

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE

**ARTICLES OF ASSOCIATION OF
CATHEDRAL QUARTER STEERING GROUP**

COMPANY NAME

1. The company's name is:

Cathedral Quarter Trust (and in this document it is called "the Charity").

INTERPRETATION

2. In the articles:

"address" means a postal address or, for the purposes of electronic communication, a fax number, an e-mail or postal address or a telephone number for receiving text messages in each case registered with the Charity;

"the articles" means the Charity's articles of association;

"the Charity" means the company intended to be regulated by the articles;

"clear days" in relation to the period of a notice means a period excluding:

- the day when the notice is given or deemed to be given; and
- the day for which it is given or on which it is to take effect;

"the Commission" means the Charity Commission for Northern Ireland;

"Companies Act" means the Companies Act 2006;

"the directors" means the directors of the Charity. The Directors are charity trustees as defined by section 180(1) of the Charities Act (Northern Ireland) 2008;

"document" includes, unless otherwise specified, any document sent or supplied in electronic form;

"electronic form" has the meaning given in section 1168 of the Companies Act 2006;

“**the memorandum**” means the Charity’s memorandum of association;

“**officers**” includes the directors and the secretary (if any);

“**the seal**” means the common seal of the Charity if it has one;

“**secretary**” means any person appointed to perform the duties of the secretary of the Charity;

“**the United Kingdom**” means Great Britain and Northern Ireland;

and words importing one gender shall include all genders, and the singular includes the plural and vice versa.

Unless the context otherwise requires words or expressions contained in the articles have the same meaning as in the Companies Act but excluding any statutory modification not in force when this constitution becomes binding on the Charity.

Apart from the exception mentioned in the previous paragraph a reference to an Act includes any statutory modification or re-enactment of it for the time being in force.

LIABILITY OF MEMBERS

3. (1) The liability of the members is limited.
- (2) Every member of the Charity promises, if the Charity is dissolved while he or she or it is a member or within twelve months after he or she or it ceases to be a member, to contribute such sum (not exceeding £1) as may be demanded of him or her or it towards the payment of the debts and liabilities of the Charity incurred before he or she or it ceases to be a member, and of the costs, charges and expenses of winding up, and the adjustment of the rights of the contributories among themselves.

OBJECTS

4. The Charity’s objects (“Objects”) are specifically restricted to the following:-
 - (1) The promotion of Belfast’s Cathedral Quarter as a focal point and leading destination for culture, creativity and learning by any or all of the following means:

- (a) promoting, organising and publicising cultural and arts activities, events, performances, initiatives and exhibitions, and encouraging complementarity and inclusivity;
 - (b) encouraging interest in and raising awareness of cultural, arts and heritage matters and issues;
 - (c) encouraging public participation in the arts and in decision-making processes relating to cultural and arts activities;
 - (d) raising the awareness of the public in the geography, social and economic history and architecture of the Cathedral Quarter;
 - (e) fostering, facilitating and organising co-operation and partnerships between arts, cultural and heritage organisations, community groups, businesses, public and statutory bodies and agencies, and individuals and organisations that have a genuine interest in furthering the Objects of the Charity through activities including creative industries, cultural tourism, learning, and management of workspaces and events;
 - (f) encouraging the creative re-use of historic buildings;
 - (g) identifying sources of grants, loans and investment and advocating and negotiating for such assistance;
 - (h) Administering and distributing grants.
- (2) The provision of facilities and amenities for cultural and recreational activities within the Cathedral Quarter with the object of improving the conditions of life of members of the public having need of such facilities by reasons of their age, sex, youth, disabilities, poverty and social and economic circumstances.
 - (3) To advance community development by engaging with and assisting such groups and organisations to organise and participate in cultural and arts projects and initiatives.
 - (4) To promote the conservation, protection and improvement of the physical environment of the Cathedral Quarter.

- (5) Maintain, improve and provide, or demonstrate the need for, public facilities and amenities in the Cathedral Quarter, in particular in relation to:
 - (i) transportation links and services;
 - (ii) signage;
 - (iii) creating a safe and clean environment and well-functioning public spaces;
 - (iv) accessibility to Cathedral Quarter premises, public spaces, services and activities; and
 - (v) the provision of information through various forms of media.
- (6) To provide facilities and space for creative and cultural activity, and training and employment opportunities for the unemployed through the provision of workspace, buildings and/or land use on favourable terms.
- (7) To promote high standards of planning, architecture, economic, environmental and social regeneration for the benefit of the public by undertaking practical projects and finding solutions to problems.
- (8) To promote such other charitable purposes as may from time to time be determined.

POWERS

5. The Charity has power to do anything which is calculated to further its Objects or is conducive or incidental to doing so. In particular, the Charity has power:
 - (a) to raise funds. In doing so, the Charity must not undertake any substantial permanent trading activity and must comply with any relevant statutory regulations;
 - (b) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use and hold any real or personal estate, maintain and alter any of the same as are necessary for any of the Objects of the Charity;
 - (c) to sell, lease or otherwise dispose of or mortgage all or any part of the property belonging to the Charity, having due regard to the requirements of, or conditions established by, statutory authorities or bodies providing funds or assistance of any kind to the Charity. In exercising this power, the Charity must comply as appropriate with sections 57 and 58 of the Charities Act (Northern Ireland) 2008;

- (d) to borrow money and to charge the whole or any part of the property belonging to the Charity as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation. The Charity must comply as appropriate with sections 60 and 61 of the Charities Act (Northern Ireland) 2008 if it wishes to mortgage land;
- (e) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
- (f) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
- (g) to acquire, merge with or enter into any partnership or joint venture or arrangement with any other charity;
- (h) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- (i) to employ and remunerate such staff as are necessary for carrying out the work of the Charity. The Charity may employ or remunerate a Director only to the extent it is permitted to do so by article 6 and provided it complies with the conditions in that article;
- (j) to:
 - deposit or invest funds
 - employ a professional fund-manager; and
 - arrange for the investments or other property of the Charity to be held in the name of a nominee;in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act (Northern Ireland) 2001;
- (k) to provide indemnity insurance for the Directors in accordance with, and subject to the conditions in, section 93 of the Charities Act (Northern Ireland) 2008;
- (l) to pay out of the funds of the Charity the costs of forming and registering the Charity as a company and as a charity.

APPLICATION OF INCOME AND PROPERTY

6. (1) The income and property of the Charity shall be applied solely towards the promotion of the Objects.

Permitted Benefits to Members

- (2) Except as provided below, no part of the income or property of the Charity may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the Charity. This shall not prevent any payment in good faith by the Charity of:
- (a) any payments made to a member in its capacity as a beneficiary of the Charity;
 - (b) reasonable and proper remuneration to any member for any goods or services supplied to the Charity;
 - (c) interest at a reasonable and proper rate on money lent by any member to the Charity; and
 - (d) reasonable and proper rent for premises let by any member to the Charity.

Permitted Benefits to Trustees and Connected Persons

- (3) Unless the payment is permitted by sub-clause (4) of this article 6 no Director may:
- (a) sell goods, services, or any interest in land to the Charity;
 - (b) be employed by, or receive any remuneration from, the Charity; or
 - (c) receive any other financial benefit from the Charity.
- (4) A Director may receive the following benefits from the Charity:
- (a) a Director or connected person may receive a benefit from the Charity in their capacity as a beneficiary of the Charity;
 - (b) a Director may be reimbursed by the Charity for or may pay out of the Charity's property reasonable expenses incurred by him or her when acting on behalf of the Charity;

- (c) a Director or connected person may be paid reasonable and proper remuneration by the Charity for any goods or services supplied to the Charity on the instructions of the Directors (excluding the service of acting as a Director and services performed by a Director under a contract of employment with the Charity) provided that:
 - (i) if such person is a Director, the procedure described in article 44 (Conflicts of Interest) must be followed in considering the appointment of the Director and in relation to any other decisions regarding the remuneration authorised by this provision;
 - (ii) if such person is a connected person, the procedure described in article 44 (Conflicts of Interest) must be followed by the relevant Director in relation to any decisions regarding such Connected Person; and
 - (iii) this provision may not apply to more than half of the Trustees in any financial year (and for these purposes such provision shall be treated as applying to a Director if it applies to a person who is a connected person in relation to that Director);
 - (d) a Director or connected person may receive interest at a reasonable and proper rate on money lent to the Charity;
 - (e) a Director or connected person may receive reasonable and proper rent for premises let to the Charity;
 - (f) the Charity may pay reasonable and proper premiums in respect of indemnity insurance effected in accordance with article 5(k);
 - (g) a Director or other Officer of the Charity may receive payment under an indemnity from the Charity in accordance with the indemnity provisions set out in article 55; and
 - (h) a Director or connected person may receive or retain any payments authorised in Writing by the Charity Commission.
- (5) In sub-clauses (3) and (4) of this article 6, references to the Charity shall be read as references to the Charity and/or any subsidiary company provided that in relation to services supplied to a subsidiary company the

words in sub-clause (4)(c) of this article 6 “(excluding the service of acting as Director and services performed by a Director under a contract of employment with the Charity)” shall be treated as though they read “(excluding the service of acting as Director but including other services by any person performed under a contract of employment with any subsidiary company)”.

- (6) For any transaction authorised by sub-clauses (3) and (4) of this article 6, the Director’s duty (arising under the Companies Act) to avoid a conflict of interest with the Charity shall be disappplied provided the relevant provisions of sub-clauses (4) or (5) of this article 6 have been complied with.
- (7) In sub-clause (4) of this article 6, sub-clause (2) of article 44 and sub-clause (2) of article 45 “connected person” means:
- (i) a child, parent, grandchild, grandparent, brother or sister of the Director;
 - (ii) the spouse or civil partner of the Director or of any person falling within paragraph (i) above;
 - (iii) a person carrying on business in partnership with the Director or with any person falling within paragraph (i) or (ii) above;
 - (iv) an institution which is controlled –
 - (I) by the Director or any connected person falling within paragraph (i), (ii) or (iii) above; or
 - (II) by two or more persons falling within sub-paragraph (I), when taken together
 - (v) a body corporate in which -
 - (I) the Director or any connected person falling within paragraphs (i) to (iii) has a substantial interest; or
 - (II) two or more persons falling within sub-paragraph (I) who, when taken together, have a substantial interest.

- (8) Section 89(5) and paragraphs 2 to 4 of Schedule 5 of the Charities Act (Northern Ireland) 2008 applies for the purposes of interpreting the terms used in sub-clause (7) of this article 6.

MEMBERS

7. (1) The subscribers to the Memorandum are the first members of the Charity.
- (2) Membership is open to other individuals or organisations who:
- (a) apply to the Charity in the form required by the Directors; and
- (b) are approved by the Directors.
- (3) Membership is not transferable.
- (4) The Directors must keep a Register of names and addresses of members.

CLASSES OF MEMBERSHIP

8. (1) The Directors may establish classes of membership with different rights and obligations and shall record the rights and obligations in the Register of Members.
- (2) The Directors may not directly or indirectly alter the rights or obligations attached to a class of membership.
- (3) The rights attached to a class of membership may only be varied if:
- (a) three-quarters of the members of that class consent in writing to the variation; or
- (b) a special resolution is passed at a separate General Meeting of the members of that class agreeing to the variation.
- (4) The provisions in these articles about General Meetings shall apply to any meeting relating to the variation of the rights of any class of members.

TERMINATION OF MEMBERSHIP

9. Membership is terminated if:-
- (1) the member dies or, if it is an organisation, ceases to exist;

- (2) the member resigns by notice to the Charity unless, after the resignation, there would be less than two members;
- (3) such member is removed from membership by a resolution of the Directors that it is in the best interests of the Charity that his or her membership is terminated. A resolution to remove a member from membership may only be passed if:
 - (a) the member has been given at least twenty-one days' notice in writing of the meeting of the Directors at which the resolution will be proposed and the reasons why it is to be proposed;
 - (b) the member or, at the option of the member, the member's representative (who need not be a member of the Company) has been allowed to make representations to the meeting.

GENERAL MEETINGS

- 10. (1) The Charity must hold its first Annual General Meeting within eighteen months after the date of its incorporation.
- (2) An Annual General Meeting must be held in each subsequent year and not more than fifteen months may elapse between successive Annual General Meetings.
- 11. The Directors may call a General Meeting at any time.

NOTICE OF GENERAL MEETINGS

- 12. (1) The minimum periods of notice required to hold a General Meeting of the Charity are:
 - (a) twenty-one clear days for an Annual General Meeting or a General Meeting called for the passing of a special resolution;
 - (b) fourteen clear days for all other General Meetings.
- (2) A General Meeting may be called by shorter notice if it is so agreed by a majority in number of members having a right to attend and vote at the meeting who together hold not less than ninety per cent of the total voting rights.

- (3) The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an Annual General Meeting, the notice must say so. The notice must also contain a statement setting out the right of members to appoint a proxy under section 324 of the Companies Act 2006 and article 19.
 - (4) The notice must be given to all the members and to the Directors and auditors.
13. The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Charity.

PROCEEDINGS AT GENERAL MEETINGS

14. (1) No business shall be transacted at any General Meeting unless a quorum is present.
- (2) A quorum is five members present in person or by proxy and entitled to vote upon the business to be conducted at the meeting.
- (3) The authorised representative of a member organisation shall be counted in the quorum.
15. (1) If:
- (a) a quorum is not present within half an hour from the time appointed for the meeting; or
 - (a) during a meeting such a quorum ceases to be present;
- the meeting shall stand adjourned to such time and place as the Directors shall determine.
- (2) The Directors must reconvene the meeting and must give at least seven days' notice of the reconvened meeting stating the date, time and place of the meeting.
- (3) If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting, the members present in person or by proxy at that time shall constitute the quorum for that meeting.

16. (1) General Meetings shall be chaired by the person who has been appointed to chair meetings of the Directors.
- (2) If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting, a Director nominated by the Directors shall chair the meeting.
- (3) If there is only one Director present and willing to act, he or she shall chair the meeting.
- (4) If no Director is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present in person or by proxy and entitled to vote must choose one of their number to chair the meeting.
17. (1) The members present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.
- (2) The person who is chairing the meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are specified in the resolution.
- (3) No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.
- (4) If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date, time and place of the meeting.
18. (1) Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded:
 - (a) by the person chairing the meeting; or
 - (b) by at least three members present in person or by proxy and having the right to vote at the meeting; or
 - (c) by a member or members present in person or by proxy representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.

- (2) (a) The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a secret ballot is demanded.
 - (b) The result of the vote must be recorded in the minutes of the Charity but the number or proportion of votes cast need not be recorded.
- (3) (a) A demand for a secret ballot may be withdrawn before the secret ballot is taken, but only with the consent of the person who is chairing the meeting.
- (b) If the demand for a secret ballot is withdrawn, the demand shall not invalidate the result of a show of hands declared before the demand was made.
- (4) (a) A secret ballot must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be members) and who may fix a time and place for declaring the results of the secret ballot.
- (b) The result of the secret ballot shall be deemed to be the resolution of the meeting at which the secret ballot is demanded.
- (5) (a) A secret ballot demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.
- (b) A secret ballot demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meetings directs.
- (c) The secret ballot must be taken within thirty days after it has been demanded.
- (d) If the secret ballot is not taken immediately, at least seven clear days' notice shall be given specifying the time and place at which the secret ballot is to be taken.
- (e) If a secret ballot is demanded, the meeting may continue to deal with any other business that may be conducted at the meeting.

CONTENT OF PROXY NOTICES

19. (1) Proxies may only validly be appointed by a notice in writing (a “proxy notice”) which –
 - (a) states the name and address of the members appointing the proxy;
 - (b) identifies the person appointed to be that member’s proxy and the General Meeting in relation to which that person is appointed;
 - (c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the Directors may determine; and
 - (d) is delivered to the Charity in accordance with the articles and any instructions contained in the notice of the General Meeting to which they relate.
- (2) The Charity may require proxy notices to be delivered in a particular form and may specify different forms for different purposes.
- (3) Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- (4) Unless a proxy notice indicates otherwise, it must be treated as -
 - (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
 - (b) appointing that person as a proxy in relation to any adjournment of the General Meeting to which it relates as well as the meeting itself.

DELIVERY OF PROXY NOTICES

20. (1) A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a General Meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Charity by or on behalf of that person.
- (2) An appointment under a proxy notice may be revoked by delivering to the Charity a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.

- (3) A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- (4) If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointer's behalf.

WRITTEN RESOLUTIONS

- 21. (1) A resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than seventy-five per cent) of the members who would have been entitled to vote upon it had it been proposed at a General Meeting shall be effective provided that:
 - (a) a copy of the proposed resolution has been sent to every eligible member;
 - (b) a simple majority (or in the case of a special resolution a majority of not less than seventy-five per cent) of members has signified its agreement to the resolution; and
 - (c) it is contained in an authenticated document which has been received at the registered office within the period of twenty-eight days beginning with the circulation date.
- (2) A resolution in writing may comprise several copies to which one or more members have signified their agreement.
- (3) In the case of a member that is an organisation, its authorised representative may signify its agreement.

VOTES OF MEMBERS

- 22. Subject to article 8, every member, whether an individual or an organisation, shall have one vote.
- 23. Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final.
- 24 (1) An organisation that is a member of the Charity may nominate any person to act as its representative at any meeting of the Charity.

- (2) The organisation must give written notice to the Charity of the name of its representative. The representative shall not be entitled to represent the organisation at any meeting unless the notice has been received by the Charity. The representative may continue to represent the organisation until written notice to the contrary is received by the Charity.
- (3) Any notice given to the Charity will be conclusive evidence that the representative is entitled to represent the organisation or that his or her authority has been revoked. The Charity shall not be required to consider whether the representative has been properly appointed by the organisation.

DIRECTORS

25. (1) A Director must be a natural person aged sixteen years or older.
 - (2) No one may be appointed a Director if he or she would be disqualified from acting under the provisions of article 35.
26. The number of Directors shall not be less than five nor more than seventeen.
27. The first Directors shall be those persons notified to Companies House as the first Directors of the Charity.
28. A Director may not appoint an alternate Director or anyone to act on his or her behalf at meetings of the Directors.

POWERS OF DIRECTORS

29. (1) The Directors shall manage the business of the Charity and may exercise all the powers of the Charity unless they are subject to any restrictions imposed by the Companies Act, the articles or any special resolution.
 - (2) No alteration of the articles or any special resolution shall have retrospective effect to invalidate any prior act of the Directors.
 - (3) Any meeting of Directors at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Directors.

RETIREMENT OF DIRECTORS

30. A Director shall, subject to article 35, hold office until the next Annual General Meeting following his/her appointment.
31. (1) A retiring Director shall be eligible for re-election.
- (2) If a Director is required to retire at an Annual General Meeting by a provision of the articles, the retirement shall take effect upon the conclusion of the meeting.

APPOINTMENT OF DIRECTORS

32. The Charity may by ordinary resolution appoint a person who is willing to act to be a Director.
33. (1) The Directors may appoint a person who is willing to act to be a Director.
- (2) A Director appointed by a resolution of the other Directors must retire at the next Annual General Meeting.
34. The appointment of a Director, whether by the Charity in General Meeting or by the other Directors, must not cause the number of Directors to exceed any number fixed as the maximum number of Directors.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

35. A Director shall cease to hold office if he or she:
- (a) ceases to be a Director by virtue of any provision in the Companies Act or is prohibited by law from being a director;
- (b) is disqualified from acting as a Trustee by virtue of section 86 of the Charities Act (Northern Ireland) 2008 (or any statutory re-enactment or modification of that provision);
- (c) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- (d) resigns as a Director by notice to the Charity (but only if at least two Directors will remain in office when the notice of resignation is to take effect);
- (e) is removed from office by resolution of the Charity in General Meeting;

- (f) is absent from three successive meetings of the Directors without giving adequate reason to the Directors and the Directors resolve by a majority that his or her office is to be vacated.

REMUNERATION OF DIRECTORS

- 36. The Directors must not be paid any remuneration unless it is authorised by article 6.

PROCEEDINGS OF DIRECTORS

- 37.
 - (1) The Directors may regulate their proceedings as they think fit, subject to the provisions of the articles.
 - (2) Any Director may call a meeting of the Directors.
 - (3) The secretary (if any) must call a meeting of the Directors if requested to do so by a Director.
 - (4) Questions arising at a meeting shall be decided by a majority of votes.
 - (5)
 - (6) A meeting may be held by suitable electronic means agreed by the Directors in which each participant may communicate with all other participants.
- 38.
 - (1) No decision may be made by a meeting of the Directors unless a quorum is present at the time the decision is purported to be made. 'Present' includes being present by suitable electronic means agreed by the Directors in which a participant or participants may communicate with all the other participants.
 - (2) The quorum shall be five Directors or such other number as may be decided from time to time by the Directors.
 - (3) A Director shall not be counted in the quorum present when any decision is made about a matter upon which that Director is not entitled to vote.
- 39. If the number of Directors is less than the number fixed as the quorum, the continuing Directors or Director may act only for the purpose of filling vacancies or of calling a General Meeting.

40. (1) The Directors may appoint a Director to chair their meetings and may at any time revoke such appointment.
- (2) If no-one has been appointed to chair meetings of the Directors or if the person appointed is unwilling to preside or is not present within fifteen minutes after the time appointed for the meeting, the Directors present may appoint one of their number to chair that meeting.
- (3) The person appointed to chair meetings of the Directors shall have no functions or powers except those conferred by the articles or delegated to him or her by the Directors.
41. (1) A resolution in writing agreed by a simple majority of all the Directors entitled to receive notice of a meeting of Directors or of a committee of Directors and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Directors or (as the case may be) a committee of Directors duly convened and held provided that:
- (a) a copy of the resolution is sent or submitted to all the Directors eligible to vote; and
- (b) a simple majority of Directors has signified its agreement to the resolution in an authenticated document or documents which are received at the registered office within the period of twenty-eight days beginning with the circulation date.
- (2) The resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more Directors has signified their agreement.
42. (1) The Directors may delegate any of their powers or functions to a committee of two or more Directors and members but the terms of any delegation must be recorded in the minutes.
- (2) The Directors may impose conditions when delegating, including the conditions that:
- (a) the relevant powers are to be exercised exclusively by the committee to whom they delegate;
- (b) no expenditure may be incurred on behalf of the Charity except in accordance with a budget previously agreed with the Directors.

- (3) The Directors may revoke or alter a delegation.
- (4) All acts and proceedings of any committees must be fully and promptly reported to the Directors.

DECLARATION OF DIRECTORS' INTERESTS

- 43. A Director must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Charity or in any transaction or arrangement entered into by the Charity which has not previously been declared. A Director must absent himself or herself from any discussions of the Directors in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Charity and any personal interest (including but not limited to any personal financial interest).

CONFLICTS OF INTEREST

- 44. (1) If a conflict of interest arises for a Director because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the Articles, the unconflicted Directors may authorise such a conflict of interests where the following conditions apply:
 - (a) the conflicted Director is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;
 - (b) the conflicted Director does not vote on any such matter and is not to be counted when considering whether a quorum of Directors is present at the meeting;
 - (b) the unconflicted Directors consider it is in the best interests of the Charity to authorise the conflict of interest in the circumstances applying.
- (2) In this article, a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a Director or to a connected person.

VALIDITY OF DIRECTORS' DECISIONS

45. (1) Subject to paragraph 45(2), all acts done by a meeting of Directors, or of a committee of Directors, shall be valid notwithstanding the participation in any vote of a Director:
- (i) who was disqualified from holding office;
 - (ii) who had previously retired or who had been obliged by the constitution to vacate office;
 - (iii) who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;
- if without:
- (i) the vote of that Director; and
 - (ii) that Director being counted in the quorum;
- the decision has been made by a majority of the Directors at a quorate meeting.
- (2) Paragraph 45(1) does not permit a Director or a connected person to keep any benefit that may be conferred upon him or her by a resolution of the Directors or of a committee of Directors if, but for paragraph 45(1), the resolution would have been void, or if the Director has not complied with article 43.

THE SEAL

46. If the Company has a Seal, it shall only be used by the authority of the Directors or of a committee of Directors authorised by the Directors. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the secretary (if any) or by a second Director.

MINUTES

47. The Directors must keep minutes of all:
- (1) appointments of Officers made by the Directors;
 - (2) proceedings at meetings of the Charity;

- (3) meetings of the Directors and committees of Directors including:
 - (a) the names of the Directors present at the meeting;
 - (b) the decisions made at the meetings; and
 - (c) where appropriate the reasons for the decisions.

ACCOUNTS

- 48. (1) The Directors must prepare for each financial year accounts as required by the Companies Act. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.
- (2) The Directors must keep accounting records as required by the Companies Act.

ANNUAL REPORT AND RETURN AND ACCOUNTS

- 49 (1) The Directors must comply with their obligations under the Charities Act (Northern Ireland) 2008 with regard to:
 - (a) the transmission of the statements of account to the Commission;
 - (b) the preparation of an Annual Report and its transmission to the Commission;
 - (c) the preparation of an Annual Return and its transmission to the Commission.
- (2) The Directors must notify the Commission promptly of any changes to the Charity's entry on the Register of Charities.

MEANS OF COMMUNICATION TO BE USED

- 50. (1) Subject to the articles, anything sent or supplied by or to the Charity under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Charity.

- (2) Subject to the articles, any notice or document to be sent or supplied to a Director in connection with the taking of decisions by Directors may also be sent or supplied by the means by which that Director has asked to be sent or supplied with such notices or documents for the time being.
51. Any notice to be given to or by any person pursuant to the articles:
- (1) must be in writing; or
 - (2) must be given in electronic form.
52. (1) The Charity may give any notice to a member either:
- (a) personally; or
 - (a) by sending it by post in a prepaid envelope addressed to the member at his or her address; or
 - (c) by leaving it at the address of the member; or
 - (d) by giving it in electronic form to the member's address.
- (2) A member who does not register an address with the Charity or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Charity.
53. A member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and of the purposes for which it was called.
54. (1) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- (2) Proof that an electronic form of notice was given shall be conclusive where the company can demonstrate that it was properly addressed and sent in accordance with section 1147 of the Companies Act 2006.
- (3) In accordance with section 1147 of the Companies Act 2006, notice shall be deemed to be given:
- (a) forty-eight hours after the envelope containing it was posted; or
 - (b) in the case of an electronic form of communication, forty-eight hours after it was sent.

INDEMNITY

55. (1) The Charity shall indemnify every Director against any liability incurred in successfully defending legal proceedings in that capacity, or in connection with any application in which relief is granted by the Court from liability for negligence, default, or breach of duty or breach of trust in relation to the Charity.
- (2) In this article a “relevant Director” means any Director or former Director of the Charity.

RULES

56. (1) The Directors may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the Charity.
- (2) The bye laws may regulate the following matters but are not restricted to them:
- (a) the admission of members of the Charity (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;
 - (a) the conduct of members of the Charity in relation to one another, and to the Charity’s employees and volunteers;
 - (c) the setting aside of the whole or any part or parts of the Charity’s premises at any particular time or times or for any particular purposes;
 - (d) the procedure at General Meetings and meetings of the Directors in so far as such procedure is not regulated by the Companies Act or by the articles;
 - (e) generally, all such matters as are commonly the subject matter of company rules.
- (3) The Charity in General Meeting has the power to alter, add to or repeal the rules or bye laws.

- (4) The Directors must adopt such means as they think sufficient to bring the rules and bye laws to the notice of members of the Charity.
- (5) The rules or bye laws shall be binding on all members of the Charity. No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in the articles.

DISSOLUTION

57. (1) The members of the Charity may at any time before, and in expectation of, its dissolution resolve that any net assets of the Charity after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the Charity be applied or transferred in any of the following ways:
- (a) directly for the Objects; or
 - (b) by transfer to any charity or charities for purposes similar to the Objects; or
 - (c) to any charity or charities for use for particular purposes that fall within the Objects.
- (2) Subject to any resolution of the members of the Charity, the Directors of the Charity may at any time before, and in expectation of, its dissolution resolve that any net assets of the Charity after all its debts and liabilities have been paid, or provision has been made for them, shall on dissolution of the Charity be applied or transferred:
- (a) directly for the Objects; or
 - (b) by transfer to any charity or charities for purposes similar to the Objects; or
 - (c) to any charity or charities for use for particular purposes that fall within the Objects.
- (3) In no circumstances shall the net assets of the Charity be paid to or distributed among the members of the Charity (except to a member that is

itself a charity) and, if no such resolution in accordance with article 57(1) is passed by the members or the Directors, the net assets of the Charity shall be applied for charitable purposes as directed by the Court or the Commission.