

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

of

PARKHEAD CITIZENS ADVICE BUREAU

Definitions and Interpretation

1. The structure of the company consists of:-
 - (a) the MEMBERS - who have the right to attend the annual general meeting (and any extraordinary general meeting) and have important powers under the articles of association and the Companies Acts; in particular, the members may elect people to serve as directors 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 the directors are also charity trustees.
2. 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.

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

"the Operating Area" means the East End of Glasgow

"the Bureau" means the citizens advice bureau operated by the company
3. The company's name is "Parkhead Citizens Advice Bureau".

4. The company's registered office is to be situated in Scotland.
5. The company's objects are to promote any charitable purposes for the public benefit in (i) the East End of Glasgow as defined ("the Operating Area") and (ii) elsewhere by
 - i) the advancement of education

by providing clients with information, clarification and understanding of legislation and their legal rights and responsibilities.
 - ii) the relief of those in need

by assessing clients entitlement to welfare benefits, by providing assistance in claiming benefits and by assisting them to appeal against refusal to benefits and by doing so ensure they do not suffer from poverty.
 - iii) the advancement of human rights

by ensuring that people do not suffer through ignorance of their human rights and by taking such actions required to redress the situation and restore justice.
 - iv) advancement of health

by providing a comprehensive advice service which deals with all aspects of clients problems and alleviates the stress and anxiety caused by unsolved problems.
 - v) advancement of community development

by recruiting, training and developing local citizens to be volunteer advisers in the Citizens Advice Bureau who in turn assist members of the public in their community and in doing so contribute to the development of their community and by supporting the development of local voluntary and community organisations.

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

6. 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.
- (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 of 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.

6.1 Subject to article 6.2,

- (a) the income and property of the company shall be applied solely towards the promotion of its objects as set out in article 5
- (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.

6.2 The company shall, notwithstanding the provisions of article 6.1, be entitled

- (a) to pay reasonable and proper remuneration to any director or member of the company in return for particular services as is permitted by the Charities Act.
- (b) to pay reasonable and proper remuneration to the Manager of the Bureau in 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.
7. The liability of the members is limited.
8. 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 they cease to be a member, for payment of the company's debts and liabilities contracted before they cease to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.
- 9 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 6.
- 10 The body or bodies to which property is transferred under article 9 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.
- 11 To the extent that effect cannot be given to the provisions of articles 9 and 10, the relevant property shall be applied to some other charitable object or objects.

Membership: eligibility

- 12 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.
- 13 Membership shall (subject to article 14) be open to any person aged 16 years or over who:
- 13.1 lives, works or otherwise has an interest in the Operating Area; and
 - 13.2 supports the objects and activities of the company.
- 14 Neither paid employees nor volunteer workers of the company shall be eligible for

membership.

Admission of members

- 15 An individual eligible for membership under article 13 who wishes to become a member shall lodge with the company a written application for membership.
- 16 Anyone applying for membership shall submit to the company such evidence in support of his/her application as the directors may reasonably require.
- 17 The directors shall be entitled to refuse to admit any individual to membership if in their opinion, acting reasonably,
 - 17.1 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 13; or
 - 17.2 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.
- 18 If the directors exercise their entitlement under article 17 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

- 19 Membership shall not be transferable and shall cease on death.
- 20 A member shall cease to be a member if he/she ceases to live or work in the Operating Area.
- 21 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

- 22 The company may, by special resolution, expel any individual from membership.

- 23 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.
- 24 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.
- 25 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

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

Notice of general meetings

- 28 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.
- 29 A notice calling a meeting shall specify the time and place of the meeting; it shall:
- 29.1 indicate the general nature of the business to be dealt with at the meeting; and
 - 29.2 if a special resolution (see article 51) (or a resolution requiring special notice under the Act) is to be proposed, shall also state that fact, giving the exact terms of the resolution; and
 - 29.3 notify members of their rights regarding appointment of a proxy.
- 30 If members and directors are to be permitted to participate in the meeting by way of audio and/or an audio-visual link, the notice shall:
- 30.1 set out details of how to connect and participate via (in the case of participation by way of audio) dial-in details, or (in the case of participation by way of an audio-visual link) that link;
 - 30.2 for the benefit of those members who do not have access to a computer or to an adequate internet connection, draw members' attention to (i) the ability to participate in the meeting via audio only means, (ii) the ability of members to appoint the chairperson of the meeting as proxy, and to direct the chairperson on how he/she should vote in relation to each resolution to be proposed at the meeting, or (iii) (where attendance in person is to be permitted) the ability to attend and vote in person at the meeting.

- 31 If participation in the meeting is to be by way of audio and/or audio-visual links – with no intention for the meeting to involve attendance in person by two or more members in one place – the requirement under article 29 to specify the place of the meeting in the notice calling the meeting shall not apply.
- 32 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.
- 33 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.
- 34 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.
- 35 The directors shall allow the development 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 development officer shall not be entitled to vote at any such meeting.

Procedure at general meetings

- 36 The board may, if they consider appropriate, make arrangements for members and directors to participate in general meetings by way of audio and/or audio-visual links, providing:
- 36.1 the means by which members and directors can participate in this manner are not subject to technical complexities, significant costs or other factors which are likely to represent – for all, or a significant proportion, of the members – a barrier to participation;
- 36.2 the notice calling the meeting contains the information required under paragraph 29.3 of article 29; and
- 36.3 the manner in which the meeting is conducted ensures, so far as reasonably possible, that those members and directors who participate via the audio or audio-visual links are not disadvantaged with regard to their ability to contribute to discussions at the meeting, as compared with those members and directors (if any) who are attending in person (and vice versa).
- 37 A general meeting may involve two or more members or directors participating via

attendance in person while other members and/or directors participate via audio and/or audio-visual links; or it may involve participation solely via audio and/or audio-visual links.

- 38 For the avoidance of doubt, an individual participating in a general meeting (whether as a member, as a proxy for a member, as a director, or as the chairperson of the meeting) via audio or an audio-visual link shall be deemed to be present (or, as the case may be, in attendance) at the meeting.
- 39 Where a general meeting is to involve participation solely via audio and/or audio-visual links, the board shall encourage any individuals participating in that general meeting who do not have access to a computer or to an adequate internet connection to dial-in to the meeting via audio means, failing which the board shall take reasonable steps to encourage such individuals to participate in the meeting through:
- 39.1 (in the case of members) the submission of a proxy form (which may appoint the chairperson of the meeting as proxy, and with the proxy form being completed in a manner which directs the chairperson on whether to vote in favour of, or against, each of the resolutions to be proposed at the meeting); and/or
- 39.2 the submission of questions and/or comments, which (subject to article 40) the chairperson of the meeting will be expected to read out, and address, in the course of the meeting.
- 40 The requirements under paragraph 39.1 above shall not apply if and to the extent that the questions or comments are of an unreasonable length (individually or taken together), or contain material which is defamatory, racist or otherwise offensive.
- 41 No business shall be transacted at any general meeting unless a quorum is present; 5 members, present in person, shall be a quorum unless the members shall agree a different figure.
- 42 If the quorum required under article 41 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.
- 43 Where participation in the adjourned meeting is to be by way of audio and/or audio-visual link - with no intention for the adjourned meeting to involve attendance in person by two or more members or directors in one place - the requirement under article 29 for the chairperson to fix the place of the adjourned meeting shall not apply.
- 44 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 fifteen minutes 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.

- 45 If no director is willing to act as chairperson is present within fifteen minutes after the time appointed for holding the meeting, the members present shall elect one of their number to be chairperson.
- 46 A director shall, notwithstanding that he/she is not a member, be entitled to attend and speak at any general meeting.
- 47 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.
- 48 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.
- 49 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.
- 50 A resolution put to the vote of a meeting shall be decided on a show of hands.

Special resolutions and ordinary resolutions

- 51 For the purposes of these articles, a "special resolution" means a resolution passed by 75% or more of the votes cast on the resolution at a general meeting, providing proper notice of the meeting and of the intention to propose the resolution has been given in accordance with articles 28 to 33; 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 total number of votes cast in relation to the resolution, and accordingly no account shall be taken of abstentions or members absent from the meeting.
- 52 In addition to the matters expressly referred to elsewhere in these articles, the provisions of the Act allow the company, by special resolution,
- 52.1 to alter its name; and
- 52.2 to alter any provision of these articles or adopt new articles of association.
- 53 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 against), at a general meeting, providing proper notice of the meeting has been given in accordance with articles 28-33.

Votes of members

- 54 Every member shall (subject to article 61) have one vote, which (whether on a show of hands or on a secret ballot) may be given either personally or by proxy.
- 55 Where a member, or a proxy for a member, is participating in a meeting via audio or an audio-visual link, he/she may cast his/her vote on a given resolution orally, or by way of some form of visual indication, or by use of a voting button or similar, or by way of a message sent electronically – and providing the board have no reasonable grounds for suspicion as regards authenticity, any such action shall be deemed to be a vote cast via a show of hands.
- 56 Any member who wishes to appoint a proxy to vote on his/her behalf at any meeting (or adjourned meeting):
- 56.1 shall lodge with the company, at the company's registered office, a written instrument of proxy (in such form as the directors require), signed by him/her; or
- 56.2 shall send by electronic means to the company, at such electronic address as may have been notified to the members by the company for that purpose, an instrument of proxy (in such form as the directors require); providing (in either case), the instrument of proxy is received by the company at the relevant address not less than 48 hours before the time for holding the meeting (or, as the case may be, adjourned meeting).
- 57 An instrument of proxy which does not conform with the provisions of article 56, or which is not lodged or sent in accordance with such provisions, shall be invalid.
- 58 A member shall not be entitled to appoint more than one proxy to attend on the same occasion.
- 59 A proxy appointed to attend and vote at any meeting instead of a member shall have the same right as the member who appointed him/her to speak at the meeting, and need not be a member of the company.
- 60 A vote given, or ballot demanded, by proxy shall be valid notwithstanding that the authority of the person voting or demanding a ballot had terminated prior to the giving of such vote or demanding of such ballot, unless notice of such termination was received by the company at the company's registered office (or, where sent by electronic means, was received by the company at the address notified by the company to the members for the purpose of electronic communications) before the commencement of the meeting or adjourned meeting at which the vote was given or the ballot demanded.
- 61 If there are an equal number of votes for and against any resolution, the chairperson of the meeting (if he/she is a member) shall be entitled to one additional (casting) vote in his capacity as a member of the company.

- 62 A resolution put to the vote at a general meeting shall be decided on a show of hands unless a secret ballot is demanded by the chairperson (or by at least two persons present in person at the meeting and entitled to vote (whether as members or proxies for members)); a secret ballot may be demanded either before the show of hands takes place, or immediately after the result of the show of hands is declared.
- 63 If a secret ballot is demanded, it shall be taken at the meeting and shall be conducted in such manner as the chairperson may direct; the result of the ballot shall be declared at the meeting at which the ballot was demanded.
- 64 Where a member, or a proxy for a member, is participating in a meeting via audio or an audio-visual link, the chairperson's directions regarding how a secret ballot is to be conducted may allow him/her to cast his/her vote on the secret ballot via any of the methods referred to in article 55, providing reasonable steps are taken to preserve anonymity (while at the same time, maintaining confidence in the validity of the process).
- 65 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.
- 66 These articles of association impose certain requirements regarding the means which can be adopted for participation and voting at general meetings; providing the arrangements made by the board in relation to a given general meeting are consistent with those requirements:
- 66.1 a member cannot insist on participating in the general meeting, or voting at the general meeting, by any particular means;
- 66.2 the general meeting need not be held in any particular place;
- 66.3 the general meeting may be held without any of those participating in the meeting being together at the same place;
- 66.4 the general meeting may be held by any means which permits those attending to hear and contribute to discussions at the meeting;
- 66.5 a member will be able to exercise the right to vote at a general meeting (including where a secret ballot is to be held) by such means as is determined by the chairperson of the meeting (consistent with the arrangements made by the board) and which permits that member's vote to be taken into account in determining whether or not a resolution is passed.

Categories of director

- 67 For the purposes of these articles:
- 67.1 "Member Director" means a director (drawn from the membership of the company) appointed under articles 74 to 81;

67.2 “Co-opted Director” means a (non-member) director appointed or re-appointed by the directors under articles 82 and 83.

Maximum/minimum number of directors

68 The maximum number of directors shall be 15.

69 The minimum number of directors shall be 5.

Eligibility

70 A person shall not be eligible for election/appointment as a Member Director unless he/she is a member of the company; a person appointed as a Co-opted Director need not, however, be a member of the company.

71 A person shall not be eligible for election/appointment as a director if he/she is an employee of the company.

Election, retiral, re-election: Member Directors

72 At each annual general meeting, the members may (subject to articles 68 to 71) elect any member (providing he/she is willing to act) to be a director (a “Member Director”).

73 The directors may (subject to articles 68 to 71) at any time appoint any member (providing he/she is willing to act) to be a director (a “Member Director”).

74 At each annual general meeting any Member Director appointed under article 72 or 73 during the period since the preceding annual general meeting shall retire from office and may immediately stand for re-election.

Appointment/re-appointment: Co-opted Directors

75 In addition to their powers under article 73, the directors may (subject to articles 68 to 71) at any time appoint any non-member of the company (providing he/she is willing to act) to be a director (a “Co-opted Director”) either on the basis that he/she has been nominated by a body with which the company has close contact in the course of its activities or on the basis that he/she has specialist experience and/or skills which could be of assistance to the directors.

76 At each annual general meeting, all of the Co-opted Directors shall retire from office – but shall then (subject to articles 68 to 71) immediately be eligible for re-appointment.

Manager/CEO

- 77 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

- 78 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 being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005
 - (e) he/she resigns office by notice to the company
 - (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.
 - (g) the majority of his or her co-directors serve notice on a director removing him or her from office where it was felt necessary in the best interests of the company. For the avoidance of doubt, what is in the best interests of the company shall be determined by the directors.

Appointment to executive office

- 79 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 80, until the conclusion of the annual general meeting which next follows appointment.
- 80 The appointments to executive office under article 79 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.

- 81 A director whose period of executive office expires under article 79 may be re- appointed to such office (providing he/she is willing to act).
- 82 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.
- 83 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 hold such executive office until the conclusion of the first annual general meeting which follows such appointment.

Directors' interests

- 84 Subject to the provisions of the Act and article 6 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
 - 84.1 may be a party to, or otherwise interested in, any transaction or arrangement with the company or in which the company is otherwise interested
 - 84.2 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
 - 84.3 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.
- 85 For the purposes of the preceding article
 - 85.1 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
 - 85.2 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

- 86 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.
- 87 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

- 88 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.
- 89 No alteration of 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.
- 90 A meeting of directors at which a quorum is present may exercise all powers exercisable by the directors.
- 91 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

- 92 Any director may call a meeting of the directors or request the secretary to call a meeting of the directors.
- 93 No notice of a meeting of directors need be given to a director who is absent from the United Kingdom.
- 94 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.
- 95 The quorum for the transaction of the business of the directors shall be four or such other figure as the directors shall determine.

- 96 A board meeting may be held wholly by, or any director(s) may participate in a board meeting by means of, a conference telephone, video conferencing facility or similar communications equipment whereby all the directors participating in the meeting can hear each other; any director(s) participating in a meeting in this manner shall be deemed to be present in person at the meeting.
- 97 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.
- 98 The directors shall allow the development 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.
- 99 For the avoidance of doubt, an individual who is allowed to attend meetings of directors under article 97 or 98 shall not be entitled to vote at such meetings and shall not have any of the powers of a director.
- 100 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.
- 101 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.
- 102 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.
- 103 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.
- 104 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.

- 105 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.
- 106 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.
- 107 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.
- 108 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.
- 109 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

- 110 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.
- 111 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.
- 112 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

- 113 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

- 114 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

- 115 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.
- 116 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.
- 117 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

- 118 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

- 119 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.

- 120 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.

- 121 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.
- 122 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

- 123 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 him/her for negligence, default or breach of duty or breach of trust in relation to the affairs of the company provided that this article and article 123 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 123, to be treated as void under the Act.
- 124 The indemnity provided for in article 123 shall (subject to the provisions of the Act) extend to any liability incurred by any person referred to in article 123 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.