



**FILE COPY**

**CERTIFICATE OF INCORPORATION  
OF A  
PRIVATE LIMITED COMPANY**

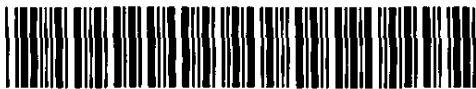
Company No. NI619442

The Registrar of Companies for Northern Ireland hereby certifies that

**REMINISCENCE NETWORK NORTHERN IRELAND**

is this day incorporated under the Companies Act 2006 as a private company, that the company is limited by guarantee, and the situation of its registered office is in Northern Ireland

Given at Companies House on **22nd July 2013**



**\*NNI619442I\***



**Companies House**



IN01

Application to register a company

COMPANIES HOUSE  
FEE PAID  
BELFAST

A fee is payable with this form.  
Please see 'How to pay' on the last page.

☒ What this form is for  
You may use this form to register a  
private or public company.

☒ What this form is NOT for  
You cannot use this form to reg  
a limited liability partnership. To  
this, please use form LL IN01.

FRIDAY

WED

F



\*J2CX1XYW\*

JNI 19/07/2013 #32  
COMPANIES HOUSE

\*J2CAKPSJ\*

JNI 10/07/2013 #171  
COMPANIES HOUSE

\*J2BGLKQ\*

JNI 28/06/2013 #88  
COMPANIES HOUSE

Part 1 Company details

COMPANIES HOUSE

19 JUL 2013

BELFAST

→ Filling in this form

Please complete in typescript or in  
bold black capitals.

All fields are mandatory unless  
specified or indicated by \*

A1

Company details

Please show the proposed company name below.

Proposed company  
name in full \*

REMINISCENCE NETWORK NORTHERN  
IRELAND

For official use

N 5 6 1 9 4 4 2

① Duplicate names

Duplicate names are not permitted. A  
list of registered names can be found  
on our website. There are various rules  
that may affect your choice of name.  
More information is available at:  
[www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

A2

Company name restrictions \*

Please tick the box only if the proposed company name contains sensitive  
or restricted words or expressions that require you to seek comments of a  
government department or other specified body.

☐ I confirm that the proposed company name contains sensitive or restricted  
words or expressions and that approval, where appropriate, has been  
sought of a government department or other specified body and I attach a  
copy of their response.

② Company name restrictions

A list of sensitive or restricted words  
or expressions that require consent  
can be found in guidance available  
on our website:  
[www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

A3

Exemption from name ending with 'Limited' or 'Cyfyngedig' \*

Please tick the box if you wish to apply for exemption from the requirement to  
have the name ending with 'Limited', 'Cyfyngedig' or permitted alternative.

☒ I confirm that the above proposed company meets the conditions for  
exemption from the requirement to have a name ending with 'Limited',  
'Cyfyngedig' or permitted alternative.

③ Name ending exemption

Only private companies that are  
limited by guarantee and meet other  
specific requirements are eligible to  
apply for this.  
For more details, please go to our  
website:  
[www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

A4

Company type \*

Please tick the box that describes the proposed company type and members'  
liability (only one box must be ticked):

- ☐ Public limited by shares  
☐ Private limited by shares  
☒ Private limited by guarantee  
☐ Private unlimited with share capital  
☐ Private unlimited without share capital

④ Company type

If you are unsure of your company's  
type, please go to our website:  
[www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

COMPANIES HOUSE

10 JUL 2013

28 JUN 2013

IN01

Application to register a company

**A5**

**Situation of registered office ①**

Please tick the appropriate box below that describes the situation of the proposed registered office (only one box must be ticked):

- ☐ England and Wales  
☐ Wales  
☐ Scotland  
☒ Northern Ireland

**① Registered office**

Every company must have a registered office and this is the address to which the Registrar will send correspondence.

For England and Wales companies, the address must be in England or Wales.

For Welsh, Scottish or Northern Ireland companies, the address must be in Wales, Scotland or Northern Ireland respectively.

**A6**

**Registered office address ②**

Please give the registered office address of your company.

Building name/number	COMMUNITY HOUSE 6a.
Street	ALBERT STREET
Post town	BELFAST
County/Region	ANTRIM
Postcode	BT124HP

**② Registered office address**

You must ensure that the address shown in this section is consistent with the situation indicated in section A5.

You must provide an address in England or Wales for companies to be registered in England and Wales.

You must provide an address in Wales, Scotland or Northern Ireland for companies to be registered in Wales, Scotland or Northern Ireland respectively.

**A7**

**Articles of association ③**

Please choose one option only and tick one box only.

Option 1	<p>I wish to adopt one of the following model articles in its entirety. Please tick only <b>one</b> box.</p> <p><input type="checkbox"/> Private limited by shares  <input type="checkbox"/> Private limited by guarantee  <input type="checkbox"/> Public company</p>
Option 2	<p>I wish to adopt the following model articles with additional and/or amended provisions. I attach a copy of the additional and/or amended provision(s). Please tick only <b>one</b> box.</p> <p><input type="checkbox"/> Private limited by shares  <input type="checkbox"/> Private limited by guarantee  <input type="checkbox"/> Public company</p>
Option 3	<p><input checked="" type="checkbox"/> I wish to adopt entirely bespoke articles. I attach a copy of the bespoke articles to this application.</p>

**③ For details of which company type can adopt which model articles, please go to our website: [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)**

**A8**

**Restricted company articles ④**

Please tick the box below if the company's articles are restricted.

☒

**④ Restricted company articles**

Restricted company articles are those containing provision for entrenchment. For more details, please go to our website: [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

IN01

Application to register a company

**Part 2****Proposed officers**

For private companies the appointment of a secretary is optional, however, if you do decide to appoint a company secretary you must provide the relevant details. Public companies are required to appoint at least one secretary.

Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

For a secretary who is an individual, go to Section B1; For a corporate secretary, go to Section C1; For a director who is an individual, go to Section D1; For a corporate director, go to Section E1.

**Secretary****B1****Secretary appointments ①**

Please use this section to list all the secretary appointments taken on formation.  
For a corporate secretary, complete Sections C1-C5.

Title*	MRS 4
Full forename(s)	HILARY
Surname	GLENN
Former name(s) ②	

**① Corporate appointments**

For corporate secretary appointments, please complete section C1-C5 instead of section B.

**Additional appointments**

If you wish to appoint more than one secretary, please use the 'Secretary appointments' continuation page.

**② Former name(s)**

Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

**B2****Secretary's service address ③**

Building name/number	23.
Street	SCOLBAN RD
Post town	DROMORE
County/Region	DOWN
Postcode	BT25 1MZ
Country	

**③ Service address**

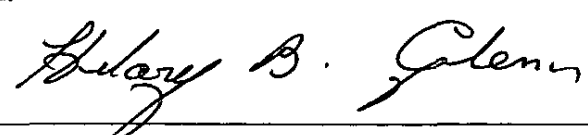
This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of secretaries as the company's registered office.

If you provide your residential address here it will appear on the public record.

**B3****Signature ④**

I consent to act as secretary of the proposed company named in Section A1.

Signature	<div style="display: flex; align-items: center;"> <div style="margin-right: 10px;">X</div> <div style="flex-grow: 1;"> <div style="font-size: small;">Signature</div>  </div> <div style="margin-left: 10px;">X</div> </div>
-----------	--

**④ Signature**

The person named above consents to act as secretary of the proposed company.

IN01

Application to register a company

**Corporate secretary****C1 Corporate secretary appointments ①**

Please use this section to list all the corporate secretary appointments taken on formation.

Name of corporate body/firm	
Building name/number	
Street	
Post town	
County/Region	
Postcode	
Country	

**① Additional appointments**

If you wish to appoint more than one corporate secretary, please use the 'Corporate secretary appointments' continuation page.

**Registered or principal address**

This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number.

**C2 Location of the registry of the corporate body or firm**

Is the corporate secretary registered within the European Economic Area (EEA)?

- Yes Complete **Section C3 only**  
 → No Complete **Section C4 only**

**C3 EEA companies ②**

Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register.

Where the company/firm is registered ②	
Registration number	

**② EEA**

A full list of countries of the EEA can be found in our guidance:  
[www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

③ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC).

**C4 Non-EEA companies**

Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register.

Legal form of the corporate body or firm	
Governing law	
If applicable, where the company/firm is registered ④	
Registration number	

**④ Non-EEA**

Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register.

**C5 Signature ⑤**I consent to act as secretary of the proposed company named in **Section A1**.

Signature	Signature X	X
-----------	----------------	---

**⑤ Signature**

The person named above consents to act as corporate secretary of the proposed company.

IN01

Application to register a company

**Director****D1****Director appointments ①**

Please use this section to list all the director appointments taken on formation.  
For a corporate director, complete Sections E1-E5.

Title*	MRS
Full forename(s)	AUDREY
Surname	LOCKHART
Former name(s) ②	BUCHANAN
Country/State of residence ③	NORTHERN IRELAND
Nationality	BRITISH
Date of birth	<sup>d</sup> 2 <sup>d</sup> 3 <sup>m</sup> 0 <sup>m</sup> 9 <sup>y</sup> 1 <sup>y</sup> 9 <sup>y</sup> 5 <sup>y</sup> 2
Business occupation (if any) ④	SOCIAL WORKER

**① Appointments**

Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

**② Former name(s)**

Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

**③ Country/State of residence**

This is in respect of your usual residential address as stated in section D4

**④ Business occupation**

If you have a business occupation, please enter here. If you do not, please leave blank.

**Additional appointments**

If you wish to appoint more than one director, please use the 'Director appointments' continuation page.

**D2****Director's service address ⑤**

Please complete the service address below. You must also fill in the director's usual residential address in Section D4.

Building name/number	RNNI COMMUNITY HOUSE
Street	6a ALBERT STREET
Post town	BELFAST
County/Region	ANTRIM
Postcode	BT12 4HQ
Country	NORTHERN IRELAND

**⑤ Service address**

This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

If you provide your residential address here it will appear on the public record.

**D3****Signature ⑥**

I consent to act as director of the proposed company named in Section A1.

Signature	Signature X <i>A Lockhart</i> X
-----------	------------------------------------

**⑥ Signature**

The person named above consents to act as director of the proposed company.

IN01

## Application to register a company

## Director

D1

## Director appointments ①

Please use this section to list all the director appointments taken on formation.  
For a corporate director, complete Sections E1-E5.

Title*	Ms
Full forename(s)	Fiona
Surname	McGETTIGAN
Former name(s) ②	
Country/State of residence ③	NORTHERN IRELAND
Nationality	BRITISH
Date of birth	1 <sup>st</sup> 3 <sup>rd</sup> 11 <sup>th</sup> 1964
Business occupation (if any) ④	ACTIVITIES COORDINATOR

## ① Appointments

Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

## ② Former name(s)

Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

## ③ Country/State of residence

This is in respect of your usual residential address as stated in Section D4

## ④ Business occupation

If you have a business occupation, please enter here. If you do not, please leave blank.

## Additional appointments

If you wish to appoint more than one director, please use the 'Director appointments' continuation page.

D2

## Director's service address ⑤

Please complete the service address below. You must also fill in the director's usual residential address in Section D4.

Building name/number	RNNI COMMUNITY HOUSE
Street	6a, ALBERT STREET
Post town	BELFAST
County/Region	ANTRIM
Postcode	B T 1 2 4 H Q
Country	N. IRELAND

## ⑤ Service address

This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

If you provide your residential address here it will appear on the public record.

D3

## Signature ⑥

I consent to act as director of the proposed company named in Section A1.

Signature	Signature X <i>Fiona McGettigan</i> X
-----------	--

## ⑥ Signature

The person named above consents to act as director of the proposed company.

# IN01 – continuation page

## Application to register a company

### Director

<b>D1</b>	<b>Director appointments <sup>①</sup></b>		<p><b>① Appointments</b> Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.</p> <p><b>② Former name(s)</b> Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.</p> <p><b>③ Country/State of residence</b> This is in respect of your usual residential address as stated in Section D4.</p> <p><b>④ Business occupation</b> If you have a business occupation, please enter here. If you do not, please leave blank.</p>
	Please use this section to list all the directors of the company. For a corporate director, complete Sections E1-E5.		
Title*	MRS		
Full forename(s)	MARIA		
Surname	MCGOWAN		
Former name(s) <sup>②</sup>	MULLAN		
Country/State of residence <sup>③</sup>	N. IRELAND		
Nationality	BRITISH		
Date of birth	02 05 1968		
Business occupation (if any) <sup>④</sup>	PROJECT MANAGER		

<b>D2</b>	<b>Director's service address <sup>⑤</sup></b>		<p><b>⑤ Service address</b> This is the address that will appear on the public record. This does not have to be your usual residential address.</p> <p>Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.</p> <p>If you provide your residential address here it will appear on the public record.</p>
	Please complete the service address below. You must also fill in the director's usual residential address in Section D4.		
Building name/number	RNN1, COMMUNITY HOUSE		
Street	6A ALBERT STREET		
Post town	BELFAST		
County/Region	ANTRIM		
Postcode	BT12 4HQ		
Country			

<b>D3</b>	<b>Signature <sup>⑥</sup></b>		<p><b>⑥ Signature</b> The person named above consents to act as director of the proposed company.</p>
	I consent to act as director of the proposed company named in Section A1.		
Signature	Signature X <i>Maria McGowan</i> X		



# IN01 – continuation page

## Application to register a company

### Director

**D1**

#### Director appointments <sup>①</sup>

Please use this section to list all the directors of the company.  
For a corporate director, complete Sections E1-E5.

Title*	MRS
Full forename(s)	MARGARET
Surname	DUNLOP
Former name(s) <sup>②</sup>	
Country/State of residence <sup>③</sup>	N. IRELAND
Nationality	BRITISH
Date of birth	<sup>d</sup> 1 <sup>m</sup> 9 <sup>y</sup> 19 <sup>m</sup> 04 <sup>y</sup> 56
Business occupation (if any) <sup>④</sup>	SOCIAL WORKER / DAY CENTRE MANAGER

#### ① Appointments

Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

#### ② Former name(s)

Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

#### ③ Country/State of residence

This is in respect of your usual residential address as stated in Section D4.

#### ④ Business occupation

If you have a business occupation, please enter here. If you do not, please leave blank.

**D2**

#### Director's service address <sup>⑤</sup>

Please complete the service address below. You must also fill in the director's usual residential address in Section D4.

Building name/number	RNN1 COMMUNITY HOUSE
Street	6a. ALBERT STREET
Post town	BELFAST
County/Region	ANTRIM
Postcode	BT 1 2 4 H 0
Country	N. IRELAND

#### ⑤ Service address

This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

If you provide your residential address here it will appear on the public record.

**D3**

#### Signature <sup>⑥</sup>

I consent to act as director of the proposed company named in Section A1.

Signature	Signature X M Dunlop X
-----------	---------------------------

#### ⑥ Signature

The person named above consents to act as director of the proposed company.

# IN01 – continuation page

Application to register a company

## Director

**D1**

### Director appointments <sup>1</sup>

Please use this section to list all the directors of the company.  
For a corporate director, complete Sections E1-E5.

Title*	PROFESSOR (EMERITUS)
Full forename(s)	FAITH
Surname	GIBSON
Former name(s) <sup>2</sup>	
Country/State of residence <sup>3</sup>	N. IRELAND
Nationality	BRITISH
Date of birth	<sup>d</sup> 0 <sup>d</sup> 3 <sup>m</sup> 0 <sup>m</sup> 2 <sup>y</sup> 1 <sup>y</sup> 9 <sup>y</sup> 3 <sup>y</sup> 1
Business occupation (if any) <sup>4</sup>	SOCIAL WORK LECTURER (RETIRED)

#### <sup>1</sup> Appointments

Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

#### <sup>2</sup> Former name(s)

Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

#### <sup>3</sup> Country/State of residence

This is in respect of your usual residential address as stated in Section D4.

#### <sup>4</sup> Business occupation

If you have a business occupation, please enter here. If you do not, please leave blank.

**D2**

### Director's service address <sup>5</sup>

Please complete the service address below. You must also fill in the director's usual residential address in Section D4.

Building name/number	RNN COMMUNITY HOUSE
Street	6a. ALBERT STREET
Post town	BELFAST
County/Region	ANTRIM
Postcode	B T 1 2 4 H 4
Country	N. IRELAND

#### <sup>5</sup> Service address

This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

If you provide your residential address here it will appear on the public record.

**D3**

### Signature <sup>6</sup>

I consent to act as director of the proposed company named in Section A1.

Signature	Signature X Faith Gibson X
-----------	-------------------------------

#### <sup>6</sup> Signature

The person named above consents to act as director of the proposed company.

# IN01 – continuation page

## Application to register a company

### Director

<b>D1</b>	<b>Director appointments ①</b>		<p><b>① Appointments</b> Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.</p> <p><b>② Former name(s)</b> Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.</p> <p><b>③ Country/State of residence</b> This is in respect of your usual residential address as stated in Section D4.</p> <p><b>④ Business occupation</b> If you have a business occupation, please enter here. If you do not, please leave blank.</p>
	Please use this section to list all the directors of the company. For a corporate director, complete Sections E1-E5.		
Title*	MR		
Full forename(s)	ALEXEY		
Surname	JANES		
Former name(s)②			
Country/State of residence ③	N. IRELAND		
Nationality	BRITISH		
Date of birth	<div> <div>d</div> <div>0</div> <div>3</div> </div> <div> <div>m</div> <div>1</div> <div>1</div> </div> <div> <div>y</div> <div>1</div> <div>9</div> <div>6</div> <div>8</div> </div>		
Business occupation (if any) ④	COMMUNITY WORKER		

<b>D2</b>	<b>Director's service address ⑤</b>		<p><b>⑤ Service address</b> This is the address that will appear on the public record. This does not have to be your usual residential address.</p> <p>Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.</p> <p>If you provide your residential address here it will appear on the public record.</p>
	Please complete the service address below. You must also fill in the director's usual residential address in Section D4.		
Building name/number	RNN1 COMMUNITY HOUSE		
Street	ALBERT STREET 6a.		
Post town	BELFAST		
County/Region	ANTRIM		
Postcode	BT12 4H4		
Country	N. IRELAND		

<b>D3</b>	<b>Signature ⑥</b>		<p><b>⑥ Signature</b> The person named above consents to act as director of the proposed company.</p>
	I consent to act as director of the proposed company named in Section A1.		
Signature	<div>Signature</div> <div>X Alexey Janes X</div>		

IN01

Application to register a company

**Corporate director****E1****Corporate director appointments ①**

Please use this section to list all the corporate directors taken on formation.

Name of corporate body or firm

Building name/number

Street

Post town

County/Region

Postcode

Country

**① Additional appointments**

If you wish to appoint more than one corporate director, please use the 'Corporate director appointments' continuation page.

**Registered or principal address**

This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number.

**E2****Location of the registry of the corporate body or firm**

Is the corporate director registered within the European Economic Area (EEA)?

→ Yes Complete **Section E3 only**→ No Complete **Section E4 only****E3****EEA companies ②**

Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register.

Where the company/firm is registered ②

Registration number

**② EEA**

A full list of countries of the EEA can be found in our guidance: [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

③ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC).

**E4****Non-EEA companies**

Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register.

Legal form of the corporate body or firm

Governing law

If applicable, where the company/firm is registered ④

If applicable, the registration number

**④ Non-EEA**

Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register.

**E5****Signature ⑤**I consent to act as director of the proposed company named in **Section A1**.

Signature

Signature

X

X

**⑤ Signature**

The person named above consents to act as corporate director of the proposed company.

IN01

Application to register a company

**Part 3 Statement of capital**

Does your company have share capital?

→ Yes Complete the sections below.

→ No Go to Part 4 (Statement of guarantee).

**F1 Share capital in pound sterling (£)**

Please complete the table below to show each class of shares held in pound sterling.

If all your issued capital is in sterling, only complete Section F1 and then go to Section F4.

Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
				£
				£
				£
				£
<b>Totals</b>				£

**F2 Share capital in other currencies**

Please complete the table below to show any class of shares held in other currencies.

Please complete a separate table for each currency.

Currency				
Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
<b>Totals</b>				

Currency				
Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
<b>Totals</b>				

**F3 Totals**

Please give the total number of shares and total aggregate nominal value of issued share capital.

Total number of shares	
Total aggregate nominal value ❹	

❹ Total aggregate nominal value  
Please list total aggregate values in  
different currencies separately. For  
example: £100 + €100 + \$10 etc.

❶ Including both the nominal value and any share premium.

❷ Number of shares issued multiplied by nominal value of each share.

❸ Total number of issued shares in this class.

**Continuation Pages**

Please use a Statement of Capital continuation page if necessary.

# IN01

## Application to register a company

**F4**

### Statement of capital (Prescribed particulars of rights attached to shares)

Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in **Sections F1 and F2**.

Class of share

Prescribed particulars

1

#### 1 Prescribed particulars of rights attached to shares

The particulars are:

- a. particulars of any voting rights, including rights that arise only in certain circumstances;
- b. particulars of any rights, as respects dividends, to participate in a distribution;
- c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and
- d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares.

A separate table must be used for each class of share.

#### Continuation pages

Please use the next page or a 'Statement of Capital (Prescribed particulars of rights attached to shares)' continuation page if necessary.

# IN01

## Application to register a company

Class of share		
Prescribed particulars ①		<p><b>① Prescribed particulars of rights attached to shares</b></p> <p>The particulars are:</p> <ul style="list-style-type: none"> <li>a. particulars of any voting rights, including rights that arise only in certain circumstances;</li> <li>b. particulars of any rights, as respects dividends, to participate in a distribution;</li> <li>c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and</li> <li>d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares.</li> </ul> <p>A separate table must be used for each class of share.</p> <p><b>Continuation pages</b></p> <p>Please use a 'Statement of capital (Prescribed particulars of rights attached to shares)' continuation page if necessary.</p>

# IN01

## Application to register a company

**F5**

### Initial shareholdings

This section should only be completed by companies incorporating with share capital.

Please complete the details below for each subscriber.

The addresses will appear on the public record. These do not need to be the subscribers' usual residential address.

#### Initial shareholdings

Please list the company's subscribers in alphabetical order.

Please use an 'Initial shareholdings' continuation page if necessary.

Subscriber's details	Class of share	Number of shares	Currency	Nominal value of each share	Amount (if any) unpaid	Amount paid
Name						
Address						
Name						
Address						
Name						
Address						
Name						
Address						
Name						
Address						



IN01

Application to register a company

**Part 4 Statement of guarantee**

Is your company limited by guarantee?

→ Yes Complete the sections below.

→ No Go to Part 5 (Statement of compliance).

**G1****Subscribers**

Please complete this section if you are a subscriber of a company limited by guarantee. The following statement is being made by each and every person named below.

I confirm that if the company is wound up while I am a member, or within one year after I cease to be a member, I will contribute to the assets of the company by such amount as may be required for:

- payment of debts and liabilities of the company contracted before I cease to be a member;
- payment of costs, charges and expenses of winding up, and;
- adjustment of the rights of the contributors among ourselves, not exceeding the specified amount below.

**1 Name**

Please use capital letters.

**2 Address**

The addresses in this section will appear on the public record. They do not have to be the subscribers' usual residential address.

**3 Amount guaranteed**

Any valid currency is permitted.

**Continuation pages**

Please use a 'Subscribers' continuation page if necessary.

**Subscriber's details**

Forename(s) ①	AUDREY
Surname ①	LOCKHART
Address ②	10. WHINNEY HILL HOLYWOOD
Postcode	BT180HW
Amount guaranteed ③	£1.00

**Subscriber's details**

Forename(s) ①	Fiona
Surname ①	McGettigan
Address ②	59-61 Somerton Road, Bel. Park
Postcode	BT154DD
Amount guaranteed ③	£1.00

**Subscriber's details**

Forename(s) ①	HILARY
Surname ①	GLENN
Address ②	23, SCOLBAN ROAD, DROMORE
Postcode	BT251NZ
Amount guaranteed ③	£1.00

IN01

Application to register a company

## Subscriber's details

Forename(s) ①	FAITH
Surname ①	GIBSON
Address ②	39 GLENBROOME PARK NEWTOWNABBEY
Postcode	BT370RL
Amount guaranteed ③	£1.00

## Subscriber's details

Forename(s) ①	ALEXEY
Surname ①	JANES
Address ②	5. BEVERLEY PARK NEWTOWNARDS
Postcode	BT237TM
Amount guaranteed ③	£1.00

## Subscriber's details

Forename(s) ①	MARGARET DUNLOP MD
Surname ①	DUNLOP
Address ②	4 COTTONMOUNT ROW SEALSTOWN ROAD. MALLISK
Postcode	BT364QX
Amount guaranteed ③	£1.00

## Subscriber's details

Forename(s) ①	MARIA
Surname ①	MCGOWAN
Address ②	6. CROMLECH GARDENS PORTSTEWART
Postcode	BT5574W
Amount guaranteed ③	£1.00

## Subscriber's details

Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	

## ① Name

Please use capital letters.

## ② Address

The addresses in this section will appear on the public record. They do not have to be the subscribers' usual residential address.

## ③ Amount guaranteed

Any valid currency is permitted.

## Continuation pages

Please use a 'Subscribers' continuation page if necessary.

IN01

Application to register a company

## Part 5 Statement of compliance

This section must be completed by all companies.

Is the application by an agent on behalf of all the subscribers?

- No Go to **Section H1** (Statement of compliance delivered by the subscribers).
- Yes Go to **Section H2** (Statement of compliance delivered by an agent).

**H1**

### Statement of compliance delivered by the subscribers ①

Please complete this section if the application is not delivered by an agent for the subscribers of the memorandum of association.

I confirm that the requirements of the Companies Act 2006 as to registration have been complied with.

① **Statement of compliance delivered by the subscribers**  
Every subscriber to the memorandum of association must sign the statement of compliance.

Subscriber's signature

Signature

X *Faith Gibson* X

Subscriber's signature

Signature

X *Alexey Jones* X

Subscriber's signature

Signature

X *Nadia McGowan* X

Subscriber's signature

Signature

X *Melany Glenn* X

Subscriber's signature

Signature

X *Paula McGettigan* X

Subscriber's signature

Signature

X *W. Dunlop* X

Subscriber's signature

Signature

X *A. Rockhart* X

Subscriber's signature

Signature

X X

IN01

Application to register a company

Subscriber's signature	Signature X	X	<b>Continuation pages</b> Please use a 'Statement of compliance delivered by the subscribers' continuation page if more subscribers need to sign.
Subscriber's signature	Signature X	X	
Subscriber's signature	Signature X	X	
Subscriber's signature	Signature X	X	

**H2**

Statement of compliance delivered by an agent

Please complete this section if this application is delivered by an agent for the subscribers to the memorandum of association.

Agent's name									
Building name/number									
Street									
Post town									
County/Region									
Postcode	<table border="1"> <tr> <td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td> </tr> </table>								
Country									
	I confirm that the requirements of the Companies Act 2006 as to registration have been complied with.								
Agent's signature	Signature X								

# IN01

## Application to register a company



### Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name	AUDREY LOCKHART
Company name	REMINISCENCE NETWORK
	NORTHERN IRELAND
Address	10 WHINNEY HILL
Post town	HOLYWOOD
County/Region	DOWN
Postcode	BT18 0HW
Country	NORTHERN IRELAND
DX	
Telephone	028 90 426825



### Certificate

We will send your certificate to the presenters address (shown above) or if indicated to another address shown below:

- ☒ At the registered office address (Given in Section A6).  
☐ At the agents address (Given in Section H2).



### Checklist

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

- ☐ You have checked that the proposed company name is available as well as the various rules that may affect your choice of name. More information can be found in guidance on our website.
- ☐ If the name of the company is the same as one already on the register as permitted by The Company and Business Names (Miscellaneous Provisions) Regulations 2008, please attach consent.
- ☐ You have used the correct appointment sections.
- ☐ Any addresses given must be a physical location. They cannot be a PO Box number (unless part of a full service address), DX or LP (Legal Post in Scotland) number.
- ☐ The document has been signed, where indicated.
- ☐ All relevant attachments have been included.
- ☐ You have enclosed the Memorandum of Association.
- ☐ You have enclosed the correct fee.



### Important information

Please note that all information on this form will appear on the public record, apart from information relating to usual residential addresses.



### How to pay

A fee is payable on this form.

Make cheques or postal orders payable to 'Companies House'. For information on fees, go to: [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)



### Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below:

**For companies registered in England and Wales:**

The Registrar of Companies, Companies House,  
Crown Way, Cardiff, Wales, CF14 3UZ.  
DX 33050 Cardiff.

**For companies registered in Scotland:**

The Registrar of Companies, Companies House,  
Fourth floor, Edinburgh Quay 2,  
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF.  
DX ED235 Edinburgh 1  
or LP - 4 Edinburgh 2 (Legal Post).

**For companies registered in Northern Ireland:**

The Registrar of Companies, Companies House,  
Second Floor, The Linenhall, 32-38 Linenhall Street,  
Belfast, Northern Ireland, BT2 8BG.  
DX 481 N.R. Belfast 1.

**Section 243 exemption**

If you are applying for, or have been granted a section 243 exemption, please post this whole form to the different postal address below:

The Registrar of Companies, PO Box 4082,  
Cardiff, CF14 3WE.



### Further information

For further information, please see the guidance notes on the website at [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk) or email [enquiries@companieshouse.gov.uk](mailto:enquiries@companieshouse.gov.uk)

This form is available in an alternative format. Please visit the forms page on the website at [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE

MEMORANDUM OF ASSOCIATION

OF

**Reminiscence Network Northern Ireland**

Each subscriber to this memorandum of association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company.

Name of each Subscriber	Authentication by each subscriber
MARIA MCGOWAN	Maria McGowan
FIONA McGETTIGAN	Fiona McGettigan
ALEXEY JAMES	Alexey James
FAITH GIBSON	Faith Gibson
MARGARET DUNLOP	M. Dunlop
HILARY GLENN	Hilary Glenn
AUDREY LOCKHART	A. Lockhart

Date: 16th May 2013

**THE COMPANIES ACT 2006**  
**COMPANY LIMITED BY GUARANTEE**  
**ARTICLES OF ASSOCIATION**  
**OF**  
**Reminiscence Network Northern Ireland**  
**Private Company Limited by Guarantee**

**Name**

- (1) The name of the Company is Reminiscence Network Northern Ireland ('the Company').

**Interpretations**

- (2) These articles are to be interpreted without reference to the model articles for private companies limited by guarantee prescribed by The Companies (Model Articles) Regulations 2008 which shall 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 and any statutory modification or re-enactment for the time being in force thereof 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 of education, the promotion, protection and preservation of physical and mental health and wellbeing, the promotion, development and support of those voluntary and community sector organisations offering reminiscence services and support, the relief of sickness and the aged and the promotion of the benefit of the inhabitants (hereinafter called "the beneficiaries") of Northern Ireland in particular and also nationally and internationally throughout the rest of the world (*"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, healthcare providers, voluntary organisations and the inhabitants in a common effort to advance education and promote health with the objective of improving the conditions of life for the said inhabitants and in particular:
  - (a) to enhance and support the health, well-being and quality of life of children and adults regionally, nationally and internationally by the therapeutic practice of reminiscence work and related activities;
  - (b) to relieve persons with dementia and their families through education, training and support using reminiscence and other techniques and thereby alleviating their distress and suffering;
  - (c) to advance reminiscence education, promote awareness and act as a resource among carers, health and social care providers, statutory

agencies, voluntary and community organisations and the private sector;

- (d) to provide accredited training in reminiscence work at Foundation, Intermediate and Advanced levels;
- (e) to carry out, promote, sponsor or support by means of financial assistance research and study into the use of the therapeutic practice of reminiscence and the needs of those who may benefit from reminiscence and the dissemination of the useful results of such research for the public benefit;
- (f) to promote or assist in promoting community capacity building programmes and projects for the benefit of the people in the area of benefit who have need of such assistance as a result of their age, disability or infirmity, or social and economic circumstances, in an effort to increase the abilities, health and self-confidence of such people in the area of benefit;
- (g) 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 engage in political activity provided that the directors are satisfied that the proposed activities will further the purposes of the Company to an extent justified by the resources committed and the activity is not the dominant means by which the Company carries out its objects.
  - (b) to increase, or co-ordinate, opportunities for the beneficiaries to engage with service providers in order to enable those providers to adapt services to better meet the needs of the beneficiaries;
  - (c) to alone or with other organisations seek to influence public opinion and make representations to and seek to influence governmental and other bodies and institutions regarding the reform, development and implementation of appropriate policies, legislation and regulations relating to the objects of the Company provided that all such activities shall be confined to those which a Northern Ireland charity may properly undertake;
  - (d) to provide, assist in providing or secure the provision of educational and recreational facilities for the benefit of the general public in the area of benefit;

- (e) to provide, assist in providing or secure the provision of facilities for the use of the inhabitants for activities promoted or facilitated by the Company including use for meetings, lectures, health promotion, classes and other forms of recreation and leisure-time occupation with the object of improving the conditions of life for the said inhabitants;
- (f) to buy, take on lease or in exchange, hire or otherwise acquire any property and to endow, furnish, fit out, maintain and equip such buildings, premises and centres for use by the Company;
- (g) 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;
- (h) 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;
- (i) to promote and organise co-operation in the achievement of the above objects with other charities, voluntary bodies, public representatives, individuals 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;
- (j) to arrange and provide for, either alone or with others, or attend the holding of exhibitions, meetings, outings, lectures, classes, seminars or training courses;
- (k) 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;
- (l) to write, print or publish, in whatever form or medium, 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;
- (m) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts;

- (n) to 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. 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;
- (o) to 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;
- (p) to 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 (if any) and such consents (if any) 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;
- (q) to make any charitable donation either in cash or assets for the furtherance of the objects of the Company.
- (r) to establish and support any charitable association or body formed for any of the charitable purposes included in the Objects and to subscribe or guarantee money for charitable purposes calculated to further the objects of the Company;
- (s) to establish or acquire subsidiary companies;
- (t) to make regulations for the proper supervision, control and management of any property, which may be so acquired;
- (u) to enter into contracts to provide services to or on behalf of other bodies;
- (v) to employ such staff, who shall not be Directors of the Company, as are necessary for the proper pursuit of the objects and to make all reasonable and necessary provision for the payment of pensions and superannuation to staff and their dependents;
- (w) 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 reasonable or necessary having due regard for all the legal obligations;
- (x) to provide indemnity insurance for the directors in accordance with, and subject to any conditions in, section 93 of the Charities Act;
- (y) to acquire, amalgamate, merge with or to enter into any partnership or joint venture arrangement with any other charity at law which has objects altogether or mainly similar to those of the Company and

prohibits 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 these Articles;

- (z) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- (aa) to deposit or invest funds and to employ professional fund managers;
- (ab) to 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.
- (d) "Company" shall include any other company in which the Company holds more than 50% of the shares; or controls more than 50% of the voting rights attached to the shares; or has the right to appoint one or more director to the board of the other company.

#### **Connected person**

- (9) In articles (8), (85) and article (87) "connected person" means:
  - (a) a child, parent, grandchild, or grandparent 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 or 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 two classes of membership:
  - (a) **Individual Members who pay an Annual Subscription**

Subject to article (11) any person aged 18 years or over resident or having associations in the area of benefit and who subscribes to the objects of the company.
  - (b) **Organisational Members who pay an Annual Subscription**

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

- (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 calendar 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 receipt and adoption of the Financial Report and the audited accounts;
  - (iv) the appointment and removal of Members (if necessary);
  - (v) the appointment and removal of Directors (if necessary);
  - (vi) the appointment of the Chairperson and Vice-Chairperson and other office-bearers of the Board of Directors (if necessary);
  - (vii) the appointment and the fixing of the remuneration of the Auditor(s) or Independent Examiner(s);
  - (viii) the consideration of the annual subscription fee for each category of member;
  - (ix) the consideration of and decision upon 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.
- (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%. The notice of such a meeting must be given in accordance with Article 23 below.

- (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
  - (b) 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) Subject to article (15), 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. No member shall be entitled to vote at any general meeting unless all monies presently payable and owed by that member to the company have been paid.
- (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 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 ten 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 one-third of the directors or, if their number is not three or a multiple of three, the number nearest to one-third, must retire from office. If there is only one director he or she must retire.
- (66) (a) The directors to retire by rotation shall be those who have been longest in office since their last appointment. If any directors became or were



appointed directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

- (b) 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 provided that no director shall serve more than three consecutive three year terms on the board. In the case of a retiring director who has served for a total period of nine consecutive years, he/she shall not be eligible for re-election to serve as a director for any further period until at least 12 months has expired since the end of his/her ninth year in office.
- (70) No other person other than a director retiring by rotation may be appointed a director at any general meeting unless:
  - (a) he or she is recommended for re-election by the directors;
  - (b) 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.
  - (c) 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 years. The office of Chairperson and any other office bearers shall not be held by any person for a period exceeding six consecutive years.

#### **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) fails to declare his/her interest in any contract as referred to in Article 83;
- (h) 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 the Company 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) but they can receive relevant training free of charge.

#### **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) A director shall not vote in respect of any contract in which he/she is directly or indirectly interested or any matter arising therefrom. If he or she does vote his/her vote shall not be counted.

#### **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 any person or committee 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) The resolution making the delegation must specify those who shall serve or be asked to serve on the committee (although the resolution may allow the committee to make co-options up to a specified number).
- (c) 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.
- (d) The Directors may authorise further delegation of the relevant powers, functions, implementation of decisions or day to day management by any committee to whom they are delegated to such an extent as they think fit.
- (e) The composition of any committee shall be entirely in the discretion of the Directors and may include such of their number (if any) as the resolution may specify.

- (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 and any resolution passed or decision taken by any committee must be reported promptly to the Directors and every committee must appoint a secretary for that purpose.

#### **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(except for relevant training) 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 in 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.