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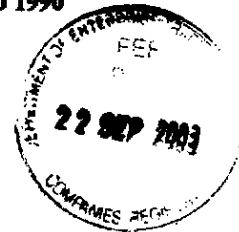
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**THE COMPANIES (NORTHERN IRELAND) ORDERS 1986 TO 1990**

**COMPANY LIMITED BY GUARANTEE AND NOT**



**HAVING A SHARE CAPITAL**



**MEMORANDUM OF ASSOCIATION OF  
THE CLOONA OASIS ECONOMIC UNITS**



1. The Company's name is:- THE CLOONA OASIS ECONOMIC UNITS
2. The Company's registered office is to be situated in Northern Ireland.
3. The Company is established to:
  - A (i) convert currently disused land into a community owned work space which will provide an identified need for a particular type of economic unit to be used to provide services for the local community. This will include professional services, business services, community business and statutory services and will be an opportunity to further progress and embed the community and development work of the Cloona Oasis Centre. These will be complimentary to existing workspace provision.
  - (ii) enhance the development of social capital in the area by facilitating bonding capital /community engagement, bridging capital/connecting with others and linking capital/transactional partnership with statutory agencies.
  - (iii) offer an outlet for the local community to participate and shape meaningful community action, benefit directly from the services provided and the increased capacity of Cloona Oasis Centre to provide other community services.
  - (iv) enable Cloona Oasis Centre to pursue a self sustaining strategy, both in terms of financial resources and, more importantly, in terms of developing the social and community network which drives it's overall work including the provision of support and counselling.

4. *In furtherance of such objects, but not further or otherwise, the Company may:*

- A provide and equip premises and centres required for the purposes of the Company.
- B organise, sponsor and conduct (whether alone or with others) educational and training courses and meetings, conferences and exhibitions, lectures and classes.
- C publish and distribute materials relating to the work of the Company, including recordings, tapes, videos and other information.
- D employ all such officers and servants as may be required for the purposes of the Company (not being members of its Board of Directors) and to make all reasonable and necessary provisions for the payment of pensions and superannuation to or on behalf of such officers or servants (including former officers or servants), their widows and dependants.
- E receive and administer and allocate grants and gifts made available to the Company for its aforesaid objects (and whether or not such grants or gifts are made from such public funds or otherwise) under the terms and conditions attached to such grants and gifts.
- F collect, co-ordinate and make available (by publication or any form of communication) information relative to the activities of the Company.
- G act as trustees and to undertake or accept any such specific tasks or responsibilities (including advisory functions) where same will advance the aforesaid objects.
- H purchase, take on lease, in fee farm or in exchange, hire or otherwise acquire in any manner, any real or personal property and any rights or privileges necessary or convenient for the promotion of the objects of the Company.
- I invest the monies of the Company not immediately required for its purpose in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject as hereinafter provided.
- J borrow or raise money in such manner and upon such terms as the Company shall think fit and in particular upon the security by way of mortgage, charge, debenture or otherwise howsoever on all or any part of the property of the Company.
- K sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Company.

- L transfer (whether or not for valuable consideration) any part of the property or assets of the Company not required for the purpose for which it is formed to any charitable body or a charitable purpose having similar objects to those of the Company provided that such body is not carrying on business for profit or gain and does not distribute its income or property by way of dividend, bonus or otherwise amongst members.
- M federate or amalgamate with, or become affiliated to, any charitable body whose objects are similar to or complement in any way the objects of the Company and to acquire and undertake all or any part of the assets, liabilities and engagements of any such body which the Company may lawfully acquire.
- N do all or any of the above things as principals, agents, trustees or otherwise and by or through trustees, agents or otherwise.
- O construct, maintain and alter any buildings or erections, works, way, plant and machinery, easements, rights, privileges, concessions, patent rights, licences, secret processes or property of any kind necessary which may be necessary for the promotion of its objects.
- P promote and organise co-operation in the achievement of the objects and to that end, to work with associations engaged in the furtherance of the above objects in the area of benefit.
- Q relieve poverty, sickness and assist the aged, disabled, disadvantaged without distinction of age, sex, race, political, religious or other opinion, and to associate with the statutory authorities, voluntary organisations and inhabitants in a common effort to advance education, and to provide facilities in the interests of social welfare for recreation or other leisure-time occupation.
- R establish or support any charitable trusts, associations or institutions formed for all or any of the above objects.
- S do all such other lawful things necessary for the attainment of the above objects.
- T apply monies in insuring any buildings or other property or any other insurance requirements to their full value.
- U *Provided that:*
- (a) In case the Company shall take or hold any property which may be subject to any trusts, the Company shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
  - (b) The Company shall not support with its funds any object, or endeavour to impose or procure to be observed by its members or others, any regulation, restriction or condition which if an object of the Company would make it a Trade Union.

- (c) And throughout this Clause the word 'body' includes any association, institution or aggregate of persons, whether incorporated or unincorporated.
  - (d) Provide indemnity insurance for the members of the Executive Committee (or any of them) out of the funds of the Association PROVIDED THAT any such insurance shall not extend to any claim arising from any act or omission which the members of the Executive Committee (or any of them) knew to be a breach of duty or breach of trust or which was committed by members of the Executive Committee (or any of them) in reckless disregard of whether it was a breach of trust or not.
- 5. The income and property of the Company shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus, or otherwise howsoever by profit, to members of the Company and no Director shall be appointed to any office of the Company paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Company provided that nothing herein shall prevent any payment in good faith by the Company:
- 6. The liability of the members is limited.
- 7. Every member of the Company undertakes to contribute to the assets of the Company, in the event of the same being wound up while they are a member or within one year after they cease to be a member for payment of the debts and liabilities of the Company contracted before they cease to be a member, and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories against themselves, such amount as may be required not exceeding £1.00.
- 8. In the event of winding up or dissolution the Liquidator shall first, according to law, use the assets of the Company to satisfy its debts and liabilities. Any balance of assets remaining will be transferred only to another recognised charity or charities, whose aims are similar to those of the Company.

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

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**NAMES AND ADDRESSES OF SUBSCRIBERS**

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C.S. SECRETARIAL SERVICES LTD  
79 CHICHESTER STREET  
BELFAST  
BT1 4JE

ONE

*R Palmer*  
*Authorised Signatory on behalf of C.S. Secretarial Services Ltd*

Dated: 22<sup>nd</sup> September 2003  
Witness to the above signatures:-

*DRedpath*  
DENISE REDPATH  
79 CHICHESTER STREET  
BELFAST  
BT1 4JE

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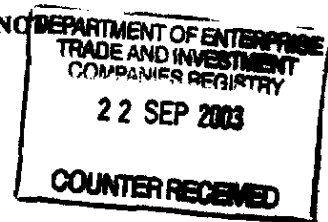
**THE COMPANIES (NORTHERN IRELAND) ORDERS 1986 TO 1990**

**COMPANY LIMITED BY GUARANTEE AND NOT**

**HAVING A SHARE CAPITAL**

**ARTICLES OF ASSOCIATION**

**OF**



**THE CLOONA OASIS ECONOMIC UNITS**

**INTERPRETATIONS**

1. *In these articles:-*

- "The Order" means the Companies (Northern Ireland) Order 1986;
- "clear days" in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given
- "Secretary" means any person appointed to perform the duties of the Secretary of the Company;
- "the United Kingdom" means Great Britain and Northern Ireland



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

**MEMBERSHIP**

2. Membership of the Company shall be open to all persons who have been accepted by the organisation on the basis of a simple majority vote; who have paid the appropriate fees; and who have agreed to abide by the aims and objectives of the organisation unless otherwise determined by the Company in General Meeting. The number of members shall not be less than two.

- (a) Membership of the Company shall consist of both male and female members over the age of eighteen years, Body Corporate or Unincorporate and these shall be subdivided into full and associate categories, the former being entitled to vote in all Annual General and Special General Meetings of the organisation.
  - (b) organisations within the area of benefit, whether voluntary or statutory may upon application to and with the approval of the Company be admitted as Affiliated Members, and such approval shall not be unreasonably withheld;
  - (c) Well-wishers anywhere or persons who, in the opinion of the Directors, have special knowledge or experience to offer to the Company; such members shall be called Associate Members and shall not have the right to vote at meetings of the Company.
3. The Provision of Article 360 of the Order shall be observed by the Company and every member shall either sign a written consent to become a member or sign the Register of Members on becoming a member.
4. *Membership fees*
- (a) The Directors shall have the power to set all membership fees for the Company.
  - (b) The Directors shall have the power to set different membership fees for Full, Associate, and Junior Members, and to create special concessionary rates for students, senior citizens, disabled and unemployed.

#### **RESIGNATION/EXPULSION OF MEMBERS**

5. *A member shall cease to be a member if:-*
- (a) Such member ceases to fulfil any of the qualifications specified in these articles; or;
  - (b) Any member who for two consecutive years fails to pay the appropriate membership fee shall cease to be a member of the Company. All members of the Company who have paid the appropriate fee for the current year shall be eligible to attend and vote at the Annual General Meeting.
  - (c) The Directors shall have the power to remove from membership any person who commits an offence considered serious enough to warrant such removal. Such action or other disciplinary procedure against members shall only be taken at a duly convened meeting of the Company, before whom the alleged offender shall be entitled to appear.
  - (d) Such member ceases to be a Body Corporate or unincorporated or goes into liquidation or is dissolved. A member may at any time withdraw from the Company by giving at least seven clear days notice to the company. Membership shall not be transferable and shall cease on death.

- (e) Resignations from the Company can only be accepted upon written notice being sent to the Secretary, giving at least seven clear days notice.

## **MEETINGS**

### **6. Annual general meeting shall provide for the following:-**

- (a) The company shall hold its first Annual General Meeting within fifteen months of its incorporation. Thereafter, the Annual General Meeting shall be held within fifteen months of the previous annual general meeting. All general meetings other than annual general meetings shall be called extraordinary general meetings.
- (b) The Annual General Meeting will also consider, and if approved, sanction, any duly made alterations in the constitution of the Company.
- (c) The Annual General Meeting shall also be used for the election of the Directors and its Officers for the coming year.
- (d) The Annual General Meeting shall also consider any other business that the Directors desire to bring before the Company, and/or any matter raised by the Directors present at the meeting.
  - (1) The Directors shall meet for the conduct of business, as they shall see fit, but in any event shall hold not less than ~~six~~ General Meetings each year.
- (e) The apportionment of any income in conjunction with **clause 36**.
- (f) The appointment and the fixing of the remuneration of the Auditor or Auditors.
- (g) All other business transacted at an Annual General Meeting shall be deemed special.
- (h) Decisions at Annual General Meetings, Extraordinary General Meetings and General Meetings shall be made by passing resolutions.
  - (1) Decisions involving an alteration of the Memorandum and Articles of Association of the Company and other decisions so required by statute shall be made by special resolution. A special resolution is one passed by a majority of not less than two-thirds of members present and voting at a General Meeting.
  - (2) All other decisions shall be made by ordinary resolution requiring a simple majority of members present and voting.



7. *Extraordinary General Meetings*

- (a) An Extraordinary General Meeting may be convened by a Director as often as is deemed necessary, or by the Secretary at any time, when in receipt of a written request signed by not less than ten per-cent of the Directors.
  - (b) An Extraordinary General Meeting shall have the same powers as an Annual General Meeting in regard to the stated business.
  - (c) In the case of an annual general meeting, by all the members entitled to attend and vote thereat; and
  - (d) In the case of any other meeting by a majority in number of the members having a right to attend.
8. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of forty-eight hours after the envelope containing it was posted.
9. The accidental omission to give notice of a meeting to, or the non-receipt of the notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

**PROCEEDINGS AT GENERAL MEETINGS**

10. *Procedures At General Meetings*

At all General Meetings of the Company, the Chairman, or in his/her absence an acting Chairman shall take the chair.

- (a) Every Director/member present and entitled to vote shall have one vote upon every motion, and in the case of equality of votes the Chair shall have a second, casting vote.
  - (b) The **quorum** necessary for the transaction of business of the Directors shall be **four Directors**.
11. If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such a day, time and place as the Directors may determine.

12. If at any meeting no Director is willing to act as Chairperson or if no Director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be Chairperson of the meeting.
  - (a) The Chairperson, if any, of the Directors shall preside as Chairperson at every General Meeting of the Company, or if there is no such Chairperson, or if he or she is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the Directors present shall elect one of their number to be chairperson of the meeting.
13. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Order, a poll may be demanded:
  - (a) by the Chairperson; or
  - (b) not less than fifty per cent of the members attending the meeting and entitled to vote.
  - (c) On a poll every member present in person or by proxy shall have one vote.
  - (d) An instrument appointing a proxy shall be in writing, in accordance with Table A 60,61,62.
14. Votes may only be given personally and no Director/Member shall have more than one vote. In case of an equality of votes the Chairperson shall have a second or casting vote.

#### **OFFICIAL SEAL**

15. The Company may have an official seal for use under the provisions of the Order, where and as the Directors shall determine, and the Company may by writing under the common seal appoint any agents or agent, for the purpose of affixing and using such official seal, and may impose such restrictions on the use thereof as may be thought fit.

#### **NOTICES**

16. An Annual General Meeting and a meeting called for the passing of a special resolution shall be called by twenty-one clear days notice in writing. An Extraordinary General Meeting shall be called by at least fourteen clear days notice in writing. The notice shall specify the time and place of the meeting and include the Agenda of the business to be transacted and in the case of an Annual General Meeting shall specify the meeting as such. General meetings may be called by shorter notice if so agreed
  - (a) The directors may call general meetings and, on the requisition of members pursuant to the provisions of the Order, shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition. If there are not within the United Kingdom sufficient directors to call a general meeting, any

director or any member of the Company may call a general meeting.

## **DIRECTORS**

17. At the first annual general meeting all the Directors shall retire from office, and at every Subsequent annual general meeting one-third of the Directors who are subject to Retirement by rotation or, if their number is not three or a multiple of three, the number nearest to one-third shall retire from office; but, if there is only one Director who is subject to retirement by rotation, he shall retire
  - (a) Unless otherwise determined by the Company in General Meeting the number of Directors aged eighteen years and over shall be consistent of between six and eight persons but shall not be less than three.
  - (b) The initial Director from incorporation until the first General Meeting shall be determined in writing by the subscribers of the Memorandum of Association.
18. A Director shall, subject to **clause 19** below, hold office until the next Annual General Meeting following his/her appointment. A retiring Director shall be eligible for re-election.
19. The Directors shall have the power at any time and from time to time to appoint any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors. Any Director so appointed shall hold office only until the next following Annual General Meeting and shall then be eligible for re-election.
  - (a) The Directors may appoint such sub-committees, advisory groups or working parties of its own members and other persons as it may from time to time decide as necessary for the carrying out of its work, and may determine their terms of reference, duration and composition. All such sub-committees, groups and working parties shall report regularly to the Directors.
  - (b) The **quorum** at a meeting of the Committee shall be **eight** members of the Committee or such other number as the Committee may determine from time to time.

## **DISQUALIFICATION AND REMOVAL OF DIRECTOR**

20. *The Office Of A Director Shall Be Vacated If:*
  - (a) He/she resigns his/her office in writing to the Directors.
  - (b) He/she fails to declare his/her interest in any contract as referred to in **clause 30(a)**.
  - (c) He/she is absent from three successive meetings of the Directors without the permission of the Directors and the Directors resolve by a majority that the office is to be vacated.

- (d) He/she becomes bankrupt or makes any arrangements or composition with his/her creditors generally.
- (e) He/she may be, suffering from mental disorder and either:
  - (1) He/she is detained for treatment within the meaning of Article 12(5) of Mental Health (Northern Ireland) Order 1986 or;
  - (2) An order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere), in matters concerning mental disorder for his/her detention or for the appointment of a controller, receiver, curator bonis or other person to exercise powers with respect to his/her property.
  - (3) He/she is removed from office by resolution of the Company in General Meeting in accordance with Article 311 of the Order.

#### **REMUNERATION**

- 21. The Directors shall not be entitled to any remuneration from the Company.
  - (a) The Directors may as required from time to time engage staff on a temporary or full time basis and set remuneration accordingly.

#### **DIRECTORS EXPENSES**

- 22. The Directors may be paid all travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of Directors, Committees of Directors or General Meetings or otherwise in connection with the discharge of their duties.

#### **DUTIES AND RESPONSIBILITIES OF THE DIRECTORS**

- 23. The business of the Company shall be managed by the Directors who may authorise the Company to pay all expenses of the formation of the Company as they think fit and may exercise all such powers of the Company and do all such acts on behalf of the Company as may be exercised and done by the Company.
- 24. No regulation made by the company in General Meeting shall invalidate any prior act of the Directors which would have been valid had that regulation not been made.
- 25. All cheques, promissory notes, drafts, bills of exchange any other negotiable instruments and all receipts for money paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed as the case may be in such manner as the Directors shall from time to time by resolution determine.

26. Without prejudice to its general powers the Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking and property or any part thereof and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the company or of any third party.
27. The rate of interest on money borrowed, except by way of a loan, overdraft or mortgage from a Bank, Building Society, or District Council, shall not exceed 2 or 3 per cent above the base rate of the Company's bank, whichever is the higher.
28. *The Directors Shall Cause Minutes To Be Made In Books Provided For The Purpose:-*
- (a) of all appointments of Officers made by the Directors;
  - (b) of all the names of the Directors present at each meeting of the Directors and of any committee of the Directors:
  - (c) of all resolutions and proceedings at all meetings of the Company, all meetings of the Directors, all meetings of committees of Directors and all other Committee/Member Meetings.

#### **PROCEEDINGS OF THE DIRECTORS**

29. If the Directors shall at any time be reduced in number to less than the minimum prescribed in these articles, they may act as Directors for the purpose of filling vacancies in their body or summoning a General Meeting of the Company but for no other purpose.
30. The Directors may elect a Chairperson of their meeting and determine the period for which he or she is to hold office; but if no such Chairperson is elected, or if at any meeting the Chairperson is not present within fifteen minutes after the time appointed for holding the same, the Directors present may choose one of their number to be Chairperson of the meeting.
- (a) A Director shall not vote in respect of any contract in which he/she is directly or indirectly interested or any matter arising there from and if he/she does so vote his/her vote shall not be counted.
  - (b) A Director may and the Secretary shall on the requisition of a Director summon a meeting of the Directors at any reasonable time.

### **SECRETARY**

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

### **COMPANY ASSETS AND ACCOUNTS**

33. *Company assets*
  - (a) The assets and finances of the Company shall be used solely to further the aims and objectives of the Company.
  - (b) At no time shall the assets of the Company be distributed among members either on a temporary basis or, more permanently, in the event of the organisation being dissolved.
34. The Directors shall cause proper accounting records to be kept in accordance with the provision of the Order with respect to:-
  - (a) All sums of money received and expended by the Company and all matters in respect of which the receipt and expenditure take place.
  - (b) All sales and purchases of goods by the Company.
  - (c) The assets and liabilities of the Company.
  - (d) The Directors shall open a bank account in the name of the Company and shall specify those Directors (being not less than two Directors of the Company) authorised to sign cheques on behalf of the Company.
35. The accounting records shall be kept at the registered office of the Company or subject to Articles 230(1) and(2) of the Order at such other places as the Directors think fit, and shall always be open to the inspection of all officers of the Company during their working hours and by such other persons authorised by the Company in General Meeting.
  - (a) 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.

## **AUDIT**

36. A copy of every balance sheet made up to 31 January each year (including every document required by law to be annexed thereto) which is to be laid before the company in General Meeting together with a copy of the Auditor's report, shall not less than twenty-one clear days before the date of the meeting be sent or delivered to every Member, the Auditors and every holder of loan stock or debentures of the Company, provided that this article shall not require a copy of those documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any debenture.
37. Auditors shall be appointed and their duties regulated in accordance with the provision of the Order.

## **INCOME OF THE COMPANY**

38. The net income of the Company shall be applied as follows, in such a manner as the members in General Meeting shall decide from time to time:-
- (a) Firstly, to a general reserve for the continuation and development of the business.
  - (b) Secondly, to any other recognised Charity or Charities whose aims are similar.

## **INDEMNITY**

39. Subject to the provisions of the Order, but without prejudice to any indemnity to which a Director/Member may otherwise be entitled, every Director/Member or other officer or Auditor of the Company shall be indemnified out of the assets of the Company against any liability incurred by him or her in defending any proceedings, whether civil or criminal, in which judgement is given in his or her favour or in which he or she is acquitted or in connection with any application in which relief is granted to him or her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.

## **DISSOLUTION**

40. (a) A resolution to dissolve the Company shall be passed only at a General Meeting specially summoned for such a purpose.
- (b) A resolution to dissolve the Company will only be deemed to be passed if supported by no less than seventy five per-cent of those present and entitled to vote.
41. **Clause 8** of the Memorandum of Association relating to the winding up and dissolution of the Company shall have effect as if the provisions thereof were repeated in these articles.

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**NAMES AND ADDRESSES OF SUBSCRIBERS**

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C.S. SECRETARIAL SERVICES LTD  
79 CHICHESTER STREET  
BELFAST  
BT1 4JE

*R Palmer*

*Authorised Signatory on behalf of C.S. Secretarial Services Ltd*



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Dated: 22<sup>nd</sup> September 2003

Witness to the above signatures:-



DENISE REDPATH  
79 CHICHESTER STREET  
BELFAST  
BT1 4JE

