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**Nairn Citizens Advice Bureau Ltd.**

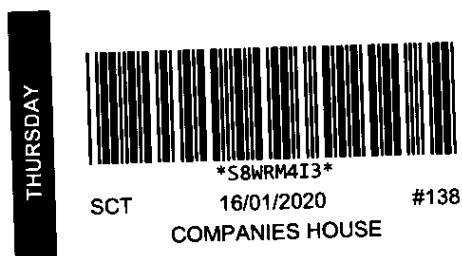
**Extraordinary General Meeting**

An Extraordinary General Meeting of Nairn Citizens Advice Bureau Ltd. will be held at **5.30pm on Thursday 31<sup>st</sup> March 2011 in the Music Room of Nairn Community Centre**. The only item on the agenda will be a special resolution to adopt new articles of association.

Only members of the Company are eligible to vote on the amendment.

A copy of the new articles and a list of changes are available for inspection prior to the meeting.

*Phil McBrat*



**EGM of Nairn Citizens Advice Bureau Ltd**  
**March 31<sup>st</sup> 2011**  
**Community Centre, Nairn**  
**Minutes**

**Present:** Gill MacLean (Manager and Secretary), Phil McBride (Chair), Easter Rodgers (Volunteer rep), John Fyfe (Volunteer Rep), Rick Riley, Ian Dickson, Liz MacDonald, Carol Greer, Brenda Waterfield, Angela Veitch, Gerry Robson, Nicola Delves, Bryan Bain, Frank Clark, Jimmy Grieg, Pamela Muir (paid staff rep) and minutes.

**Apologies:** Sue Fowlie

Item	Discussion	Action
	<ul style="list-style-type: none"><li>Phil thanked everyone for coming and noted that we have a quorum. 13 members plus 2 guests.</li></ul>	
1. Change to Constitution of Nairn CAB	<ul style="list-style-type: none"><li>Phil introduced the one item on the agenda; to change the Articles of Association in line with CAS and Charity Guidelines.</li><li>A copy of the new Articles of Association was made available and a document highlighting the changes to be approved. Phil explained that the changes included:</li><li>To extend operating area from 'Nairn' to 'Nairnshire and the surrounding districts in the North of Scotland'.</li><li>To simplify membership rules. There is a need to live and work in the area to comply with membership.</li><li>There will be only one type of Director. Staff and managers cannot be directors. Volunteer members have elected to become Volunteer representatives.</li><li>The Board and OSCR have approved these changes.</li><li>Phil proposed the adoption of the new Articles of Association.</li><li>Agreed unanimously.</li><li>Phil ended the EGM by presenting certificates of Training to Jimmy Grieg and Tony Dunbar.</li></ul>	

*Phil McBride*

**THE COMPANIES ACT 1985**

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

**of**

**NAIRN CITIZENS ADVICE BUREAU**

**Alexander Stone & Co  
Solicitors  
4 West Regent Street  
Glasgow G2 1RW**

**THE COMPANIES ACT 1985**

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

**MEMORANDUM of ASSOCIATION**

**of**

**NAIRN CITIZENS ADVICE BUREAU**

1. The company's name is "Nairn 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 benefit of the community in Nairnshire by the advancement of education, the protection of health and the relief of poverty, sickness and distress.

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, 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.
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- (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, 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, 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 clause where the context so admits, "property" means any property, heritable or moveable, real or personal, wherever situated
- (ii) in this clause, and throughout this memorandum of association the word "charitable" shall have the meaning ascribed to it 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.

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 (not being of a management nature) actually rendered to the company
- (b) to pay reasonable and proper remuneration to the Manager and any Employee Representative (as such expressions are defined in the articles of association) in his/her 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 he/she is a member or within one year after he/she ceases to be a member, for payment of the company's debts and liabilities contracted before he/she ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.
- 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 charitable body or bodies (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.

WE, the subscribers to this memorandum of association, wish to be formed into  
a company pursuant to this memorandum.

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Names and addresses



of subscribers

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1.

2.

3. etc.

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Dated

Witness to the above signatures:-

**THE COMPANIES ACT 1985**

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

**of**

**NAIRN CITIZENS ADVICE BUREAU**

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**THE COMPANIES ACT 1985**

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## **ARTICLES OF ASSOCIATION**

**of**

### **NAIRN CITIZENS ADVICE BUREAU**

#### **Definitions and Interpretation**

1. In these articles

"the Act" means the Companies Act 1985; 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 Operating Area" means Nairnshire

"the Bureau" means the citizens advice bureau operated by the company

2. Any reference in these articles to "clear days" in relation to a period of notice indicates that in calculating such period the day when the notice is given or deemed to be given and the day for which it is given or on which it is due to take effect are to be excluded.
3. Unless the context otherwise requires, words or expressions contained in these articles bear the same meaning as in the Act but excluding any statutory modification not in force at the date of incorporation of the company.
4. The Interpretation Act 1978 shall apply to these articles as it applies to any Act of Parliament.

#### **Categories of membership**

5. For the purposes of these articles

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"Local Resident Member" means a member admitted under paragraph (a) of article 7

"Local Group Member" means a member admitted under paragraph (b) of article 7

"Volunteer Member" means a member admitted under paragraph (c) of article 7

"Employee Member" means a member admitted under paragraph (d) of article

### **Membership : eligibility**

6. 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.
7. Subject to articles 8, 9, 10 and 13, membership shall be open to the following:
  - (a) any individual (if aged 18 or over) who is resident in the Operating Area
  - (b) any individual who is nominated for membership (i) by a voluntary, statutory or other organisation or body operating within the Operating Area or (ii) by a department of a statutory organisation or other body operating within the Operating Area
  - (c) any individual who is a member of the volunteer staff of the Bureau
  - (d) any individual who is an employee of the company.
8. An individual who is a member of the volunteer staff of the Bureau shall not be eligible for membership other than as a Volunteer Member notwithstanding that he/she may fulfil some other membership qualification under article 7.
9. An individual who is an employee of the company shall not be eligible for membership other than as an Employee Member notwithstanding that he/she may fulfil some other membership qualification under article 7.
10. If, in the case of an applicant nominated for membership by a qualifying body or department under paragraph (b) of article 7, another individual nominated by that body or department is already entered as a current member in the register of members as at the time when the applicant's membership application form is received by the company, he/she shall not be admitted as a member.

### **Admission of members**

11. An individual eligible for membership under articles 7 to 10 who wishes to become a member shall lodge with the company a written application for membership (in such form as the directors reasonably require), signed by him/her, and (in the case of an application under paragraph (b) of article 7) signed by the appropriate officers of the body or department nominating him/her for membership.
12. An individual applying for membership shall submit to the company such evidence in support of his/her application as the directors may reasonably

require.

13. 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 7or
  - (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.
14. If the directors exercise their entitlement under article 13 to refuse admission of any individual to membership, they shall notify the applicant in writing accordingly within a period of [30 days] after the date on which the application was received by the company.
15. Unless the directors issue written notification, within the period specified in article 14, refusing admission of an applicant to membership, the applicant will constitute a member of the company with effect [from the time of expiry of the period referred to in article 14].
16. For the avoidance of doubt, the provisions of articles 14 and 15 shall not apply in relation to an application for membership which is received immediately before the commencement of the formal business of an annual general meeting, as provided for in articles 48 and 49.

#### **Annual re-registration**

17. Each of the members shall require to re register annually as a member of the company in accordance with articles 18 to 22.
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18. The directors shall, at least seven weeks prior to each annual general meeting, notify the members in writing of the requirement to re-register; each such notification shall be accompanied by a re-registration form (in such terms as the directors may reasonably require) and shall include a statement of the possible consequences (under article 21) of failure to re-register.
  19. A member shall, subject to article 20, require to return his/her re-registration form by the date occurring four weeks prior to the annual general meeting.
  20. If the directors fail to issue a notification (complying with article 18) to any member by the date occurring seven weeks prior to any annual general meeting, the member shall require to return his/her re-registration form

- (a) by the date occurring three weeks after the written notification (with accompanying form) complying with article 18 was given to him/her
  - or
  - (b) by the date of the annual general meeting, whichever is the earlier.
21. If a member fails to return his/her re-registration form within the period allowed under article 19, (or as applicable) article 20, the directors may, by resolution, expel him/her from membership.
22. For the avoidance of doubt
- (a) the directors shall have no power to refuse re-registration of a member, in a case where the member has lodged a re-registration form within the period allowed under article 19 or (as applicable) article 20
  - (b) a member shall not be liable to pay any membership subscription, whether on admission to membership or on any periodic basis.

**Membership : cessation/withdrawal**

23. Membership shall not be transferable and shall cease on death.
24. An individual admitted to membership under paragraph (a) of article 7 shall cease to be a member if he/she ceases to be resident in the Operating Area.
25. An individual admitted to membership under paragraph (b) of article 7 shall cease to be a member
- (a) if the body or department which nominated him/her for membership withdraws his/her nomination by notice to the company to that effect, signed by the appropriate officers of that body or department
- or
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- (b) if the body or department which nominated him/her for membership ceases to operate within the Operating Area.
26. An individual admitted to membership under paragraph (c) of article 7 shall cease to be a member if he/she ceases to constitute a member of the Bureau's volunteer staff.
27. An individual admitted to membership under paragraph (d) of article 7 shall cease to be a member if he/she ceases to constitute an employee of the company.
28. An individual admitted to membership under any of paragraphs (a) to (c) of article 7 shall cease to be a member if he/she becomes an employee of the company.

29. For the avoidance of doubt, an individual who ceases to constitute a member of the company through the operation of articles 24 to 28 shall be eligible, if he/she fulfils some other membership qualification, to re-apply for membership.
30. 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**

31. Subject to articles 32 and 33, the company may, by special resolution, expel any individual from membership.
32. 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 six weeks before the date of the meeting.
33. 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.
34. An individual expelled from membership under articles 31 to 33 shall cease to be a member with effect from the time at which the relevant resolution is passed.

#### **General meetings**

35. All general meetings other than annual general meetings shall be called extraordinary general meetings.

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36. An extraordinary general meeting shall be convened by the directors on requisition by members (under section 368 of the Act) or on requisition by a resigning auditor (under section 392A(2) of the Act).
37. Subject to the preceding article and to the requirements under section 366 of the Act as to the holding of annual general meetings, the directors may convene general meetings whenever they think fit.
38. The business of an annual general meeting shall include the presentation, and discussion, of a full report on the activities of the Bureau during the period since the date of the last annual general meeting.

#### **Notice of general meetings**

39. An annual general meeting and an extraordinary general meeting convened for the passing of a special resolution or a resolution requiring special notice shall be

called by at least twenty one clear days' notice; all other extraordinary general meetings shall be called by at least fourteen clear days' notice.

40. A notice convening a meeting shall specify the time and place of the meeting; it shall also state the terms of any resolution which is to be proposed as a special resolution or extraordinary resolution or which constitutes a resolution requiring special notice and shall indicate the general nature of any other business to be transacted at the meeting.
41. A notice convening an annual general meeting shall specify the meeting as an annual general meeting.
42. Notice of every general meeting shall be sent or delivered to all the members and directors and to the auditors.
43. In the case of an annual general meeting, the directors shall, in addition to sending/delivering notice under article 42, give notice of the meeting by way of advertisement in a newspaper circulating in the Operating Area; [the advertisement shall incorporate a general invitation to the general public to attend and shall refer to the entitlement of members of the general public to apply for membership of the company at the annual general meeting].
44. 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.

#### **Special resolutions and ordinary resolutions**

45. For the purposes of these articles, a "special resolution" means a resolution passed

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by 75% or more of the votes cast on the resolution at an annual general meeting or extraordinary general meeting, providing proper notice of the meeting and of the intention to propose the resolution has been given in accordance with articles 39 to 42; for the avoidance of doubt, the reference to a 75% majority relates only to the number of votes cast in favour of the resolution as compared with the number of votes cast against the resolution, and accordingly no account shall be taken of abstentions.

46. In addition to the matters expressly referred to elsewhere in these articles, the provisions of the Act allow the company, by special resolution,
  - (a) to alter its name
  - (b) to alter its memorandum of association with respect to the company's objects



(c) to alter any provision of these articles or adopt new articles of association.

47. For the purposes of these articles, an "ordinary resolution" means a resolution passed by majority vote (taking account only of those votes cast in favour as compared with those votes cast against, and (as applicable) the chairperson's casting vote) at an annual general meeting or extraordinary general meeting, providing proper notice of the meeting has been given in accordance with articles 39 to 42.

#### **Proceedings at general meetings**

48. Immediately before the commencement of the formal business of an annual general meeting, the chairperson of the meeting shall invite all those attending the meeting who are eligible for membership under article 7 to apply for membership of the company and shall ensure that an opportunity is then allowed, prior to commencement of the formal business, for membership application forms to be distributed, completed and returned to the chairperson.
49. An individual who submits to the chairperson of an annual general meeting, prior to commencement of the formal business, a duly signed membership application form (together with such evidence in support of his/her application as the directors may require) shall immediately be admitted as a member of the company (with power to vote at that annual general meeting) unless the directors, acting reasonably, intimate to him/her (which intimation may be made orally) prior to commencement of the formal business that they are exercising their entitlement under article 13 to refuse to admit him/her to membership.

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50. 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.
51. 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.
52. No business shall be transacted at any general meeting unless a quorum is present; [12] members, present in person, shall (subject to article 53) be a quorum.
53. A quorum shall not be deemed to be constituted at any general meeting unless the aggregate number of Local Resident Members and Local Group Members present at the meeting exceeds the aggregate number of Volunteer Members

and Employee Members present at the meeting.

54. If the quorum required under articles 52 and 53 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.
55. 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.
56. 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.
57. A director shall, notwithstanding that he/she is not a member, be entitled to attend and speak at any general meeting.
58. 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.
59. 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.

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60. 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.
61. 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 demanded by the chairperson or by any member present at the meeting.
62. Unless a poll is demanded in accordance with the preceding article, a declaration by the chairperson 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.
63. The demand for a poll may, before the poll is taken be withdrawn but only with the consent of the chairperson; a demand so withdrawn shall not invalidate the result

of a show of hands declared before the demand was made nor the result of a show of hands declared after the demand is so withdrawn.

64. If a poll is demanded in accordance with article 61, it shall be taken at once by means of a secret ballot of all the members present at the meeting; the result of such poll shall be declared at the meeting at which the poll was demanded.

#### **Votes of members**

65. Every member shall have one vote, which must be given personally.
66. In the case of an equality of votes, whether on a show of hands or on a poll, the chairperson of a general meeting shall be entitled to a casting vote.
67. 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.

#### **Categories of director**

68. For the purposes of these articles

"Local Resident Director" means a director appointed or re-appointed by the Local Resident Members under article 70 or by the directors under article 71

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"Local Group Director" means a director appointed or re-appointed by the Local Group Members under articles 70 or 72

"Volunteer Director" means a director appointed or re-appointed by the Volunteer Members under articles 70 or 73

"Manager" means the director appointed by the directors under article 83

"Employee Representative" means the director appointed or re-appointed by the Employee Members under articles 70 or 74

"Co-opted Director" means a director appointed or re-appointed by the directors under article 80.

#### **Number of directors**

69. The maximum number of directors shall be [ ]; the maximum number of directors of each category shall be as follows:

Local Resident Directors                      4

Local Group Directors	6
Volunteer Directors	2
Manager	1
Employee Representative	1
Co-opted Directors	6

**Appointment, re-appointment, retiral : Local Resident Directors, Local Group Directors, Volunteer Directors and Employee Representatives**

70. At each annual general meeting:

- (a) the Local Resident Members may (subject to article 69) elect any Local Resident Member who is willing so to act as a director (a "Local Resident Director")
- (b) the Local Group Members may (subject to article 69) elect any Local Group Member who is willing so to act as a director (a "Local Group Director")
- (c) the Volunteer Members may (subject to article 69) elect any Volunteer Member who is willing so to act as a director (a "Volunteer Director")

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- (d) the Employee Members may (subject to article 69) elect any Employee Member who is willing so to act as a director (an "Employee Representative").

71. The directors may (subject to article 69) at any time appoint any Local Resident Member (providing he/she is willing so to act) as a director (a "Local Resident Director") to fill a vacancy in relation to the Local Resident Directors.

72. If a vacancy should arise in relation to the Local Group Directors, the directors shall, within 30 days after the vacancy arises, convene a class meeting of the Local Group Members to elect a Local Group Member (providing he/she is willing so to act) as a director (a "Local Group Director") to fill the vacancy.

73. If a vacancy should arise in relation to the Volunteer Directors, the directors shall, within 30 days after the vacancy arises, convene a class meeting of the Volunteer Members to elect a Volunteer Member (providing he/she is willing so to act) as a director (a "Volunteer Director") to fill the vacancy.

74. If a vacancy should arise in relation to the office of Employee Representative, the directors shall, within 30 days after the vacancy arises, convene a class meeting of the Employee Members to elect an Employee Member (providing he/she is

willing so to act) as a director (an "Employee Representative") to fill the vacancy.

75. The provisions of articles 39 to 67 (convening of general meetings, notice of general meetings, procedure at general meetings and votes of members) shall apply (with any necessary modifications) in relation to a class meeting of the Local Group Members, the Volunteer Members or the Employee Members, subject to the following:-
- (a) The necessary quorum at any such class meeting shall be two members from the relevant category, present in person
  - (b) Any such class meeting shall be called by at least seven clear days' notice; a class meeting called by shorter notice shall be deemed to have been duly called if all of the members from the relevant category so agree.
76. A member shall not be entitled to vote in relation to the election of a director unless that director falls within the same membership category as does that member.
77. If at any general meeting a resolution is proposed for the removal from office of a Local Resident Director, Local Group Director, Volunteer Director or Employee Representative, a member who does not fall within the category of members which appointed that individual as a director shall not be entitled to vote on that resolution.

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78. At each annual general meeting, the Local Resident Directors, the Local Group Directors, the volunteer Directors and the Employee Representative shall retire from office but then shall be eligible for re-appointment under article 70; if any such director is not re-appointed, he/she shall retain office until the members within the relevant category appoint someone in his/her place or, if they do not do so, until the end of the meeting.
79. A member shall not be eligible for re-election as a Local Resident Director, Local Group Director or Volunteer Director at any annual general meeting if, at the time of that annual general meeting, he/she has served as a director for a continuous period of five years; where a member is debarred from re-election at an annual general meeting by the preceding provisions of this article, he/she shall be eligible for election as a director at the annual general meeting which next follows.

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

80. The directors may (subject to article 69) 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).
81. At the conclusion of each annual general meeting, the Co-opted Directors shall vacate office.
82. Immediately following each annual general meeting, the directors may re-appoint

under article 80 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.

**Appointment, vacating of office : Manager**

83. The directors shall, at the first meeting of the directors which is held following commencement of the employment by the company of any individual in the post of manager of the Bureau, appoint that individual as a director ("the Manager").
84. For the avoidance of doubt, the Manager shall retain office as director of the company unless and until his/her employment by the company as manager of the Bureau terminates for any reason.

**Disqualification and removal of directors**

85. 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) (in the case of the Manager) he/she ceases (for any reason) to be employed by the company in the post of manager of the Bureau
  - (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.
86. A director (other than a Co-opted Director or the Manager) who ceases to constitute a member within the same category as that into which he/she fell at the time of his/her appointment as a director shall vacate office as a director at the conclusion of the annual general meeting which next follows.

**Appointment to executive office**

87. 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 92, until the conclusion of the annual general meeting which next follows appointment.

88. A director shall not be eligible for appointment as chairperson if he/she has held that office for [five] consecutive years.
89. A director shall not be eligible for appointment as chairperson, vice chairperson or finance director if he/she constitutes the Manager or an Employee Representative or a Volunteer Director.
90. The appointments to executive office under article 87 shall (subject to article 93) 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.
91. A director whose period of executive office expires under article 87 may (subject to article 88) be re-appointed to such office (providing he/she is willing to act).
92. 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.

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93. 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 92) hold such executive office until the conclusion of the first annual general meeting which follows such appointment.

#### **Directors' interests**

94. Subject to the provisions of the Act and of clause 4 of the memorandum of association 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) (in the case of the Manager and Employee Representative only) may be employed by the company
  - (c) 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

- (d) 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.

95. 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

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- (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.

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

- 96. Subject to article 97, 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.
- 97. An individual for the time being holding office as Manager or as the Employee Representative may, notwithstanding that he/she is a director, constitute an employee of the company and shall be entitled to retain all remuneration which he/she derives from his/her employment by the company; for the avoidance of doubt, the directors shall be entitled to exercise, in relation to any individual who holds or held that post, the powers of the company under paragraph [ ] of clause 3 of the memorandum of association with regard to the provision of pension and other benefits for him/her and his/her spouse, widow/widower, relatives and dependents.
- 98. 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**

- 99. 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.

100. 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.
101. The powers conferred by article 99 shall not be limited by any special power conferred on the directors by these articles.
102. A meeting of directors at which a quorum is present may exercise all powers exercisable by the directors.
103. 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**

104. Subject to the provisions of these articles, the directors may regulate their proceedings as they think fit.
105. Any director may call a meeting of the directors or request the secretary to call a meeting of the directors.
106. No notice of a meeting of directors need be given to a director who is absent from the United Kingdom.
107. 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.
108. The quorum for the transaction of the business of the directors may (subject to article 109) be fixed by the directors and, unless so fixed at any other number, shall (subject to article 109) be [four or (if greater) that number which represents one third of the total number of directors then in office].
109. A quorum shall not be deemed to be constituted at a meeting of directors unless the aggregate number of Local Resident Directors and Local Group Directors present at the meeting represents more than half of the total number of directors present at the meeting.
110. 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.

- 111. 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.
- 112. For the avoidance of doubt, an individual who is allowed to attend meetings of directors under article 110 or 111 shall not be entitled to vote at such meetings and shall not have any of the powers of a director.
- 113. 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.
- 114. 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.

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- 115. 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.
- 116. 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.
- 117. 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.
- 118. 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.
- 119. 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.

120. For the avoidance of doubt, neither the Manager nor any Employee Representative shall be entitled to vote on any resolution, which concerns a matter connected with his/her terms and conditions of employment.
121. For the avoidance of doubt, a Volunteer Director shall not be entitled to vote on any resolution which concerns a matter connected with his/her terms and conditions of engagement as a member of the Bureau's volunteer staff.
122. 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.
123. 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.

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124. 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**

125. 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.
126. 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.
127. 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.

**Secretary**

128. 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**

129. The directors shall ensure that minutes are made (in books kept for the purpose) 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**

130. 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 his/her place to exercise such powers.

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131. 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.
132. 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**

133. 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**

134. All notices to be given in pursuance of these articles shall be in writing.
135. The company may give any notice under these articles to a member either personally or by sending it by post in a pre-paid envelope addressed to the member at his/her registered address or by leaving it at that address.
136. Any notice, if sent by post, shall be deemed to have been given at the expiry of twenty four 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.
137. 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.

### **Winding-up**

138. If the company is wound up, the liquidator shall give effect to the provisions of clause [ ] of the memorandum of association.

#### **Indemnity**

139. 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 loss or liability which he/she may sustain or incur in connection with the execution of the duties of his/her office or post.

The indemnity provided for in article 139 shall (subject to the provisions of the Act) extend to any liability incurred by any person referred to in article 139 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.