



00261673

THE COMPANIES (NORTHERN IRELAND) ORDER 1986

THE COMPANIES ACT (NORTHERN IRELAND) 1932

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

MEMORANDUM AND ARTICLES OF ASSOCIATION

- of -

BRYSON CHARITABLE GROUP



Cleaver Fulton Rankin
Solicitors
50 Bedford Street
Belfast
BT2 7FW



I certify that the within print is an updated copy of the Memorandum and Articles of Association of Bryson Charitable Group as at 20 day of October 2006

Signed:


Director/Company Secretary



NI001319

CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

WHEREAS

BRYSON HOUSE

originally called BELFAST VOLUNTARY WELFARE SOCIETY

was incorporated as a

LIMITED company

under the COMPANIES ACT (NORTHERN IRELAND) 1932,

on the THIRD day of JANUARY nineteen-hundred and THIRTY-NINE

AND WHEREAS by SPECIAL resolution of the Company it has

again changed its name;

NOW THEREFORE I hereby certify that the Company is a

LIMITED company incorporated under the name of

BRYSON CHARITABLE GROUP

Given under my hand at Belfast,

this the TWENTIETH day of OCTOBER two-thousand and SIX

A handwritten signature in black ink that reads "Louise Hunter".

for Registrar of
Companies for Northern Ireland

No. N.I. 1319



Certificate of Incorporation on Change of Name

Whereas

BELFAST VOLUNTARY WELFARE SOCIETY formerly

called BELFAST COUNCIL OF SOCIAL WELFARE (INCORPORATED)

was incorporated as a LIMITED COMPANY

under the COMPANIES ACT (NORTHERN IRELAND) 1932

on the third day of January 1939

And Whereas by special resolution of the Company it has ^{again} changed its name;

Now therefore I hereby certify that the Company is a LIMITED COMPANY

incorporated under the name of

BRYSON HOUSE

Given under my hand at Belfast, this nineteenth day of

November One thousand nine hundred and eighty-six

W. A. Russell
Assistant Registrar of Companies for Northern Ireland

No. NI 1319



Certificate of Incorporation on Change of Name

Whereas

BELFAST COUNCIL OF SOCIAL WELFARE (INCORPORATED)

(The word "Limited" being omitted by Licence of the Department of Commerce)

was incorporated as a limited company under the COMPANIES ACT (NORTHERN IRELAND) 1932

on the third day of January 1939

And whereas by special resolution of the Company and with the approval of the Ministry of Commerce it has changed its name;

Now therefore I hereby certify that the Company is a limited company incorporated under the name of BELFAST VOLUNTARY WELFARE SOCIETY

Given under my hand at Belfast, this thirteenth day of November One thousand nine hundred and seventy-four

J. A. Wilson

Assistant Registrar of Companies for Northern Ireland

No. N.I. 1319.

Certificate of Incorporation.

I HEREBY CERTIFY That Belfast Council of Social Welfare (Incorporated) (the word " Limited " being omitted by Licence of the Ministry of Commerce), is this day Incorporated under the Companies Act (Northern Ireland), 1932, and that the Company is Limited.

Given under my hand at Belfast, this Third day of January, One thousand Nine hundred and Thirty-Nine.

W. ABBOTT,
Registrar of Companies for Northern
Ireland.

THE COMPANIES ACT (NORTHERN IRELAND) 1932

BRYSON CHARITABLE GROUP ¹

MEMORANDUM OF ASSOCIATION

1. The name of the Association is "BRYSON CHARITABLE GROUP"
2. The Registered Office of the Association will be situate in Northern Ireland.
3. The objects for which the Association is established are: -
 - (a) To take and absorb the Charitable Organisation which has existed in the City of Belfast under the name of "Belfast Council of Social Welfare (Incorporating Belfast Charity Organisation Society)," which has used as a short title "Belfast Council of Social Welfare," and to carry on and continue the work and methods of the said Organisation, and to acquire and take over the whole assets and liabilities thereof, or such of them as the Association may legally acquire and take over, and with a view thereto to execute all documents which may be requisite for that purpose.
 - (b) To form a centre of communication between all Charitable and Benevolent Institutions in the City of Belfast and neighbourhood and all public and local authorities and other agencies and persons interested in Charity and in the poor in the said City and neighbourhood, so as to co-ordinate such charitable effort, both voluntary and official, and to prevent, as far as possible, the overlapping of effort; to direct charitable effort into the most fruitful channels, to educate the public in all matters affecting the social welfare of the poor, and to aid generally in the improvement of the condition of the poor.
 - (c) To prevent and check vagrancy, begging, and imposture, and if deemed expedient or necessary, to expose the same, and to prosecute or assist in the prosecution of the offenders.
 - (d) To promote, support or oppose such Bills as may be promoted in the Parliament of Northern Ireland or proposed to be promoted in the said Parliament, Provisional Orders or other measures affecting or calculated to be likely to affect directly or indirectly any of the objects of the Association.

¹ Name changed from Belfast Council of Social Welfare (Incorporated) to Belfast Voluntary Welfare Society by Special Resolution passed on 7th November 1974.

Name changed again to Bryson House by Special Resolution passed on 26th September 1986.

Name changed again to Bryson Charitable Group by Special Resolution passed on 27th September 2006.

- (e) To become a centre of reference and information for all institutions, agencies, and persons interested in Charitable and social work; to collect and register information about charities and persons in receipt of or applying for charitable aid, and to supply such information to and from time to time to interchange information with members as well as with other persons, societies, or institutions, churches, poor law guardians or local authorities interested or having occasion to be interested in charitable or benevolent work for mutual guidance and for the benefit of the public; and to promote or co-operate with local schemes for the encouragement of thrift and with other movements which seem likely to result in a permanent improvement in the condition of the poor.
- (f) To secure and organise voluntary workers for charitable work; to act in co-operation with the Queen's University of Belfast and other educational bodies in providing training in general and special social work by means of lectures, classes and practical tuition or otherwise in any way for students and others seeking to qualify for professional posts or interested in social work; to hold examinations and award certificates; to appoint and pay lecturers and tutors and generally to do such things as may be necessary to provide such persons or any of them with facilities for acquiring a sound and practical knowledge of the laws relating to social betterment, of the principles and methods of Social Administration, and of all matters which in any way may affect the condition of the poor.
- (g) To publish or to contribute to the publication of any periodical journal, and to print and circulate lectures, papers and information interesting to the Association generally, and to print and circulate any annual or other report of the Association and of its proceedings, or to issue the same, free or on sale, to members and to the public, on such terms and conditions as may from time to time be determined by the Association or its Executive Committee, and to accept and charge for the insertion of advertisements in any publication of the Association, and to print and circulate the same.
- (h) To provide free legal advice and aid in any form for persons unable to pay therefor; to give assistance to those in need in the form which the Association may think most likely to be to their permanent benefit, and whether by way of money or goods or otherwise, or by way of apprenticeship, education, industrial training, maintenance, employment, migration, emigration, medical, surgical or convalescent treatment, loans, bonuses or any other method which is in accordance with the general objects of the Association.
- (i) Subject to Section 14 of the Companies Act (Northern Ireland), 1932, to accept donations, subscriptions, legacies, gifts, conveyances and endowments either of money or of property of what kind or nature soever, and either absolutely or conditionally or in trust, and to apply the same or the income thereof for any of the objects of the Association or for any special object connected therewith, but subject always to the directions and conditions (if any) of the respective donors, subscribers or testators.
- (j) To amalgamate or affiliate, either wholly or partially, with any society, association, or institution, whether incorporate or not, having objects similar to any of the objects of the Association and which is prohibited by its Constitution from distributing its profits or assets amongst its members, to an extent at least as great as is imposed upon this Association by clause 4 hereof, and (subject to

Section 14 of the Companies Act (Northern Ireland), 1932) to purchase or otherwise acquire (if and so far as the same may legally be acquired by the Association) all or any part of the property, assets, liabilities, and engagements of any such society, association or institution with which it is desired to amalgamate.

- (k) To aid, and receive aid from, any institution, public bodies, and other agencies, whether incorporated or unincorporated, having objects similar to, or, in the opinion of the Association, calculated to promote, the objects of the Association.
- (l) To employ and pay superintendents, managers, secretaries, solicitors, accountants, nurses, chaplains, teachers, medical officers, dentists, clerks, and all such other persons as may from time to time be required in connection with the Association or its objects, and to train persons for service in any capacity required by the Association; and to provide superannuation, funds, pensions, retiring allowances or gratuities for any such servants and employees of the Association, such pensions, retiring allowances or gratuities to be of such amounts respectively and to be paid for such respective period or periods and to be subject to such terms and conditions as the Council shall from time to time determine.
- (m) To purchase, take on lease or in exchange, hire, or otherwise acquire, any real and personal property, and any right or privileges which the Association may think necessary for the purposes or advantages of the Association (so far as the law shall allow and subject to the licence of the Ministry of Commerce where required) and, in particular, any land, buildings, easements, rooms, furniture, fittings, apparatus, appliances, conveniences and accommodation.
- (n) To sell, improve, manage, develop, exchange, lease, mortgage, enfranchise, dispose of, turn to account, or otherwise deal with, all or any part of the property and rights of the Association.
- (o) To construct, maintain and alter any buildings, or works, necessary or convenient for the purposes of the Association.
- (p) To borrow or raise or secure the payment of money in such manner as the Association shall think fit.
- (q) To invest and deal with the moneys of the Association not immediately required for the purposes of the Association in such manner as may from time to time be determined.
- (r) To undertake and execute any trusts which the Association may think it expedient to undertake, and either gratuitously or otherwise.
- (s) To develop and turn to account any land acquired by or in which the Association is interested and in particular by laying out and preparing the same for building purposes, constructing, altering, pulling down, decorating, maintaining, furnishing, fitting up, and improving buildings, and by planting, paving, draining, farming, cultivating, letting on building lease or building agreement, and by advancing money to and entering into contracts and arrangements of all kinds with builders, tenants, and others; to provide, improve and manage houses for the working classes and others, to take part in slum clearing and town planning schemes, to promote the creation of small holdings and allotments and to encourage the cultivation thereof.

- (t). To do all such other lawful things as are incidental or conducive to the attainment of the above objects or any of them.

PROVIDED that the Association shall not support with its funds any object or endeavour to impose on or procure the observance by its members or others any regulation or restriction or condition which, if an object of the Association, would make it a trade union.

PROVIDED ALSO that in case the Association shall take or hold any property subject to the jurisdiction of the Ministry of Finance for Northern Ireland or of the Commissioners of Charitable Donations and Bequests for Ireland the Association shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law and as regards any such property the Executive Committee of the Association shall be chargeable for such property as may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults and for the due administration of such property in the same manner and to the same extent as they would as such Executive Committee have been if no incorporation had been effected, and the incorporation of the Association shall not diminish or impair any control or authority exercisable by the Chancery Division or by the said Ministry of Finance or Commissioners over such Executive Committee, but they shall, as regards any such property, be subject jointly and severally to such control or authority as if the Association were not incorporated. In case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with the same in such manner as allowed by law having regard to such trusts.

4. The income and property of the Association, whencesoever derived, shall be applied solely towards the promotion of the objects of the Association as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus, or otherwise, howsoever by way of profit, to the members of the Association.

Provided that nothing herein contained shall prevent the bona-fide relieving or assisting of persons who, having been members of the Association, have ceased to be so and have become poor and necessitous, or prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the Association, or to any member of the Association, in return for any services actually rendered to the Association, nor prevent the payment of interest at a rate not exceeding 5 per cent. per annum on money lent, or reasonable and proper rent for premises demised or let by any member to the Association, but so that no member of the Executive Committee or Governing Body of the Association shall be appointed to any salaried office of the Association, or any office of the Association paid by fees, and that no remuneration or other benefit in money or moneys worth shall be given by the Association to any member of such Executive Committee or Governing Body except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Association: provided that the provision last aforesaid shall not apply to any payment to any Railway, Transport, Tramway, Gas, Electric Lighting, Water, Cable or Telephone Company of which a member of the Executive Committee or Governing Body may be a member, or any other Company in which such member shall not hold more than one-hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of such payment.

5. No addition, alteration, or amendment shall be made to or in the regulations contained in the Articles of Association for the time being in force, unless the same shall have been previously submitted to and approved by the Ministry of Commerce.

6. The fourth and fifth paragraphs of this Memorandum contain conditions on which a Licence is granted by the Ministry of Commerce to the Association in pursuance of Section 18 of the Companies Act (Northern Ireland), 1932.

7. The liability of the members is limited.

8. Every member of the Association undertakes to contribute to the assets of the Association, in the event of the same being wound up while he is a member, or within one year afterwards, for payment of the debts and liabilities of the Association contracted before he ceases to be a member, and of the costs, charges and expenses of winding up the same and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding ten shillings.

9. If, upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other institution or institutions, having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Association at or before the time of dissolution, or in default thereof by a Judge of the High Court of Justice in Northern Ireland having jurisdiction in regard to charitable funds, and if and so far as effect cannot be given to the aforesaid provision, then to some charitable object.

10. True accounts shall be kept of the sums of money received and expended by the Association and the matters in respect of which such receipts and expenditure take place, and of the property, credits, and liabilities of the Association, and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Association for the time being, shall be open to the inspection of the members. Once at least in every year the accounts of the Association shall be examined, and the correctness of the balance sheet ascertained by one or more properly qualified Auditor or Auditors.

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association.

Names, Addresses and Descriptions of Subscribers.

Alexander Macbeath, M.A.,
 Professor of Logic and Metaphysics,
 Queen's University, Belfast.

Robert Corkey,
 5 College Park, Belfast.
 Professor of Ethics, Assembly's College, Belfast.

John McCaldin Loewenthal,
 Gentleman,
 Lennoxvale, Belfast.

Emma Sylvia Duffin,
 Summer Hill,
 Stranmillis, Belfast.
 Spinster.

Arthur S. Megaw,
 Arden, Fortwilliam Drive,
 Belfast.
 Solicitor.

Edwin Bryson,
 Drumnena,
 Bladon Park, Belfast.
 Linen Manufacturer.

William Harold Brandon,
 7 Donegall Square West, Belfast.
 Chartered Accountant.

Dated the 20th day of December, 1938.

WITNESS to the above signatures:—

FREDERICK McILREAVY.

Secretary, Belfast Council of Social Welfare,

50 Dublin Road, Belfast.

A COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

-OF-

BRYSON CHARITABLE GROUP¹

(Adopted by Special Resolution passed on
4th day of August 1993)

1. In these Articles:

the Order means the Companies (Northern Ireland)
Order 1986 and every statutory modification and re-
enactment thereof for the time being in force

the Society means Bryson Charitable Group

the Seal means the Common Seal of the Society

the Director means the Director of the Society
appointed pursuant to Article 45

the Assistant Director means each Assistant Director
of the Society appointed pursuant to Article 45

the Secretary means the Secretary of the Society
appointed pursuant to Article 46

the United Kingdom means Great Britain and Northern
Ireland

Member means and includes, unless the context
otherwise precludes such construction, a member in
each of such categories of membership of the Society
as shall from time to time be designated by the
Executive Committee as categories of membership of
the Society

Expressions referring to writing shall, unless the
contrary intention appears, be construed as including
references to printing, lithography, photography, and
other modes of representing or reproducing words in
visible form

Unless the context otherwise requires, 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 date at which these

¹ Name changed again to Bryson Charitable Group by Special Resolution passed on 27 September 2006

Articles become binding on the Society

GENERAL

2. The number of members of the Society is declared not to exceed 750 members, but the Executive Committee may from time to time increase the number of members of the Society

3. The Society is established for the purposes expressed in the Memorandum of Association

QUALIFICATION OF MEMBERS

4. (a) Those persons who, in whatever category or designation of membership, are members of the Society at date of adoption of these new Articles of Association shall continue to be members of the Society in that same category or designation of membership until the end of the calendar year 1993
- (b) Subject to Article 4(a), as from the date of adoption of these new Articles of Association there shall be such categories of membership of the Society as the Executive Committee shall from time to time and for the time being determine. The Executive Committee may from time to time determine that as from such date as the Executive Committee shall decide any category or categories of membership shall cease to exist; may from time to time determine the annual subscription for membership of the Society in each several category of membership, or that no membership subscription shall be payable for one or more than one category of membership; and may likewise from time to time determine the terms conditions rights and privileges of membership of the Society in each of the several categories
- (c) Any person or body who or which shall in any year indicate a wish to become or continue to be a member of the Society in a current category of membership, who or which shall in the opinion of the Executive Committee qualify to be a member of the Society in that category, and who or which shall give to the Society such a sum of money (if any) as shall be determined by the Executive Committee to be the annual subscription for membership of the Society in that category, shall if accepted by the Executive Committee for membership of the Society become a member of the Society in that category for that year

HONORARY MEMBERS AND CO-OPTED MEMBERS

5. Those persons who are honorary members of the Society at the date of adoption of these new Articles of Association shall be honorary members of the Society for life

6. Such persons as have given to the Society particular service and, having indicated in writing their willingness to become honorary members and having been proposed by the Executive Committee, are elected at the annual general meeting in any year to be honorary members shall be honorary members of the Society for life

7. Such persons as the Executive Committee considers to be distinguished in connection with Social Service, having indicated in writing their willingness to be co-opted, may be co-opted by the Executive Committee as members of the Society upon such terms as the Executive Committee may determine. The maximum number of such co-opted members shall be thirty. Upon co-option, a co-opted member shall become a co-opted member of the Society until the next annual general meeting of the Society and shall be entitled to be present at meetings of the Society but not to vote thereat

PATRONS

8. The Executive Committee shall be entitled from time to time and at any time to appoint any person or persons to the honorary position of Patron of the Society and to remove any person from his or her honorary position as a Patron. A Patron shall not as such be entitled to any of the rights and privileges of a member of the Society but shall be eligible for membership of the Society in terms as provided for in these Articles

RETIREMENT OF MEMBERS

9. Any member of the Society who shall desire to retire shall signify such desire in writing to the Director, and thereupon the name of the member shall be removed from the list of members, and such member shall be deemed to have retired

RIGHTS OF MEMBERS

10. All rights and privileges of any member shall cease upon such member ceasing to be such, whether by death, retirement or otherwise

GENERAL MEETINGS

11. The Society shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one

annual general meeting of the Society and that of the next. The annual general meeting shall be held at such time and place as the Executive Committee shall appoint.

12. All general meetings other than annual general meetings shall be called extraordinary general meetings

13. The Executive Committee may, whenever they think fit, and they shall upon a requisition made in writing by any ten or more members convene an extraordinary general meeting, or in default, such a meeting may be convened by such requisitionists as is provided in article 376 of the Order. If at any time there are not within the United Kingdom sufficient members of the Executive Committee to form a quorum, any member of the Executive Committee or any two members of the Society may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by members of the Executive Committee

14. Any requisition made by members shall express the object of the meeting proposed to be called, and shall be left at the registered office of the Society

15. Upon the receipt of such requisition the Executive Committee shall forthwith proceed to convene a general meeting; if they do not proceed to convene the same within twenty-one days from the date of the requisition, the requisitionists may themselves convene a meeting

16. An annual general meeting and a meeting called for the passing of a special resolution shall be called by twenty-one days' notice in writing at least, and a meeting of the Society other than an annual general meeting or a meeting for the passing of a special resolution shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business and shall be given to the members in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Society in general meeting. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting

PROCEEDINGS AT GENERAL MEETINGS

17. All business shall be deemed special that is transacted at an extraordinary general meeting, and all that is transacted at an annual general meeting, with the exception of the consideration of the accounts and balance sheets, the report of the Executive Committee and the report of the auditors, the election of members of the Executive Committee in the place of those retiring

and the appointment and remuneration of the auditors

18. No business shall be transacted at any meeting unless a quorum of not less than ten members is present at the commencement of such business

19. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the following week, at the same time and place, and if at such adjourned meeting a quorum is not present it shall be adjourned sine die

20. The Chairman of the Society, or, in his absence, the Vice-Chairman of the Executive Committee shall preside as chairman at every general meeting of the Society

21. If neither the Chairman of the Society nor the Vice-Chairman of the Executive Committee is present at the time of holding a meeting, the members present shall choose some one of their number to be chairman of such meeting

22. The chairman may, with the consent of the meeting, adjourn any meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place

23. At any general meeting, unless a poll is demanded by at least five members, a declaration by the chairman that a resolution has been carried or lost, and an entry to that effect in the book of proceedings of the Society, shall be conclusive evidence of the fact

24. If a poll is demanded in manner aforesaid the same shall be taken at such time and in such manner as the chairman directs, and the result of such poll shall be deemed to be the resolution of the Society in general meeting, save that a poll demanded on the election of chairman or on a question of adjournment shall be taken forthwith. The demand for a poll may be withdrawn

25. Every member shall have one vote and no more. All votes shall be given personally. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote

CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS

26. Any corporation which is a member of the Society may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Society, and the person so authorised shall be entitled to exercise the

same powers on behalf of the corporation which such person represents as that corporation could exercise if it were an individual member of the Society

BORROWING POWERS

27. The Executive Committee may exercise all the powers of the Society to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Society or of any third party

EXECUTIVE COMMITTEE

28. The Honorary Officers of the Society shall consist of a Chairman of the Society, a Vice-Chairman of the Executive Committee, an Honorary Treasurer and an Honorary Secretary

29. (a) The President and such Vice-Presidents of the Society as shall hold office as such at date of adoption of these new Articles of Association shall continue in office until the end of the calendar year 1993 but not longer or otherwise

(b) As from 1 January 1994, there shall no longer be a President or Vice-Presidents of the Society

(c) Such persons as at the date of adoption of these new Articles of Association are Vice-Presidents of the Society shall as from 1 January 1994 be deemed to be elected to the honorary position of honorary members of the Society for life

30. The Executive Committee shall consist of not fewer than 10 nor more than 15 members of the Society. The quorum for the transaction of the business of the Executive Committee shall be five. At the annual general meeting in each year one quarter of the members of the Executive Committee for the time being, or if their number is not four or a multiple of four, then the number nearest one quarter shall retire from office

31. The members of the Executive Committee to retire in every year shall be those who have been longest in office since their last election, but as between persons who became members of the Executive Committee on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot

32. A retiring member of the Executive Committee shall be eligible for re-election

33. The Society may from time to time by ordinary resolution increase or reduce the number of members of

Executive Committee, subject to the maximum and minimum numbers specified in Article 30, and may also determine in what rotation the increased or reduced number is to go out of office

34. The members of the Executive Committee shall have power at any time and from time to time to appoint any person to be a member of the Executive Committee either to fill a casual vacancy or as an addition to the existing members of Executive Committee, but so that the total number of members of the Executive Committee shall not at any time exceed any number fixed in accordance with these regulations. Any member of the Executive Committee so appointed shall hold office only until the next following annual general meeting, and shall then be eligible for re-election but shall not be taken into account in determining the members of Executive Committee who are to retire by rotation at such meeting

35. The members of the Executive Committee shall, at the first meeting of the Executive Committee after the annual general meeting in each year, appoint a Chairman of the Executive Committee and an Honorary Treasurer. The members of the Executive Committee may also at such meeting of the Executive Committee appoint one or more Vice-Chairmen of Executive Committee, one or more Honorary Secretaries, and such other officer or officers as may be deemed necessary. All such officers so appointed by the members of the Executive Committee shall hold office for one year, but shall be eligible for re-election

36. If at any meeting of the Executive Committee the Chairman of the Executive Committee or failing him a Vice-Chairman is not present within five minutes after the time appointed for holding the same, the members of Executive Committee present may choose one of their number to be chairman of the meeting

37. The members of the Executive Committee may delegate any of their powers to committees consisting of such member or members or non-members of the Society as they think fit: any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Executive Committee

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

39. All acts done by any meeting of the Executive Committee or of a committee of the Executive Committee or by any person acting as a member of the Executive Committee shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Executive Committee or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Executive Committee or of the committee

40. The continuing members of the Executive Committee may act notwithstanding any vacancy in their body but if and so long as their number is reduced below the number fixed by or pursuant to the regulations of the Society as the necessary quorum of members of Executive Committee, the continuing members may act for the purpose of increasing the number of members of Executive Committee to that number, or of summoning a general meeting of the Society, but for no other purpose

41. The Executive Committee shall have absolute control over all the affairs and property of the Society, and shall prescribe, alter, or cancel rules for the regulation of the Society, and shall exercise all such powers of the Society as they shall think fit, except as otherwise provided by these Articles

42. The Executive Committee shall engage all such officers and servants as they may consider necessary, and shall regulate their duties and fix their salaries

43. All freehold or leasehold property, stocks, funds, shares, and other securities, the property of the Society, shall be subject to the control of the Executive Committee and no part of the property of the Society shall be sold, assigned, transferred, conveyed or otherwise disposed of without the authority of the Executive Committee

DISQUALIFICATION OF MEMBERS OF EXECUTIVE COMMITTEE

44. The office of member of the Executive Committee shall be vacated if a member

- (a) ceases to be a member of the Society; or
- (b) is adjudged bankrupt or makes any arrangement or composition with his creditors generally; or
- (c) becomes of unsound mind; or
- (d) having been absent from more than six meetings of the Executive Committee in succession, is requested by the Executive Committee to resign; or
- (e) is convicted of a criminal offence; or

- (f) resigns his office by notice in writing to the Society

DIRECTOR

45. The Society shall have a Director and may also have one or more than one Assistant Director. The Director, and if such shall be appointed then any Assistant Director also, shall be appointed by the Executive Committee for such term, at such remuneration and upon such conditions as the Executive Committee shall think fit; and any Director or Assistant Director so appointed may be removed by the Executive Committee

SECRETARY

46. The Society shall have a Secretary (who may also be the Director or an Assistant Director) who shall be appointed by the Executive Committee for such term, at such remuneration and upon such conditions as the Executive Committee shall think fit; and any Secretary so appointed may be removed by the Executive Committee

47. Anything required or authorised to be done by or to the Secretary may, if the office is vacant or there is for any other reason no Secretary capable of acting, be done by or to any assistant or deputy secretary or, if there is none such, by or to any officer of the Society authorised generally or specially in that behalf by the Executive Committee

SEAL

48. The members of the Executive Committee shall provide for the safe custody of the seal, which shall only be used by the authority of the Executive Committee or of a committee of the Executive Committee authorised by the Executive Committee in that behalf and every instrument to which the seal is affixed shall be signed by two members of the Executive Committee and shall be countersigned by the Secretary or by a third member of the Executive Committee or by some other person appointed by the Executive Committee for the purpose

ACCOUNTS

49. The Executive Committee shall cause proper books of account to be kept with respect to

- (a) all sums of money received and expended by the Society and the matters in respect of which the receipt and expenditure takes place; and
- (b) the assets and liabilities of the Society

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Society's

affairs and to explain its transactions

50. The books of account shall be kept at the registered office of the Society, or at such other place or places as the Executive Committee shall think fit, and shall always be open to the inspection of the Executive Committee

51. The Executive Committee shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Society or any of them shall be open to the inspection of members not being members of the Executive Committee and no member (not being a member of the Executive Committee) shall have any right of inspecting any account or book or document of the Society except as conferred by statute or authorised by the Executive Committee or by the Society in general meeting

52. The Executive Committee shall from time to time, in accordance with the provisions of Part VIII of the Order, cause to be prepared and to be laid before the Society in general meeting such income and expenditure accounts, balance sheets, and reports as are referred to in article 247 of the Order

AUDIT

53. Auditors shall be appointed and their duties regulated in accordance with articles 392 to 401 of the Order

NOTICES

54. A notice may be given by the Society to any member either personally or by sending it by post to the member or to the member's registered address, or (if the member has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by the member to the Society for the giving of notice to the member. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing a notice, and to have been effected in the case of a notice of a meeting at the expiration of twenty-four hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post

55. Notice of every general meeting shall be given in any manner hereinbefore authorised to

- (a) every member except those members who (having no registered address within the United Kingdom) have not supplied to the Society an address within the United Kingdom for the giving of notices to them;

(b) every person being a legal personal representative or a trustee in bankruptcy of a member where the member but for the member's death or bankruptcy would be entitled to receive notice of the meeting; and

(c) the auditor for the time being of the Society

No other person shall be entitled to receive notices of general meetings

56. The provisions of clause 9 of the Memorandum of Association relating to the winding-up or dissolution of the Society shall have effect and be observed as if the same were repeated in these Articles

Names, Addresses, and Descriptions of Subscribers.

Alexander Macbeath, M.A.,
Professor of Logic and Metaphysics,
Queen's University, Belfast.

John McCaldin Loewenthal,
Gentleman,
Lemoxvale, Belfast.

Emma Sylvia Duffin,
Spinster,
Summer Hill,
Stranmillis, Belfast.

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5 College Park, Belfast.
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Arthur S. Megaw,
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Belfast.
Solicitor.

Edwin Bryson,
Drummenau,
Bladon Park, Belfast.
Linen Manufacturer.

William Harold Brandon,
7 Donegall Square West, Belfast.
Chartered Accountant.

Dated the 20th day of December, 1938.

WITNESS to the above signatures—

FREDERICK McILREAVY,
Secretary, Belfast Council of Social Welfare,
50 Dublin Road, Belfast.