

THE COMPANIES (NORTHERN IRELAND) ORDERS 1986 TO 1990

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM AND ARTICLES OF ASSOCIATION

-of-

THE BLOODY SUNDAY TRUST

Company Number: NI038789

Memorandum and Articles of Association

Prepared by
NICDA Social Economy Agency

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THE COMPANIES (NORTHERN IRELAND) ORDERS 1986 TO 1990

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL MEMORANDUM OF ASSOCIATION OF THE BLOODY SUNDAY TRUST

1. The Company's name is:
THE BLOODY SUNDAY TRUST
2. The Company's registered office is to be situated in Northern Ireland.

The objects of the Company shall be: - "...the advancement of the education of the general public to raise greater awareness and understanding of their heritage and to compile and hold in trust archival materials and artefacts publicly accessible and displayed in the Museum of Free Derry in the advancement of human and civil rights, tolerance and diversity throughout the island of Ireland and internationally."

3.

4. POWERS

In furtherance of the said objects, but not further or otherwise, the Company shall have power to:

- a) provide, endow, furnish and fit out with all necessary furniture and other equipment and maintain such buildings, premises, and centres as may from time to time be required for the purposes of the Company;
- b) bring together in conference representatives of voluntary organisations, government departments, statutory authorities and individuals;
- c) arrange and provide for, either alone or with others, the holding of exhibitions, meetings, lectures, classes, seminars or training courses, and all forms of recreational and other leisure-time activities;
- d) collect and disseminate information on all matters relating to its objects, and to exchange such information with other bodies having similar objects;
- e) write, print or publish, in whatever form such papers, books, periodicals, pamphlets or other documents, including films and recorded material, as shall further its objects and to issue or circulate the same whether for payment or otherwise;

- f) accept subscriptions, donations, devises and bequests of and to purchase, take on lease or in exchange, hire or otherwise acquire and hold any real or personal estate, maintain and alter any of the same as are necessary for any of the objects of the Company and (subject to such consents as may be required by law) sell, lease or otherwise dispose of or mortgage any such real or personal estate, having due regard to the requirements of, or conditions established by, statutory authorities or bodies providing funds or assistance of any kind to the Company;
- g) issue appeals, hold public meetings and take such other steps as may be required for the purpose of procuring contributions to the funds of the Company in the shape of donations, subscription or otherwise;
- h) draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank accounts;
- i) borrow or raise money for the objects of the Company on such terms and (with such consents as are required by law) on such security as may be thought fit PROVIDED THAT the Company shall not undertake any permanent trading activities in raising funds for the objects of the Company;
- j) take and accept any gift of money, property or other assets, whether subject to any special trust or not, for any one or more of the objects of the Company;
- k) invest the monies of the Company not immediately required for its objects 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 provided;
- l) make and charitable donation either in cash or assets for the furtherance of the objects of the Company;
- m) establish and support any charitable association or body and to subscribe or guarantee money for charitable purposes calculated to further the objects of the Company;
- n) make regulations for the proper supervision, control and management of any property which may be so acquired;
- o) employ and pay any person or persons to supervise, organise, carry on the work of and advise the Company
- p) insure and arrange insurance cover for and to indemnify its officers, servants and voluntary workers and those of its members from and against all such risks incurred in the course of the performance of their duties as may be thought fit;
- q) subject to the provisions of clause 5 hereof to pay reasonable annual sums or premiums for or towards the provision of pensions for officers or servants for the time being of the Company or their dependants;
- r) amalgamate with any companies, institutions, societies or associations which are charitable at law and have objects altogether or mainly similar to those of the Company and prohibit the payment of any dividend or profit to and the distribution of any of their assets amongst their members at least to the same extent as such payments or distributions are prohibited in the case of members of the Company by this Memorandum of Association

- s) pay out of the funds of the Company the costs, charges and expenses of and incidental to the formation and registration of the Company;
- t) do all such other lawful things as shall further 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 organisations of workers and organisations of employers.
- u) No Amendment shall be made which would have the effect of making the charity cease to be a charity at law.

5. The income and property of the Company shall be applied solely towards the promotion of its objects as set forth in the 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.

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 not being a member of its Board of Directors 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 rate per annum not exceeding 2 per cent less than the minimum lending rate prescribed for the time being by a clearing bank selected by that Board of Directors or 3 per cent whichever is the greater;
- 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 a company of which a member of the Board of Directors may be a member holding not more than 1/100th part of the capital of that Company; and
- e) to any member of its Board of Directors of out-of-pocket expenses.

6. The Liability of the members is limited.

7. 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 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, such amount as may be required not exceeding one pound.

8. 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 to an extent at least as great as is imposed on the Company under or by virtue of Clause 5 hereof, such institution or institutions to be determined by the members of the Company at or before the time of dissolution, and in so far as effect cannot be given to such provision, then to some other charitable object. In the event of winding up or dissolution, the Company will implement its Acquisition and Disposals Policy in respect of the collections it holds.

THE COMPANIES (NORTHERN IRELAND) ORDERS 1986 TO 1990

COMPANY LIMITED BY GUARANTEE

AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF

THE BLOODY SUNDAY TRUST

INTERPRETATIONS

1. In these articles:

“the Order” means the Companies (Northern Ireland) Order 1986;

“clear days” in relation to the period of a notice means that 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 Seal” means the common seal of the Company;

“Secretary” means any person appointed to perform the duties of the Secretary of the Company;

“the United Kingdom” means Great Britain and Northern Ireland.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, electrostatic processes, and other modes of representing or reproducing words in a visible form. Unless the contrary intention appears, words or expressions contained in these articles shall bear the same meaning as in the Order or any statutory modification thereof in force at the time at which these articles become binding on the Company.

MEMBERS

2. The first members of the Company shall be the Subscribers to the Memorandum, of Association.
3. The Directors may admit to membership any person interested in promoting the objects of the Company. Every application for admission shall be considered by the Directors at their first meeting after it was made, or as soon thereafter as is practicable. There shall be no discrimination between persons by reference to politics, religion, race, sex, physical or mental disability.
4. The provision of Article 360 of the Order shall be observed by the Company and every member shall either sign a written consent to become a member or sign the Register of Members on becoming a member.
5. 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.

CESSATION OF MEMBERSHIP

6. A member shall cease to be a member if:
 - a) such member ceases to fulfil any of the qualifications specified in these articles; or
 - b) such member resigns by notice in writing addressed and delivered to the Secretary; or
 - c) such member is expelled from membership by an ordinary resolution in that behalf carried at a duly convened General Meeting of the Company at which such member shall first be afforded the opportunity to make representations on the matter.

GENERAL MEETINGS

7.
 - a) Subject to paragraph 7(b) the Company shall in each calendar year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such and the notices calling it; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the company and that of the next.
 - b) So long as the Company holds its first Annual General Meeting within eighteen months of its incorporation, it need not hold it in the calendar year of its incorporation or in the following calendar year. The Annual general Meeting shall be held at such time and place as the Directors shall appoint.
 - c) The business of an Annual General Meeting shall comprise:
 - I. The appointment of Directors;
 - II. The consideration of the Report and Accounts presented by the Directors;
 - III. The appointment and the fixing of the remuneration of the accountant.All other business transacted at an Annual General Meeting shall be deemed special.

8. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
9. The Directors or ten per cent of the members of the company for the time being may whenever they think fit convene an Extraordinary General Meeting of the Company. The notice of such a meeting must be given in accordance with article 11 below and must state the objects of the meeting.
10. Decisions at General Meetings shall be made by passing resolutions:
 - a) Decisions involving an alteration of the Memorandum and Articles of Association of the company and other decisions so required by statute shall be made by special resolution. A special resolution is one passed by a majority of not less than three-fourths of members present in person or by proxy and voting at a General Meeting.
 - b) All other decisions shall be made by ordinary resolution requiring a simple majority of members present in person or by proxy and voting.

NOTICES

11. An Annual General Meeting and a meeting called for the passing of a special resolution shall be called by twenty-one clear days' notice in writing. Any other General Meeting shall be called by a least fourteen clear days' notice in writing. The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and in the case of an Annual General Meeting shall specify the meeting as such. The notice shall be given to all the members and to the Accountant.
12. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of forty-eight hours after the envelope containing it was posted.
13. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.
14. The Company in General Meeting may decide from time to time to invite by notice any person to a General Meeting of the Company.

PROCEEDINGS AT GENERAL MEETINGS

15. Every member and such other persons as receive notice shall be entitled to attend and speak at a General Meeting.
16. No business shall be transacted at a General Meeting unless a quorum is present. The quorum necessary for the transaction of business shall be one quarter of the directors or four directors whichever is the greater number

17. If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such a day, time and place as the Directors may determine.
18. The Chairperson, if any, of the Directors shall preside as Chairperson at every General Meeting of the company, or if there is no such Chairperson, or if he or she is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the directors present shall elect one of their number to be Chairperson of the meeting.
19. If at any meeting no Director is willing to act as Chairperson or if no Director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be Chairperson of the meeting.
20. The Chairperson 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 the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
21. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of the show of hands, a poll is duly demanded. Subject to the provisions of the Order a poll may be demanded:
 - a. By the Chairperson; or
 - b. By not less than four members having the right to vote at the meeting.
22. Unless a poll is duly demanded, a declaration by the chairperson that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry made to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
23. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairperson and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.
24. Except as provided in article 26, if a poll is duly demanded it shall be taken in such manner as the Chairperson directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
25. Where there is an equality of votes, whether on a show of hands or on a poll, the Chairperson of the meeting at which the show of hands takes place, or at which the poll is demanded, shall be entitled to a second or casting vote.

26. A poll demanded on the election of a Chairperson, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairperson of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.
27. A resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at General Meetings shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

VOTES OF MEMBERS

28. On a show of hands every member present in person shall have one vote. On a poll only members present in person shall have one vote.
29. A member in respect of whom an order has been made by any court having jurisdiction in matters concerning mental disorder shall have no vote.
30. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairperson whose decision shall be final and conclusive.

DIRECTORS

31. Unless otherwise determined by the Company in General Meeting the number of Directors shall not be subject to any maximum but shall not be less than three.
32. The initial Directors from incorporation until the first Annual General Meeting shall be determined in writing by the subscribers of the Memorandum of Association.
33. The qualification of a director shall be that he/she is a member of the Company

ROTATION OF DIRECTORS

34. At the first Annual General Meeting of the Company, and at every subsequent one, one-quarter of the Directors for the time being shall retire from office, or if their number is not a multiple of four, then the number nearest one-quarter shall retire.
35. The directors to retire each year shall be those who have been longest in office since their last election, but as between persons who became Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. A retiring director shall be eligible for re-election.
36. No person other than a Director retiring at the meeting shall, unless recommended by the Directors, be eligible for election to the office of Director at any General Meeting unless not less than seven and not more than twenty-one days before the date appointed for the meeting there has been left at the registered office of the Company notice in writing, signed by a member duly qualified to attend and vote at the meeting for which such notice is given, of his/her intention to propose such a person for

election, and also notice in writing signed by that person of his/her willingness to be elected.

37. The Directors shall have the power at any time and from time to time to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors. Any director so appointed shall hold office only until the next following Annual General Meeting and shall then be eligible for re-election, but shall not be taken into account in determining the Directors who are to retire by rotation at such meeting.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

38. The office of a Director shall be vacated if:
- a. He/she resigns his/her office in writing to the Company
 - b. He/she is absent from three successive meetings of the Directors without the permission of the Directors and the Directors resolve by a majority that the office is to be vacated.
 - c. He/she becomes bankrupt or makes any arrangements or composition with his/her creditors generally.
 - d. He/she fails to declare his/her interest in any contract as referred to in article 45.
 - e. He/she is, or may be, suffering from mental disorder and either:
 1. He/she is detained for treatment within the meaning of Article 12(5) of the Mental Health (Northern Ireland) Order 1986, or
 2. An order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere), in matters concerning mental disorder for his/her detention or for the appointment of a controller, receiver, curator or other person to exercise powers with respect to his/her property or affairs.
 - f. He/she is removed from office by resolution of the Company in General Meeting (in accordance with Article 311 of the Order).

POWERS AND DUTIES OF THE DIRECTORS

39. The business of the Company shall be managed by the Directors who may pay all expenses of the formation of the Company as they think fit and may exercise all such powers of the Company and do all such acts on behalf of the Company as may be exercised and done by the Company and as are not by statute or by these articles required to be exercised or done by the Company in General Meeting.
40. No regulation made by the Company in General Meeting shall invalidate any prior act of the Directors which would have been valid had that regulation not been made.
41. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for money paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed as the case may be in such manner as the Directors shall from time to time by resolution determine.
42. Without prejudice to its general powers the Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking and property or

any part thereof and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

43. The rate of interest on money borrowed, except by way of a loan, overdraft or mortgage from a Bank, Building Society or District Council, shall not exceed 6.5 per cent per annum or 3 per cent above the base rate of the Company's bank, whichever is higher.
44. The Directors shall cause minutes to be made in books provided for the purpose:
- a. Of all appointments of Officers made by the Directors;
 - b. Of all the names of the Directors present at each, meeting of the Directors and of any committee of the Directors;
 - c. Of all resolutions and proceedings at all meeting of the Company and all meetings of the Directors and all meetings of committees of Directors.
45. A Director shall not vote in respect of any contract in which he/she is directly or indirectly interested or any matter arising therefrom and if he/she does so vote his/her vote shall not be counted.

PROCEEDINGS OF THE DIRECTORS

46. The directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit and questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the Chairperson shall have a second or casting vote
47. A Director may and the Secretary shall on the requisition of a Director summon a meeting of the Directors at any reasonable time.
48. The quorum necessary for the transaction of business of the Directors shall be four Directors or one quarter of Directors, whichever is the greater.
49. If the Directors shall at any time be reduced in number to less than the minimum prescribed in these articles, they may act as the Directors for the purpose of filling vacancies in their body or summoning a General Meeting of the Company but for no other reason
50. The Directors may elect a Chairperson of their meetings and determine the period of which he or she is to hold office: but if no such Chairperson is elected or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the same, the Directors present may choose one of their number to be Chairperson of the meeting.
51. A resolution in writing signed by all Directors for the time being who are entitled to vote shall be as valid and effective as if it had been passed at a meeting of the Directors and may consist of several documents in like form signed by one or more Directors.
52. The Directors may delegate any of their powers to sub-committees consisting of such members of the Company as they think fit. Any sub-committee so formed shall conform to any regulations that may be imposed on it by the Directors.

53. A committee may elect a Chairperson of its meetings, but if no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to be Chairperson of the meeting.
54. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and where there is an equality of votes the Chairperson shall have a second or casting vote.

SECRETARY

55. Subject to the provision of the Order, the Secretary shall be appointed or removed by the Directors.
56. Anything which has to be done by or to a Director and the Secretary shall not be done by one person acting in both capacities.

THE SEAL

57. The Directors shall provide for the safe custody of the Seal, which shall only be used by the authority of the Directors acting on behalf of the Company. Every instrument to which the seal shall be attached shall be signed by a Director and countersigned by a second member, the Secretary or a Director.

ACCOUNTS

58. The Directors shall cause proper accounting records to be kept in accordance with the provisions of the Order with respect to:
- a) All sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place;
 - b) All Sales and purchases of goods by the Company
 - c) The assets and liabilities of the Company
- Proper accounting records shall be deemed to be kept if they give a true and fair record of the state of the Company's affairs and explain its transactions.
59. The accounting records shall be kept at the registered office of the Company or subject to Articles 230(1) and (2) of the Order at such other places as the Directors think fit, and shall always be open to the inspection of all officers of the Company during their working hours and by such other persons authorised by the Company in General Meeting.
60. The Directors shall from time to time in accordance with their statutory obligations cause to be prepared and laid before the Company in General Meeting such profit and loss accounts, balance sheets and reports as are required by statute.
61. In addition the Directors shall, following the first General meeting, prepare and present the members with such regular trading accounts showing so far as is possible the current financial results of the Company as the Company in General Meeting shall require to be laid before them.

62. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in General Meeting, together with a copy of the Accountant's report, shall, not less than twenty-one clear days before the date of the meeting, be sent or delivered to every member, the Accountants and every holder of loan stock or debentures of the Company. Provided that this article shall not require a copy of those documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any debenture.

AUDIT

63. Once at least in every year the accounts of the Company shall be examined and correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Accountants.
64. Accountants shall be appointed and their duties regulated in accordance with the provision of the Order.

WAGES AND WELFARE

65. The terms and conditions of the contracts of employment of employees of the Company shall be determined by the Directors in accordance with the law.

INDEMNITY

66. Every member or auditor or officer of the Company shall be indemnified out of the assets of the Company against all losses or liabilities incurred by him/her in or about the execution and discharge of the duties of his/her office, except to the extent that such losses or liabilities shall be attributed to either:
- a. Fraud or other matters in respect of which such person concerned shall be convicted of a criminal offence: or
 - b. Negligence: or
 - c. Actions knowingly beyond the scope of a specific authority or limit thereon on the part of such person.

DISSOLUTION

67. Clause 8 of the Memorandum of Association relating to the winding up and dissolution of the Company shall have effect as if the provisions thereof were repeated in these articles.
68. The provision of article 67 and of this article may only be changed by the unanimous vote of all members entitled to vote.