness District and Highland Region.

"the Act" means the Companies Act 1985, as amended.

Words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date on which these Articles become binding on the Bureau.

ESTABLISHMENT OF THE BUREAU

2. The Bureau is established for the objects expressed in the Memorandum of Association and for the purpose of registration the number of Members of the Bureau shall be unlimited.

MEMBERSHIP

3. The subscribers to the Memorandum of Association of the Bureau and such other persons as are admitted to Membership in accordance with the Articles shall be Members of the Bureau. No person shall be admitted as a Member of the Bureau unless he/she is approved by the Committee of Management. Every person who wishes to

become a Member shall deliver to the Bureau an application for Membership in such form as the Committee of Management may require. The Committee of Management shall not be obliged to give reason(s) for rejecting an application for Membership.

4. The Committee of Management shall establish and maintain a register in which there shall be registered the names and addresses of the Members of the Bureau. Every Member of the Bureau shall sign the register on becoming a Member.
5. There shall be eligible for admission to Membership of the Bureau the following classes of persons:
  - (i) paid and volunteer staff of the Bureau,
  - (ii) nominees of voluntary, community and other organisations concerned with social welfare in the area of benefit of the Bureau,
  - (iii) residents in the area of benefit of the Bureau who are over 18 years old,
  - (iv) representatives of each of the Highland Regional Council and the Inverness District Council or their statutory successors.
6. The Committee of Management shall, in its sole discretion, determine which voluntary and community organisations (being organisations having, in the opinion of the Committee of Management, a constitution and being particularly concerned with the well-being of the public and community in the area of benefit of the Bureau) shall be entitled to nominate any person as a Member of the Bureau.
7. The Committee of Management shall convene an annual meeting, to which the general public shall be invited and which shall be advertised in a newspaper circulating in the area of benefit, for the purpose of publicising the work of the Bureau and inviting applications for Membership of the Bureau from that class of persons referred to in Article 5(iii).
8. A Member shall forthwith cease to be Member of the Bureau:
  - (i) on his/her death or the commencement of its liquidation or
  - (ii) if he/she shall become bankrupt or insolvent; or
  - (iii) if he/she shall resign from Membership by not less than seven days' notice in writing sent to or left with the Secretary at the Registered Office of the Bureau; or
  - (iv) if the organisation by whom he/she was nominated for Membership shall terminate or cancel the nomination by notice in writing sent to or left with the Secretary of the Bureau at the Registered Office of the Bureau; or
  - (v) if he/she removes his residence outwith the area of benefit; or
  - (vi) if he/she is absent from the United Kingdom for a continuous period of twelve months; or
  - (vii) he is, or may be, suffering from mental disorder and either:-

- (i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960, or
- (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs, or
- (vii) if the Committee of Management shall determine that his/her Membership of the Bureau be terminated.

#### MEETINGS OF THE BUREAU

9. The Bureau shall in each year and within not more than two calendar months after audited accounts have been prepared in respect of the accounting year last ended hold a General Meeting as its Annual General Meeting in addition to any other Meetings in that year and shall specify the Meeting as such in the notice calling it; and not more than Fifteen months shall elapse between the date of one Annual General Meeting of the Bureau and that of the next. Provided that so long as the Bureau holds its first Annual General Meeting within eighteen months of incorporation it need not hold it in the year of incorporation or in the following year. The Annual General Meeting shall be held at such time and place as the Committee of Management shall appoint. All General Meetings other than Annual General Meetings shall be called Special General Meetings.
10. The business to be transacted at the Annual General Meeting shall include consideration of an Annual Report of the work of the Bureau and of the audited accounts, report of the auditors, election of members of the Committee of Management and appointment of auditors.
11. The Chair of the Committee of Management may require the Secretary at any time to call a Special General Meeting of the Bureau. A Special General Meeting of the Bureau may also be called at any time on the written demand of ten members of the Bureau ("the Requisitionists") addressed to the Chair. The business to be transacted at any Special General Meeting shall be specified in the demand. In either event the Special General Meeting shall be convened within five weeks of the request being made. If such a Meeting is not so convened the Requisitionists may themselves convene the meeting.
12. A General Meeting shall be convened by not less than Twenty-one days' notice. The notice shall be exclusive of the day on which it is served or deemed to be served and of the date of which it is given, and shall specify the place, the day and the hour of Meeting, and, in the case of special business, the general nature of that business, and shall be given in manner hereinafter mentioned or in such other manner, if any, as may

be prescribed by the Bureau in General Meeting, to such persons as are, under the regulations of the bureau entitled to receive such notice from the Bureau. Provided that a Meeting of the Bureau shall, notwithstanding notice called by shorter notice than that specified in this Article, be deemed to have been duly called if it is so agreed:-

- (a) in the case of a Meeting called as the Annual General Meeting by all the Members entitled to attend and vote thereat; and
  - (b) in the case of any other Meeting, by a majority in number of the Members having a right to attend and vote at the Meeting being a majority together representing not less than ninety-five per cent of the total voting rights at that Meeting of all Members.
13. Notice of every General Meeting shall be given at least twenty-one days before the date thereof both by displaying a notice in some conspicuous part of the Bureau and by service of notice in accordance with the terms of Articles 59 and 60 hereof.
14. The accidental omission to give notice of a Meeting to, or the non-receipt of notices of a Meeting by, any person entitled to receive notice shall not invalidate the proceedings at that Meeting.
15. All Members of the Bureau aged 18 and over shall be entitled to attend and vote at a General Meeting.

#### PROCEEDINGS AT GENERAL MEETINGS

16. All business that is transacted at a Special General Meeting, and all business transacted at an Annual General Meeting, with the exception of the consideration of the Accounts, the Report of the Committee of Management and the Report of Auditors, the election of Members of the Committee of Management in place of those retiring, and the appointment of the Auditors will be deemed special.
17. No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the Meeting proceeds to business. The quorum at any General Meeting of the Bureau and any Meeting of the Committee of Management shall be respectively not less than one third of the Members of the bureau and not less than one third of the Committee of Management or seven whichever shall be the greater, or such a number as the Bureau may from time to time determine in a General Meeting. If within half an hour from the time appointed for a Meeting a quorum is not present, the Meeting, if convened upon the requisition of Members, shall be dissolved; in any other case it shall stand adjourned to the same day in the following week, at the same time and place, and if at such adjourned Meeting where a quorum is not present it shall be adjourned *sine die*.
18. The Chair of the Committee of Management shall be the Chair of a General Meeting. In the absence of the Chair the Vice-Chair of the Committee of Management shall take the chair, and if none is present, the persons present shall before any other business is transacted, appoint a Chair of the meeting.

19. The Chair may, with the consent of 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 left unfinished at the Meeting from which the adjournment took place.
20. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded -
  - (a) by the chairman; or
  - (b) by at least two members having the right to vote at the meeting; or
  - (c) by a member or members representing not less than one-tenth of the total voting rights of all members having the right to vote at the meeting;and a demand by a person as proxy for a member shall be the same as a demand by the member.
21. Unless a poll is duly demanded a declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular majority or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
22. If a poll is demanded in the manner aforesaid, the same shall be taken at such time and in such manner as the Chair directs, and the result of such poll shall be deemed to be the resolution of the bureau in General Meeting, save that a poll demanded on the election of the Chair or a request for adjournment shall be taken forthwith. The demand for a poll may be withdrawn.
23. On a poll, every Member present in person or by proxy shall have one vote and no more and in the case of equality of votes, whether on a show of hands or on a poll, the chair of the Meeting shall have a second or casting vote.
24. The Instrument appointing a proxy shall be in writing and under the hand of the appointer or of his Attorney duly authorised in writing, or if the appointer is a Company, under the hand of an Officer or Officers or an Attorney duly authorised. A proxy need not be a Member of the Bureau.
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 copy of that power or authority shall be deposited at the registered office of the Bureau or at such other place within the United Kingdom as is specified for that purpose in the notice convening the Meeting, and not less than Forty-eight hours before the time for holding the Meeting or adjourning the Meeting which the person named in the Instrument proposes 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.
26. An Instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances shall admit:-

"Inverness Citizens Advice Bureau

I,                      of  
in the County of                      being a Member of the above named Company,  
hereby appoint                      of  
or                      of  
as my Proxy to vote for me on my behalf at the Annual/Special/General Meeting of  
the Company to be held on the      day of  
and at any adjournment thereof.

Signed this      day of                      199      ."

27. Where it is desired to afford Members an opportunity of voting for or against a resolution an Instrument appointing a proxy shall be in the following form or in a form as near thereto as circumstances shall admit:-

Inverness Citizens Advice Bureau

I,                      of,  
In the County of                      being a Member of the above named Company,  
hereby appoint                      of  
or                      of  
as my Proxy to vote for me on my behalf at the Annual/Special/General Meeting of  
the Company to be held on the      day of  
and at any adjournment thereof.

Signed this      day of                      19      .

This form is to be used as undernoted.\* Unless otherwise instructed, the proxy will vote as he thinks fit.

(Specify Resolution)                      FOR                      AGAINST"

\*Indicate whichever is desired.

27. The Instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
28. A vote given in accordance with the terms of an Instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy is executed, provided that no intimation in writing of such death, insanity or revocation as aforesaid shall have been received by the Bureau at its registered office before the commencement of the Meeting or the adjourned Meeting at which the proxy is used.

29. Any corporation which is a Member of the Bureau may by resolution of its directors or other governing body appoint such person as it thinks fit to act as its representative at any Meeting of the Bureau, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual Member of the Bureau.
30. The proceedings of the Bureau in General Meeting or otherwise shall not be invalidated by any failure to appoint or any defect in the appointment, election or qualification of any Member.

#### COMMITTEE OF MANAGEMENT

31. The Bureau shall be managed by a Committee of Management who shall be responsible for the administration, management and control of the affairs, finance and property of the Bureau and who may exercise all the powers of the Bureau.
32. Subject to Article 33, the maximum number of the Members of the Committee shall be determined by the Bureau in General Meeting. The minimum number of Members of the Committee shall be three.
33. The Committee of Management shall consist initially of the subscribers to the Memorandum of Association and such other persons as they may appoint during the period of three months following incorporation of the Bureau being Members of the Committee of Management of the Inverness and District Citizens Advice Bureau as constituted prior to the incorporation of the Bureau and thereafter of Members of the Bureau elected, appointed or nominated from the following categories in accordance with the provisions of these Articles:
  - a) Up to but no more than six Members falling within Article 5(ii) hereof.
  - b) Up to but no more than six Members falling within Article 5(iii) hereof.
  - c) One Member nominated by Highland Regional Council and one Member nominated by Inverness District Council who shall also be elected Members of each of those Councils.
  - d) The Manager of the Bureau;
  - e) Three members of the volunteer staff being Members of the Bureau, elected by Members of the Bureau in terms of Article 35 hereof;

Provided that no paid or volunteer staff of the Bureau shall be elected to membership of the Committee of Management as a Member falling within Article 5(ii), (iii) or (iv) hereto; and provided that paid and volunteer staff of the Bureau shall not exceed one-third of the total membership of the Committee of Management.

34. Nominations for membership of the Committee of Management, as provided for in Article 33a and b shall be sought before each Annual General Meeting and the names of those nominated will be read out at the Annual General Meeting. A call for further nominations in each of these categories will be made at the Annual General Meeting followed by an election of Members in the event of the nominations in any such category exceeding the number of places available.

35. The Members of the Bureau falling within Article 5(i) and being volunteer staff of the Bureau shall elect three of their number to serve on the Committee of Management no later than seven days prior to each Annual General Meeting.
36. All Members of the Committee of Management shall retire at each Annual General Meeting and shall be eligible for re-appointment, re-nomination, or re-election as hereinbefore provided for.
37. Any Member of the Committee of Management who ceases for any reason to be a Member of the Bureau shall *ipso facto* cease to be a Member of the Committee of Management. A Member of the Committee of Management shall cease to be a Member of the Committee of Management if he/she shall for more than six consecutive months have been absent without permission of the Committee of Management from meetings of Committee of Management held during that period and the Committee of Management resolve that his office be vacated. Any casual vacancy in the Committee of Management may be filled by the Committee of Management by co-option of any Member of the Bureau falling within the category of Member required to fill the vacancy, except in the category provided by Article 33(c) where the relevant Council shall be asked to re-nominate. Any person appointed to such a casual vacancy shall hold office until the conclusion of the next Annual General Meeting of the Bureau and shall be eligible for re-election, re-nomination or re-appointment.
38. At the first Meeting of the Committee of Management following each Annual General Meeting the following business shall first be transacted:
  - (a) the election of the Chair and Vice-Chair.
  - (b) the appointment of a Treasurer and any other officers as may be required to carry out the business of the Bureau,
  - (c) the appointment of the Secretary in accordance with Article 55;provided that none of the officers referred to in a and b of this Article shall be members of the Bureau staff, whether paid or volunteer.
39. The Committee of Management shall appoint the Manager and any other paid staff of the Bureau (said Manager and other paid staff being employees of the Bureau).
40. The Manager and any other paid Member of the Bureau staff elected to the Committee of Management shall be entitled to be a Member of the Committee of Management provided that they shall not be present nor vote when any Meeting of the Committee of Management is considering their remuneration or conditions of employment. Any Member of the Bureau staff who is a Member of Committee of Management may, subject to the above conditions, receive such reasonable remuneration for his/her service as the Committee of Management shall determine but always on the same terms and conditions as from time to time govern the remuneration and conditions of service of other paid staff not on the Committee of Management.



41. The Committee of Management may from time to time co-opt persons being Members of the Bureau having special knowledge or experience of its work to serve on the Committee of Management provided that the number of co-opted Members shall not exceed one-fourth of the total membership of the Committee of Management, and any such co-opted Member shall be a Member of the Committee of Management until the next Annual General Meeting following such co-option when he/she shall be eligible for election, nomination or appointment as hereinbefore provided for.
42. The Committee of Management may appoint (as a sub-committee of the Committee of Management) a Finance Committee (from its own members) and such other Special or Standing Committees as may be deemed necessary, and shall determine their terms of reference, powers, duration and composition.
43. The Committee of Management and any sub-committee appointed in terms of the preceding Articles may invite any person, whether a Member of the Bureau or not, to attend any Meeting of the Committee of Management or such sub-committee but any such person shall not have the power to vote.

#### PROCEEDINGS OF THE COMMITTEE OF MANAGEMENT

44. The Committee of Management shall meet at such times as they shall decide, but at least once in every three months. Subject to the provisions of these Articles, the Members of the Committee of Management may regulate their proceedings as they think fit.
45. A *quorum* at a Meeting of the Committee of Management shall be not less than one-third of the Committee of Management or seven whichever shall be the greater number or such other number as the Bureau may from time to time determine in General Meeting.
46. Questions arising at any Meeting shall be decided by a majority of votes. In the case of an equality of votes, the Chairman shall have a second or casting vote.
47. A Member of the Committee of Management may, and the Secretary on the requisition of the Committee shall, summon a Meeting of the Committee of Management. Save where such Meeting is being summoned to consider matters of extreme urgency, not less than Forty-eight hours Notice in writing shall be given to each Member of the Committee of any such Meeting, and such Notice shall include an agenda of the matters which it is proposed to consider at the Meeting. It shall not be necessary to give Notice of a Meeting of the Committee of Management to any one of their body for the time being absent from the United Kingdom.
48. The continuing Members of the Committee of Management may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to the Articles of the Bureau as the necessary *quorum* of

- such body, the continuing Members or Member may act for the purpose of increasing the number of Members of the Committee of Management to that number, or of summoning a General Meeting of the Bureau but for no other purpose.
49. The Chair shall preside at meetings of the Committee of Management, but if no such Chair is elected, or if at any Meeting the Chair is not present within five minutes after the time appointed for holding the same, the Members of the Committee of Management present may choose one of their number to be Chair of the Meeting.
  50. All *bona fide* acts done by any Meeting of the Committee of Management or a committee of its Members or by any person acting as a Member of the Committee of Management shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such 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 and was qualified to be a Member of the Committee of Management.
  51. A Resolution in writing, signed by all the Members of the Committee of Management for the time being entitled to receive notice of a Meeting thereof shall be as valid and effectual as if it had been passed at a Meeting of the Committee of Management duly convened and held.
  52. The Committee of Management shall cause minutes to be made in books kept for the purpose of all appointments of officers made by the Committee of Management and of all proceedings at meetings of the Bureau, the Committee of Management and committees of the Committee of Management, including the names of those present at each meeting.

MEMBERSHIP OF THE SCOTTISH ASSOCIATION OF  
CITIZENS ADVICE BUREAUX LIMITED (SACAB LIMITED)

53. In so far as it may be required to enable the Bureau to be a Member of SACAB Limited the Committee of Management shall appoint a nominee to be a Member of SACAB Limited.
54. The Committee of Management shall not have power to remove the Bureau from Membership of SACAB and any resolution by the Committee of Management having that effect shall be null and void unless and until subsequently ratified by a General Meeting of the Bureau. Further, the Committee of Management shall ensure that the Bureau complies with the Conditions of Membership of SACAB Limited as the same shall be prescribed from time to time.

#### SECRETARY

55. The Secretary shall be appointed by the Committee of Management upon such conditions as the Committee of Management may think fit; and any Secretary so appointed may be removed by the Committee of Management. The Secretary may be the Manager of the Bureau. The first Secretary shall be the Secretary of the Committee of Management of the Inverness and District Citizens Advice Bureau as constituted prior to the incorporation of the Bureau.

#### ACCOUNTS

56. The Committee of Management shall cause accounting records to be kept in accordance with Section 221 of the Companies Act 1985 (as such section may from time to time be amended or re-enacted).

#### AUDIT

57. The duties of the Auditors appointed in terms of Article 10 hereof shall be those provided by the Companies Act 1985.

#### INDEMNITY

58. The Committee of Management, paid employees of the Bureau and all other Members of the Bureau acting in good faith and within the powers of the Bureau, shall be indemnified by the Bureau against any personal liability incurred by them.

#### NOTICES

59. A notice may be given by the Bureau to any of its Members either personally or by sending it by post to him at his registered address, or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Bureau for the giving of Notice to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, pre-paying and posting a letter containing the notice and to have been effected in the case of a notice of a Meeting at the expiration of Twenty-four hours after the letter containing the same has been posted, and in any other case at the time at which the letter would be delivered in the ordinary course of the post.
60. Notice of every General Meeting shall be given in any manner hereinbefore authorised to:-
- 60.1 Every Member of the Bureau except those Members who (having no registered address within the United Kingdom) have not supplied to the Bureau an address within the United Kingdom for the giving of notices to them;
- 60.2 The Auditors for the time being of the Bureau.
- No other person shall be entitled to receive notices of General Meetings.

WINDING UP

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

1. Signature

Raymond Moore

Full name

Raymond John Kentigern Moore

Designation

Chairman, Highland Society for the Blind

Address

8 Abertarff Road,

INVERNESS. IV2 3NW

2. Signature

Alison Marr

Full name

Alison Agnes Davie Marr

Designation

Lecturer

Address

Viewfield House, Old Perth Road,

INVERNESS. IV2 3NT

Witness to the above signatures

Signature

Margaret Jane Bennett

Full name

Margaret Jane Bennett

Designation

Manager

Address

8 Reay Street,

INVERNESS. IV2 3AL

Date

18th December, 1991



C O M P A N I E S H O U S E

10

**Statement of first directors and  
secretary and intended situation  
of registered office**

This form should be completed in black.

Company name (in full)

CN

135118

For official use ☐

INVERNESS CITIZENS ADVICE BUREAU

Registered office of the company on  
incorporation.

RO

28 High Street,

Post town INVERNESS

County/Region HIGHLAND

Postcode IV1 1JQ

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



Name Messrs. Macleod & MacCallum

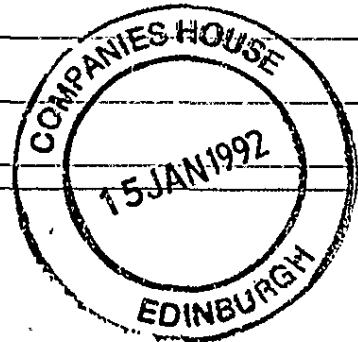
RA

28 Queensgate,

Post town INVERNESS

County/Region HIGHLAND

Postcode IV1 1YN



Number of continuation sheets attached



To whom should Companies House  
direct any enquiries about the  
information shown in this form?

Messrs. Macleod & MacCallum

28 Queensgate,

INVERNESS

Postcode IV1 1YN

Telephone 0463-239393

Extension

**Company Secretary** (See notes 1 - 5)

Name \*Style/Title  
Forenames  
Surname  
\*Honours etc  
Previous forenames  
Previous surname

**Address**

Usual residential address must be given.  
In the case of a corporation, give the  
registered or principal office address.

**Consent signature**

**CS** CAPTAIN  
DUNCAN OWLER  
ROBERTSON  
N/A  
N/A  
N/A  
**AD** 14 Edgemoor Road,  
Balloch,  
Post town INVERNESS  
County/Region HIGHLAND  
Postcode IV1 2RB Country U.K.

I consent to act as secretary of the company named on page 1

Signed

Date 18/12/91

**Directors** (See notes 1 - 5)

Please list directors in alphabetical order.

Name \*Style/Title  
Forenames  
Surname  
\*Honours etc  
Previous forenames  
Previous surname

**Address**

Usual residential address must be given.  
In the case of a corporation, give the  
registered or principal office address.

Date of birth  
Business occupation  
Other directorships

**CD** MRS.  
ALISON AGNES DAVIE  
MARR  
N/A  
N/A  
SMITH  
**AD** Viewfield House,  
Old Perth Road,  
Post town INVERNESS  
County/Region Highland  
Postcode IV2 3NT Country U.K.  
**DO** 1 | 0 | 1 | 1 | 4 | 7 Nationality **NA** British  
**OC** Lecturer  
**OD** None

I consent to act as director of the company named on page 1

Signed

Date 18/12/91

\* Voluntary details

**Consent signature**

(See notes 1 - 5)

**\*Style/Title**

Surname

Previous forenames

Previous surname

**Address**

Usual residential address must be given.  
In the case of a corporation, give the  
registered or principal office address.

Date of birth

### Business occupation

## Other directorships

\* Voluntary details

**Consent signature**

Delete if the form  
is signed by the  
subscribers.

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

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

CD MR.  
RAYMOND JOHN KENTIGERN  
MOORE  
N/A  
N/A  
N/A  
AD 8 Abertarff Road,  
Post town INVERNESS  
County/Region Highland  
Postcode IV2 3NW Country U.K.  
DO 23 011 218 Nationality NA British  
OC Chairman, Highland Society for the Blind  
OD Birchwood (Inverness) Ltd., Reg. No. 105400  
I consent to act as director of the company named on page 1  
Signed Raymond Moore Date 18/12/91

Signature of agent on behalf of all subscribers

Date 27 November 1991

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

G

COMPANIES FORM No. 224

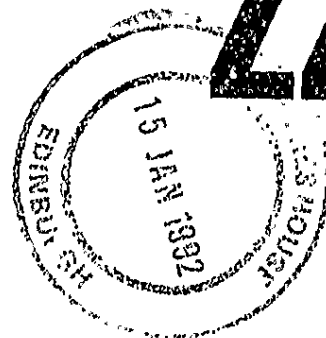
**Notice of accounting reference date**  
(to be delivered within 6 months of  
incorporation)

21/1

224

Please do not  
write in  
this margin

Pursuant to section 224 of the Companies Act 1985



To the Registrar of Companies

For official use

Company number

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

[ ] [ ] [ ] [ ]

136118

Name of company

\* INVERNESS CITIZENS ADVICE BUREAU

\* Insert full name  
of company

gives notice that the date on which the company's accounting reference period is to be treated as  
coming to an end in each successive year is as shown below:

**Important**  
The accounting  
reference date to  
be entered along-  
side should be  
completed as in the  
following examples:

Day Month

3 1 0 3

5 April  
Day Month

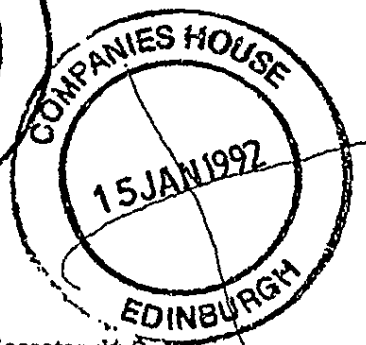
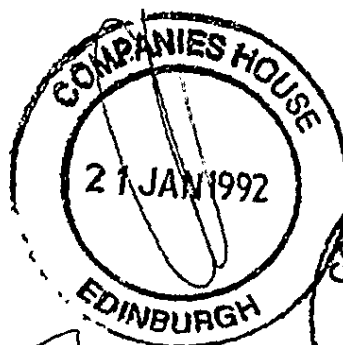
0 5 0 4

30 June  
Day Month

3 0 0 6

31 December  
Day Month

3 1 1 2



Signed

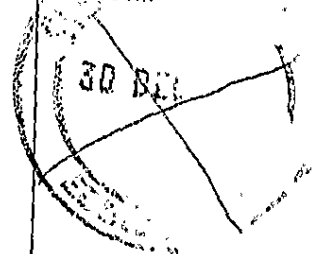
*Angus A. Mann*

[Director][Secretary]† Date 18/12/91

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

For official Use  
General Section

Post room



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LONDON W1 6EE  
TELEPHONE 01 253 3030  
TELEX 261010





**CERTIFIED COPY RESOLUTION**  
**INVERNESS CITIZENS ADVICE BUREAU**  
(incorporated in Scotland No. 136118)

At a Special General Meeting of INVERNESS CITIZENS ADVICE BUREAU ("the Company") duly convened and held on 17th June, 1992 the following resolution was duly passed as a Special Resolution:

To propose as a Special Resolution the following amendments to the Company's Memorandum of Association:

- a. The first four lines of Clause 3 of the Memorandum of Association shall be deleted and substituted therefor shall be the words:  
"The Bureau is established for charitable purposes benefiting the community in Inverness and the Highland area by advancing the education of the public in matters relating to mental, physical and social welfare and by relieving poverty. In pursuance of these purposes the aims of the Bureau are:-"
- b. In line 3 of paragraph (f) of Clause 3 of the Memorandum of Association the words "and whether in Great Britain, Northern Ireland or elsewhere" shall be deleted. In line 2 of the said paragraph (f) after the word "body" there shall be inserted the words "in Great Britain or Northern Ireland".



Secretary



136/17

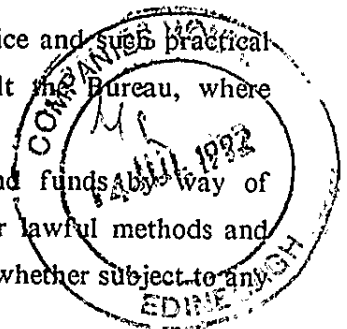
**THE COMPANIES ACT 1985**  
**COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL**  
**MEMORANDUM OF ASSOCIATION**  
**of**  
**INVERNESS CITIZENS ADVICE BUREAU**

---

1. The Company's name is the INVERNESS CITIZENS ADVICE BUREAU (hereinafter referred to as "the Bureau").
2. The registered office of the Bureau is to be situated in Scotland.
3. The Bureau is established for charitable purposes benefiting the community in Inverness and the Highland Area by advancing the education of the public in matters relating to mental, physical and social welfare and by relieving poverty. In pursuance of these purposes the aims of the Bureau are:-
  - (A) to ensure that individuals do not suffer through ignorance of their rights and responsibilities or of the services available or through an inability to express their needs effectively;
  - (B) to exercise a responsible influence on the development of social policies and services, both locally and nationally.

*This clause shall be interpreted as if it incorporated an over-riding qualification limiting the powers of the Bureau such that any activity which would otherwise be permitted by the terms of the clause may be carried on only if that activity furthers a purpose which is regarded as charitable for the purposes of section 505 of the Income and Corporation Taxes Act 1988 (including any statutory amendment or re-enactment for the time being in force). Subject to that over-riding qualification, and in furtherance of the foregoing purposes and aims, but not further or otherwise, the Bureau shall have the following powers:*

- (a) to provide centres for the supply of information, advice and such practical assistance as is requested by individuals who consult the Bureau, where available and appropriate;
- (b) to raise funds and to invite and receive money and funds by way of contributions, donations, legacies, grants and any other lawful methods and accept and receive gifts of property of any description (whether subject to any special trusts or not);
- (c) to procure to be written and print, record, publish, issue, circulate and distribute whether in conjunction with any other persons or companies or otherwise and whether gratuitously or otherwise any reports, periodicals,



books, pamphlets, leaflets, newspapers, advertisements, films, broadcasts, gramophone recordings or other terms or publications or recording desirable for the promotion of the objects of the Bureau.

- (d) to arrange and provide for or join in arranging and providing for the holding of exhibitions, meetings, lectures or classes;
- (e) to promote encourage or undertake organised research and experimental work and disseminate the result of such research;
- (f) to subscribe to, become a member of, or amalgamate co-operate or affiliate with any other charitable organisation, institution, society or body in Great Britain or Northern Ireland not formed or established for purposes of profit (whether incorporated or not) whose objects are wholly or in part similar to those of the Bureau and which by its constitution prohibits the distribution of its income and property amongst its members to an extent at least as great as is imposed on the Bureau under or by virtue of Clause 4 hereof and to purchase or otherwise acquire and undertake all such part of the property (whether heritable or moveable) assets, liabilities and engagements as may lawfully be acquired or undertaken by the Bureau of any such charitable organisation, institution, society or body;
- (g) to provide evidence for government, local government or other enquiries;
- (h) to invest and deal with the monies of the Bureau not immediately required in or upon such investments, securities or properties as may be thought fit;
- (i) to make any charitable donation either in cash or in assets in any way connected with our calculated to further any of the objects of the Bureau.
- (j) to employ and remunerate any person or persons to supervise, organise and carry on the work of and advise the Bureau as are necessary for the furtherance of the objects of the Bureau;
- (k) to arrange and maintain any insurance against risk, loss or liability to which the Bureau or its Members, officers or employees may be subject;
- (l) to accept, purchase, take on lease or exchange, hire or otherwise acquire any heritable or moveable property, whether or not subject to any trust, and to sell, lease, give or otherwise dispose of, deal with or mortgage such property;
- (m) to pay all or any of the expenses incurred in connection with the promotion, formation and incorporation of the Bureau;
- (n) to borrow or raise money in such manner and upon such terms as the Bureau may think fit and to secure payment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the property or assets of the Bureau (whether present or future) and also by a similar mortgage, charge, standard security, lien or other security to secure and guarantee the performance by the Bureau of any obligation or liability it may undertake or which may become binding on it.

- (o) to make all reasonable and necessary provision for the payment of pensions or superannuation to or on behalf of employees and their widows and other dependants;
- (p) to do all other such things as are incidental or conducive to the attainment of the above objects or any of them either as principals, agents, contractors, trustees or otherwise and either alone or in conjunction with others and either by or through agents, sub-contractors, trustees or otherwise.

In this clause words denoting the singular number only shall include the plural and vice versa.

4. The income and property of the Bureau whencesoever derived shall be applied solely towards the promotion of the objects of the Bureau as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, gift, bonus or otherwise howsoever by way of profit, to the Members of the Bureau; provided that nothing herein contained shall prevent any payment in good faith by the Bureau.
  - (a) of reasonable and proper remuneration to any person employed by the Bureau;
  - (b) of interest on money lent by any Member of the Bureau at a rate per annum not exceeding two per cent less than the base lending rate prescribed for the time being by the Bank of Scotland or three per cent whichever is the greater;
  - (c) of reasonable and proper rent of property let to the Bureau by any Member of the Bureau;
  - (d) of fees, remuneration or other benefit in money or moneys worth to any company of which a Member of the bureau is a member, provided that he shall not hold more than a hundredth part of the capital of such a company;
  - (e) to any Member of its Committee of Management or other Governing Body of such out-of-pocket expenses as may be authorised by the Bureau.
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 contributories among themselves, such amount as may be required not exceeding one pound.
7. If upon the winding up or dissolution of the bureau there remains, after the satisfaction of all debts and liabilities, any property whatsoever, the same shall not be paid or distributed among the Members of the Bureau, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Bureau, and which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the Bureau under or by virtue of

Clause 4 hereof, such institution or institutions to be determined by the Members of the Bureau at or before the time of dissolution and in so far as effect cannot be given to such provision, then to some other charitable object.

WE, the subscribers to this Memorandum of Association wish to be formed into a company pursuant to this Memorandum

1. Signature \_\_\_\_\_

Full name \_\_\_\_\_

Designation \_\_\_\_\_

Address \_\_\_\_\_

\_\_\_\_\_

2. Signature \_\_\_\_\_

Full name \_\_\_\_\_

Designation \_\_\_\_\_

Address \_\_\_\_\_

\_\_\_\_\_

Witness to the above signatures

Signature \_\_\_\_\_

Full name \_\_\_\_\_

Designation \_\_\_\_\_

Address \_\_\_\_\_

\_\_\_\_\_

Date \_\_\_\_\_