

SC157177

**THE COMPANIES ACT 1985  
SPECIAL RESOLUTION  
Airdrie Citizens Advice Bureau  
ADOPTION OF NEW MEMORANDUM AND ARTICLES OF ASSOCIATION**

At an Annual General Meeting of the members of the above named company,  
duly convened and held at One Wellwynd, Airdrie on 2<sup>nd</sup> November at 7pm.

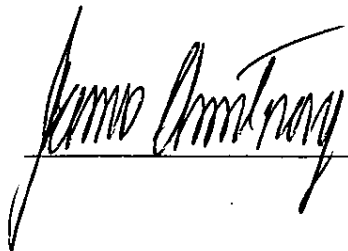
The following Special Resolution was duly passed:

That the existing memorandum and articles of association in their entirety be  
removed and substituted for the new articles of association attached to this  
resolution.

DATED: 2<sup>nd</sup> November 2011.

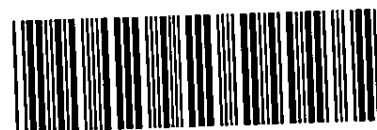
SIGNED:

Chair.



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FRIDAY



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SCT

11/11/2011

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COMPANIES HOUSE

## NOTES

Please complete all fields highlighted in blue and modify format accordingly.

**This resolution must be filed with Companies House along with the new articles of association.**

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lindsays

**THE COMPANIES ACT 2006  
COMPANY LIMITED BY GUARANTEE AND NOT  
HAVING A SHARE CAPITAL**

**MEMORANDUM AND ARTICLES  
OF ASSOCIATION  
Of AIRDRIE CITIZENS ADVICE BUREAU**

2011

LINDSAYS WS  
Caledonian Exchange  
19A Canning Street  
Edinburgh  
EH3 8HE

Ref: AJK/CI/2/25

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**THE COMPANIES ACT 2006  
COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL**

**ARTICLES of ASSOCIATION  
of  
AIRDRIE CITIZENS ADVICE BUREAU**

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**Name**

1. The Company's name is AIRDRIE CITIZENS ADVICE BUREAU.

**Objects of the Company**

2. The company's objects are to promote any charitable purposes for the public benefit in Airdrie ("the area of local benefit") and 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 civil and human rights

by ensuring that people do not suffer through ignorance of their civil and human rights and by taking such actions as are intended to redress the situation and redress wrongs and restore justice.

- (iv) Advancement of health

by providing a comprehensive advice service which deals with all aspects of clients problems and alleviates the injury, stress and anxiety caused by unsolved problems.

- (v) Advancement of community development

by recruiting, training and developing local citizens to be volunteers in and for 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 Bureau set out from time to time by the Scottish Association of Citizens Advice Bureau.

**Powers of the Company**

- 3.1 In furtherance of those objects, 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, take on feu, 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, feu, 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 person, with or without security, and to grant guarantees and contracts of indemnity on behalf of any 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 make any payment for or towards the insurance of, any individual who is or was at any time in the employment of the company and the spouse, widow/widower, relatives and dependents of any such individual; 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 it is declared that:

- (i) in this article where the context so admits, "property" means any property, heritable or moveable, real or personal, wherever situated
- (ii) in this article, and throughout these articles 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.

3.2 Subject to clause 3.1,

- (a) the income and property of the company shall be applied solely towards the promotion of its objects as set out in article 2.
- (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.

3.3 The company shall, notwithstanding the provisions of article 3.2, be entitled to pay

- (a) reasonable and proper remuneration to the Manager of the Bureau in his/her capacity as an employee of the company
- (b) out-of-pocket expenses incurred in carrying out duties by any member, director, officer or employee of the Company;
- (c) reasonable payment in return for services rendered to the Company;
- (d) director/trustee indemnity insurance; and
- (e) any payment or benefits permitted in terms of the Charities and Trustee Investment (Scotland) Act 2005.

**Liability of Members**

4 The liability of each member is limited to £1, being the amount that each member undertakes to contribute to the assets of the company in the event of its being wound up while s/he is a member or within one year after s/he ceases to be a member, for

- (a) payment of the company's debts and liabilities contracted before/he ceases to be a member,
- (b) payment of the costs, charges and expenses of winding up, and
- (c) adjustment of the rights of the contributories among themselves.

## **Dissolution**

- 5.1 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 article 3 of these articles of association.
- 5.2 The body or bodies to which property is transferred under article 5.1 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.
- 5.3 To the extent that effect cannot be given to the provisions of articles 5.1 and 5.2, the relevant property shall be applied to some other charitable object or objects.

## **Definitions and Interpretation**

- 6 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 and take decisions in relation to changes to the articles themselves.
  - (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 and the directors are also charity trustees.

In these articles

**"the Act"** means the Companies Acts 1985 and 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.

**"the Bureau"** means the Citizens Advice Bureau operated by the Company.

**"Connected Person(s)"** means any person or persons connected with either a Director of a Company or a Trustee of a Charity in any manner as outlined in article 84.

**"electronic communications"** has the same meaning as is assigned to that expression in the Electronics Communications Act 2000.

**"the Operating Area"** means Airdrie "the area of local benefit" and elsewhere.

### **Membership : eligibility**

- 7 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.
- 8 Membership shall be open any individual (if aged 18 or over) who lives or works in the Operating Area.
- 9 An employee of the company shall not be eligible for membership.

### **Admission of members**

- 10 An individual eligible for membership under article 8 who wishes to become a member shall lodge with the company a written application for membership.
- 11 Anyone applying for membership shall submit to the company such evidence in support of his/her application as the directors may reasonably require.
- 12 The directors shall be entitled to refuse to admit any individual to membership if in their opinion, acting reasonably,
  - (a) the individual has not, despite requests for him/her to submit appropriate evidence to the company, satisfied the directors that he/she fulfils the relevant qualification for membership under article 8
  - or
  - (b) the admission of that individual to membership would be likely to prejudice significantly 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.
- 13 If the directors exercise their entitlement under article 12 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**

- 14 Membership shall not be transferable and shall cease on death.
- 15 A member shall cease to be a member if he/she ceases to be resident or work in the Operating Area.
- 16 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 him/her; he/she shall cease to be a member with effect from the time at which the notice is received by the company.

### **Expulsion from membership**

- 17 The company may, by special resolution, expel any individual from membership.
- 18 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 his/her 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.

- 19 The company shall, on receipt of a notice under the preceding article, 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.
- 20 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**

- 21 A general meeting shall be convened by the directors on requisition by members or on requisition by a resigning auditor.
- 22 Subject to the preceding article, the directors shall hold an annual general meeting and may convene general meetings whenever they think fit.

### **Notice of general meetings**

- 23 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.
- 24 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.
- 25 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.
- 26 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.
- 27 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 general meetings of the company; for the avoidance of doubt, the advisory officer shall not be entitled to vote at any such meeting.
- 28 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.
- 29 If the quorum required under article 28 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.
- 30 The chairperson of the board of directors (or, in his/her 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, he/she shall be chairperson.

- 31 If no director is 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.
- 32 A director shall, notwithstanding that he/she is not a member, be entitled to attend and speak at any general meeting.
- 33 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.
- 34 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.
- 35 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.
- 35.1 A resolution put to the vote of a meeting shall be decided on a show of hands.

#### **Votes of members**

- 36 Every member shall have one vote, which may be given personally or by proxy.
- 37 In the case of an equality of votes, the chairperson of a general meeting shall not be entitled to a casting vote.
- 38 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**

- 39 At each annual general meeting the members shall elect any member who is willing so to act as a director subject to article 42.
- 40 At an AGM the members may decide to restrict the time any director or directors may continuously serve.

#### **Number of directors**

- 41 The maximum number of directors shall be determined by the board of directors.

#### **Volunteer directors**

- 42 Not more than 25% of the total number of directors at any time shall be volunteer workers.

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

- 43 The directors may (subject to article 42) at any time appoint as a director (a "Co-opted Director") any individual whom the directors reasonably consider appropriate (providing he/she is willing so to act).
- 44 At the conclusion of each annual general meeting, the Co-opted Directors shall vacate office.
- 45 Immediately following each annual general meeting, the directors may re-appoint under article 44 any individual who, as a Co-opted Director, vacated office under the preceding article at the conclusion of the annual general meeting; the directors may alternatively appoint someone in his/her place or resolve not to fill the vacancy.

### **Manager**

- 46 For the avoidance of doubt, the Senior Staff Member of the Bureau shall not be entitled to be a director but must be allowed to attend and speak at all board meetings.

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

- 47 A director shall vacate office if
- (a) he/she ceases to be a director by virtue of any provision of the Act or becomes prohibited by law from being a director
  - (b) he/she is sequestered
  - (c) he/she becomes incapable for medical reasons of fulfilling the duties of his/her office and such incapacity is expected to continue for a period of more than six months
  - (d) he/she is disqualified from acting as a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005
  - (e) he/she resigns office by notice to the company
- or
- (f) he/she is 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 him/her from office.

### **Appointment to executive office**

- 48 Directors shall be appointed to hold the offices of chairperson, vice chairperson and finance director and such other executive offices as the directors may consider appropriate; each such office shall be held, subject to article 50 until the conclusion of the annual general meeting which next follows appointment.
- 49 The period a director may be eligible for appointment as chairperson may be restricted to five consecutive years.

- 50 A director shall not be eligible for appointment as chairperson, vice chairperson or finance director or other executive office if he/she is a volunteer worker within the Bureau.
- 51 The appointments to executive office 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.
- 52 A director whose period of executive office expires under article 49 may (subject to article 50) be re-appointed to such office (providing he/she is willing to act).
- 53 The appointment of any director to executive office shall terminate if he/she ceases to be a director, or if he/she resigns from such executive office by notice to the company.
- 54 If the appointment of any director to executive office terminates under the preceding article, 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 his/her place; a director so appointed shall (subject to article 50) hold such executive office until the conclusion of the first annual general meeting which follows such appointment.

#### **Directors' interests**

- 55 Subject to the provisions of the Act and provided that he/she has disclosed to the directors the nature and extent of any material interest of his/hers, a director notwithstanding his/her office

- (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;
  - (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;
- and
- (c) shall not, by reason of his/her office, be accountable to the company for any benefit which he/she derives 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.

- 56 For the purposes of the preceding article

- (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 him/her to have knowledge shall not be treated as an interest of his/hers.

57. If a conflict of interest arises for a director because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the articles, the unconflicted directors may authorise such a conflict of interest where the following conditions apply:

- (a) the conflicted director is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;
- (b) the conflicted director does not vote on any such matter and is not to be counted when considering whether a quorum of directors is present at the meeting; and
- (c) the unconflicted directors consider it is in the interests of the charity to authorise the conflict of interest in the circumstances applying.

In this article 57, a conflict of interest arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a director or to a connected person.

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

- 58. No director shall be entitled to any remuneration, whether in respect of his/her office as director or as holder of any executive office under the company.
- 59. 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**

- 60. Subject to the provisions of the Act 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.
- 61. 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.
- 62. A meeting of directors at which a quorum is present may exercise all powers exercisable by the directors.
- 63. 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 his/her powers.

### **Proceedings of directors**

64. Any director may call a meeting of the directors or request the secretary to call a meeting of the directors.
65. No notice of a meeting of directors need be given to a director who is absent from the United Kingdom.
66. 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.
67. The quorum for the transaction of the business of the directors shall be four or such other figure as the directors shall determine at their first meeting following the AGM.
68. 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.
69. 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.
70. For the avoidance of doubt, an individual who is allowed to attend meetings of directors under article 68 or 69 shall not be entitled to vote at such meetings and shall not have any of the powers of a director.
71. 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 or he/she may act only for the purpose of filling vacancies or of calling a general meeting.
72. Unless he/she is unwilling to do so, the chairperson of the board of directors shall preside as chairperson at every meeting of directors at which he/she is present.
73. 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.
74. 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.
75. 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.
76. 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 he/she has, directly or indirectly, an

interest or duty which is material and which conflicts or may conflict with the interests of the company.

77. For the purposes of the preceding article, 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.
78. A director shall not be counted in the quorum present at a meeting in relation to a resolution on which he/she is not entitled to vote.
79. 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.
80. 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; his/her ruling in relation to any director other than himself/herself shall be final and conclusive.

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

81. 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 him/her.
82. 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.
83. Subject to any condition imposed in pursuance of the preceding article, 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.

#### **Connected Persons**

84. For the purposes of these articles, the following persons are considered to be connected with a either a director of a company ("Director") or a trustee of a charity ("Trustee"):-

(a) members of the Director's or Trustee's family, including:

- (i) the Director's or Trustee's spouse or civil partner;
- (ii) any other person (whether of a different sex or the same sex) with whom the Director or Trustee lives as partner in an enduring family relationship;
- (iii) the Director's or Trustee's children or step-children;
- (iv) any children or step-children of a person within paragraph (b) (and who are not children or step-children of the Director or Trustee) who live with the Director or Trustee and have not attained the age of 18;
- (v) the Director's or Trustee's parents, grandparents, grandchildren, brothers, sisters and any spouse of any such person.

For the avoidance of doubt, this subsection 84(a) does not include a person who is the Director's or Trustee's aunt or uncle, or nephew or niece.

(b) a body corporate with which the Director or Trustee is connected if, but only if, the Director or Trustee and the persons connected with him together—

(i) are interested in shares comprised in the equity share capital of that body corporate of a nominal value equal to at least 20% of that share capital, or

(ii) are entitled to exercise or control the exercise of more than 20% of the voting power at any general meeting of that body corporate.

For the avoidance of doubt, shares in a company held as treasury shares, and any voting rights attached to such shares, are disregarded for the purposes of this article 84(b).

(c) any institution which is controlled (whether directly or through one or more nominees) by—

(i) the Director or Trustee,

(ii) any person with whom the Director or Trustee is connected by virtue of paragraph (a), (b), (d), (e) or (f), or

(iii) two or more persons falling within sub-paragraph (i) or (ii), when taken together.

For the purposes of this article 84(c), a person who is able to secure that the affairs of an institution are conducted in accordance with the person's wishes is to be treated as being in control of that institution.

(d) a person acting in his capacity as trustee of a trust—

(i) the beneficiaries of which include the Director or Trustee or a person who by virtue of paragraph (a) or (b) is connected with him, or

(ii) the terms of which confer a power on the trustees that may be exercised for the benefit of the Director or Trustee, other than a trust for the purposes of an employees' share scheme or a pension scheme;

(e) a person acting in his capacity as partner—

(i) of the Director or Trustee, or

(ii) of a person who, by virtue of paragraph (a), (b), (c) or (d) is connected with that Director or Trustee;

(f) a firm that is a legal person under the law by which it is governed and in which—

(i) the Director or Trustee is a partner,

(ii) a partner is a person who, by virtue of paragraph (a), (b), (c) or (d) is connected with the Director or Trustee, or

(iii) a partner is a firm in which the Director or Trustee is a partner or in which there is a partner who, by virtue of paragraph (a), (b), (c) or (d), is connected with the Director or Trustee.

### **Secretary**

85. 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**

86. 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**

87. So long as the bureau constitutes a member of the Scottish Association of Citizens Advice Bureau (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 Bureau (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 his/her place to exercise such powers.
88. The directors shall not have power to remove the Bureau from membership of the Scottish Association of Citizens Advice Bureau (Citizens Advice Scotland) without the prior sanction of a special resolution of the company.
89. The directors shall ensure that, so long as the Bureau remains a member of the Scottish Association of Citizens Advice Bureau (Citizens Advice Scotland), the company and the Bureau comply with the conditions of membership in force from time to time.

### **Accounts**

90. 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**

91. 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 him/her 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.
92. 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.
93. 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.

94. 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**

95. Subject to the provisions of the Act but without prejudice to any indemnity to which a director may otherwise be entitled, every director or other officer or auditor of the company and every employee or volunteer engaged in the activities of the Bureau shall be indemnified out of the assets of the company against any liability incurred by any such person for breach of duty or breach of trust in relation to the affairs of the company provided that this article and article 96 shall be deemed not to provide for, or entitle any such person to, indemnify to the extent that it would cause this article and article 96, to be treated as void under the Act.
96. The indemnity provided for in article 95 shall (subject to the provisions of the Act) extend to any liability incurred by any person referred to in article 95 in defending any proceedings, whether civil or criminal, in which judgement is given in his/her favour or in which he/she is acquitted or in connection with any application in which relief is granted to him/her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the company.