

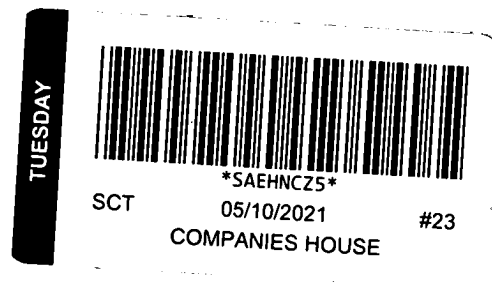
**THE COMPANIES ACT 2006**

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**COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL**  
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**MEMORANDUM AND ARTICLES OF ASSOCIATION**

**Of**

**Inverness Badenoch and Strathspey Citizens Advice Bureau**



**THE COMPANIES ACT 2006**

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

**MEMORANDUM of ASSOCIATION**

**of**

**INVERNESS BADENOCH AND STRATHSPEY CITIZENS ADVICE BUREAU**

1. The company's name is "Inverness Badenoch and Strathspey Citizens Advice Bureau".
2. The company's registered office is to be situated in Scotland.
3. The company's objects are to promote any charitable purposes for the public benefit in (i) Highlands of Scotland and (ii) elsewhere by
  - i) the advancement of education  
  
by providing clients with information, clarification and understanding of legislation and their legal rights and responsibilities.
  - ii) the relief of those in need  
  
by assessing clients' entitlement to welfare benefits, by providing assistance in claiming benefits and by assisting them to appeal against refusal to benefits and by doing so ensure they do not suffer from poverty.
  - iii) the advancement of human rights  
  
by ensuring that people do not suffer through ignorance of their human rights and by taking such actions required to redress the situation and restore justice.
  - iv) advancement of health  
  
by providing a comprehensive advice service which deals with all aspects of clients' problems and alleviates the stress and anxiety caused by unsolved problems.
  - v) advancement of community development  
  
by recruiting, training, and developing local citizens to be volunteer advisers in the Citizens Advice Bureau who in turn assist members of the public in their community and in doing so contribute to the development of their community.

Where the objects are being promoted outwith the defined area of local benefit the Company may work with organisations with similar aims but shall at all times adhere to the agreed principles for the operation of Citizens Advice Bureaux set out from time to time by the Scottish Association of Citizens Advice Bureaux.

In furtherance of those powers (but not otherwise), the company shall have the following powers: -

- (a) To provide a Bureau (or Bureaux) 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 prepare, print, publish, issue and/or circulate (gratuitously or otherwise) reports, periodicals, books, pamphlets, leaflets, posters or other printed matter, video tapes and other material;
- (c) To advise in relation to, organise and/or conduct seminars, training course, exhibitions, meetings, and lectures;
- (d) To promote, support and/or undertake research and experimental work and disseminate the results of such research and experimental work;
- (e) To provide evidence for central or local government or other enquiries;
- (f) To acquire and take over the whole or any part of the undertaking and liabilities of any person entitled to any property or rights suitable for any of the objects of the company;
- (g) To purchase, accept title, lease, hire, take in exchange, and otherwise acquire any property and rights which may be advantageous for the purposes of the activities of the company;
- (h) To improve, manage, exploit, develop, turn to account, and otherwise deal with all or any part of the undertaking, property and rights of the company;
- (i) To sell, let, hire, license, give in exchange and otherwise dispose of all or any part of the undertaking, property and rights of the company;
- (j) To lend money and give credit to any legal person, with or without security, and to grant guarantees and contracts of indemnity on behalf of any legal person;
- (k) To borrow money and give security for the payment of money by, or the performance of other obligations of, the company or any other person;
- (l) To draw, make, accept, endorse, discount, negotiate, execute, and issue cheques, promissory notes, bills of exchange, bills of lading, warrants,

debentures and other negotiable or transferable instruments;

- (m) To remunerate any individual in the employment of the company and to establish, maintain and contribute to any pension or superannuation fund for the benefit of, and to give or procure the giving of any donation, pension, allowance or remuneration to, and to provide a death benefit for the widow or widower, civil partner, dependants or other relatives of any individual who is or was at any time in the employment of the company; to establish, subsidise and subscribe to any institution, association, club and fund which may benefit any such person;
- (n) To promote any private Act of Parliament or other authority to enable the company to carry on its activities, alter its constitution or achieve any other purpose which may promote the company's interests, and to oppose or object to any application or proceedings which may prejudice the company's interests;
- (o) To enter into any arrangement with any organisation, government or authority which may be advantageous for the purposes of the activities of the company and to obtain from any such organisation, government, or authority any charter, right, privilege or concession;
- (p) To enter into partnership or any other arrangement for sharing profit, co-operation, or mutual assistance with any charitable body, whether incorporated or unincorporated;
- (q) To give any debentures or securities and accept any shares, debentures, or securities as consideration for any business, property and rights acquired or disposed of;
- (r) To effect insurance against risks of all kinds;
- (s) To invest moneys of the company not immediately required for the purposes of its activities in such investments and securities (including land in any part of the world) and that in such manner as may from time to time be considered advantageous (subject to compliance with any applicable legal requirement) and to dispose of and vary such investments and securities;
- (t) To establish and support any association or other unincorporated body having objects altogether or in part similar to those of the company and to promote any company or other incorporated body formed for the purpose of carrying on any activity which the company is authorised to carry on;
- (u) To amalgamate with any charitable body having charitable purposes, incorporated or unincorporated, having objects altogether or in part similar to those of the company;
- (v) To subscribe for, take, purchase, and otherwise acquire and hold shares, stocks, debentures, and other interests in any company with which the

company is authorised to amalgamate and to acquire and take over the whole or any part of the undertaking, assets, and liabilities of any body, incorporated or unincorporated, with which the company is authorised to amalgamate;

- (w) To transfer all or any part of the undertaking, property, and rights of the company to any body, incorporated or unincorporated, with which the company is authorised to amalgamate;
- (x) To subscribe and make contributions to or otherwise support charitable bodies having charitable purposes, whether incorporated or unincorporated, and to make donations for any charitable purpose connected with the activities of the company or with the furtherance of its objects;
- (y) To accept subscriptions, grants, donations, gifts, legacies, and endowments of all kinds, either absolutely or conditionally or in trust for any of the objects of the company;
- (z) To take such steps (by way of personal or written appeals, public meetings or otherwise) as may be deemed expedient for the purpose or procuring contributions to the funds of the company, whether by way of subscriptions, grants, loans, donations or otherwise;
- (aa) To carry out any of these objects in any part of the world as principal, agent, contractor, trustee or in any other capacity and through an agent, contractor, sub-contractor, trustee, or any person acting in any other capacity and either alone or in conjunction with others;
- (bb) To do anything which may be incidental or conducive to the attainment of any of the objects of the company; and
- (cc) To oppose, or object to, any application or proceedings which may prejudice the company's interests.

And it is declared that:

- (i) in this clause where the context so admits, "property" means any property, heritable or moveable, real or personal, wherever situated; and
- (ii) in this clause, and throughout this memorandum of association the words "charitable purposes" shall mean a charitable purpose under Section 7 of the Charities and Trustee Investment (Scotland) Act 2005 ("the Charities Act") which is also regarded as a charitable purpose in relation to the application of the Taxes Acts.

#### 4.1 Subject to clause 4.2 :-

- (a) the income and property of the company shall be applied solely towards the promotion of its objects as set out in clause 3 of this memorandum of

association;

- (b) no part of the income and property of the company shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise, to the members of the company;
- (c) no director of the company shall be appointed to any office under the company in respect of which a salary or fee is payable; and
- (d) no benefit in money or money's worth shall be given by the company to any director except repayment of out-of-pocket expenses.

4.2 The company shall, notwithstanding the provisions of clause 4.1, be entitled :-

- (a) to pay reasonable and proper remuneration to any director or member of the company in return for particular services as is permitted by the Charities Act;
- (b) to pay reasonable and proper remuneration to the Manager of the Bureau in their capacity as an employee of the company;
- (c) to pay interest at a rate not exceeding the commercial rate on money lent to the company by any director or member of the company;
- (d) to pay rent at a rate not exceeding the open market rent for premises let to the company by any director or member of the company; and
- (e) to purchase assets from, or sell assets to, any director or member of the company providing such purchase or sale is at market value.

5. The liability of the members is limited.

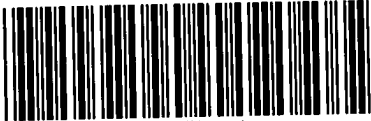
6. Every member of the company undertakes to contribute such amount as may be required (not exceeding £1) to the company's assets if it should be wound up while they are a member or within one year after they cease to be a member, for payment of the company's debts and liabilities contracted before they cease 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.

7.1 If on the winding-up of the company any property remains after satisfaction of all the company's debts and liabilities, such property shall not be paid to or distributed among the members of the company but shall be transferred to some other body or bodies with charitable purposes (whether incorporated or unincorporated) whose objects are altogether or in part similar to the objects of the company and whose constitution restricts the distribution of income and assets among members to any extent at least as great as does clause 4 of this memorandum of association.

7.2 The body or bodies to which property is transferred under clause 7.1 shall be determined by the members of the company at or before the time of dissolution

or, failing such determination, by such court as may have or may acquire jurisdiction.

- 7.3 To the extent that effect cannot be given to the provisions of clauses 7.1 and 7.2, the relevant property shall be applied to some other charitable object or objects.



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## THE COMPANIES ACT 2006

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

#### ARTICLES OF ASSOCIATION

of

#### INVERNESS BADENOCH AND STRATHSPEY CITIZENS ADVICE BUREAU

##### Definitions and Interpretation

1. The structure of the company consists of :-

- (a) the MEMBERS – who have the right to attend the annual general meeting (and any extraordinary general meeting) and have important powers under the articles of association and the Companies Acts; in particular, the members may elect people to serve as directors, may serve as directors themselves and may take decisions in relation to changes to the articles; and
- (b) The DIRECTORS – who hold regular meetings during the period between annual general meetings, and generally control and supervise the activities of the company; in particular, the directors are responsible for monitoring the financial position of the company. The directors are also charity trustees and are members.

2. In these articles :-

“applicant” means an individual who applies to become a member;

“the Act” means the Companies Act 2006; any reference in these articles to a provision of the Act shall be deemed to include any statutory modification or re-enactment of that provision for the time being in force;

“electronic communications” has the same meaning as is assigned to that expression in the Electronics Communications Act 2000;

“the Membership Area” means The Highland Council region, Scotland;

“the Operating Area” means Highlands, Scotland and other areas in the UK; and



"the Bureau" means the Citizens Advice Bureau operated by the company.

**Membership: eligibility**

3. The subscribers to the memorandum of association and such other persons as are admitted to membership, in accordance with the articles of association of the company in force from time to time, shall be the members of the company.
4. Membership shall be open any individual (if aged 16 or over) who is ordinarily resident in the Membership Area.
5. An employee of the company shall not be eligible for membership.

**Admission of members**

6. An applicant eligible for membership under article 4 who wishes to become a member shall lodge with the company a written application for membership.
7. The applicant shall submit to the company such evidence in support of their application as the directors may reasonably require.
8. The directors shall be entitled to refuse to admit the application to membership if in their opinion, acting reasonably :-
  - (a) the applicant has not, despite requests for them to submit appropriate evidence to the company, satisfied the directors that they fulfil the relevant qualification for membership under article 4; or
  - (b) the admission of the applicant to membership would be likely to significantly prejudice the reputation and good standing of the company and/or the Bureau within the Operating Area or would be likely to lead to significant disruption to the efficient conduct of general meetings of the company.
9. If the directors exercise their entitlement under article 8 to refuse admission to membership, they shall notify the applicant in writing accordingly within a period of 21 days after the date on which the application was received by the company, otherwise the applicant will become a member of the Company with effect from the expiry of said period.

**Membership: cessation/withdrawal**

10. Membership shall not be transferable and shall cease on death.
11. A member shall cease to be a member if they cease to be ordinarily resident in the Membership Area.
12. An individual who wishes to withdraw from membership shall lodge with the company a written notice of retiral (in such form as the directors may reasonably

require), signed by them and shall cease to be a member with effect from the time at which the notice is received by the company.

### **Expulsion from membership**

13. The company may, by special resolution, expel any individual from membership.
14. Any member who wishes to propose at any meeting a resolution for the expulsion of any individual from membership shall lodge with the company written notice of their intention to do so (identifying the member concerned and specifying the grounds for the proposed expulsion) not less than four weeks before the date of the meeting.
15. The company shall, on receipt of a notice under article 14, forthwith send a copy of the notice to the member concerned, and the member concerned shall be entitled to be heard on the resolution at the meeting.
16. An individual expelled from membership shall cease to be a member with effect from the time at which the relevant resolution is passed.

### **General meetings**

17. A general meeting shall be convened by the directors on requisition by members or on requisition by a resigning auditor.
18. Subject to article 17, the directors may convene general meetings whenever they think fit.

### **Notice of general meetings**

19. All general meetings shall be called by at least fourteen clear days' notice. Clear notice means excluding the day when the notice is given and the day for which it is given.
20. Notice of every general meeting shall be given (either in writing or, where the party to whom notice is given has notified the company of an address to be used for the purpose of electronic communications, by way of an electronic communication) be sent or delivered to all the members and directors and (if there are auditors in office at the time) to the auditors.
21. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.
22. The directors shall be entitled, at their discretion, to allow any individual who is not a member of the company to remain in attendance at the annual general meeting following the commencement of the formal business; for the avoidance of doubt, no such individual shall be entitled to vote at the annual general meeting.
23. No business shall be transacted at any general meeting unless a quorum is

present; 10 members, present in person, shall be a quorum unless the members shall agree a different figure.

24. If the quorum required under article 23 is not present within half an hour after the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to such time and place as may be fixed by the chairperson of the meeting.
25. The chairperson of the board of directors (or, in their absence, the vice chairperson) shall (if present and willing to act as chairperson) preside as chairperson of the meeting; if neither the chairperson of the board of directors nor the vice chairperson is present and willing to act as chairperson within half an hour of the time appointed for holding the meeting, the directors present shall elect one of their number to act as chairperson or, if there is only one director present and willing to act, they shall be chairperson.
26. If no director willing to act as chairperson is present within half an hour after the time appointed for holding the meeting, the members present shall elect one of their number to be chairperson.
27. A director shall be entitled to attend and speak at any general meeting.
28. The chairperson may, with the consent of the 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.
29. No business shall be transacted at any adjourned meeting other than business which could properly have been transacted at the meeting which was adjourned if the adjournment had not taken place.
30. Where a meeting is adjourned for thirty days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and indicating the general nature of the business to be transacted; in any other case, it shall not be necessary to give any notice of an adjourned meeting.
31. A resolution put to the vote of a meeting shall be decided on a show of hands.

#### **Votes of members**

32. Every member shall have one vote, which must be given personally.
33. In the case of an equality of votes, the chairperson of a general meeting shall be entitled to a casting vote.
34. No objection may be raised as to the validity of any vote cast at a general meeting except at the meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid; any such objection shall be referred to the chairperson of the meeting whose decision shall be final and conclusive.

#### **Appointment of directors**

35. At each annual general meeting the members shall elect any member who is willing so to act as a director subject to article 36. For the avoidance of doubt, each director shall require to be re-elected annually.

#### **Number of directors**

36. The maximum number of directors shall be 12 and the board of directors shall not have any discretion to increase this number. The minimum number of directors shall be 4.

#### **Appointment, vacating of office, re-appointment; appointment; Co-opted Directors**

37. The directors may (subject to article 36) at any time appoint any individual to be a director (a "Co-opted Director") whom the directors reasonably consider appropriate (providing they are so willing to act) either on the basis that they have been nominated by a body with which the company has close contact during the course of its activities or on the basis that they have specialist experience and/or skills which could be of assistance to the directors.
38. At the conclusion of each annual general meeting, the Co-opted Directors shall vacate office.
39. Immediately following each annual general meeting, the directors may re-appoint under article 37 any individual who, as a Co-opted Director, vacated office under article 38 at the conclusion of the annual general meeting; the directors may alternatively appoint someone in their place or resolve not to fill the vacancy.

#### **Manager & Volunteer Workers**

40. For the avoidance of doubt, the Chief Officer of the Bureau shall not be entitled to be a director but they or their nominee must be allowed to attend and speak at all board meetings. An election for a Volunteer Worker and Substitute will be held to determine a suitable person to act in an advisory capacity to the Board. These individuals will not be directors.

#### **Disqualification and removal of directors**

41. A director shall vacate office if :-
- (a) they cease to be a director by virtue of any provision of the Act or becomes prohibited by law from being a director;
  - (b) they are sequestered;
  - (c) they become incapable for medical reasons of fulfilling the duties of their office and such incapacity is expected to continue for a period of more than

six months;

- (d) they are disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005;
- (e) they resign office by notice to the company;
- (f) they are absent for a period of more than six months (without permission of the directors) from meetings of directors held during that period and the directors resolve to remove them from office;
- (g) they cease to be a member of the company;
- (h) they become an employee of the company;
- (i) they are removed from office by resolution of the directors on the grounds that they are considered to have committed a material breach of the code of conduct for directors in force from time to time (as referred to in article 122);
- (j) they are removed from office by resolution of the directors on the grounds that they are considered to have been in serious or persistent breach of their duties under sub-sections 66(1) or (2) of the Charities and Trustee Investment (Scotland) Act 2005; or
- (k) they are removed from office by ordinary resolution (special notice having been given) in pursuance of section 168 of the Act.

#### **Appointment to executive office**

- 42. Directors shall be appointed to hold the offices of chairperson, vice chairperson and such other executive offices as the directors may consider appropriate; each such office shall be held, subject to article 46, until the conclusion of the annual general meeting which next follows appointment.
- 43. A director shall not be eligible for appointment as chairperson, vice chairperson or other executive office if they are a volunteer worker within the Bureau.
- 44. The appointments to executive office under article 42 shall be made at a meeting of directors held as soon as reasonably practicable after the incorporation of the company and thereafter at a meeting of directors held as soon as reasonably practicable after each annual general meeting.
- 45. The appointment of any director to executive office shall terminate if they cease to be a director, or if they resign from such executive office by notice to the company.
- 46. If the appointment of any director to executive office terminates under article 45, the directors, shall, at a meeting of directors held as soon as reasonably practicable after such termination, appoint another director to hold such office in

their place; a director so appointed shall (subject to article 45) hold such executive office until the conclusion of the first annual general meeting which follows such appointment.

### **Directors' interests**

47. Subject to the provisions of the Act and of clause 4 of the memorandum of association and provided that they have disclosed to the directors the nature and extent of any material interest of theirs, a director notwithstanding their office who :

- (a) may be a party to, or otherwise interested in, any transaction or arrangement with the company or in which the company is otherwise interested; or
- (b) may be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the company or in which the company is otherwise interested;

shall not, by reason of their office, be accountable to the company for any benefit which they derive from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be treated as void on the ground of any such interest or benefit.

48. For the purposes of article 47 :-

- (a) a general notice given to the directors that a director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the director has an interest in any such transaction of the nature and extent so specified; and
- (b) an interest of which a director has no knowledge and of which it is unreasonable to expect them to have knowledge shall not be treated as an interest of theirs.

### **Directors' remuneration and expenses**

49. No director shall be entitled to any remuneration, whether in respect of their office as director or as holder of any executive office under the company.

50. The directors may be paid all travelling and other expenses properly incurred by them in connection with their attendance at meetings of directors, general meetings, and meetings of committees of directors or otherwise in connection with the discharge of their duties.

### **Powers of directors**

51. Subject to the provisions of the Act, the memorandum of association and these articles and to any directions given by special resolution, the business of the company shall be managed by the directors who may exercise all the powers of the company.
52. No alteration of the memorandum of association or these articles and no direction given by special resolution shall invalidate any prior act of the directors which would have been valid if that alteration had not been made or that direction had not been given.
53. A meeting of directors at which a quorum is present may exercise all powers exercisable by the directors.
54. The directors may, by power of attorney or otherwise, appoint any person to be the agent of the company for such purpose and on such conditions as they may determine, including authority for the agent to delegate all or any of their powers.

### **Proceedings of directors**

55. Any director may call a meeting of the directors or request the secretary to call a meeting of the directors.
56. No notice of a meeting of directors need be given to a director who is absent from the United Kingdom.
57. Questions arising at a meeting of directors shall be decided by a majority of votes; in the case of an equality of votes, the chairperson shall have a second or casting vote.
58. The quorum for the transaction of the business of the directors shall be four or such other figure as the directors shall determine.
59. The directors may allow representatives of local authorities and other bodies with which the company has contact in the course of operating the Bureau to attend meetings of directors.
60. The directors shall allow the advisory officer appointed to the Bureau from time to time by the Scottish Association of Citizens Advice Bureaux (Citizens Advice Scotland) to attend meetings of the directors in a liaison/advisory capacity.
61. For the avoidance of doubt, an individual who is allowed to attend meetings of directors under article 59 or 60 shall not be entitled to vote at such meetings and shall not have any of the powers of a director.
62. The continuing directors or a sole continuing director may act notwithstanding vacancies but if the number of remaining directors is less than the number fixed as the quorum, they may act only for the purpose of filling vacancies or of calling a general meeting.
63. Unless they are unwilling to do so, the chairperson of the board of directors shall

preside as chairperson at every meeting of directors at which they are present.

64. If the chairperson of the board of directors is unwilling to act as chairperson or is not present within fifteen minutes after the time appointed for the meeting, the vice chairperson shall act as chairperson; if the vice chairperson is not willing to act as chairperson or is not present within fifteen minutes after the time appointed for the meeting, the directors present may appoint one of their number to be chairperson of the meeting.
65. All acts done by a meeting of directors or by a meeting of a committee of directors or by a person acting as a director shall, notwithstanding that it is afterwards discovered that there was a defect in the appointment of any director or that any of them was disqualified from holding office or had vacated office or was not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a director and had been entitled to vote.
66. A resolution in writing signed by all the directors entitled to receive notice of a meeting of directors or of a committee of directors shall be as valid and effectual as if it had been passed at a meeting of directors or (as the case may be) committee of directors duly convened and held; it may consist of several documents in the same form each signed by one or more directors.
67. Except as otherwise provided by these articles, a director shall not vote at a meeting of directors or at a meeting of a committee of directors on any resolution concerning a matter in which they have, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the company.
68. For the purposes of article 67, an interest of a person who is, for any purpose of the Act (excluding any statutory modification not in force at the date of incorporation of the company), connected with a director shall be treated as an interest of the director.
69. A director shall not be counted in the quorum present at a meeting in relation to a resolution on which they are not entitled to vote.
70. The company may by ordinary resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of these articles prohibiting a director from voting at a meeting of the directors or at a meeting of a committee of directors.
71. If a question arises at a meeting of directors or at a meeting of a committee of directors as to the right of a director to vote, the question may, before the conclusion of the meeting, be referred to the chairperson of the meeting; their ruling in relation to any director other than themselves shall be final and conclusive.

#### **Delegation to committee of directors and holders of executive office**

72. The directors may delegate any of their powers to any committee consisting of one or more directors; they may also delegate to the chairperson of the board of



directors or to any director holding any other executive office such of their powers as they consider desirable to be exercised by them.

73. Any delegation of powers under the preceding article may be made subject to such conditions as the directors may impose and either collaterally with or to the exclusion of their own powers and may be revoked or altered.
74. Subject to any condition imposed in pursuance of article 73, the proceedings of a committee consisting of two or more directors shall be governed by the articles regulating the proceedings of meetings of directors so far as they are capable of applying.

### **Secretary**

75. Subject to the provisions of the Act, the secretary shall be appointed by the directors for such term, at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.

### **Minutes**

76. The directors shall ensure that minutes are made of all proceedings at general meetings, meetings of the directors and meetings of committees of directors; a minute of a meeting of directors or of a committee of directors shall include the names of the directors present.

### **Membership of the Scottish Association of Citizens Advice Bureaux**

77. So long as the Bureau constitutes a member of the Scottish Association of Citizens Advice Bureaux (Citizens Advice Scotland), the directors shall ensure that at all times an individual is authorised by them to attend, speak and vote on behalf of the Bureau at meetings of the Scottish Association of Citizens Advice Bureaux (Citizens Advice Scotland); the directors may at any time revoke the authority of any such individual to exercise such powers and appoint some other individual in their place to exercise such powers.
78. The directors shall not have power to remove the Bureau from membership of the Scottish Association of Citizens Advice Bureaux (Citizens Advice Scotland) without the prior sanction of a special resolution of the company.
79. The directors shall ensure that, so long as the Bureau remains a member of the Scottish Association of Citizens Advice Bureaux (Citizens Advice Scotland), the company and the Bureau comply with the conditions of membership in force from time to time.

### **Accounts**

80. No member shall (in that capacity) have any right of inspecting any accounting records or other book or document of the company except as conferred by statute or as authorised by the directors or by ordinary resolution of the company.

## **Notices**

81. Any notice which requires to be given to a member under these articles shall be given either in writing or by way of electronic communication; such notice may be given personally to the member or be sent by post in a pre-paid envelope addressed to the member at the address last intimated by them to the company or (in the case of a member who has notified the company of an address to be used for the purposes of electronic communications) may be given to the member by way of an electronic communication.
82. Any notice, if sent by post, shall be deemed to have been given at the expiry of 24 hours after posting; for the purpose of proving that any notice was given, it shall be sufficient to prove that the envelope containing the notice was properly addressed and posted.
83. Any notice contained in an electronic communication shall be deemed to have been given at the expiry of 24 hours after it is sent; for the purpose of proving that any electronic communication was sent, it shall be sufficient to provide any of the evidence referred to in the relevant guidance issued from time to time by the Chartered Institute of Secretaries and Administrators.
84. A member present at any meeting of the company shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.

## **Indemnity**

85. Every director or other officer or auditor of the company shall be indemnified (to the extent permitted by sections 232, 234, 235, 532 and 533 of the Act) out of the assets of the company against any loss or liability which they may sustain or incur in connection with the execution of the duties of their office; that may include, without prejudice to that generality (but only to the extent permitted by those sections of the Act), any liability incurred by them in defending any proceedings (whether civil or criminal) in which judgement is given in their favour or in which they are acquitted or any liability in connection with an application in which relief is granted to them by the court from liability for negligence, default or breach of trust in relation to the affairs of the company.
86. The company shall be entitled (subject to the provisions of section 68A of the Charities and Trustee Investment (Scotland) Act 2005) to purchase and maintain for any director insurance against any loss or liability which any director or other officer of the company may sustain or incur in connection with the execution of the duties of their office; and such insurance may (subject to the provisions of section 68A of the Charities and Trustee Investment (Scotland) Act 2005) extend to liabilities of the nature referred to in section 232(2) of the Act (negligence etc. of a director).