



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

**ARTICLES OF ASSOCIATION
OF
THE SCOTTISH ASSOCIATION OF CITIZENS
ADVICE BUREAUX**

September 2023

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NAME

- 1 The name of the company is The Scottish Association of Citizens Advice Bureaux (the "**Association**").

OBJECTS, ACTIVITIES AND POWERS

Objects of the Association

- 2 The Association is established for the promotion of any charitable purposes for the benefit of the community in Scotland and elsewhere by the advancement of education, the advancement of health and the relief of those in need by reason of age, ill-health, disability, financial hardship or other disadvantage. (the "**Objects**")

Activities of the Association

- 3 In furtherance of the Objects, the Association shall carry out the following activities:
 - 3.1 to encourage the provision of Citizens Advice Bureaux which will provide a free, confidential and impartial service of information, advice, guidance, assistance and counsel for the public;
 - 3.2 to provide for member Bureaux an efficient service of information and training, and to assist in the development of new Bureaux;
 - 3.3 to ensure that adequate standards are maintained by all Member Bureaux;
 - 3.4 to foster and undertake research into any aspect of the objects of the Association and its work and to disseminate the results of any such research;
- 4 To exercise a responsible influence on the development of social policies and services both locally and nationally by:
 - 4.1 maintaining an active link of communication between the public and government, local government and other public and charitable bodies,
 - 4.2 professional organisations, commercial enterprises and others;
 - 4.3 explaining legislation and regulations to the public generally and individually;
 - 4.4 informing these bodies on the needs and reactions of the public;
- 5 To provide evidence for government and other enquiries; and
- 6 To carry out any other activity consistent with the above and in furtherance of the Objects of the Association,

together, hereinafter referred to as the "**Activities**" of the Association.

Powers of the Association

7 The Association shall have and may exercise all or any powers insofar as they are lawful and support, promote and advance the Association's Objects and Activities including, without limitation, the following powers:-

- 7.1 to undertake any activities that support the Objects of the Association;
- 7.2 to encourage, provide, support and otherwise facilitate the work of others interested in the Objects of the Association;
- 7.3 to establish, support or aid in the establishment and support of any charitable associations or institutions established for similar purposes and to subscribe monies for charitable purposes in any way connected with the purposes of the Association or calculated to further its Objects;
- 7.4 to solicit, receive and accept financial assistance, donations, endowments, gifts and loans of money, rents and any other property whatsoever, heritable or moveable, subject or not to any specific charitable trusts or conditions;
- 7.5 to issue appeals, hold public meetings and take such other steps as may be required for the purposes of procuring contributions to the funds of the Association in the form of donations, subscriptions or otherwise;
- 7.6 to purchase, take on lease or in exchange or otherwise acquire and to hold, manage, develop, sell, dispose of lease or deal in any way with any heritable or moveable property and any Interests therein;
- 7.7 to borrow and raise money for the Objects of the Association and secure or discharge any debt or obligation of or binding on the Association in such manner and on such terms and conditions as may be thought fit, and in particular by mortgages of or charges upon the undertaking and all or any of the real and personal property (present and future) of the Association;
- 7.8 to invest funds of the Association not immediately required in such investments, securities or property as may be considered appropriate (and to dispose of and vary such investments);
- 7.9 to grant, continue and pay such remuneration and pensions to any person or persons who renders services to the Association supervising, organising, carrying on the work of and advising the Association as may from time to time be thought proper, and to establish pension funds and other trust funds or charitable arrangements of any kind whatsoever for persons employed at any time by the Association;

- 7.10 to insure and arrange insurance cover for, and to indemnify its officers, employees and voluntary workers and those of its members from and against, all such risks incurred in the course of the performance of their duties as may be thought fit;
- 7.11 to promote, arrange, organise and conduct seminars, conferences, lectures, meetings and discussions;
- 7.12 to prepare, edit, print, publish, issue, acquire, circulate and distribute books, pamphlets, papers, periodicals and other literary material, pictures, prints, photography, films, sound recordings and mechanical and other models and equipment, and to establish, form, promote, conduct and maintain public collection displays and exhibitions of literature, statistics, charts, information and other material;
- 7.13 to construct, erect, alter, improve, demolish and maintain any buildings which may from time to time be required for the purposes of the Association, and to manage, develop, sell, lease, let, mortgage, dispose of or otherwise deal with all or any part of the same;
- 7.14 to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange and other negotiable or transferable instruments;
- 7.15 to promote and incorporate or to join in the promotion or incorporation of any charitable company with limited or unlimited liability, organisations, societies or associations for the purpose of carrying out any object which the Association itself could carry out and to subscribe for or otherwise acquire the shares, stock or other securities of such company or to lend money to such company on such terms as may be thought fit;
- 7.16 to promote companies whose activities may further one or more of the Association's Objects, or may generate income to support the activities of the Association, acquire and hold shares in such companies and carry out, in relation to any such company which is a subsidiary of the Association, all such functions as may be associated with a holding company;
- 7.17 to co-operate and enter into arrangements with any authorities, national, local or otherwise;
- 7.18 to amalgamate with any companies, organisations, societies or associations which are charitable at law and have Objects altogether or mainly similar to those of the Association and prohibit the payment of any dividend or profit to, and the distribution of any of their assets amongst their members at least to the same extent as such payments or distributions are prohibited in the case of members of the Association by these Articles; and to do all such other things as are necessary for the attainment of the said Objects.

In this clause, the expression “charity” shall mean a body on the Scottish Charity Register which is also regarded as a charity in relation to the application of the Taxes Acts; and the expression “charitable purpose” shall mean a purpose which constitutes a charitable purpose under section 7 of the Charities and Trustee Investment (Scotland) Act 2005 (the “2005 Act”) which is also regarded as a charitable purpose in relation to the application of the Taxes Act.

8 The income and property of the Association shall be applied solely towards the promotion of the Objects of the Association as set out in these Articles and subject to the following paragraphs no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the members of the Association. Nothing herein shall prevent any payment in good faith by the Association of:-

- 8.1 out-of-pocket expenses incurred in carrying out duties by any member, Trustee, officer or employee of the Association;
- 8.2 reasonable payment in return for services rendered to the Association
- 8.3 Trustee indemnity insurance; and;
- 8.4 payment or benefits permitted in terms of the 2005 Act.

GENERAL STRUCTURE

9 The structure of the Association consists of:-

- 9.1 the MEMBERS – who have the right to attend the Annual General Meeting (and any general meeting) and have important powers under the Articles and the Companies Acts; in particular, the members take decisions in relation to changes to the Articles themselves; and
- 9.2 the TRUSTEES – who hold regular meetings during the period between Annual General Meetings, and generally control and supervise the activities of the Association; in particular, the Trustees are responsible for monitoring the financial position of the Association; the Trustees are Charity Trustees for the purposes of charity law and are also Directors for the purposes of company law.

MEMBERS

10 Member Bureaux

- 10.1 The Membership Standards Committee shall maintain a register of all Member Bureaux from time to time, and any Member Bureau shall be entitled to a copy of the same by requesting this in writing from the company and upon paying the necessary fee as fixed by the Association, such fee not exceeding £1.00. All Citizens Advice Bureaux which are, at the date of adoption of these Articles, accepted as being Member Bureaux of the Association shall be automatically accorded the status of Member Bureaux.

- 10.2 The Membership Standards Committee may admit to the status of Member Bureau (subject to Articles 10.3 to 10.5) any Citizens Advice Bureau in Scotland which has been providing a service to the general public for at least four months which, in the opinion of the Membership Standards Committee, meets the standards required to be a Member Bureau.
- 10.3 An applicant for the status of Member Bureau shall submit to the Membership Standards Committee a written application (in such form as the Membership Standards Committee may require) signed by the chair or vice-chair of the unincorporated voluntary association or incorporated organisation (as the case may be) which operates the applicant Citizens Advice Bureau.
- 10.4 An applicant for the status of Member Bureau shall submit such information and evidence in support of its application as the Membership Standards Committee may require.
- 10.5 The Membership Standards Committee shall advise each applicant in writing of the Membership Standards Committee's decision as to whether or not to admit the applicant to the status of Member Bureau within a reasonable period after the meeting at which the application was considered; the Membership Standards Committee shall also advise the Trustees of the company of each applicant admitted to the status of Member Bureau.
- 10.6 The Trustees shall not be entitled to change the conditions currently in force at the date of adoption of these Articles ("the Membership Conditions") which Member Bureaux must observe if they wish to retain the Status of Member Bureaux without the consent of the Association in a general meeting by ordinary resolution.

11 Membership of the Association

- 11.1 The Members of the Association shall consist of those members which constitute members of the Association as at the time of adoption of these Articles and such further members as may be admitted to the membership under Articles 11.2 and 11.3.
- 11.2 The Membership Standards Committee may admit as a member of the Association any Citizens Advice Bureau operating in Scotland which has been accorded the status of a Member Bureau or, if such Citizens Advice Bureau is not a, incorporated Body, an individual nominated by such Citizens Advice Bureau.
- 11.3 At the same time as the Membership Standards Committee advises each applicant in writing of the Membership Standards Committee's decision as to whether or not to admit the applicant to the status of Member Bureau in accordance with Article 10.5 the Membership Standards Committee shall also advise the applicant of its acceptance (or rejection) of either the applicant's or, as the case may be, its nominee's application to be a member of the Association. The Membership Standards Committee shall also advise the Trustees of all persons admitted to membership.
- 11.4 For the avoidance of doubt,

11.4.1 in the case of a Member Bureau which is operated by an Incorporated Body, that Body shall be entered in the register of members as being the member of the Association.

11.4.2 In the case of a Member Bureau which is operated by an unincorporated voluntary association the governing body of the unincorporated voluntary association shall be entitled from time to time, by way of written notice to the Association, signed by the chair or vice-chair of the unincorporated voluntary association (and also signed by the individual so nominated, as vouching his/her consent to be entered as a member of the company), to nominate one individual who shall be entered in the register of members as being the member of the Association;

11.5 the governing body of the unincorporated voluntary association may at any time terminate the membership of an individual nominated by it by giving written notice, signed by the chair or vice-chair of the unincorporated voluntary association, to the Association to that effect, providing such notice is accompanied by a duly signed notice under paragraph 11.4.2 above nominating another individual to be entered in the register of members in his/her place as being the member of the Association;

11.6 no more than one individual nominated by each Member Bureau may constitute a current member of the Association at any given time.

12 Register of Members

12.1 In the case of Member Bureaux which are operated by an Incorporated Body, the name of the Incorporated Body and its registered address shall be entered into the Register of Members as a member of the Association.

12.2 In the case of Member Bureaux which are operated by voluntary associations, the name and address of the individual nominated by the unincorporated voluntary association shall be recorded in the Register of Members as members of the Association. Against the name of any such individual, there shall be noted the name and official address of the unincorporated voluntary association which nominated him/her.

13 Termination of Status of Member Bureau

13.1 If the Association in general meeting, on the advice of the Trustees, decides by ordinary resolution to terminate the status of a Citizens Advice Bureau as a Member Bureau, such bureau shall cease to be a Member Bureau forthwith.

13.2 A Member Bureau may terminate its status as a Member Bureau by way of written notice signed by its chair or vice-chair to the Association to that effect. On receipt of such notice by the Association, the bureau shall cease to be a Member Bureau.

- 13.3 Subject to article 13.4 below, the status of Member Bureau shall not be transferable
- 13.4 In the case of an unincorporated voluntary association operating a Member Bureau changing its legal status to become an Incorporated Body the status of Member Bureau shall be transferred between the unincorporated voluntary association and the incorporated Body
- 13.5 The status of Member Bureau which is operated by an unincorporated voluntary association shall cease immediately on the dissolution of such unincorporated voluntary association howsoever caused.
- 13.6 The status of a Member Bureau which is a Incorporated Body shall cease immediately on the receivership, liquidation or striking-off of such company

14 Resignation of Individual Members and Member Bureaux

- 14.1 An individual member of the Association may terminate his/her membership of the Association by way of written notice to the Association to that effect. On receipt of such notice by the Association, that member shall cease to be a member and the Association shall notify the relevant Member Bureau which nominated that member of this fact forthwith. The Member Bureau which nominated that member shall be entitled to nominate another individual to be entered in the register of members in his/her place as being the nominated member of the Association for that bureau and must do so within a period of 28 days.
- 14.2 All individuals who, from time to time, are members of the Association pursuant to Article 11.4.2 hereby acknowledge that he/she is the nominated member of the Association for a specific Member Bureau. Accordingly, each such member hereby irrevocably appoints either the chair or vice-chair from time to time of the voluntary association which operates the relevant Member Bureau which nominated him/her as a member of the Association to sign in his/her name and on his/her behalf any letter of resignation as a member of the Association or such other letter as is required from time to time to satisfy the conditions set out in Article 11, and each such member hereby authorises the Company to accept such letter as terminating his/her membership of the Association.
- 14.3 A Member Bureau, which is itself a member of the Association, may terminate its membership of the Association by way of written notice signed by its chair or vice-chair to the Association to that effect. On receipt of such notice by the Association, the Member Bureau shall cease to be a member.
- 14.4 Without prejudice to any other provisions in the Articles, on a Member Bureau ceasing to have the status of a Member Bureau, however caused:-

- 14.4.1 in the case of a Member Bureau operated by an unincorporated voluntary association, the individual entered in the register of members of the Association as the member of the Association nominated by that Member Bureau shall immediately cease to be a member of the Association, with the unincorporated voluntary association having no entitlement under Article 10 to nominate another individual in his/her place.
- 14.4.2 in the case of a Bureau operated by an incorporated body, the incorporated body shall immediately cease to be a member of the Association.
- 14.4.3 Subject to clause 14.4.4 below, membership of the Association shall not be transferable.
- 14.4.4 In the event of a unincorporated voluntary association that holds the Status of Member Bureau changing it's legal status to that of an incorporated Body, Membership Standards Committee shall remove the name of the individual member nominated by the unincorporated voluntary association from the list of members and shall enter the name of the incorporated body in the list of members.

15 General meetings (meetings of members)

- 15.1 In relation to general meetings, the Trustees:
 - 15.1.1 must ensure that not more than 15 months shall elapse between one annual general meeting and the next; and
 - 15.1.2 may convene a general meeting at any time; and
 - 15.1.3 must convene a general meeting if there is a valid requisition by no less than 10% of the members from time to time; and
 - 15.1.4 may, at their sole discretion, invite third parties (including any persons associated with members) to attend any general meeting, including annual general meetings, as observers. For the avoidance of doubt, any observers may have the right to speak at such meetings, as the Trustees may from time to time determine, but shall have no right to vote, and
 - 15.1.5 the Chairperson of the Association (or the vice-chairperson where the Chairperson is unable to act) may, at any time, convene a general meeting.
- 15.2 The business of each annual general meeting shall include, but not exclusively:-
 - 15.2.1 consideration of the Annual Report from the Trustees on the activities of the Association
 - 15.2.2 consideration of the annual accounts of the Association;
 - 15.2.3 election/re-election of the Trustees and the Office Bearers of the Association as appropriate

16 Notice of general meetings

- 16.1 Subject to 16.5 below, at least 14 clear days' notice must be given of an Annual General Meeting or general meeting. Where the term "clear days" in this Article shall be taken to mean that, in calculating the period of notice, the day after the notice is posted, (or, in the case of a notice contained in an electronic communication, the day after the time when it was sent) and also the day of the meeting, should be excluded;
- 16.2 any notice calling a meeting shall specify the time and place of the meeting (and if the board considers it appropriate, arrangements for members and trustees to participate in the general meeting by way of audio and/or audio-visual links); it shall indicate the general nature of the business to be dealt with at the meeting; and if a special resolution, as defined in Article 19 below 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.
- 16.3 a notice convening an Annual General Meeting shall specify that the meeting is to be an Annual General Meeting; any other general meeting shall be called a General Meeting;
- 16.4 Notice of every general meeting shall be given either in writing or, (where the party to whom notice is given has notified the Association of an address to be used for the purpose of electronic communications), by way of an electronic communication to all the members and Trustees, and (if there are auditors in office at the time) to the auditors.
- 16.5 If a special resolution, as defined in Article 19 below, or a resolution requiring special notice under the Act is to be proposed, at least 42 clear days' notice must be given of an Annual General Meeting or general meeting at which the Special Resolution is to be proposed.
- 16.6 If members and trustees are to be permitted to participate in the meeting by way of audio and/or an audio-visual link, the notice shall:
- 16.6.1 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;
- 16.6.2 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.

- 16.7 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 16.2 to specify the place of the meeting in the notice calling the meeting shall not apply.

17 Procedure at general meetings

- 17.1 No business shall be dealt with at any general meeting unless a quorum is present and where:
- 17.1.1 The quorum for a general meeting shall be such number as represents one-third of the total members from time to time (to the nearest round number), each being a member or a proxy for a member; and
 - 17.1.2 If a quorum is not present within 30 minutes after the time at which a general meeting was due to commence or if, during a meeting, 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.
 - 17.1.3 Where participation in an 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 trustees in one place – the requirement under article 17.1.2 for the Chairperson to fix the place of the adjourned meeting shall not apply.
 - 17.1.4 For the avoidance of doubt, any member who joins the meeting by way of the audio and/or audio visual links set out in the notice of the meeting will count towards the quorum,
- 17.2 The Chairperson of the Association shall (if present and willing to act as Chairperson) preside as Chairperson of each general meeting;
- 17.3 If the Chairperson is unable to attend the meeting or is not willing to act as Chairperson or is not present within 15 minutes after the time at which the meeting was due to commence, the Trustees present at the meeting shall elect from among themselves the person who will act as Chairperson of that meeting; and may, with the consent of the meeting, adjourn the meeting to such time and place as the Chairperson may determine.
- 17.4 Every member shall have one vote, which (whether on a show of hands or on a secret ballot) must be given personally or by proxy. Any votes cast by proxy shall only be valid where the terms of Articles 18.1 to 18.5 below are complied with in full.
- 17.5 Except in the case of Individual Members, Members shall vote through their authorised representatives or proxy.
- 17.6 Individual Members may vote in person or through a duly authorised proxy

- 17.7 A resolution may be decided by postal ballot if so decided by the Trustees.
- 17.8 If there are an equal number of votes for and against any resolution, the Chairperson of the meeting shall be entitled to a casting vote.
- 17.9 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 Voting Members present in person at the meeting); 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.
- 17.10 Any amendment to any special resolution, or resolution requiring special notice by The Act, may only be made by written notice to the company to be received by the company at least 14 clear days before the meeting of members at which the special resolution is to be considered is proposed to take part.
- 17.11 For the avoidance of doubt, any amendment to an ordinary resolution should be presented in writing in advance of the AGM. In the event of an amendment proposed at the meeting of the members this shall be considered at the Chair's discretion.
- 17.12 If a secret ballot is demanded, it shall be taken at the meeting and shall be conducted in such a manner as the Chairperson may direct; the result of the ballot shall be declared at the meeting at which the ballot was demanded.
- 17.13 If the board considers it appropriate, arrangements for members and trustees to participate in the general meeting by way of audio and/or audio-visual links then this may involve two or more members or trustees participating via attendance in person while other members and/or trustees participate via audio and/or audio-visual links; or it may involve participation solely via audio and/or audio-visual links.
- 17.14 If members and trustees are to be permitted to participate in the meeting by way of audio and/or audio-visual link the meeting must be conducted in a manner that ensures, so far as reasonably possible, that those members and trustees 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 to those members and trustees (if any) who are attending in person (and vice versa).
- 17.15 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.

- 17.16 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 17.15, providing reasonable steps are taken to preserve anonymity (while at the same time, maintaining confidence in the validity of the process).

18 Proxies

- 18.1 A proxy appointed to attend and vote at any meeting in place of a member shall have the same right as the member who appointed him/her to speak at the meeting. Except in the case of a proxy acting on behalf of an Individual Member, the proxy must also be a representative of the member and authorised to act on its' behalf.
- 18.2 An instrument appointing a proxy shall be in writing and shall be signed by the appointer or his attorney where applicable. The Trustees may, but shall not be required to, require evidence of the authority of any such attorney. The instrument appointing a proxy does not require to be witnessed.
- 18.3 An instrument appointing a proxy must be left at the Association's registered office or such other place (if any) specified for that purpose in the notice convening the meeting not less than forty-eight hours before the start time of the meeting or adjourned meeting (or in the case of a poll, before the time appointed for taking the poll) at which it is to be used, and in default it shall not be treated as valid.
- 18.4 An instrument appointing a proxy shall be deemed to confer authority to demand, or join in demanding, a poll. The instrument appointing a proxy is also valid for any adjournment of the meeting to which it relates.
- 18.5 A vote given by a proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the instrument of proxy was executed, provided that no intimation in writing of such death, insanity or revocation shall have been received by the Association at the registered office before the commencement of the meeting or the adjourned meeting or poll at which the vote is given.

19 Special resolutions and ordinary resolutions

- 19.1 For the purposes of these Articles, a "special resolution" means a resolution which can only be passed by 75% or more of the votes cast on the resolution at an annual general meeting or general meeting, providing proper notice of the meeting and of the intention to propose the resolution has been given in accordance with Article 16.5, 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 or members absent from the meeting.
- 19.2 In addition to the matters expressly referred to elsewhere in these Articles, the provisions of the Act allow the Association, by special resolution,
- 19.2.1 to alter its name;

19.2.2 to alter its Objects or Activities;

19.2.3 and to alter any provision of these Articles or adopt new Articles of Association.

19.3 For the purposes of these Articles, an “ordinary resolution” means a resolution which can be passed by majority vote (taking account only of those votes cast in favour as compared with those votes against, and (as applicable) the Chairperson’s casting vote, at an annual general meeting or general meeting, providing proper notice of the meeting has been given in accordance with Article 16.1.

20 TRUSTEES

20.1 The maximum number of Trustees shall be thirteen, which shall include an independent Chairperson, any Honorary Officers (namely the Vice Chair and Treasurer) and Co-opted Trustees from time to time.

20.2 There shall be two categories of Trustee, namely: Bureaux Trustees and External Trustees. The Bureaux Trustees shall come from Citizens Advice Bureaux service as defined in Clause 20.3 below and the External Trustees shall come from outwith the Citizens Advice Bureaux service.

20.3 Bureaux Trustees are defined as a volunteer worker, a member of the governing body of a Member Bureau or an employee of any Member Bureau.

20.4 All Trustees appointments will be based on skills and experience. External and Bureaux Trustees shall be individuals recommended to the Trustees and members as suitable by the Nominations Committee.

20.5 There shall be a balance of Bureaux Trustees and External Trustees. Therefore so far as possible there shall always be the same number of Bureaux Trustees and External Trustees to a maximum of six Bureaux Trustees and a maximum of six External Trustees plus an independent Chairperson at any one time.

20.6 Collectively the External Trustees, the Bureaux Trustees and the independent Chairperson shall be referred to as the “Trustees”.

20.7 In relation to the Bureaux Trustees, no more than one Bureau Trustee being a volunteer worker, a member of the governing body and/or employee of any one particular Member Bureau may be a Trustee at any given time.

21 Operational Handbook

- 21.1 Information and procedures relating to the Association may be contained in an Operational Handbook (“the Handbook”) which may contain any matter relating to the administration of the Association as the Trustees may decide except that it may not contain any rule, regulation or procedure that seeks to limit or in any way restrict the powers of the Trustees beyond any restriction or limitation defined by these Articles.
- 21.2 The content of the “the Handbook” shall be reviewed regularly and, if necessary, revised at the sole discretion of the Trustees from time to time.
- 21.3 “the handbook” shall be published in a manner and using appropriate media which will allow continuous access to the detail of the handbook by any Trustee, Staff Member, Committee Member or member of the Association.

22 Appointment of Trustees

- 22.1 Except in the case of Trustees co-opted to fill a casual vacancy, all Trustees, shall be elected at the Annual General Meeting of the Association in accordance with procedures as may be determined by the Trustees from time to time.
- 22.2 All Trustee appointments will be based on merit. Nominations for the CAS Board including the Chairperson of the Association will be based on an individual’s skills and experience.
- 22.3 The Nominations Committee shall recommend to the members and Trustees all individuals wishing to stand for election or re-election as Bureaux and External Trustees who have met the required standard.
- 22.4 The Nominations Committee shall recommend to the members and Trustees an individual wishing to stand as Chairperson of the Association for election by the members.

23 Maximum period in office for Trustees

- 23.1 Subject to Article 23.2 below, and except in the case of a co-opted trustee, every Trustee:-
 - 23.1.1 Shall be eligible to serve a maximum of two three year terms or maximum of six years in any capacity, in accordance with 23.1.2 and 23.1.3 below.
 - 23.1.2 at the third annual general meeting after the date on which they are first elected by the members as a Trustee must stand down but may offer themselves for re-election.
 - 23.1.3 at the sixth annual general meeting after their First Election Date must stand down but may not offer themselves for re-election.

23.1.4 Any person having stood down may not be appointed as a co-opted Trustee if they have served the maximum term of office.

23.2 The Trustees may co-opt Trustees to fill any casual vacancy subject always to the terms of these Articles. Within the limitations of these articles Co-opted Trustees may be either External Trustees, Bureau Trustees or the Chairperson. For the avoidance of doubt, any requirements relating to composition of the Trustees and in relation to the maximum number of Trustees in each category of Trustee must be observed by the Trustees when co-opting any individual. Any person appointed as a Co-opted Trustee shall hold office until the conclusion of the next Annual General Meeting of the Association and shall be eligible to apply to be a Trustee under the terms within Section 22 of these Articles.

24 Remuneration of Trustees

24.1 The Association may remunerate any Trustee in respect of work carried out by him/her for the Association, provided always that the Association complies with the conditions for remuneration set out in section 67 of the 2005 Act and the terms of any Remuneration Policies as may be prescribed from time to time by the Trustees.

25 Termination of office

25.1 A Trustee shall automatically vacate office if:-

25.1.1 they cease to be a Trustee through the operation of any provision of the Act or become prohibited by law from being a Trustee;

25.1.2 they become debarred under any statutory provision from being involved in the management or control of a charity;

25.1.3 they become incapable for medical reasons of fulfilling the duties of their office and such incapacity is expected to continue for a period of more than six months;

25.1.4 they resign office by notice to the Association:

25.1.5 they are removed by the Trustees as per clauses 25.2 and 25.4 below.

25.2 A Trustee may be removed, by the Trustees, if they are absent (without permission of the Trustees or appropriate explanation) from more than three meetings of the Trustees during any single period between two consecutive AGM.

25.3 In the event that any serving Trustee fails to continue to fulfil the eligibility for election to the particular category of Trustee to which they were last elected that Trustee shall be deemed to have vacated his, or her, office.

- 25.4 In the event that any serving Trustee is deemed by the Trustees to have breached their Letter of Appointment, or Code of Conduct then that Trustee will be notified in writing by the Chairperson or authorised alternative Trustee of the grounds of his / her proposed removal and will be given the opportunity to make representations to the Trustees in advance of any vote. To remove a Trustee under this article 25.4 requires 75% of the total number of Trustees then in office (excluding for this purpose the Trustee who is the subject of the vote) to vote in favour of removal.

26 Register of Trustees/Trustees interests

- 26.1 The Trustees shall maintain a register of Trustees, setting out full details of each Trustee, including the date on which he/she became a Trustee, and specifying the date on which any person ceased to hold office as a Trustee and containing details of Trustees' interests.

27 Duties of Trustees

- 27.1 The Trustees shall carry out their duties and exercise their powers always in the best interests of the Association in pursuance of the Association's Objects and, in particular, in accordance with the terms of the Act and the 2005 Act in relation to duties of company directors and charity trustees respectively.
- 27.2 The Trustees shall observe any Codes of Conduct or such other internal regulations as the Association may from time to time prescribe, and, in particular, shall:
- 27.2.1 promote the practice of good governance;
 - 27.2.2 provide leadership of the Association within a framework of prudent and effective controls which enable risk to be assessed and managed;
 - 27.2.3 set the Association's strategic aims, ensure that the necessary financial and human resources are in place for the Association to meet its objectives, and review performance;
 - 27.2.4 develop and promote a collective vision of the Association's purpose, culture, values and the behaviours it wishes to promote;
 - 27.2.5 work effectively with other Trustees and be open and accountable to the Association's members; and
 - 27.2.6 behave at all times with integrity and avoid any conflicts between their personal interests, and those of the Association.

28 Powers of Trustees

- 28.1 Subject to the provisions of the Act, these Articles, and subject to any directions given by special resolution, the Association and its assets and undertaking shall be managed by the Trustees, who may exercise all the powers of the Association.
- 28.2 A meeting of the Trustees at which a quorum is present may exercise all powers exercisable by the Trustees.

29 Trustees Declarations of Interests

- 29.1 The Trustees may, in accordance with the requirements set out in these Articles, authorise any matter proposed to them by any Trustee which would, if not authorised, involve or constitute a Trustee (an "Interested Trustee") breaching or infringing his/her duty under section 175 of the Act to avoid conflicts of interest (the "Conflict").
- 29.2 Any authorisation under Articles 30.1 will be effective only if the matter in question, to the extent permitted by the Act, shall have been proposed by any Trustee for consideration at a meeting of the Board in the same way that any other matter may be proposed to the Trustees under the provisions of these Articles or in such other manner as the Trustees may determine;
- 29.3 any requirement as to the quorum at the meeting of the Trustees at which the matter is considered is met without counting the Interested Trustee; and the matter was agreed to without the Interested Trustee voting or would have been agreed to if the Interested Trustee had not been counted in the vote.
- 29.4 Any authorisation of a matter under Articles 30.1 may (whether at the time of giving the authority or subsequently):
 - 29.4.1 Extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the matter so authorised;
 - 29.4.2 Be subject to such terms and for such duration, or impose such limits or conditions as the Trustees may determine on the Interested Trustee; or
 - 29.4.3 Be terminated or varied by the Trustees at any time. This will not affect anything done by the Trustee prior to such termination or variation in accordance with the terms of the authorisation.
- 29.5 Where the Trustees authorise a Conflict they may provide, without limitation (whether at the time of giving the authority or subsequently) that the Trustee:
 - 29.5.1 is excluded from discussions (whether at meetings of the Trustees or otherwise) related to the Conflict;

29.5.2 is not given any documents or other information relating to the Conflict; or may or may not vote (or may or may not be counted in the quorum) at any future meeting of Trustees in relation to any resolution relating to the Conflict.

29.6 Notwithstanding the fact that the Trustees have made provisions (or otherwise) under this Article, the Interested Trustee whose Conflict has been authorised shall not be in breach of his/her duties to the Association where the Interested Trustee, of his/her own accord, does not attend any discussions, refuses to receive any documents or information relating to the Conflict or refuses to vote on any resolution relating to the Conflict (or refuses to do or does any similar action).

29.7 Where the Trustees authorise a Conflict:

29.7.1 the Interested Trustee will be obliged to conduct himself/herself in accordance with any terms imposed by the Trustees in relation to the Conflict;

29.7.2 the Interested Trustee will not breach or infringe any duty he/she owes to the Association by virtue of sections 171 to 177 of the Act provided he/she acts in accordance with such terms, limits and conditions (if any) as the Trustees may impose in respect of its authorisation; and

29.7.3 the Trustees may decide (whether at the time of giving the authority or subsequently) that, if a Trustee has obtained any information through his/her involvement in the Conflict otherwise than as a Trustee of the Association and in respect of which he/she owes a duty of confidentiality to another person, the Trustees is under no obligation to:

29.7.4 disclose such information to the Trustees or to any Trustee or other officer or employee of the Association; or use or apply any such information in performing his/her duties as a Trustee where to do so would amount to a breach of that confidence and, accordingly, by not disclosing, using or applying such information, the Trustee shall not be in breach or infringe his/her duties to the Association in terms of Sections 171 to 177 of the Act

29.7.5 A Trustee is not required, by reason of being a Trustee (or because of the fiduciary relationship established by reason of being a Trustee), to account to the Association for any remuneration, profit or other benefit which he/she derives from or in connection with a relationship involving a Conflict which has been authorised by the Trustees or by the Association (subject in each case to any terms, limits or conditions attaching to that authorisation) and no contract, agreement or arrangement relating to a Conflict that has been authorised by the Board shall be liable to be avoided on such grounds.

30 Personal interests

- 30.1 A Trustee who is in any way, whether directly or indirectly interested in a proposed transaction or arrangement with the Association shall declare the nature and extent of his/her interest to the other Trustees before the Association enters into the transaction or arrangement in accordance with the Act. For the purposes of this Article, a Trustee shall be deemed to have a personal interest in an arrangement if any partner or other close relative of his/hers or any firm of which he/she is a partner or any limited company of which he/she is a substantial shareholder or Trustee (or any other party who/which is deemed to be connected with him/her for the purposes of the Act), has a personal interest in that arrangement.
- 30.2 A Trustee who is in any way, whether directly or indirectly, interested in any transaction or arrangement that has been entered into by the Association shall declare the nature and extent of his/her interest to the other Trustees as soon as is reasonably practicable in accordance with the Act, unless the interest has already been declared.
- 30.3 Subject, where applicable, to the disclosures required under these Articles, and to any terms and conditions imposed by the Trustees in accordance with these Articles a Trustee shall be entitled to vote in respect of any proposed or existing transaction or arrangement with the Association in which he/she is interested and if he/she shall do so, his/her vote shall be counted and he/she shall be taken into account in ascertaining whether a quorum is present.
- 30.4 A Trustee need not declare an interest under these Articles:
- 30.4.1 if it cannot reasonably be regarded as likely to give rise to a conflict of interest;
 - 30.4.2 of which the Trustee is not aware, although for this purpose a Trustee is treated as being aware of matters of which he/she ought reasonably to be aware;
 - 30.4.3 if, or to the extent that, the other Trustees are already aware of it, and for this purpose the other Trustees are treated as aware of anything of which they ought reasonably to be aware; or
 - 30.4.4 if, or to the extent that, it concerns the terms of his/her service contract that have been, or are to be, considered at a meeting of the Trustees.
 - 30.4.5 Provided he/she has declared his/her interest, a Trustee will not be debarred from entering into an arrangement with the Association in which he/she has a personal interest and may retain any personal benefit which he/she gains from his/her participation in that arrangement.

31 HONORARY OFFICERS

- 31.1 At the Annual General Meeting, the members shall elect the Chairperson of the Association. The Trustees will appoint the Vice Chair and Treasurer from the Trustees elected by the members at an Annual General Meeting.
- 31.2 For the avoidance of doubt, an Honorary Officer position cannot be a Trustee who is a paid employee of a Member Bureau.
- 31.3 A person elected to any Honorary Officer position shall cease to hold that office if he/she ceases to be a Trustee, for any reason, or resigns from that office by written notice to that effect.
- 31.4 Any casual vacancy arising in the office of the Chairperson position may be filled by decision of the Trustees until the date of the next Annual General Meeting.
- 31.5 The Trustees shall determine the role, responsibilities and duties of the Chairperson, the Vice Chair and Treasurer and shall provide each with such information as is reasonably necessary to enable them to execute their duties effectively.

32 TRUSTEES' MEETINGS

- 32.1 Trustees meetings will be held on a regular basis at the discretion of the Trustees.
- 32.2 Any Trustee may call a meeting of the Trustees or request the Secretary (if any) to call a meeting of the Trustees.
- 32.3 The Trustees may agree to confirm decisions by telephone, electronic communication (including by e-mail or text) or by written resolution as alternatives to confirming decisions at Trustees' meetings or meetings of sub-committees as applicable.
- 32.4 A Trustee may participate in a meeting of the Trustees (or of a committee of Trustees) by means of electronic communication (including, but not limited to, Skype,) provided that those participating in the meeting are able to communicate interactively with all other parties participating in the meeting. Participation in this manner is deemed to constitute presence in person at the meeting for the purpose of establishing a quorum.
- 32.5 Questions arising at a meeting of the Trustees shall be decided by a majority of votes; if an equality of votes arises, the Chairperson of the meeting shall have a second or casting vote.
- 32.6 No business shall be dealt with at a meeting of the Trustees unless a quorum is present; the quorum for meetings of the Trustees shall be six. For the avoidance of doubt, no account shall be taken of the category of Trustees (Bureaux Trustees or External Trustees) when determining whether a quorum is properly constituted.

- 32.7 If at any time the number of Trustees in office falls below the number required to constitute a quorum, the remaining Trustees(s) may act only for the purpose of filling vacancies or of calling a general meeting.
- 32.8 Unless he/she is unwilling to do so, the Chairperson of the Association shall preside as Chairperson at every Trustees' meeting at which he/she is present; if the Chairperson is unable to attend a Trustees' meeting or is unwilling to act as Chairperson or is not present within 15 minutes after the time when the meeting was due to commence, the Vice Chair shall act as Chairperson of the meeting, failing which the Trustees present shall elect from among themselves the person who will act as Chairperson of the meeting.
- 32.9 The Trustees may, at their discretion, allow any person who they reasonably consider appropriate, to attend and speak at any meeting of the Trustees (for example, any unpaid advisers etc.); for the avoidance of doubt, any such person who is invited to attend a Trustees' meeting shall not be entitled to vote.
- 32.10 A Trustee shall not vote at a Trustees' meeting (or at a meeting of a committee) on any resolution concerning a matter in which he/she has a personal interest which conflicts (or may conflict) with the interests of the Association unless authorised to do so by the other Trustees in accordance with procedures set out in these Articles.
- 32.11 A Trustee 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.
- 32.12 The Trustees may be paid all travelling and other expenses reasonably incurred by them in connection with their attendance at meetings of the Trustees, general meetings, or meetings of committees, or otherwise in connection with the carrying-out of their duties.
- 32.13 The Association may, by ordinary resolution, suspend or relax to any extent – either generally or in relation to any particular matter.

33 Delegation to Standing-Committees

- 33.1 The Trustees may delegate any of their powers to any Standing Committee consisting of one or more Trustees and such other persons (if any) as the Trustees may determine; they may also delegate to the Chairperson of the Association, or to any other Trustee, such of their powers as they may consider appropriate. Any delegation of powers under this Article may be made subject to:-
- 33.1.1 such conditions as the Trustees may impose and may be revoked or altered; and:
- 33.1.2 such rules of procedure for any Standing Committee shall be as prescribed by the Trustees;

- 33.1.3 Any Standing Committee shall be directly accountable to the Trustees and shall be chaired by a Trustee appointed by the Trustees.
- 33.2 There shall be such Standing Committees as the Trustees may from time to time determine, including, but not limited to, the following:
- 33.2.2 a Nominations Committee, whose remit would, broadly, be to recommend to the members and Trustees all individuals wishing to stand for election or re-election as External and Bureaux Trustees or a Chairperson; who have met the standards required;
- 33.2.3 a Membership Standards Committee, whose remit would, broadly, be to admit, monitor and maintain standards of membership of the Association, under such powers and authority as the Trustees may determine from time to time;
- 33.2.4 a Development Committee, whose remit would, broadly, be to provide support for the improvement, growth and development of the Citizens Advice Bureaux service under such powers and authority as the Trustees may determine from time to time ; and
- 33.2.5 a Policy Forum whose remit would, broadly, be to debate and discuss policy issues and to make recommendations to the Trustees in relation thereto. For the avoidance of doubt the Policy Forum shall have no power to decide the policy of the association and shall not hold any powers or authority other than to discuss and recommend the introduction of new policies or the alteration of existing policies.
- 33.3 For the avoidance of doubt, the remits of each of the above mentioned Committees are outlined in broad and general terms only and nothing contained herein shall prevent the Board from delegating to any Committee such further responsibilities and duties as it may see fit from time to time.
- 33.4 Subject to paragraph 33.4.1 below, members of Standing Committees shall be elected at the Annual General Meeting (except in the case of any Trustees who shall be selected by the Trustees or co-opted by the policy forum).
- 33.4.1 In respect of those committee members elected at the Annual General Meeting any casual vacancy caused by the death, resignation or removal for any reason may be filled by co-option by the relevant standing committee. Any individual co-opted pursuant of this article shall stand down at the next Annual General Meeting after co-option. Such term of office shall not be considered as part of the first term for that individual.

- 33.5 Subject to 33.5.1 below, all Standing Committees shall consist of a maximum of 12 individuals elected at the Annual General meeting plus the Chairperson.
- 33.5.1 The Standing Committee known as the Policy Forum shall consist of:
1. a maximum of 12 members elected at the Annual General Meeting
 2. a chairperson appointed by The Trustees
 3. a maximum of 4 additional Trustees appointed by the Trustees
 4. a maximum of 8 individuals co-opted by the Policy Forum
- 33.6 The Chairperson of any Standing Committee shall be a Trustee appointed by the Trustees.
- 33.7 If for any reason it is known in advance that the Trustee appointed by the Trustees to be Chairperson of a standing Committee is unavailable for any reason to chair any particular meeting the Chair, or Vice-Chair of the Association shall arrange for another Trustee to chair that particular meeting. The Chair or Vice-Chair, as appropriate, may appoint him/herself if they so wish but need not do so.
- 33.8 The quorum necessary for the conduct of any business by a Standing Committee shall be six which may include the Chair.
- 33.9 No employee of the Association may be a member of a Standing Committee.
- 33.10 Subject to Article 33.11 each individual elected as a member of a standing committee shall serve a term of up to three years but may stand for re-election and, if re-elected, may serve a second consecutive term of up to three years after which they shall be required to stand down but may stand for election at the next again Annual General Meeting after they have stood down having completed their second three year term.
- 33.11 Any individual co-opted by the Policy Forum shall be required to stand down after a period of three years but may be co-opted by the Policy Forum for a further three year term. Any co-opted member of the Policy Forum that has been required to stand down after two terms may not be co-opted to the Policy Forum for a period of one year from the date that they were required to stand down.
- 33.12 For the avoidance of doubt the above articles apply to each committee independently and nothing in this article shall prevent an individual serving on two or more Standing Committees at any given time or preventing any individual from standing for election, or being co-opted to any particular committee during a period that that

individual is ineligible to stand for election, or to be co-opted to, any other committee provided that such an individual is eligible and is appointed within the terms of these Articles of Association.

33.13 At the first Annual General Meeting following the adoption of these articles four elected members of each Standing Committee shall stand down, but may stand for re-election at that AGM. At the second Annual General Meeting following the adoption of these articles a further four elected members of each Standing Committee shall stand down, but may stand for re-election at that AGM.

33.14 The order in which individual Standing Committee members shall be required to stand down shall be determined by the Trustees at the first meeting of the Trustees following the Annual General Meeting at which these articles are adopted.

Delegation to Sub-Committees

33.15 The Trustees may from time to time establish, terminate and delegate any of their powers to Sub-Committees, including working groups and fora, as it sees fit. Any such Sub-Committees shall be directly accountable to the Trustees.

33.16 The Trustees, at their entire discretion, shall have the power to select, remove and replace the members of any such Sub-Committees, who may or may not be Trustees.

ADMINISTRATION

34 Operation of bank accounts

34.1 Only Trustees authorised to do so by the Association may carry out operations (other than lodgement of funds) on the bank, building society or other financial institution accounts held by the Association. Any Trustees authorised for these purposes must carry out operations in accordance with any requirements prescribed from time to time by the Association's bankers or investment managers or such as persons as may be dealing with the Association's accounts or funds. Nothing in this clause shall prevent the administrative task of making due and lawful payments by duly authorised employees of the association in respect of proper debts and liabilities of the company while subject to scrutiny and instruction of the Trustees or an individual Trustee appointed by the Trustees for that purpose

35 Company Secretary

35.1 The Trustees may in their sole discretion decide to appoint a Secretary for such term, at such remuneration (if any), and upon such conditions, as they may think fit; the Secretary may be removed and replaced or not (at the Trustees' sole discretion) by the Trustees at any time.

36 Minutes

- 36.1 The Trustees shall ensure that minutes are made of all proceedings at general meetings, Trustees' meetings and meetings of committees; a minute of any meeting shall include the names of those present, and (as far as possible) shall be agreed at the next meeting of the Trustees or committees as appropriate.

37 Accounting records and annual accounts

- 37.1 The Trustees shall ensure that proper accounting records are maintained in accordance with all applicable statutory requirements for both companies and charities.
- 37.2 No member shall (unless he/she is a Trustee) have any right of inspecting any accounting or other records, or any document of the Association, except as conferred by statute or as authorised by the Trustees or as authorised by ordinary resolution of the Association.

38 Notices

- 38.1 Any notice, document or other information shall be deemed served on or delivered to the intended recipient:-

38.1.2 if handed to them in person;

38.1.3 if properly addressed and sent by pre-paid UK first class post to an address (last intimated by him/her/them) to the company in the UK 48 hours after it is posted;

38.1.4 a member whose registered address is not within the United Kingdom shall be entitled to receive notices at such address and such notices shall be sent to the member by airmail. Notices sent overseas shall be deemed to be given at the expiry of a period of 5 days after the envelope containing it was posted. Sections 1143 to 1148 together with schedule 4 and 5 of the Act shall apply;

38.1.5 if properly addressed and delivered by hand, when it was given or left at the appropriate address;

38.1.6 if properly addressed and sent or supplied by electronic mail (e-mail) (in the case of a member who has notified the Association of an address to be used for the purpose of electronic communications) one hour after the e-mail was sent or supplied; and

38.1.7 if sent or supplied by means of a website, when the material is first made available on the website or (if later) when the recipient receives (or is so deemed to have received) notice of the fact that the material is on the website.

- 38.2 For the purposes of this Article, no account will be taken of any part of a day that is not a business day (where a "business day" means any day (other than a Saturday, Sunday or public holiday in

Scotland) on which clearing banks in Edinburgh are generally open for business).

- 38.3 In proving that any notice, document or other information was properly addressed, it shall be sufficient to show that the notice, document or other information was delivered to an address permitted for the purposes of the Act.

MISCELLANEOUS

39 Winding-up

- 39.1 If the Association is dissolved or wound up, and there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, then the property shall not be paid to or distributed among the members of the Association, but shall be paid, given, transferred or distributed to such body or bodies to be determined by the members of the Association at the time of the dissolution or winding up:

39.1.2 being a charitable body or bodies having objects similar to the Objects of the Association; and

39.1.3 being a charitable body or bodies which shall prohibit the distribution of its or their assets, income and property among its or their members to an extent at least as great as is imposed on the Association,

39.1.4 or failing which, such other charitable body or bodies as are willing to take the property of the Association.

40 Indemnity

- 40.1 Without prejudice to Articles 95 and 99 and subject to the provisions of and to the extent permitted by the Act, but without prejudice to any indemnity to which the person concerned may otherwise be entitled, every Trustee or other officer of the Association (other than any person (whether an officer or not) engaged by the Association as auditor) shall be indemnified out of the assets of the Association against any liability incurred by him/her for negligence, default, breach of duty or breach of trust in relation to the affairs of the Association, provided that this Article shall be deemed not to provide for, or entitle any such person to, indemnification to the extent that it would cause this Article, or any element of it, to be treated as void under the Act.

- 40.2 Subject to the Act and any agreement made between a Trustee and the Association in accordance with the Act, a Trustee shall be indemnified out of the Association's assets against any expenses which that Trustee incurs in connection with:

40.2.2 civil proceedings in relation to the Association (unless judgment is given against the Trustee and the judgment is final);

40.2.3 criminal proceedings in relation to the Association (unless the Trustee is convicted and the conviction is final); or any application for relief from liability for negligence, default, breach of duty or breach of trust in relation to the Association (unless the court refuses to grant the Trustee relief, and the refusal is final).

40.3 For the purposes of Article 40.1 above judgement, conviction or refusal of relief becomes final if the period for bringing an appeal (or any further appeal) has ended; and any appeal brought is determined, abandoned or otherwise ceases to have effect.

40.4 Every Trustee or other officer or auditor of the Association shall be indemnified out of the assets of the Association against any loss or liability which he/she may sustain or incur in connection with the execution of the duties of his/her office; that may include, without prejudice to that generality, any liability incurred by him/her 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 any liability in connection with an application in which relief is granted to him/her by the court from liability for negligence, default or breach of trust in relation to the affairs of the Association.

40.5 The indemnity contained in article 40.3 shall be subject to the provisions of the Act and is without prejudice to any other indemnity to which a Trustee may otherwise be entitled.

41 Insurance

41.1 Subject to the Act, the Trustees may decide to purchase and maintain insurance, at the expense of the company, for the benefit of any relevant officer in respect of any relevant loss. In this Article:-

41.2 a "**relevant officer**" means any Trustee or former Trustee of the Association, any other officer or employee or former officer or employee of the Association or its associate (but not the auditors), or any trustee of a pension fund or employee benefits trust of the Association;

41.3 a "**relevant loss**" means any loss or expenditure which has been or may be incurred by a relevant officer in connection with that relevant officer's duties, powers or responsibilities in relation to the Association or an associate or its pension fund or employee benefits trust; and an "**associate**" means any subsidiary or subsidiary undertaking or holding company of such company and any other subsidiary or subsidiary undertaking of any holding company of such company ("holding company" and "subsidiary company" having the meanings set out in section 1159 and Schedule 6 of the Act).

42 Liability of Members

42.1 The liability of the members is limited to ONE POUND (£1.00). Every member of the Association undertakes to contribute to the assets of the Association in the event of the same being wound up

while he is a member, or within one year after he ceases to be a member, for payment of the:-

42.1.2 debts and liabilities of the Association contracted before he ceases to be a member;

42.1.3 costs, charges and expenses of winding up,

42.1.4 and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding ONE POUND.

43 Interpretation

43.1 In these Articles:

“**Act**” means the Companies Act 2006 and any reference in these Articles to a provision of the Act shall be taken to include any statutory modification or re-enactment of that provision which is in force at the time;

“**Articles**” means these Articles of Association and any reference to “**Article**” shall be a reference to a specific article therein;

“**electronic communication**” has the same meaning as is assigned to that expression in the Electronic Communications Act 2000;

“**Member Bureaux**” means, those organisations that have been awarded the Status of Member Bureau by the Membership Standards Committee pursuant of these articles of association

“**person**” means any individual, organisation or body including any authorised representative of any organisation or body;

“**Incorporated Body**” means any Body that is incorporated under any form of incorporation which permits that Body to be a member of a limited company. Any company limited by guarantee and any Scottish Charitable Incorporated Organisation are expressly but not exclusively included within the term “Incorporated Body”

43.2 Save as otherwise specifically provided in these Articles, words and expressions which have particular meanings in the Model Articles for private companies limited by guarantee (as set out in The Companies (Model Articles) Regulations 2008) shall have the same meanings in these Articles. Unless the context requires otherwise, words or expressions used in these articles bear the same meaning as in the Act (as said Act is in force at the date of adoption of these articles).

43.3 For the avoidance of doubt:-

43.3.2 headings in these Articles are used for convenience only and shall not affect the construction or interpretation of these Articles.

43.3.3 unless expressly provided otherwise, a reference to a statute, statutory provision or subordinate legislation is a

reference to it as it is in force from time to time, taking account of: any subordinate legislation from time to time made under it; and any amendment or re-enactment and includes any statute, statutory provision or subordinate legislation which it amends or re-enacts,

43.3.4 words importing any gender shall include all other genders;

43.3.5 reference in these articles to the singular shall be deemed to include the plural; and

43.3.6 any phrase introduced by the terms "including", "include", "in particular" or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms.