

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

of

RENFREWSHIRE CITIZENS ADVICE BUREAU

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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 boundaries of the local funding authority, Renfrewshire Council

"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

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

Membership : eligibility

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

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 Worker 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 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.

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 7

or

(b) the admission of that individual to membership would be likely to prejudice significantly the reputation and good standing of the company and/or the Bureau within the Operating Area or would be likely to lead to significant disruption to the efficient conduct of general meetings of the company.

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.

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.

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
 - (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 any of paragraphs (a) to (c) of article 7 shall cease to be a member if he/she becomes an employee of the company.
- 28. For the avoidance of doubt, an individual who ceases to constitute a member of the company through the operation of articles 24 to 27 shall be eligible, if he/she fulfils some other membership qualification, to re-apply for membership.

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

30. Subject to articles 31 and 32, the company may, by special resolution, expel any individual from membership.
31. 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.
32. 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.
33. An individual expelled from membership under articles 30 to 32 shall cease to be a member with effect from the time at which the relevant resolution is passed.

General meetings

34. All general meetings other than annual general meetings shall be called extraordinary general meetings.
35. 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).
36. 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.
37. 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

38. 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.

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.

40. A notice convening an annual general meeting shall specify the meeting as an annual general meeting.
41. Notice of every general meeting shall be sent or delivered to all the members and directors and to the auditors.
42. In the case of an annual general meeting, the directors shall, in addition to sending/delivering notice under article 41, 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].
43. 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

44. 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 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 38 to 41; 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.
45. 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.
46. 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 38 to 41.

dings at general meetings

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.

48. 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.
49. 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.
50. 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.
51. No business shall be transacted at any general meeting unless a quorum is present; 12 members, present in person, shall (subject to article 52) be a quorum.
52. 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 number of Volunteer Worker Members present at the meeting.
53. If the quorum required under articles 51 and 52 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.
54. 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.

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.

56. A director shall, notwithstanding that he/she is not a member, be entitled to attend and speak at any general meeting.
57. 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.
58. 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.
59. 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.
60. 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.
61. 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.
62. 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.
63. If a poll is demanded in accordance with article 60, 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

64. Every member shall have one vote which must be given personally.
65. 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.

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

67. For the purposes of these articles

* "Local Resident Director" means a director appointed or re-appointed by the Local Resident Members under article 69 or by the directors under article 70.

"Local Group Director" means a director appointed or re-appointed by Local Group Members under articles 69 or 71

"Volunteer Worker Director" means a director appointed or re-appointed by the Volunteer Worker Members under articles 69 or 72

"Manager" means the director appointed by the directors under article 81.

"Co-opted Director" means a director appointed or re-appointed by the directors under article 78

Number of directors

68. The maximum number of directors shall be fourteen (14) the maximum number of directors of each category shall be as follows:-

Local Resident Directors	6
Local Group Directors	3
Volunteer Worker Directors	2
Manager	1
Co-opted Directors	2
Total	14

Appointment, re-appointment, retirement : Local Resident Directors, Local Group Directors and Volunteer Worker Directors

9. At each annual general meeting
- (a) the Local Resident Members may (subject to article 68) 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 68) elect any Local Group Member who is willing so to act as a director (a "Local Group Director")
 - (c) the Volunteer Worker Members may (subject to article 68) elect any Volunteer Worker Member who is willing so to act as a director (a "Volunteer Worker Director")
70. 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.
71. 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 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.
72. If a vacancy should arise in relation to the Volunteer Worker Directors, the directors shall, within 30 days after the vacancy arises, convene a class meeting of the Volunteer Worker Members to elect a Volunteer Worker Member (providing he/she is willing so to act) as a director (a "Volunteer Worker Director") to fill the vacancy.
73. The provisions of articles 38 to 66 (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, or the Volunteer Worker 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.
74. 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.

5. If at any general meeting a resolution is proposed for the removal from office of a Local Resident Director, Local Group Director, or Volunteer Worker Director, 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.

76. At each annual general meeting, the Local Resident Directors, the Local Group Directors, and the Volunteer Worker Directors shall retire from office but then shall be eligible for re-appointment under article 69; 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.

77. A member shall not be eligible for re-election as a Local Resident Director, Local Group Director or Volunteer Worker 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

78. The directors may (subject to article 68) 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).

79. 80. At the conclusion of each annual general meeting, the Co-opted Directors shall vacate office.

80. 81. Immediately following each annual general meeting, the directors may re-appoint under article 78 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

81. 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").

82. 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.

Qualification and removal of directors

83. 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.
84. 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

85. 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 90, until the conclusion of the annual general meeting which next follows appointment.
86. A director shall not be eligible for appointment as chairperson if he/she has held that office for five consecutive years.
87. A director shall not be eligible for appointment as chairperson, vice chairperson or finance director if he/she constitutes the Manager or a Volunteer Worker Director.
88. The appointments to executive office under article 85 shall (subject to article 91) 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.

A director whose period of executive office expires under article 85 may (subject to article 86) be re-appointed to such office (providing he/she is willing to act).

90. 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.

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

Directors' interests

92. 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) 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.

A meeting of directors at which a quorum is present may exercise all powers exercisable by the directors.

101. 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

102. Subject to the provisions of these articles, the directors may regulate their proceedings as they think fit.
103. Any director may call a meeting of the directors or request the secretary to call a meeting of the directors.
104. No notice of a meeting of directors need be given to a director who is absent from the United Kingdom.
105. 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.
106. The quorum for the transaction of the business of the directors may (subject to article 107) be fixed by the directors and, unless so fixed at any other number, shall (subject to article 107) be four or (if greater) that number which represents one third of the total number of directors then in office.
107. 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.
108. 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.
109. 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.
110. For the avoidance of doubt, an individual who is allowed to attend meetings of directors under article 108 or 109 shall not be entitled to vote at such meetings and shall not have any of the powers of a director.
111. 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.

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.

113. 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.
114. 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.
115. 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.
116. 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.
117. 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.
118. For the avoidance of doubt, the Manager shall not be entitled to be present or vote on any resolution which concerns a matter connected with any employees terms and conditions of employment.
119. For the avoidance of doubt, a Volunteer Worker 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.
120. 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.

11. 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.
122. 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

123. 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.
124. 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.
125. 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

126. 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

127. 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

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.

129. 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.
130. 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

131. 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

132. All notices to be given in pursuance of these articles shall be in writing.
133. 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.
134. 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.
135. 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

136. If the company is wound up, the liquidator shall give effect to the provisions of clause 7.1 of the memorandum of association.

137. indemnity

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 worker 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.

138. The indemnity provided for in article 137 shall (subject to the provisions of the Act) extend to any liability incurred by any person referred to in article 137 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.

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

Names and addresses of subscribers:

1. Henderson Smith,
2, Moredun Drive,
Paisley PA2 9LW

Signed: *H. Smith*

Date: 20.1.05.

2. James Adams
19, Melrose Avenue
Paisley, PA2 9JA

Signed: *J. Adams*

Date: 20.1.05

Dated 20th January 2005

Witness to the above signatures:-

Signed: *Steven William Millar*
STEVEN WILLIAM MILLAR
SOLICITOR & NOTARY PUBLIC
35 HIGH STREET
PAISLEY

