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Please do not  
write in this  
binding margin

THE COMPANIES ACTS 1948 TO 1981

**Declaration of compliance with the  
requirements on application for  
registration of a company**

Form No. 41a

**41a**

Pursuant to section 3(5) of the Companies Act 1980

For official use

Company number

For official use box

Company number box

Please complete  
legibly, preferably  
in black type, or  
bold block  
lettering

\*Insert full name  
of Company

Name of Company

WOLVERHAMPTON CITIZENS ADVICE BUREAUX

Limited

I, BENJAMIN GEORGE

of Lincoln Lodge 2 Tettenhall Road Wolverhampton  
West Midlands

Solicitor

do solemnly and sincerely declare that I am a Solicitor of the Supreme Court  
engaged in the formation

of Wolverhampton Citizens Advice Bureaux

Limited

†Please indicate  
whether you are  
a Solicitor of  
the Supreme  
Court (or in  
Scotland a  
Solicitor) or  
engaged in the  
formation of the  
Company, or  
a person named  
as director or  
secretary of the  
company in the  
statement  
delivered under  
section 21 of the  
Companies Act  
1976

and that all the requirements of the Companies Acts 1948 to 1981  
in respect of the registration of the said company  
and of matters precedent and incidental thereto have been complied with.  
And I make this solemn Declaration conscientiously believing  
the same to be true and by virtue of the provisions of the  
Statutory Declarations Act 1835

Declared at WOLVERHAMPTON

In the County of West Midlands

the 20th day of August

One thousand nine hundred and eighty five

before me

John Manton  
A Commissioner for Oaths or Notary Public or Justice of the  
Peace or Solicitor having the powers conferred on a  
Commissioner for Oaths

Signature of Declarant

Ben George

Presenter's name, address and  
reference (if any):

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*Limited  
By Guarantee*

THE COMPANIES ACT 1948 to 1981

COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

1946618 / 2

MEMORANDUM OF ASSOCIATION OF

WOLVERHAMPTON CITIZENS ADVICE BUREAUX

1. The name of the company is "WOLVERHAMPTON CITIZENS ADVICE BUREAUX".

2. The registered office of the Company will be situated in England.

3. The objects for which the Company is established are to promote any charitable purposes for the benefit of the community in the Metropolitan Borough of Wolverhampton and adjacent areas (hereinafter called the "area of benefit") by the advancement of education, the protection of health and the relief of poverty, distress and sickness.

In furtherance of the above objects but no further or otherwise the Company shall have the following powers:-

(a) To establish and conduct Citizens Advice Bureaux as centres to provide a free confidential and impartial service of advice, information and counsel for the public and for the implementation thereof.

(b) To obtain, collect, issue appeals for and receive money and other assets by way of contributions, donations, subscriptions, legacies, grants and any other lawful method and accept and receive gifts of property of any description (whether subject to any special trusts or not).

(c) To procure to be written and print, publish, issue and circulate any reports or periodicals, books, pamphlets, leaflets, or other documents including computer software and to provide computer services.

(d) To arrange and provide for or join in arranging and providing for the holding of exhibitions, meetings, lectures and classes.

(e) To promote, encourage and undertake organised research and experimental work and disseminate the results of such research.

(f) To affiliate or become affiliated to any charitable institution having charitable purposes only and acquire and undertake all or

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any part of the assets, liabilities and engagements of any such institution which the Company may lawfully acquire.

(g) To co-operate and enter into arrangements with any authorities, national, local or otherwise and to obtain from any such authorities any rights, privileges and concessions.

(h) To borrow and raise money subject to such consents as may be required by law for the furtherance of the objects of the Company in such manner and on such security as the Company may think fit.

(i) To invest the monies of the Company not immediately required for the furtherance of its objects in or upon such investments, securities or assets as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law.

(j) To purchase, take on lease or in exchange, hire or otherwise acquire and hold and (with such consents as by law required) to sell, lease or otherwise dispose of any real or personal estate, stock, effects and assets (whether or not subject to any trusts). To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Company with a view to the furtherance of its objects.

(k) Subject to Clause 4 hereof to employ and pay such staff and other professional advisers as are necessary for the furtherance of the objects of the Company.

(l) To make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees.

(m) To establish and support or aid the establishment and support of any charitable trusts, associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with or calculated to further any of the objects of the Company.

(n) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company.

(o) To insure and arrange insurance cover for the Company from and against all risks incurred in the course of its activities.

(p) To do all such other lawful things as are necessary for the attainment of the above objects or any of them.

Provided that:-

(i) In case the Company shall take or hold any property which may be subject to any trusts, the Company shall only deal with or invest the same in such manner as allowed by law having regard to such trusts.

(ii) The objects of the Company shall not extend to the regulation of relations between workers and employers or organisation of workers and organisation of employers.

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(iii) In case the Company shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Company shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law and as regards any such property the Committee of Management of the Company shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults and for the due administration of such property in the same manner to the same extent as they would as such Committee of Management have been if no incorporation had been effected, and the incorporation of the Company shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such Committee of Management but they shall as regards any such property be subject jointly and separately to such control or authority as if the Company were not incorporated.

4. The income and property of the Company shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Company and no members of its Committee of Management shall be appointed to any office of the Company paid by salary or fees or receive any remuneration or other benefit in money or monies worth from the Company.

Provided that nothing herein shall prevent any payment in good faith by the Company:-

(a) of reasonable and proper remuneration of any member, officer or servant of the Company (not being a member of the Committee of Management) for any services rendered to the Company and any reasonable expenses necessarily incurred in carrying out the duties;

(b) of interest on money lent by any member of the Company or of its Committee of Management at a reasonable and proper rate per annum not exceeding 2 per cent less than the published base lending rate of clearing bank to be selected by the Committee of Management;

(d) of reasonable out-of-pocket expenses to any member of its Committee of Management;

(e) of such reasonable and proper remuneration to one or more staff members of the Committee of Management for time, skill and attention devoted to the affairs and business of the Company as Organiser or as a worker as the Committee of Management or directors shall from time to time decide. But so that (i) the number of members of the Committee of Management so remunerated shall always be less than a majority of the quorum of the Committee of Management from time to time (ii) every member of the Committee of Management to be remunerated shall be absent from every part of any meeting at which any matters relating to his own appointment or remuneration shall be discussed or decided and shall not vote thereon and (iii) the amount of all such remuneration shall be disclosed in writing to all the other members of the Committee of Management annually;

(f) Of fees remuneration or other benefit in money or monies worth to any company of which a member of the Committee of Management may also be a member holding not more than one hundredth part of the capital of such company.

5. The liability of the members is limited.

6. Every member of the Company undertakes to contribute to the assets of the Company, 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 debts and liabilities of the Company contracted before he ceased to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding one pound (£1.00).

7. If upon the winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the members of the Company but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Company and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Company under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Company at or before the time of dissolution and, if and so far as effect cannot be given to such provision, then to some other charitable object.

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WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company, in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

Names, addresses and descriptions of Subscribers	Number of shares taken by each Subscriber
--	---

*[Signature]*  
(CHARLES JOAN CARDER)  
1A BUCKINGHAM ROAD  
WOLVERHAMPTON  
WEST MIDLANDS  
WV4 5TL  
(RETIRED)

*[Signature]*  
(ALEC GILLOTT)  
39 MOUNT ROAD  
PENNY  
WOLVERHAMPTON  
WEST MIDLANDS  
WV4 5SP  
(CHARTERED ACCOUNTANT)

Dated 12TH AUGUST 1985

Witness to the above Signatures:-

*[Signature]*  
H. MERCADO

Mrs. H. MERCADO,  
36 CHERRINGTON GARDENS,  
COMPTON, WOLVERHAMPTON WV6 8AJ

(Deputy Organizer)

THE COMPANIES ACTS 1948 to 1981

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COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF

WOLVERHAMPTON CITIZENS ADVICE BUREAUX

GENERAL

1. In these presents the words standing in the first column of the Table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context:-

WORDS

MEANINGS

The Act

The Companies Act 1948 (as amended).

These Presents

These Articles of Association and the regulations of the Company from time to time in force.

The Company

The above-named Company.

The Committee

The Committee of Management or the Board of Directors of the Company for the time being.

The Office

The registered office of the Company.

The Seal

The Common Seal of the Company.

The United Kingdom

Britain and Northern Ireland.

Month

Calendar Month.

In Writing

Written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form.

Any words importing the singular number only shall include the plural number and vice versa.

Words importing the masculine gender only shall include the feminine gender and words importing persons shall include corporations.



Subject as aforesaid, any words or expressions defined in the Act or any statutory modifications thereof in force at the date on which these presents become binding on the Company shall, if not inconsistent with the subject or context, bear the same meanings in these presents.

#### OBJECTS

2. The Company is established for the objects expressed in the Memorandum of Association.

#### MEMBERS

3. The number of members with which the Company proposed to be registered is unlimited.

(a) The Subscribers to the Memorandum of Association and such other persons as the Committee shall admit to membership shall be members of the Company. Membership of the Company shall be open to any inhabitant of the area of benefit of 18 years of age and upwards on making application in writing and paying the current annual subscription. The Committee shall not unreasonably reject any application for admission to membership.

(b) The provisions of Section 110 of the Act shall be observed by the Company and every member of the Company shall either sign a written consent on becoming a member or sign the register of members on becoming a member.

(c) Membership shall not be transferable and shall cease on death.

4. The Committee may also at its discretion, by a two-thirds majority of the members of the Committee present and voting terminate the membership of any member of the Company. Provided that the Committee shall not so act unless and until the member shall have been accorded a right to be heard by the Committee, or, at its discretion, by a duly authorised subcommittee or duly authorised representatives of the Committee.

5. Unless the members of the Committee or the Company in General Meeting shall make other provision the members of the Committee may in their absolute discretion permit any member of the Company to resign provided that after such resignation the number of members is not less than two.

6. Subject as aforesaid the Committee may propose regulations in respect of membership and recommend a rate of subscription which shall be subject to ratification by the members in General Meeting.

#### GENERAL MEETING

7. The Company shall hold a General Meeting of members in every calendar year as its Annual General Meeting at such time and place as may be determined by the Committee and shall specify the meeting as such in the notices calling it. Every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting and that so

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long as the Company holds its first Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year.

8. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.

9. The Committee may, whenever it thinks fit, convene an Extraordinary General Meeting and Extraordinary General Meetings shall also be convened on such requisition or in default may be convened by such requisitionists, as provided by Section 132 of the Act.

10. Twenty-one days' notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution and at least fourteen days' notice in writing of every other General Meeting (exclusive in every case both of the day on which the notice is served or deemed to be served and of the day for which it is given) specifying the place, the day and the hour of the meeting and in the case of special business the general nature of that business shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under these presents or under the Act entitled to receive such notices from the Company and to the Area Officer of the National Association of Citizens Advice Bureaux but with the consent of all the members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Act in the case of meetings other than Annual General Meetings, a meeting may be convened on such notice as those members think fit.

11. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding at any meeting.

#### PROCEEDINGS AT GENERAL MEETINGS

12. All business transacted at an Extraordinary General Meeting shall be deemed special business, as shall all business that is transacted at an Annual General Meeting with the exception of the consideration of the Income and Expenditure Accounts and Balance Sheets, the reports of the Committee and of the Auditors the election of members of the Committee in the place of those retiring and the appointment and the fixing of remuneration of the Auditors.

13. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided five members personally shall be a quorum.

14. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place or at such other place as the Committee may determine. If at such adjourned meetings a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum.

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15. The Chairman (if any) of the Committee shall preside as Chairman at every General Meeting, but if there be no such Chairman or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same or shall be unwilling to preside the members present shall choose a member of the Committee or if no Committee member be present or if all the members of the Committee present decline to take the chair then the members present shall choose one of their numbers to preside.

16. The Chairman may, with the consent of any 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 but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment or of the business to be transacted at an adjourned meeting.

17. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chairman or by at least three members present, and unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, as a result of a show of hands, and an entry to that effect in the minute book of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.

18. Subject to the provision of Article 19, if a poll be demanded in manner aforesaid, it shall be taken at such time and place and in such manner, as the Chairman of the meeting shall direct and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

19. No poll shall be demanded on the election of a Chairman of a meeting or on any question of adjournment.

20. In the case of equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote.

21. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

#### VOTES OF MEMBERS

22. Subject as hereinafter provided, every member shall have one vote.

23. Save as herein expressly provided no member other than a member duly registered who shall have paid every subscription and other sum (if any) which shall be due and payable to the Company

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in respect of his membership shall be entitled to vote on any question at any General Meeting.

#### ANNUAL PUBLIC MEETING

24. In addition to the General Meeting referred to in Articles 7 to 21 above the Company shall hold an Annual Public Meeting in every calendar year before the Annual General Meeting and of which fourteen days public notice shall be given.

25. The Committee shall publicise every Annual Public Meeting in the locality and shall take steps to invite to and encourage the attendance and representation at it of the local authority (or local authorities) and as many relevant local organisations and interest groups and interested local people as possible.

26. The proceedings of the Annual Public Meeting shall be conducted as the Committee shall decide, regard being had to the parallel provisions for the proceedings at General Meetings set out above.

27. At the Annual Public Meeting a financial statement of the Bureaux and a report of the Committee shall be considered and shall be open for discussion.

28. In addition the names of the members of the Committee retiring and the names of any persons to be proposed for election to the Committee at the Annual General Meeting shall be mentioned and any further person or persons may then be nominated for election and those present shall be advised that only Registered members of the Bureaux shall be eligible to vote for any such nominee at the Annual General Meeting of the Company. It shall be proper for the Annual Public Meeting to express views upon the size and the composition of the Committee and the activities and organisation of the Bureaux.

#### COMMITTEE OF MANAGEMENT

29. The Committee shall take reasonable steps to ensure that it is fully representative of all relevant local organisations and interest groups and interested local people. It shall further take into account the views expressed under the provisions of the previous Article.

30. (i) Until otherwise determined by members in General Meeting, the number of the members of the Committee shall not be less than 12 nor more than 30.

(ii) The Committee shall consist of representatives:-

(a) of the voluntary workers in the proportion set out in Schedule 1; and

(b) of those organisations specified in Schedule 2 to these presents, which shall be not more than 12 in number; and

(c) elected members.

31. The first members of the Committee shall be the subscribers to the Memorandum of Association.

32. At the first Annual General Meeting after the incorporation of the Company all elected members shall retire from office and shall be eligible for re-election. At each subsequent Annual General Meeting one-third of the members of the Committee for the time being, other than those appointed under the provision of Schedule 1 and 2, or if their number is not a multiple of three then the number nearest to one-third shall retire from office but shall be eligible for re-election.

33. The members of the Committee to retire shall be those who have been longest in office since their last election or appointment. As between members of equal seniority the members to retire shall be in the absence of agreement selected from among them by lot. The length of time a member has been in office shall be computed from his last election or appointment.

34. At every Annual General Meeting the contents of Article 28 shall be read out and the attention of the members present shall be directed to the importance of the power of election vested in the Company in General Meeting both in relation to the Company itself and the general policies (for the time being) of the National Association of Citizens Advice Bureaux.

35. Taking full account for all views expressed at the Annual Public Meeting or Meetings preceding the meeting and also Article 29 the Company may, at the Annual General Meeting and also at any other General Meeting, fill up any vacant places on the Committee by electing any person thereto including any member or members retiring under Article 32. In default a retiring member shall, if offering himself for re-election, be deemed to have been re-elected unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such member shall have been put to the meeting and lost.

36. The Company may from time to time in General Meetings increase or reduce the number of members of the Committee and determine in what rotation such increased or reduced number shall go out of office and may make any appointment or appointments necessary for effecting any such increase.

37. (i) The Committee may at any time appoint any person as a member of the Committee, either to fill a casual vacancy or by way of addition to the Committee, provided that the prescribed maximum be not thereby exceeded. Any member so appointed shall retain his office only until the next Annual General Meeting and he shall then be eligible for election or re-election but shall not be taken into account in determining the members who are to retire by rotation at such Meeting.

(ii) The Committee shall have power to co-opt not more than 4 members, who shall have no voting rights.

38. Any person, being elected a member of the Committee who is not a member of the Company, shall be admitted to membership of the Company provided that formal application for membership is made within 14 days of the date of the election, failing which the election to the committee is void.

39. The appropriate Area Officer of the National Association of Citizens Advice Bureaux or his or her representative shall be invited

to attend all Meetings and be sent all related papers; the Committee may invite any other person to attend any of its meetings without power to vote.

40. In addition and without prejudice to the provision of Section 184 of the Act, the Company may by Extraordinary Resolution remove any member of the Committee before the expiration of his period of office and may by an Extraordinary Resolution appoint another member in his stead; but any person so appointed shall retain his office so long only as the member in whose place he is appointed would have held the same if he had not been removed.

#### POWERS OF THE COMMITTEE

41. The business of the Company shall be managed by the Committee who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Company as they think fit and may exercise all such powers of the Company and do on behalf of the Company all such acts as may be exercised and done by the Company and as are not by statute or by these presents required to be exercised or done by the Company in General Meeting, subject nevertheless to any regulations of these presents, to the provisions of the statutes for the time being in force and affecting the Company and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Company in General Meeting but no regulation made by the Company in General Meeting shall invalidate any prior act of the Committee which would have been valid if such regulation had not been made.

42. The members for the time being of the Committee may act notwithstanding any vacancy in their body; provided always that in case the members of the Committee shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these presents, it shall be lawful for them to act as the Committee for the purpose of admitting persons to membership of the Company, filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.

#### DISQUALIFICATION OF MEMBERS OF THE COMMITTEE

43. The office of a member of the Committee shall be vacated:-

(A) If a receiving order is made against him or he makes any arrangement of composition with his creditors.

(B) If he becomes of unsound mind.

(C) If he ceases to be a member of the Company.

(D) If by notice in writing to the Company he resigns his office.

(E) If he ceases to hold office by reason of any order made under Section 188 of the Act, or Section 28 of The Companies Act 1976.

(F) If he is removed from office by a resolution duly passed pursuant to Section 184 of the Act.

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(G) If he does not attend at least one meeting to which he is summoned in any calendar year without reason acceptable to the Committee.

#### PROCEEDINGS OF THE COMMITTEE

44. There shall be at least six Committee Meetings in each year and the Committee may meet together for the despatch of business, adjourn and otherwise regulate their meetings in other respects as they think fit and determine the quorum necessary for the transaction of business which shall not be less than one-third of the members for the time being. Unless so fixed, one-third of the members for the time being shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote.

45. On the request of five members of the Committee the Secretary shall summon a meeting of the Committee by giving not less than seven days notice in writing served upon the other members of the Committee at their registered addresses in the United Kingdom, setting out the purpose for which the meeting is being summoned.

46. The Committee shall at the Committee Meeting following the Annual General Meeting elect a Chairman who shall hold office until the conclusion of the next Annual General Meeting and who shall be entitled to preside at all meetings of the Committee at which he shall be present; the Committee may also elect a Vice Chairman who shall in the absence of the Chairman take the chair, but no person shall be appointed to be Chairman or a Vice Chairman for more than five consecutive years not shall any person be appointed Chairman or Vice Chairman if he is remunerated by the Company.

47. A properly convened meeting of the Committee at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Company for the time being vested in the Committee generally.

48. The Committee may delegate any of their powers to sub-committees consisting of such member or members of the Committee and other persons as they think fit, provided that all such actions and proceedings shall be fully and promptly reported back to the Committee and any sub-committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Committee. The meetings and proceedings of any such sub-committee shall be governed by the provision of these presents for regulating the meetings and proceedings of the Committee so far as applicable and so far as the same shall not be superseded by any regulations made by the Committee.

49. All bona fide acts done by any meeting of the Committee or of such sub-committee, or by any person acting as a member of the Committee or such sub-committee, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Committee or sub-committee.

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50. The Committee shall cause proper minutes to be made of all appointments of officers made by the Committee and of the proceedings of all meetings of the Company and of the Committee and of sub-committees and all business transacted at such meetings as recorded in the minutes of such meetings, if purporting to be signed by the Chairman of such meeting or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

#### ACCOUNTS

51. The Committee shall:-

(a) cause books of accounts or accounting records to be kept in accordance with the requirements of the Companies Act 1976;

(b) operate bank accounts, draw cheques, borrow and raise money for the objects of the Company on such terms and (with such consents as by law required) on such security as may be thought fit.

52. The books of account shall be kept at the office, or, subject to Section 12(b) of the Companies Act 1976, at such other place, or places as the Committee may think fit and shall always be open to the inspection of the members of the Committee.

53. The Committee shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of members not being members of the Committee and no member (not being a member of the Committee) shall have any right to inspect any account or book or document of the Company except as conferred by statute or authorised by the Committee or by the Company in General Meeting.

54. At the Annual General Meeting in every year the Committee shall lay before the members the Income and Expenditure Accounts for a period since the last preceding Account (or in the case of the first Account since the incorporation of the Company made up to a date more than four months before such meeting), together with Balance Sheets as at the same date. Every such Balance Sheet shall be accompanied by reports of the Committee and the Auditors and copies of such Accounts, Balance Sheets and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto to accompany the same shall not less than twenty one clear days before the date of the meeting, subject nevertheless to the provisions of Section 158 (1) (c) of the Act, be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The Auditors' report shall be open to inspection and be read before the meeting as required by Section 14 of the Companies Act 1967.

#### AUDIT

55. Once at least in every year the Accounts of the Company shall be examined and the correctness of the Income and Expenditure Accounts and Balance Sheet ascertained by one or more properly qualified Auditor or Auditors.

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56. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Companies Act 1948 to 1981, the members of the Committee being treated as the Directors mentioned in those provisions.

#### OFFICERS

57. The Committee may appoint annually such persons as it thinks fit to be President, Vice Presidents, Honorary Treasurer and Honorary Solicitor of the Company. Such persons shall not by virtue only of such appointment be members of the Company or the Committee.

#### ORGANISERS AND SECRETARY

58. (a) The Committee shall appoint and may remove an Organiser and may appoint and remove a Deputy Organiser or Deputy Organisers to conduct the affairs of each Bureau for which it is responsible for such time at such remuneration and upon such conditions as it may think fit. The Organisers shall be required to attend all general and other meetings of the Company.

(b) A Secretary shall be appointed and may be removed by the Committee for such time at such remuneration and upon such conditions as it may think fit. An Organiser may be appointed to be the Secretary. The provisions of Sections 177 to 179 of the Act shall apply and be observed. The Committee may from time to time by resolution appoint an Assistant or Deputy Secretary and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

#### NOTICES

59. A notice may be served by the Company upon any member, either personally or by sending it through the post in a prepaid letter, addressed to such member at his registered address as appearing in the register of members.

60. Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Company an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but, save as aforesaid as provided by the Act, only those members who are described in the register of members by an address within the United Kingdom shall be entitled to receive notices from the Company.

61. Any notice, if served by post, shall be deemed to have been served on the second day following that on which the letter containing the same is put into the post and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter.

#### DISSOLUTION

62. Clause 7 of the Memorandum of Association of the Company relating to the winding up and dissolution of the Company shall have effect as if the provisions thereof were repeated in these Articles.

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#### THE FIRST SCHEDULE

Volunteer Worker representatives from the Wolverhampton Citizens Advice Bureaux shall be elected by the Volunteer Workers.

Each Bureaux which is a Member of the National Association of Citizens Advice Bureaux shall be entitled to have a representative member on the Committee. Volunteer workers shall be elected in the ratio of one member for 15 Volunteer Workers overall, for a period of three years, and shall be eligible for re-election.

If a representative ceases to be a Volunteer Worker, he shall ipso facto cease to be a Member of the Committee.

#### THE SECOND SCHEDULE

Representative members at any time and from time to time one by each of the organisations named below, by notice in writing to the Company signed by or on behalf of the organisation in question which shall state the term of appointment (which shall not exceed three years, but reappointment may be made), and such appointment may be so revoked at any time by a similar notice whereupon the Representative Member so appointed shall cease to be a Member of the Committee. Provided that the Committee may at any time, with the sanction of a resolution of the Annual General Meeting, vary the list of organisations named below.

Age Concern

Bilston Community Association

Inter-Faith Group

National Council of Women (Wolverhampton Branch)

Voluntary Sector Council

West Midlands Afro-Caribbean Council

West Midlands Police

Wolverhampton, Bilston & District Trades Council

Wolverhampton Law Society

Two elected members of the Wolverhampton Metropolitan Borough Council to represent as far as possible the balance of the political parties prevailing on the Council together with an appropriate Principal Officer of the Wolverhampton Metropolitan Borough Council.

Names, addresses and descriptions of Subscribers

*Charles John Garder*  
(CHARLES JOHN GARDER)  
1A BUCKINGHAM ROAD  
WOLVERHAMPTON  
WEST MIDLANDS  
WV4 5TL  
(RETIRED)

*Alec GilloTT*  
(ALEC GILLOTT)  
39 MOUNT ROAD  
PENN  
WOLVERHAMPTON  
WEST MIDLANDS  
WV4 5SP  
(CHARTERED ACCOUNTANT)

Dated 12TH AUGUST 1985

Witness to the above Signatures:-

*M. Mercado*

MRS M. MERCADO,  
36 CHERRINGTON GARDENS,  
COULTON, WOLVERHAMPTON WV6 8AJ  
(Deputy Organiser)

**G**

THE COMPANIES ACTS 1948 TO 1981

**Statement of first directors and  
secretary and intended situation  
of registered office**

Pursuant to sections 21 and 23(2) of the Companies Act 1976

Please do not  
write in this  
binding marginPlease complete  
legibly, preferably  
in black type,  
bold block lettering\* delete if  
inappropriate

To the Registrar of Companies

For official use

Name of Company

WOLVERHAMPTON CITIZENS ADVICE BUREAUX

Limited\*

The intended situation of the registered office of the company  
on incorporation is as stated below

184 Stafford Street Wolverhampton West Midlands WV1 1NA

If the memorandum is delivered by an agent for the subscribers of  
the memorandum please mark 'X' in the box opposite and insert the  
agent's name and address below

X

Jordan &amp; Sons Limited

15 Pembroke Road Bristol BS8 3BA

Number of continuation sheets attached (see note 1)

Presenter's name, address and  
reference (if any):Tedstone George & Dove  
Lincoln Lodge  
2 Tettenhall Road  
Wolverhampton WV1 4SE

JORDAN &amp; SONS LTD

15 PEMBROKE ROAD

BRISTOL BS8 3BA

For official use

General section

Post room

Printed and supplied by:—  
Jordan & Sons Limited Company Formation and Information Services, Stationers and Publishers  
Jordan House, 47 Brunswick Place, London N1 6EE. Telephone: 01-253 3030 Telex: 261010

The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company (note 2) are as follows:

Name (note 3)	Business occupation
CHARLES JOHN CARDER	RETIRED
Previous name(s) (note 3)	Nationality
Address (note 4)	BRITISH
1A BUCKINGHAM ROAD, WOLVERHAMPTON WEST MIDLANDS WV4 5TL	Date of birth (where applicable) (note 6)
Other directorships † NONE	
I hereby consent to act as director of the company named on page 1	
Signature <i>Charles Carder</i>	Date 12-8-1985

Please do not write in this binding margin

Important:  
The particulars to be given are those referred to in section 21(2)(a) of the Companies Act 1976 and section 200(2) of the Companies Act 1948 as amended by section 95 of the Companies Act 1981. Please read the notes on page 4 before completing this part of the form.

Please do not write in this binding margin

Important:  
The particulars to be given are those referred to in section 21(2)(b) of the Companies Act 1976 and section 200(3) of the Companies Act 1948. Please read the notes on page 4 before completing this part of the form.

Enter particulars of other directorships held or previously held (see note 5). If this space is insufficient use a continuation sheet.

Name (note 3)	Business occupation
ALEC GILLOTT	CHARTERED ACCOUNTANT
Previous name(s) (note 3)	Nationality
Address (note 4) 39 MOUNT ROAD PENN, WOLVERHAMPTON WEST MIDLANDS WV4 5SP	BRITISH
Date of birth (where applicable) (note 6)	
Other directorships † NONE	
I hereby consent to act as director of the company named on page 1	
Signature <i>Alec GilloTT</i>	Date 12.8.1985

\* as required by section 21(3) of the Companies Act 1976

† delete as appropriate

Name (note 3)	Business occupation
Previous name(s) (note 3)	Nationality
Address (note 4)	Date of birth (where applicable) (note 6)
Other directorships †	
I hereby consent to act as director of the company named on page 1	
Signature	Date

Please do not  
write in this  
binding margin

Important  
The particulars  
to be given are  
those referred to  
in section  
21(2)(a) of the  
Companies Act  
1976 and section  
200(2) of the  
Companies Act  
1948 as amended  
by section 95  
of the Companies  
Act 1981. Please  
read the notes  
on page 4 before  
completing this  
part of the form.

Enter particulars  
of other director-  
ships held or  
previously held  
(see note 5). If  
this space is  
insufficient use  
a continuation  
sheet.

Please do not  
write in this  
binding margin

Important  
The particulars  
to be given are  
those referred to  
in section  
21(2)(b) of the  
Companies Act  
1976 and section  
200(3) of the  
Companies Act  
1948. Please  
read the notes  
on page 4 before  
completing this  
part of the form.

The name(s) and particulars of the person who is, or the persons who are,  
to be the first secretary, or joint secretaries, of the company are as follows:

Name (notes 3 & 7)	
ELIZABETH PRISCILLA HUDSON	
Previous name(s) (note 3) WOLVERSON	
Address (notes 4 & 7) 40, STOCKWELL ROAD, TETTENHALL	
WOLVERHAMPTON WV6 9PG	
I hereby consent to act as secretary of the company named on page 1	
Signature <i>E. Priscilla Hudson</i>	Date 12-8-1985

Name (notes 3 & 7)	
Previous name(s) (note 3)	
Address (notes 4 & 7)	
I hereby consent to act as secretary of the company named on page 1	
Signature	Date

\* as required by  
section 21(3) of  
the Companies  
Act 1976

† delete as  
appropriate

Signed by or on behalf of the subscribers of the memorandum\*

Signature *Elizabeth Hudson* [Subscriber] [Agent]† Date 12-8-1985

Signature *Thurk* [Subscriber] [Agent]† Date 12.8.1985



# G

Please do not write in this binding margin

Please complete legibly, preferably in black type, or bold block lettering.

**Note**  
This declaration should accompany the application for the registration of the company.

\* Insert full name of company

† Please indicate whether you are a Solicitor of the Supreme Court (or, in Scotland, a Solicitor) engaged in the formation of the company, or a person named as director or secretary of the company in the statement delivered under section 21 of the Companies Act 1976

THE COMPANIES ACTS 1948 TO 1981

## Declaration on application for the registration of a company exempt from the requirement to use the word "limited".

Form No. 61

# 61

Pursuant to section 25 (4)(a) of the Companies Act 1981

For official use Company number

1946018

Name of Company

WOLVERHAMPTON CITIZENS ADVICE BUREAU

BENJAMIN GEORGE

of LINCOLN LODGE 2 TETTENHALL ROAD WOLVERHAMPTON WEST MIDLANDS

being a Solicitor of the Supreme Court engaged in the formation

of Wolverhampton Citizens Advice Bureau

do solemnly and sincerely declare that the company is a company to which section 25 of the Companies Act 1981 applies.

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835.

Declared at WOLVERHAMPTON  
in the County of West Midlands

Signature of Declarant

the 20th day of August

One thousand nine hundred and eighty five

before me  
A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor having the powers conferred on a Commissioner for Oaths.

*Ben George*

Presenter's name, address and reference (if any):

JORDAN & SONS LTD  
15 PEMBROKE ROAD  
BRISTOL BS6 6PX



33104/1004

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For official use

New companies section

Post room



# FILE COPY



## CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 1946618

I hereby certify that

WOLVERHAMPTON CITIZENS ADVICE BUREAU

is this day incorporated under the Companies Act 1985 as a  
private company and that the Company is limited.

Given under my hand at the Companies Registration Office,  
Cardiff the

11TH SEPTEMBER 1985

*E. D. Williams*  
E. D. WILLIAMS

an authorised officer

C.173

**A**

## THE COMPANIES ACTS 1948 TO 1981

**Notice of accounting reference date**

Pursuant to section 2(1) of the Companies Act 1976

**2**Please do not  
write in this  
binding margin

To the Registrar of Companies

For official use

Company number

116

1946618

Please complete  
legibly, preferably  
in black type, or  
bold block lettering

Name of company

WOLVERHAMPTON CITIZENS ASSOCIATION  
BOURNEUX Limited\*\*delete if  
inappropriate

hereby gives you notice in accordance with subsection (1) of section 2 of the Companies Act 1976 that the accounting reference date on which the company's accounting reference period is to be treated as coming to an end in each successive year is as shown below:

**Important**  
The accounting  
reference date  
to be entered  
alongside  
should be  
completed as  
in the following  
examples:

31 March

Day Month

3 1 0 3

5 April

Day Month

0 5 0 4

31 December

Day Month

3 1 1 2

Please mark X in the box below if a public company

Day Month  
3 1 0 3

Signed

*E. M. H. H. H.*

[Director][Secretary]† Date 17 Sept 1985

Presenter's name, address and  
reference (if any):

**JORDAN & SONS LTD**  
**95 PEMBROKE ROAD**  
**BRISTOL BS99 7DX**  
33104/CCM

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Jordan House, 47 Brunswick Place, London N1 6EE. Telephone: 01-253 3030 Telex: 261010

101085

COMPANY NO 1946618

THE COMPANIES ACT 1985

SPECIAL RESOLUTION(S)

OF

WOLVERHAMPTON CITIZENS ADVICE BUREAUX

PASSED ON THE 5TH DAY OF DECEMBER 19 89  
AT A GENERAL MEETING OF THE ABOVE-NAMED COMPANY, DULY CONVENED  
AND HELD AT 184 STAFFORD STREET, WOLVERHAMPTON, WV1 1NA.  
ON THE 5TH DAY OF DECEMBER 19 89

THE FOLLOWING RESOLUTIONS WERE DULY PASSED:-

1. THAT IN ACCORDANCE WITH THE PROVISION OF CLAUSE 6 OF THE ARTICLES OF ASSOCIATION DATED 12TH AUGUST 1985 CLAUSE 3A BE VARIED BY THE INSERTION IN LINE SIX OF THAT CLAUSE, AFTER THE WORDS ANNUAL SUBSCRIPTION THE WORDS "FORMS OF APPLICATION FOR MEMBERSHIP OF THE COMPANY TO BE COMPLETED BY PROSPECTIVE MEMBERS SHALL ONLY BE AVAILABLE FROM EITHER THE OFFICE OF THE COMPANY SECRETARY OR DIRECTLY FROM THE MANAGER OF A BUREAU RUNNING UNDER THE AEGIS OF THE COMMITTEE OF MANAGEMENT".
2. THAT ARTICLE 58 OF THE ARTICLES OF ASSOCIATION OF THE COMPANY SHOULD BE ALTERED TO READ -

MANAGERS AND SECRETARY.

58 A) THE COMMITTEE SHALL APPOINT/MAY REMOVE A MANAGER AND MAY APPOINT OR REMOVE A DEPUTY MANAGER OR DEPUTY MANAGERS TO CONDUCT THE AFFAIRS OF EACH BUREAU WHICH IS RESPONSIBLE FOR SUCH TIME AT SUCH REMUNERATION UPON SUCH CONDITIONS IT MAY THINK FIT. THE MANAGER SHALL BE REQUIRED TO ATTEND ALL GENERAL AND OTHER MEETINGS OF THE COMPANY.

58 B) A SECRETARY SHALL BE APPOINTED AND MAY BE REMOVED BY THE COMMITTEE FOR SUCH TIME AND SUCH REMUNERATION UPON SUCH CONDITIONS AS IT MAY THINK FIT. A MANAGER MAY BE APPOINTED TO BE THE SECRETARY. THE PROVISIONS OF SECTIONS 177 TO 179 OF THE ACT SHALL APPLY AND BE OBSERVED. THE COMMITTEE MAY FROM TIME TO TIME BY RESOLUTION APPOINT AN ASSISTANT OR DEPUTY SECRETARY AND ANY PERSON SO APPOINTED MAY ACT IN PLACE OF THE SECRETARY IF THERE BE NO SECRETARY CAPABLE OF ACTING.

SIGNED [Signature]  
SECRETARY OF COMPANY

DATE 12-1-90

COMPANIES HOUSE

16 JAN 1990

M

75

COMPANY NO 1948515

THE COMPANIES ACT 1985

SPECIAL RESOLUTION(S)

OF

SOVEREIGNTY CITIZENS ADVICE SERVICE 107 LIMITED OF THE

PASSED ON THE 10TH DAY OF JULY 19 90

AT A GENERAL MEETING OF THE ABOVE-NAMED COMPANY, JUST CONVENED  
AND HELD AT CIVIC CENTRE, ST. JOHN'S SQUARE, SOVEREIGNTY

ON THE 10TH DAY OF JULY 19 90

THE FOLLOWING RESOLUTION WAS PUT TO THE VOTE:-

1. THAT IN ACCORDANCE WITH THE PROVISION OF CHAPTER 35 OF THE ARTICLES OF ASSOCIATION DATED 19TH AUGUST 1988 AND THE SECOND SCHEDULE THEREOF THE LIST OF LIMITED OBJECTIVES IS BE VARIED BY THE ADDITION OF THE SOVEREIGNTY AND SOVEREIGN DISTRICT TRADING COUNCIL AND THE WEST LONDON ALSO-CHARITABLE COUNCIL AND THE ADDITION OF SOVEREIGNTY AND SOVEREIGN COUNCIL.

SIGNED [Signature]  
DIRECTOR OR SECRETARY OF COMPANY

DATE 25-8-90

