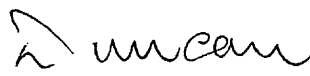


creativeexchange ARTIST STUDIOS

Creative Exchange Artist Studios
 Unit B5 Portview Trade Centre
 310 Newtownards Rd
 Belfast BT4 1HE
 Northern Ireland
 United Kingdom

Board Resolution of Creative Exchange Artist Studios adopted on 1 July 2011

It is resolved the latest version dated 1 July 2011, of the Memorandum and
 Articles of Association is approved by the Board of Directors for submission to
 the HMRC for the purposes of the application of charitable status



Ray Duncan
 Chairman of the Board
 Creative Exchange Artist Studios

THURSDAY



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JNI

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COMPANIES HOUSE

Incorporated 6th day of November 2008

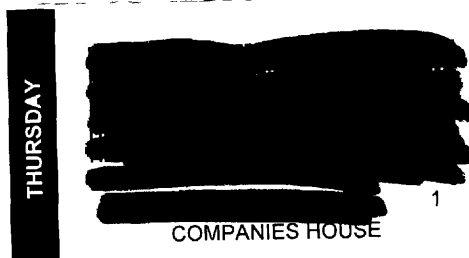
ARTICLES OF ASSOCIATION

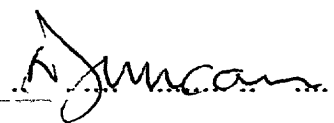
OF

Creative Exchange Artist Studios

(INCORPORATED)

I certify this to be a
true copy of the
Articles as amended
by Special
Resolution of the
Company passed on
1/7/ 2011





CHAIR
Ray Duncan

Date 1/7/11

THE COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE
ARTICLES OF ASSOCIATION
OF
Creative Exchange Artists Studios

Name

- (1) The name of the Company is Creative Exchange Artists Studios ('the Company')

Interpretations

- (2) These Articles are to be interpreted without reference to the model articles under the Companies Act 2006 which do not apply to the Company

In these 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 company,
'the articles'	means the company's articles of association,
'bankruptcy'	includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy,
'the Companies Act'	means the Companies Act 2006 (as defined in section 2 of the Companies Act 2006) insofar as they apply to the company,
'the Charities Act'	means the Charities Act (NI) 2008 and any statutory modification or re-enactment for the time being in force thereof,

‘the Charity Commission’	means the Charity Commission for Northern Ireland,
‘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 directors’	means the board of directors of the company, and includes any person occupying the position of director regardless of whether they are referred to as the ‘the board’, ‘the management committee’ or by whatever other name they are called,
‘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,
‘member’	has the meaning given in section 112 of the Companies Act 2006,
‘the memorandum’	means the company’s memorandum of association,
‘officers’	includes the directors and the secretary (if any),
‘ordinary resolution’	has the meaning given in section 282 of the Companies Act 2006,
‘the seal’	means the common seal of the company if it has one,
‘secretary’	means any person appointed to perform the duties of the secretary of the company,
‘special resolution’	has the meaning given in section 283 of the Companies Act 2006,
‘subsidiary’	has the meaning given in section 1159 of the Companies Act 2006,
‘the United Kingdom’	means Great Britain and Northern Ireland,
‘writing’	means the representation of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise, 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 these articles shall bear the same meaning as in the Companies Act but excluding any statutory modification not in force when this constitution becomes binding on the Company

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

Liability of members

- (3) The liability of each member is limited to £1, being the amount that 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 or she or it is a member, or within one year after he or she or it ceases to be a member, for payment of the debts and liabilities of the company contracted before he or she or it 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

OBJECTS

- (4) The company's objects are specifically restricted to the advancement, improvement, production and promotion of art, the promotion of the arts and culture, the advancement of education and the promotion of the benefit of the inhabitants (*hereinafter called the "beneficiaries"*) of the Belfast area in particular but not exclusively and its environs of Northern Ireland (*"hereinafter called the "area of benefit"*) without distinction of age, gender, sexual orientation, disability/ability, race, ethnic origin, political, religious or other opinion by associating the statutory and local authorities, voluntary organisations and the inhabitants in a common effort to advance education with the objective of improving the conditions of life for the said inhabitants and in particular
 - (a) to promote and improve art and the production of objects and works of artistic merit for the public benefit by the establishment and maintenance of affordable studio space for fine artists and makers (including painters, illustrators, sculptors, photographers, printmakers, textile and other multi-media designers) in necessitous circumstances upon terms appropriate to their means,
 - (b) to advance education in the arts for the public benefit by the provision of training and support for applied artists including where possible persons disadvantaged by social, economic or physical circumstances,
 - (c) to foster, promote and advance the education of the beneficiaries in art in all its aspects, and to encourage appreciation for and

participation in the arts and cross-cultural community based arts activities by the provision of information and training, classes, workshops, arts facilities and equipment, support and instruction and the organisation of exhibitions of works and events as the directors shall in their absolute discretion determine,

- (d) to promote learning about the creative processes involved in the arts with the object of developing aesthetic appreciation,
- (e) to provide support and information on the issues concerning the contemporary arts sector,
- (f) to advance any other exclusively charitable purpose as the directors, may from time to time, decide in accordance with the law of charity

POWERS

(5) The company has power to do anything which is calculated to further its Objects or is conducive or incidental to doing so In particular, the company has power

- (a) to provide or assist in providing courses in the arts, crafts and any other subjects which would improve the knowledge, skills, well-being, and confidence of the beneficiaries,
- (b) to provide, assist in providing or secure the provision of educational facilities for the benefit of the general public in the area of benefit,
- (c) to accept gifts and to raise funds In doing so, the company must not undertake any substantial permanent trading activity and must comply with any relevant statutory regulations,
- (d) to enter into contracts to provide services to or on behalf of other bodies,
- (e) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use,
- (f) to sell, lease or otherwise dispose of all or any part of the property belonging to the company In the event that property to be disposed of is considered to be a substantial asset where its value exceeds 10% of the company's asset value and is more than £5,000, or exceeds £100,000, such an arrangement for disposal must have been approved by a resolution of the members of the company or is conditional on such approval being obtained In exercising this power, the company must comply as appropriate with any provisions of the Charities Act for the time being in force.
- (g) to borrow money and to charge the whole or any part of the property belonging to the company as security for a grant or the discharge of an

obligation The company must comply as appropriate with any provisions of the Charities Act for the time being in force, if it wishes to mortgage land,

- (h) to arrange and provide for, either alone or with others, the holding of exhibitions, meetings, outings, lectures, classes, seminars or training courses,
- (i) to collect and disseminate information on all matters relating to its objects, and to exchange such information with other bodies having similar objects whether in the United Kingdom or elsewhere,
- (j) to 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,
- (k) to promote and organise co-operation in the achievement of the above objects with other charities, voluntary bodies and statutory authorities and to that end to exchange information and advice with them and work in association with other charities local, authorities and voluntary organisations engaged in the furtherance of the above objects in the area of benefit,
- (l) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects and to subscribe or guarantee for charitable purposes calculated to furtherance the objects of the Company,
- (m) to establish or acquire subsidiary companies,
- (n) to acquire, merge with or to enter into any partnership or joint venture arrangement with any other company, institution, society or association which is charitable at law and have objects similar to those of the Company and prohibit the payment of any profit or dividend 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 the provisions of this memorandum and articles of association,
- (o) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves,
- (p) to employ and remunerate such staff, who shall NOT be directors of the company, as are necessary for carrying out the work of the company,
- (q) to deposit or invest funds and to employ professional fund managers,

- (r) invest the moneys 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 and such consents as may for the time being be imposed or required by law and these articles and in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act (NI) 2001,
- (s) to provide indemnity insurance for the directors in accordance with, and subject to any conditions in, section 93 of the Charities Act,
- (t) to insure and arrange insurance cover for and to indemnify its officers, servants and voluntary workers from and against all such risks incurred in the course of the performance of their duties as may be thought fit,
- (u) to make any charitable donation either in cash or assets for the furtherance of the objects of the company,
- (v) to pay out of the funds of the company the costs of forming and registering the company, both as a company and as a charity,
- (w) subject to the provisions of clause 6 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,
- (w) do all such other lawful things as may be necessary for or incidental to the attainment and furtherance of the above objects or any of them

APPLICATION OF INCOME AND PROPERTY

Universal clauses

- (6) The income and property of the company shall be applied solely towards the promotion of the Objects
- (7)
 - (a) A director is entitled to be reimbursed from the property of the company or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the company,
 - (b) A director may benefit from trustee indemnity insurance cover purchased at the company's expense in accordance with, and subject to any conditions in, section 93 of the Charities Act,
 - (c) A director may receive an indemnity from the company in the circumstances specified in Article (99)

Directors' benefits

- (8)
 - (a) A member, director or connected person may receive a benefit from the company in the capacity of a beneficiary of the company

- (b) None of the income or property of the company may be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit to any member, director or connected person, of the company Provided that nothing herein shall prevent any payment in good faith by the company
 - (i) Of reasonable and proper remuneration for any services rendered to the company by any member, officer or servant of the company who is not a director of the company
 - (ii) Of interest on money lent by any member, director or connected person at a reasonable and proper rate per annum not exceeding 2% less than the base rate prescribed for the time being by a clearing bank selected by that board of directors or 3%, whichever is the greater
 - (iii) Of reasonable and proper rent for premises demised or let by any member, director or connected person provided that the director concerned shall withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion
 - (iv) 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 one hundredth part of the capital of that company
 - (v) To any directors of reasonable and proper payment of out of pocket expenses
- (c) No director or connected person may buy any goods or services from the company on terms preferential to those applicable to other members of the public

Connected person

- (9) In articles (8), (85) and article (87) "connected person" means
 - (a) a child, parent, grandchild, grandparent, brother or sister of the director,
 - (b) the spouse or civil partner of the director or of any person falling within paragraph (a) above,
 - (c) a person carrying on business in partnership with the director or with any person falling within paragraph (a) or (b) above,
 - (d) an institution which is controlled

- (i) by the director or any connected person falling within paragraph (a), (b), or (c) above, or
 - (ii) by two or more persons falling within sub-paragraph (i), when taken together,
- (e) a body corporate in which
 - (i) the director or any connected person falling within paragraphs (a) to (c) has a substantial interest, or
 - (ii) two or more persons falling within sub-paragraph (i) who, when taken together, have a substantial interest

Members

- (10) The subscribers to the memorandum are the first members of the company
- (11) Membership is open to other individuals who are not employees or former employees of the company and organisations who
 - (a) apply to the company in the form required by the directors, and
 - (b) are approved by the directors
- (12) 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 unlawful discrimination between persons by reference to age, politics, religion, ethnic identity, nationality, gender, sexual orientation, physical or learning disability
 - (a) The directors may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the Company to refuse the application
 - (b) The directors must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision
 - (c) The directors must consider any written representations the applicant may make about the decision. The directors' decision following any written representations must be notified to the applicant in writing but shall be final
- (13) Membership is not transferable
- (14) The directors must keep a register of names and addresses of the members

Classes of membership

- (15) The rights and obligations of the different classes of membership shall be recorded in the register of members. There shall be three classes of membership

(a) **Individual Members**

Subject to article (11) any person aged 18 years or over in the area of benefit and who subscribes to the objects of the company

(b) **Affiliate Members**

Any organisation active within the area of benefit, whether voluntary or statutory, which subscribes to the objects of the company

(c) **Associate Members**

Any well-wisher or person who, in the opinion of the Directors, has special knowledge or experience to offer to the company

Associate members have the right to attend and speak at General Meetings of the Company, but are not entitled to vote

- (16) The directors may not directly or indirectly alter the rights or obligations attached to a class of membership

- (17) 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

- (18) The provisions in the articles about general meetings shall apply to any meeting relating to the variation of the rights of any class of members

Termination of membership

- (19) Membership is terminated if

- (a) the member dies or, if it is an organisation, ceases to exist,
- (b) the member resigns by written notice to the company unless, after the resignation, there would be less than two members,
- (c) any sum due from the member to the company is not paid in full within six months of it falling due,

- (d) a member fails or neglects to comply with these articles or commits conduct unworthy of membership of the company, shall render such member liable to expulsion from membership by a resolution of the directors that it is in the best interests of the company that his or her or its membership is terminated. A resolution to remove a member from membership may only be passed if
 - (i) 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,
 - (ii) 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
 - (iii) a notice under this Article shall be held to have been duly given if sent by Recorded Delivery Post to the address of the Member appearing in the Company's Records

Annual General Meetings

- (20) The company must hold its first annual general meeting within eighteen months after the date of its incorporation. An annual general meeting must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings
- (21) (a) The business of an annual general meeting shall comprise
 - (i) the adoption of the minutes of the preceding Annual General Meeting and of any General Meeting held since the preceding Annual General Meeting,
 - (ii) the receipt and consideration of an annual report from the Board on its proceedings and its progress in pursuit of the objects of the Company,
 - (iii) the approval of non-voting advisors to attend meetings of the Board (if necessary),
 - (iv) the receipt and adoption of the Financial Report and the audited accounts,
 - (v) the appointment and removal of Members (if necessary),
 - (vi) the appointment and removal of Directors (if necessary),
 - (vii) the fixing of the annual subscription fee (if any),
 - (viii) the appointment of the Chairperson and Vice-Chairperson of the Board of Directors (if necessary),

- (ix) consideration of and decision on any resolution of which due notice shall have been given
- (b) All other business transacted at an Annual General meeting shall be deemed special. No other business shall be discussed or transacted unless prior notice has been given to the secretary at least fourteen clear days before the meeting.
- (c) The Company shall have power at the Annual General Meeting to fix an annual subscription fee for each category of member. It shall not however be obligatory for the Company to fix an annual subscription but if so fixed it shall be a qualification for membership that such annual subscriptions shall be fully paid up.
- (22) (a) The directors may call a general meeting at any time.
- (b) (i) The directors are required to call a general meeting once the company has received requests to do so from members who represent at least 10% of the total voting rights of all the members having a right to vote at general meetings, unless, more than twelve months has elapsed since the end of the last general meeting in which case the required percentage is 5%.
- (ii) A request must state the general nature of the business to be dealt with at the meeting, and may include the text of a resolution that may properly be moved and is intended to be moved at the meeting.
- (iii) A resolution may properly be moved at a meeting unless—
 - (a) it would, if passed, be ineffective (whether by reason of inconsistency with any enactment or the company's constitution or otherwise), or
- (iv) it is defamatory of any person, or it is frivolous or vexatious.

Notice of General Meetings

- (23) The minimum periods of notice required to hold a general meeting of the company 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.
- (24) 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, being a majority who together hold not less than 90% of the total voting rights.

- (25) The notice must
- (a) 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
 - (b) The notice must also contain a statement setting out the right of members to appoint a proxy under section 324 of the Companies Act and article (49)
 - (c) The notice must be given to all the members and to the directors and auditors
- (26) 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 company

PROCEEDINGS AT GENERAL MEETINGS

Quorum

- (27) No business shall be transacted at any general meeting unless a quorum is present. A quorum is
- (a) 5 members, or one-tenth of the membership, present in person or by proxy and entitled to vote upon the business to be conducted, whichever is the greater
 - (i) The authorised representative of a member organisation shall be counted in the quorum
- (28) If a quorum is not present within half an hour from the time appointed for the meeting or during a meeting a quorum ceases to be present, the meeting shall be adjourned to such time and place as the directors shall determine
- (29) The directors must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting
- (30) 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

Chairperson

- (31) General meetings shall be chaired by the person who has been appointed to chair meetings of the directors or 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. If there is only one director present and willing to act, he or she shall chair the meeting

- (32) 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 it, the members present in person or by proxy and entitled to vote must choose one of their number to chair the meeting

Adjournment

- (33) The members present in person, or by proxy, at a meeting may resolve by ordinary resolution that the meeting shall be adjourned. 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
- (34) 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
- (35) 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

Attendance and Speaking at General Meetings

- (36) (a) A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting
- (b) A person is able to exercise the right to vote at a general meeting when
- (i) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
- (ii) that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting
- (c) The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it
- (d) In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other
- (e) Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them

- (f) Directors may attend and speak at general meetings, whether or not they are members
- (g) The chairman of the meeting may permit other persons who are not members of the company to attend and speak at a general meeting

Resolutions

- (37) Decisions at general meetings shall be made by passing resolutions
 - (a) Decisions involving an alteration of the articles 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 75% present (in person, or through an authorised representative 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 through an authorised representative or by proxy) and voting
- (38) 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 (a formal count of votes) is demanded
 - (a) by the person chairing the meeting, or
 - (b) by at least two 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
- (39) A declaration by the chairperson of the result of a vote shall be conclusive unless a poll is demanded. The result of the vote must be recorded in the minutes of the meeting but the number or proportion of votes cast need not be recorded
- (40) A 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
- (41) A poll 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 poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded
- (42) (a) A poll demanded on the election of a chairperson, or on a question of adjournment, must be taken immediately. A poll demanded on any other question shall be taken at such time as the Chairperson of the

meeting directs, and the meeting may continue to deal with any other business that may be conducted at the meeting

- (b) If the poll is not taken immediately at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken provided that the poll shall be taken within thirty days after it has been demanded

Votes of members

- (43) (a) Subject to article (15) and (43)(b), every member, whether an individual or an organisation, shall have one vote and is entitled to appoint a proxy to attend, speak and vote at a general meeting on their behalf. The chairperson of any general meeting shall NOT be entitled to a second or casting vote
- (b) All members of the company who have paid the appropriate subscription fee for the current year shall be eligible to vote at general meetings of the Company
- (44) 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 chairperson shall be final
- (45) Any organisation that is a member of the company may nominate any person to act as its representative at any meeting of the company provided that:
 - (a) The organisation must give written notice to the company 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 company. The representative may continue to represent the organisation until written notice to the contrary is received by the company
 - (b) Any notice given to the company will be conclusive evidence that the representative is entitled to represent the organisation or that his or her authority has been revoked. The company shall not be required to consider whether the representative has been properly appointed by the organisation

Written resolutions

- (46) A resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75%) 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 by a majority of not less than 75%) 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 28 days beginning with the circulation date
- (47) A resolution in writing may comprise several copies to which one or more members have signified their agreement
- (48) In the case of a member that is an organisation, its authorised representative may signify its agreement

Content of proxy notices

- (49) Proxies may only validly be appointed by a notice in writing (a "proxy notice") which
- (a) states the name and address of the member 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 company in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate
- (50) The company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes. Proxy notices must be delivered to the company's registered office at least at least 24 hours prior to the start time of the meeting
- (51) 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 and 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

- (52) 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 company by or on behalf of that person
- (53) (a) An appointment under a proxy notice may be revoked by delivering to the company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given
- (b) 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
- (54) 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

BOARD OF DIRECTORS

- (55) A director must be a natural person aged 18 years or older No one may be appointed a director if he or she would be disqualified from acting under the provisions of article (73)
- (56) The number of directors shall not be less than three but (unless otherwise determined by ordinary resolution) shall not be more than 12 all of whom must support the objects of the company
- (57) The first directors shall be those persons notified to Companies House as the first directors of the company
- (58) A director may not act as a director of the company unless he/she is a member of the company Appointments made under article (70) are subject to, or conditional upon, the successful appointees becoming members of the company before serving as a director This does not apply to a co-opted director appointed under the provisions of article (71)
- (59) All Directors shall be chosen on their readiness to support the objects of the Company, their suitability, general experience and willingness to serve All directors must sign a written declaration of willingness to act as a director of the company
- (60) 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

- (61) The directors shall manage the business of the company and may exercise all the powers of the company unless they are subject to any restrictions imposed by the Companies Act, the articles or any special resolution

- (62) Every Director shall use his/her best endeavours to promote the objects and interests of the Company and shall observe all of the Company's regulations affecting him/her
- (63) No alteration of the articles or any special resolution shall have retrospective effect to invalidate any prior act of the directors
- (64) Any meeting of the 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

- (65) At the first annual general meeting all the directors must retire from office unless by the close of the meeting the members have failed to elect sufficient directors to hold a quorate meeting of the directors. At each subsequent annual general meeting all of the directors must retire from office. If there is only one director he or she must retire
- (66) 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

- (67)
 - (a) The company shall actively promote a board of directors which includes a range of skill, experience and knowledge in keeping with the pursuance of its Objects and to this end it is entitled to advertise and interview eligible candidates to be potential directors of the board
 - (b) Successful candidates arising from interviews under this article shall be eligible for nomination to the board under the provisions of article (70) or appointment under article (71)
- (68) The directors shall be elected at the annual general meeting by the members present (in person, or through an authorised representative or by proxy).
- (69) A retiring director shall, subject to Article (70) below, be eligible for re-nomination and election
- (70) No other person other than a retiring director may be appointed a director at any general meeting unless
 - (a) not less than fourteen nor more than thirty five clear days before the date of the meeting, the company is given a notice that
 - (i) is signed by a member entitled to vote at the meeting,

- (ii) states the member's intention to propose the appointment of a person as a director,
- (iii) contains the details that, if the person were to be appointed, the company would have to file at Companies House,
- (iv) is signed by the person who is proposed to show his or her willingness to be appointed
- (b) All members who are entitled to receive notice of a general meeting must be given not less than seven nor more than twenty one clear days notice of any resolution to be put to the meeting to appoint a director other than a director who is to retire by rotation
- (d) the board of directors is entitled to nominate those candidates selected in accordance with article (67)
- (e) If the number of nominations exceeds the number of vacancies, election shall be by secret ballot
- (f) If the number of nominations is less than the number of vacancies, further oral nominations may with the approval of the annual general meeting be invited from members at the said annual general meeting

Co-option of directors

- (71) The directors shall have the power at any time to appoint any person, who need not be a member of the company, by co-option
 - (a) to be a director to fill a casual vacancy Any director so appointed shall hold office only until the next following annual general meeting and shall then be eligible for election
 - (b) as additional directors with particular skills and/or knowledge up to but not exceeding a number equivalent to one third of the elected directors for the time being Directors so appointed shall hold office only until the next following annual general meeting and shall then be eligible for re-appointment

Office bearers

- (72) The directors so appointed shall at the first meeting of the board of directors after the annual general meeting elect by secret ballot from among their number a chairperson and other office bearers who shall hold office for one year The office of Chairperson and any other office bearers shall not be held by any person for a period exceeding three consecutive years In the event that an office bearer director serves for three consecutive terms, that director shall be eligible for re-election as an office bearer following a period of absence of one year from service as an office bearer

Disqualification and removal of directors

- (73) 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 (or any statutory re-enactment or modification of that provision),
 - (c) ceases to be a member of the company (but such a person may be reinstated by resolution passed by all the other directors on resuming membership of the company before the next annual general meeting),
 - (d) becomes physically or mentally incapable of managing and administering his or her own affairs,
 - (e) resigns as a director by notice to the company (but only if at least two directors will remain in office when the notice of resignation is to take effect), or
 - (f) is absent without the permission of the directors from three successive meetings of the Directors and the directors resolve that his or her office be vacated,
 - (g) is removed by ordinary resolution at a meeting to remove a director before the expiration of his period of office, notwithstanding anything in any agreement between it and him under section 168 of the Companies Act 2006. Special notice is required of a resolution to remove a director under this section and to appoint somebody instead of a director so removed at the meeting at which he is removed. A vacancy created by the removal of a director under this section if not filled at the meeting at which he is removed, may be filled as a casual vacancy under the co-option provision in article 71

Remuneration of directors

- (74) The directors must not be paid any remuneration unless it is authorised by article (8)

Proceedings of directors

- (75) (a) The directors may regulate their proceedings as they think fit, subject to the provisions of the articles and provided that they hold at least 4 meetings each year
- (b) Any director may call a meeting of the directors

- (c) The secretary must call a meeting of the directors if requested to do so by a director
- (d) Notice of any directors' meeting must indicate —
 - (i) its proposed date and time,
 - (ii) where it is to take place, and
 - (iii) if it is anticipated that directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting
 - (iv) Notice of a directors' meeting must be given to each director, but need not be in writing
 - (v) Notice of a directors' meeting need not be given to directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the company not more than 7 days after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it
- (d) Questions arising at a meeting shall be decided by a majority of votes
- (e) In the case of an equality of votes, the person who is chairing the meeting shall have a second or casting vote provided that he or she is not prohibited from participating in the decision making process in accordance with article (83)
- (f) A meeting may be held by suitable electronic means agreed by the directors in which each participant may communicate with all the other participants
- (g) Subject to the prior approval of the members at the annual general meeting, the Directors may invite to Board meetings non-voting advisors who shall be persons with particular skills or experience of benefit to the Company. Non-voting advisors will act in a purely advisory capacity

Quorum for directors' meetings

- (76) 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
 - (a) The quorum shall be three or the number nearest to one-third of the total number of directors, whichever is the greater, or such larger number as may be decided from time to time by the directors

- (b) 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
- (77) 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

Chairperson

- (78) The chairperson elected in accordance with article (72) shall chair all meetings of the directors but if no such chairperson is elected, or if at any meeting the chairperson is not present within ten minutes after the time appointed for holding the same, the directors present may choose one of their number to chair that meeting

Directors' written resolutions

- (79) A resolution in writing or in electronic form 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 28 days beginning with the circulation date
- (80) 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

Delegation

- (81) (a) The directors may delegate any of their powers or functions to a committee of two or more directors but the terms of any delegation must be recorded in the minute book. The directors have the power to revoke or alter any such delegation in whole or in part, or alter its terms and conditions
- (b) Committees to which the directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the articles which govern the taking of decisions by directors

- (82) 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 company except in accordance with a budget previously agreed with the directors
 - (c) all acts and proceedings of any committees must be fully and promptly reported to the directors

Declaration of directors' interests

- (83) 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 company or in any transaction or arrangement entered into by the company 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 company and any personal interest (including but not limited to any personal financial interest)

Conflicts of interests

- (84) If a conflict of interests 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, and
 - (c) the unconflicted directors consider it is in the interests of the company to authorise the conflict of interests in the circumstances applying
- (85) In article (84), 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

- (86) Subject to article (87), 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

- (a) who was disqualified from holding office,
- (b) who had previously retired or who had been obliged by the articles to vacate office,
- (c) who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise,

if without

- (d) the vote of that director, and
- (e) that director being counted in the quorum,

the decision has been made by a majority of the directors at a quorate meeting

- (87) Article (86) does not permit a director or 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 article (86), the resolution would have been void, or if the director has not complied with article (83)

Seal

- (88) If the company has a seal it must 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 so determined it shall be signed by a director and by the secretary or by a second director

RECORDS AND ACCOUNTS

Minutes

- (89) The directors must keep minutes of all
 - (a) appointments of officers made by the directors,
 - (b) proceedings at all meetings of the company,
 - (c) meetings of the directors and all meetings of committees of directors including
 - (i) the names of the directors present at each meeting,
 - (ii) the decisions made at the meetings, and,
 - (iii) where appropriate the reasons for the decisions
 - (d) all professional advice obtained

Accounts

- (90) The directors must prepare for each financial year accounts as required by the Companies Act and the Charities Act as to keeping records, the audit or independent examination of accounts and preparation and transmission to the Registrar of Companies and the Charity Commission of information required by law. 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.
- (91) The accounting records shall be kept at the registered office of the company, or subject to the Companies Act, at such other places as the directors think fit, and shall be open to inspection by the directors at any reasonable time during usual working hours.
- (92) The directors shall present the annual accounts to the members in the annual general meeting. 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 annual general meeting, together with a copy of the independent examiner's report, shall be sent or delivered to the independent examiner and every member before they are sent to Companies House.

Audit

- (93) 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 auditors or independent examiner or examiners who is/are a member(s) of the Institute of Chartered Accountants in Ireland or such other recognised supervisory body as the company shall from time to time decide appointed by the annual general meeting and their duties regulated compliance with the requirements of the Companies Act and of the Charities Act.

Annual Report and Return and Register of Charities

- (94) The directors must comply with any requirements of the Charities Act (or any statutory re-enactment or modification for the time being in force thereof) with regard to the preparation of an annual report and annual return and its transmission to the Charity Commission,

Means of communication to be used

- (95) Subject to the articles
 - (a) anything sent or supplied by or to the company under the articles may be sent or supplied in any way in which the Companies Act 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 company.

- (b) 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
- (96) Any notice to be given to or by any person pursuant to the articles must be in writing or must be given in electronic form The company may give any notice to a member either
 - (a) personally, or
 - (b) 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

A member who does not register an address with the company or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the company

- (97) A member present in person at any meeting of the company shall be deemed to have received notice of the meeting and of the purposes for which it was called
- (98) Subject to the articles
 - (a) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given
 - (b) 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
 - (c) In accordance with section 1147 of the Companies Act 2006 notice shall be deemed to be given
 - (i) 48 hours after the envelope containing it was posted, or
 - (ii) In the case of an electronic form of communication, 48 hours after it was sent

Indemnity

- (99) The company 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 company

In this article a “relevant director” means any director or former director of the company

- (100) The company may indemnify an auditor against any liability incurred by him or her or it
- (a) in defending proceedings (whether civil or criminal) in which judgment is given in his or her or its favour or he or she or it is acquitted, or
 - (b) in connection with an application under section 1157 of the Companies Act (power of Court to grant relief in case of honest and reasonable conduct) in which relief is granted to him or her or it by the Court

Rules

- (101) 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 company. The directors must adopt such means as they think sufficient to bring the rules and bye laws to the notice of members of the company. The bye laws may regulate the following matters but are not restricted to them
- (a) the admission of members of the company (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,
 - (b) the conduct of members of the company in relation to one another, and to the company’s employees and volunteers,
 - (c) the setting aside of the whole or any part or parts of the company’s premises at any particular time or times or for any particular purpose or purposes,
 - (d) the procedure at general meetings and meetings of the directors in so far as such procedure is not regulated by the Companies Acts or by the articles,
 - (e) generally, all such matters as are commonly the subject matter of company rules
- (102) The rules or bye laws shall be binding on all members of the company. The company in general meeting has the power to alter, add to or repeal the rules or bye laws provided that no rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the articles

Dissolution

- (103) The members of the company may at any time before, and in expectation of, its dissolution resolve that any net assets of the company after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the company 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
- (104) Subject to any such resolution of the members of the company, the directors of the company may at any time before and in expectation of its dissolution resolve that any net assets of the company after all its debts and liabilities have been paid, or provision made for them, shall on or before dissolution of the company 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
- (105) In no circumstances shall the net assets of the company be paid to or distributed among the members of the company (except to a member that is itself a charity) and if no resolution in accordance with article (103) is passed by the members or the directors the net assets of the company shall be applied for charitable purposes as directed by the Court or the Charity Commission