

Company Number NI031327

THE COMPANIES ACT 2006

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A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

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SPECIAL RESOLUTION

of

BELFAST BUILDINGS TRUST

(the "Company")

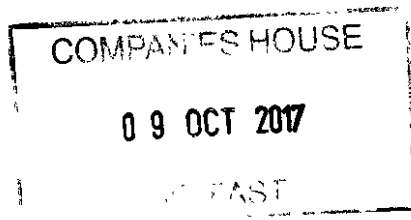
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The following resolution was passed as a special resolution of the shareholders of the Company pursuant to Chapter 2 of Part 13 of the Companies Act 2006 on 28 (Sept) 2017:

SPECIAL RESOLUTION

1. THAT the draft articles of association attached to this resolution be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association.

  
Director/Secretary



MONDAY



\*J6GP55IO\*

JNI

09/10/2017

#13

COMPANIES HOUSE

**THE COMPANIES (NORTHERN IRELAND) ORDER 1986**  
**A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL**

**MEMORANDUM**

**and**

**ARTICLES OF ASSOCIATION**

**- of -**

**BELFAST BUILDINGS TRUST**

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**Cleaver  
Fulton  
Rankin**

**THE COMPANIES (NORTHERN IRELAND) ORDER 1986**  
**A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL**

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**MEMORANDUM OF ASSOCIATION**

**- of -**

**BELFAST BUILDINGS TRUST**

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1. The company's name is Belfast Buildings Trust.
2. The company's registered office will be situated in Northern Ireland.
3. The company's Objects are:
  - 3.1 to secure by such means as are available for the public benefit the preservation, protection and improvement of buildings or structures of particular beauty, or of historic, environmental, architectural or constructional merit or interest in the greater Belfast area, and to stimulate and educate public interest therein.

In furtherance of such primary object and without prejudice to the generality thereof the company may:

    - 3.1.1 acquire, restore, repair, renovate and improve such buildings and where thought desirable erect new buildings where such erection is ancillary to a scheme for the restoration, renovation or improvement of existing buildings;
    - 3.1.2 provide and manage in any such buildings as aforesaid houses and flats, together with amenities, utilities and services of every kind (including shops and premises used for commercial purposes of any nature) ancillary thereto;
    - 3.1.3 sell, let on lease or tenancy, or otherwise dispose of such properties;
    - 3.1.4 generally promote and encourage the education of the public in historic architecture, understanding of planning, and appreciation of the built environment whether through exhibitions lectures seminars or otherwise;
    - 3.1.5 co-operate with the local authority, local planning authority and all other statutory authorities, voluntary organisations, charities, and persons having aims similar to the company.
  - 3.2 to foster, undertake and support research into any aspect of the Objects of the company; to disseminate the useful results of such research; and to publish and assist in publishing reports books pamphlets or similar material promoting, making known or connected with the Objects of the company;
  - 3.3 to raise money by subscriptions, donations, grants, loans or otherwise for the purposes of the company PROVIDED THAT the company shall not undertake any permanent trading activities in raising funds for the Objects of the company; to invite and accept gifts of all sorts and whether inter vivos or by will and whether or not subject to conditions, to carry out any condition imposed on any gift which may be accepted;

- 3.4 to constitute special charitable trusts (by incorporation of a company or otherwise) for any particular purposes of the company; to act as trustee of any such special trust, whether constituted by the company or otherwise;
- 3.5 to enter into and carry out contracts and to take out and effect policies of insurance;
- 3.6 to employ and remunerate upon such reasonable and proper terms as may be thought fit staff and agents; and to make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their widows and other dependants;
- 3.7 subject to such consents as may be required by law to borrow money for the purposes of the company on such terms and on such security (if any) as may be thought fit;
- 3.8 to invest the moneys of the company not immediately required for its purposes in or upon such investments, securities or property 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 and subject also as hereinafter mentioned;
- 3.9 to make planning applications, listed building applications, applications for consent under bye-laws or building regulations and other like applications;
- 3.10 to establish and support or aid in the establishment and support of any charitable companies, associations or institutions and to subscribe or guarantee money for charitable purposes in any way calculated to further the Objects of the company;
- 3.11 to co-operate with any local or public authority or other body concerned to achieve the Objects of the company;
- 3.12 generally, to do all such other lawful things as shall further the attainment of the company's Objects.
4. The liability of the members is limited.
5. Every member of the company undertakes to contribute such amount as may be required (not exceeding £1.00) to the company's assets if it should be wound up while he is a member, or within one year after he ceases to be a member, for payment of the company's debts and liabilities contracted before he ceases 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.
6. The income and property of the company, whencesoever derived, shall be applied solely towards the promotion of the Objects of the company 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 the members of the company so however that no director of the company shall be appointed to any salaried office of the company or any office of the company paid by fees,

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

- (a) of reasonable and proper remuneration to any member, officer or servant of the company for any services rendered to the company;
- (b) of interest on money lent by any member of the company or of its board of directors at a reasonable and proper rate per annum not exceeding 2 per cent less than the Base Lending Rate for the time being prescribed by the company's bankers;
- (c) of reasonable and proper rent for premises demised or let by any member of the

company or of its board of directors;

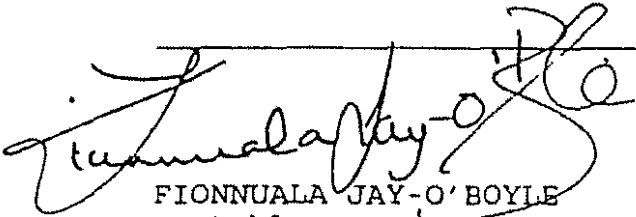
- (d) of fees, remuneration or other benefit in money or money's worth to any company of which a member of the board of directors may also be a member holding not more than 10% of the capital of that company;
  - (e) to any member of its board of directors of reasonable out-of-pocket expenses so however that, save for payment of such out of pocket expenses, no remuneration or other benefit in money or money's worth shall be given by the company to any director;
  - (f) of any premium in respect of any insurance or indemnity to cover the liability of the directors (or any of them) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of duty or breach of trust of which they may be guilty in relation to the company: provided that any such insurance or indemnity shall not extend to any claim arising from any act or omission which the directors (or any of them) knew or ought reasonably to have known was a breach of duty or breach of trust or which was committed by the directors (or any of them) in reckless disregard of whether it was a breach of duty or breach of trust or not.
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 among its or their members to an extent at least as great as is imposed on the company under or by virtue of clause 6 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 charitable object.
8. True accounts shall be kept of the sums of money received and expended by the company and the matters in respect of which such receipts and expenditure take place, of all sales and purchases of property and goods by the company and of the property, credits and liabilities of the company and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the company for the time being, such accounts shall be open to the inspection of the members. Once at least in every year the accounts of the company shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.

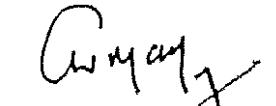
We, the subscribers to this memorandum of association,  
wish to be formed into a company pursuant to this memorandum


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NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

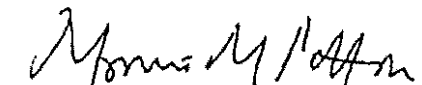
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JOHN BUCKBY BRYSON  
Huntley  
88 Dunmurry Lane  
Belfast  
BT17 9JS  
Retired

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Dated 26<sup>th</sup> day of FEBRUARY 1996

Witness to the above signatures:

  
17, Maryville ST BELFAST BT 7

ADMINISTRATOR / MARKETING MANAGER

**THE COMPANIES (NORTHERN IRELAND) ORDER 1986**

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**A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL**

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**ARTICLES OF ASSOCIATION**

**- of -**

**BELFAST BUILDINGS TRUST**

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In these articles "Table A" means Table A in the Companies (Tables A to F) Regulations (Northern Ireland) 1986.

**PRELIMINARY**

1. Regulations 2 to 35 inclusive, 54, 55, 57, 59, 102 to 108 inclusive, 110, 114, 116 and 117 of Table A, shall not apply to the company but the articles hereinafter contained and, subject to the modifications hereinafter expressed, the remaining regulations of Table A shall constitute the articles of association of the company.

**INTERPRETATION**

2. In regulation 1 of Table A, the definition of "the holder" shall be omitted.

**MEMBERS**

3. The subscribers to the memorandum of association of the company and such other persons as are admitted to membership in accordance with the articles shall be members of the company. No person shall be admitted a member of the company unless he is approved by the directors. Every person who wishes to become a member shall if the directors so require deliver to the company an application for membership, in such form as the directors require, executed by him.

Whether or not a person admitted to membership may also be a member of some other body or society with objects like or similar to those of the company, members shall be members of the company in their own right, as individuals, and not as representatives of such other bodies or societies.

4. A member may at any time withdraw from the company by giving at least seven clear days' notice to the company.

Membership shall not be transferable and shall cease on death.

5. The directors may from time to time and for the time being determine:
  - (a) that there shall be such further member or members or such further or other categories of membership or of associate status as the directors decide;
  - (b) that as from such date as the directors decide any category or categories or membership or of associate status shall cease to exist;

- (c) the annual subscription for membership of the company in each several category of membership or that no membership subscription shall be payable for one or more than one category of membership;
- (d) the annual subscription for any category of associate status of the company, or that no annual subscription shall be payable for one or more than one category of associate status;
- (e) the terms conditions rights and privileges of membership and of associate status in each several category.

#### ASSOCIATES

- 6. Any person company or other body which supports the Objects of the company as set out in the memorandum, which shall in the opinion of the directors qualify to be an associate of the company in a current category of associate status and who or which pays such annual or other subscription (if any) as the directors may from time to time determine to be the subscription for associate status in that category may be an associate of the company in such current category of associate status upon such terms and conditions as the directors may from time to time decide.

An associate shall not be a member of the company and shall not have any obligations or duties but will be entitled to such privileges as the directors may from time to time determine.

An associate shall be entitled to receive notices of and may himself or as the case may be by its duly authorised representative or representatives attend and speak at general meetings of the company but shall not be entitled to vote or be counted in reckoning a quorum.

#### NOTICE OF GENERAL MEETINGS

- 7. In regulation 38 of Table A:
  - (a) in paragraph (b) the words "of the total voting rights at the meeting of all the members." shall be substituted for "in nominal value of the shares giving that right"; and
  - (b) the words "The notice shall be given to all the members." shall be substituted for the last sentence.

#### PROCEEDINGS AT GENERAL MEETINGS

- 8. The words "and at any separate meeting of the holders of any class of shares in the company" shall be omitted from regulation 44 of Table A.
- 9. Paragraph (d) of regulation 46 of Table A shall be omitted.
- 10. In regulation 53 of Table A the words and brackets "approved (be telex or facsimile transmission) or" shall be inserted after the words "a resolution in writing".
- 11. In regulation 62(a) of Table A the words "not less than 48 hours" shall be deleted; and in regulation 62(b) of Table A the words "and not less than 24 hours" shall be deleted and the word "but" substituted therefor.

#### VOTES OF MEMBERS

- 12. No business shall be transacted at any meeting unless a quorum is present. Five persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporation, shall be a quorum.



13. Any company or other body which is a member or associate may by resolution of its directors partners or other governing body authorise such person or persons as it thinks fit to act as its representative or representatives at any meeting of the company and the person or persons so authorised shall be entitled to exercise the same powers on behalf of the company or other body as that company or other body could exercise if it were an individual member or associate.
14. The person or persons authorised to represent a member or associate in accordance with article 13 shall be notified to the secretary by the member or associate prior to the meeting at which such representative is authorised to act or be present.
15. On a show of hands every member present in person shall have one vote. On a poll every member present in person or by proxy shall have one vote.

#### DIRECTORS

16. There shall be not less than five nor more than twelve directors of the company. The quorum for a meeting of the directors shall be five.
17. The sixth sentence of regulation 88 of Table A shall not apply to the company.
18. In regulation 81 of Table A:
  - 18.1 sub-regulation (e) shall be deleted and the following sub-regulation substituted therefor:

“81. (e) he shall without permission of the directors be absent from more than three consecutive meetings of directors and the directors resolve that his office be vacated”
  - 18.2 a further sub-regulation (f) shall be inserted, namely:

“81. (f) the other directors unanimously resolve to remove him from office.”

#### DIRECTORS' EXPENSES

19. The words “of any class of shares or” shall be omitted from regulation 83 of Table A.

#### CHAIRMAN

20. In regulation 91 of Table A the following sentence shall be added at the end:

“The chairman of the board shall be appointed by the directors annually; but the same person may not be elected as chairman for more than four consecutive years and he is accordingly only eligible to be re-elected as chairman three times in immediate succession. Such person shall however be eligible for re-election as chairman after he has stood down for one year or more.”

#### PROCEEDINGS OF DIRECTORS

21.
  - 21.1 Any director or member of a committee of the directors may participate in a meeting of the directors or such committee by means of conference, telephone or similar communications equipment whereby all persons participating in the meeting can hear each other, and participation in a meeting in this manner shall be deemed to constitute “present in person” at such meeting.
  - 21.2 A resolution agreed by all the directors by telephonic communication, telex, facsimile transceiver, telegraph, computer or by any other electronic or like means will be valid if such resolution is signed by the chairman of the Board and is expressed to be passed pursuant to this provision.

22. The first sentence of regulation 72 of Table A shall be deleted and the following sentences substituted therefor:

“The directors may delegate any of their powers to one or more than one committee Provided that any such committee shall be required to report back to the directors. Any such committee may consist both of directors and of non-directors of the company, and unless the directors direct otherwise any committee shall have power to co-opt.”

23. In paragraph (c) of regulation 94 of Table A the word “debentures” shall be substituted for the words “shares, debentures or other securities” in both places where they occur.

#### MINUTES

24. The words “of the holders of any class of shares in the company” shall be omitted from regulation 100 of Table A.

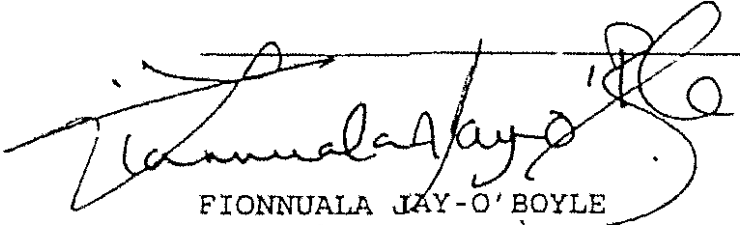
#### NOTICES

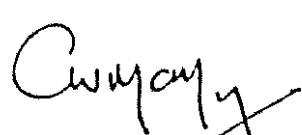
25. The second sentence of regulation 112 of Table A shall be omitted.
26. The words “or of the holders of any class of shares in the company” shall be omitted from regulation 113 of Table A.

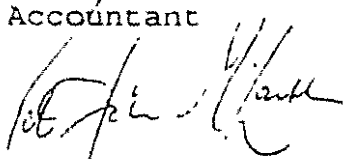
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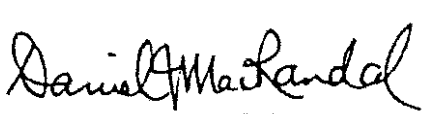
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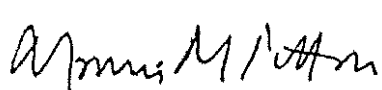
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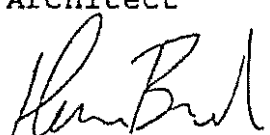
  
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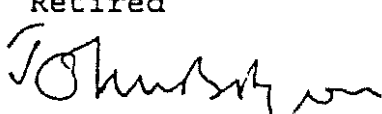
  
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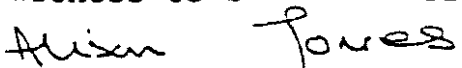
  
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BT17 9JS  
Retired

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Dated the 26<sup>th</sup> day of FEBRUARY 1996

Witness to the above signatures:

  
14, MAYVILLE STREET BELFAST BT7  
ADMINISTRATOR / MARKETING MANAGER