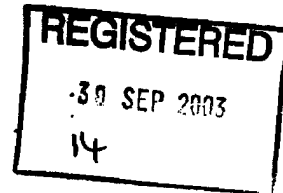




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**FOOTPRINTS WOMENS CENTRE**

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**Certificate of Incorporation  
Memorandum and Articles of Association**



**Edwards & Co  
Solicitors  
28 Hill Street  
Belfast  
BT1 2LA**



NI36140

I HEREBY CERTIFY that

FOOTPRINTS WOMENS CENTRE

is this day incorporated under the Companies (Northern Ireland)  
Order 1986; and that the Company is limited

Given under my hand at Belfast, this TENTH day of MAY  
One Thousand Nine Hundred and NINETY-NINE

*Janet McEneaney*

Registrar of Companies for  
Northern Ireland



**Companies (Northern Ireland) Order 1996**

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

**MEMORANDUM OF ASSOCIATION  
OF  
FOOTPRINTS WOMENS CENTRE**



- 1 The Company's name is: FOOTPRINTS WOMENS CENTRE (hereinafter called "the Company").
- 2 The Company's registered office is to be situated in Northern Ireland.
- 3 The objects for which the company is established are to advance education and the preservation of protection of health of women in the Poleglass, the surrounding catchment area of West Belfast and the borough of Lisburn ("the area of benefit") by the provision of facilities in the interests of social welfare for recreation and leisure-time occupation for such women who by reason of social or economic circumstances have need of such facilities within the object of improving their conditions of life."
- 4 In furtherance of these objects but not further or otherwise the Company may:
  - (a) Establish, maintain or equip a centre where women and their children can benefit from the objects of the Company;
  - (b) Provide a confidential atmosphere where individuals can receive the counselling and support they need to cope with their everyday problems, no matter how great or small;
  - (c) Provide or assist in providing classes, lectures, exhibitions and events calculated to improve the knowledge, skills, well-being and self-confidence of such women;
  - (d) Provide help, support and information on matters of health, social welfare and legal rights and refer women in need of professional assistance to relevant statutory or voluntary agencies;
  - (e) Procure to be written and printed, published, issued, distributed and circulated reports, or periodicals, books, pamphlets, leaflets or other documents with the aim of

reports, or periodicals, books, pamphlets, leaflets or other documents with the aim of facilitating communication between women about events and information relevant to women;

- (f) Build up a library and information bank;
- (g) Provide day-care facilities for children so as to enable women to benefit from the objects of the Company;
- (h) Recruit, train and employ volunteers with relevant skills for the furtherance of the above aims;
- (i) Promote and carry out or assist in promoting and carrying out research, surveys and investigations into the experience and needs of women in the area of benefit, provided the useful results are published;
- (j) Provide facilities for women who are in particular need of support and help such as women with children, women with individual needs, women prisoners and their families etc;
- (k) Encourage the setting up of women only groups with similar charitable aims to the groups and to provide facilities for the establishment of a network of such charitable groups;
- (l) Co-Operate to such extent as may be necessary with statutory authorities and voluntary organisations engaged in the furtherance of the above objects or any of them;
- (m) Raise and accept money by way of grants, donations, bequests, legacies or other lawful method, and give donate or disburse grants and loans to such related organisations or projects as are by law deemed charitable PROVIDED that in the exercise thereof the Company shall not engage in any form of permanent trading;
- (n) Purchase, take or lease or in exchange, hire or otherwise acquire any property and any rights and privileges necessary for the attainment of the said objects and construct, maintain and alter any buildings or edifices so necessary as aforesaid;
- (o) To sell, let, mortgage, dispose or turn to account all or any of the property or assets of the Company;
- (p) Employ and pay any person or persons to supervise, organise and carry on the work of the Company and make all reasonable and necessary provision for the payment of remuneration to employees;

(q) Provide a comprehensive education and training programme designed to meet the needs of centre users.

(r) Do all such lawful things as are necessary for the attainment of the said objects.

5 The income and property of the Company from whatever source derived, shall be applied solely towards the promotion of the said 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 way of profit, to the members of the Company (and no member of its Board 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:

- (a) of reasonable and proper remuneration to any member, officer or servant of the Company (not being a member of the Board) for any services rendered to the Company).
- (b) of interest on money lent by any member of the Company (or of its Board) at 2% less than the Base Rate for the time being of the Company's Bankers or 3% whichever is the greater.
- (c) of any reasonable and proper rent for premises demised or let by any member of the Company (or of its Board).
- (d) of fees, remuneration or other benefit in money or money's worth to a Company of which a member of the Board may be a member holding not more than one hundredth part of the capital of the Company.
- (e) to any member of its Board of reasonable out-of-pocket expenses.
- (f) to any Director for the time being hereof being a solicitor or other person engaged in any profession for all usual professional or other reasonable charges for work done by him or his firm when instructed by the other Directors to act in that capacity on behalf of 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 if it is wound up during the time that she is a member, or within one year afterwards, for payment of the debts and liabilities of the Company contracted before the time at which

she 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 £1.00.

If upon the winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company but shall be given or transferred to some other charitable institution or institutions, having objects similar to the objects of the Company and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Company under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members within three months of the members resolution passed initiating the winding-up failing which, and if and so far as effect cannot be given to such provision then to such other charitable objects as the Board shall resolve upon.

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

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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Letitia Smyth.  
45 Colindale Pateglass

Eileen Martin  
17 Glen Bawn Crescent  
Pateglass

Patricia Firth  
34 Colindale Brook cres  
Pateglass  
Dunmurry  
BT17 0PF

Mary Fox  
42 Colindale  
Pateglass  
Belfast.  
BT14. 0AR.

Maire Patton  
1 Woodside Walk  
BELFAST  
BT14 0SA

Collette MC CAULLEY  
235 LAUREL BANK  
Pateglass  
Dunmurry  
BELFAST BT17 0ET

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Dated this       day of       1999

Witness to the above signatures:-

**Companies (Northern Ireland) Order 1996**

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

**ARTICLES OF ASSOCIATION  
OF  
FOOTPRINTS WOMENS CENTRE**

**INTERPRETATION**

DEPARTMENT OF ENTERPRISE  
TRADE AND INVESTMENT  
26 SEP 2003  
POST RECEIVED  
COMPANIES REGISTRY

1. In these regulations-

"the Order" means the Companies (Northern Ireland) Order 1986 including any statutory modification or re-enactment thereof for the time being in force;

"the articles" means the articles of the Company;

"clear days" in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;

"executed" includes any mode of execution;

"office" means the registered office of the Company;

"the seal" means the common seal of the Company;

"secretary" means the secretary of the Company or any other person appointed to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary;

"the United Kingdom" means Great Britain and Northern Ireland.

Unless the context otherwise requires, words or expressions contained in these regulations bear the same meaning as in the Order but excluding any statutory modification thereof not in force when these regulations become binding on the Company.



## MEMBERS

The subscribers to the Memorandum of Association of the Company and such other persons are admitted to membership in accordance with the articles shall be members of the company. No person shall be admitted a member of the Company unless she is approved by the directors. Every person who wishes to become a member shall deliver to the Company an application for membership, in such form as the directors require, executed by her.

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. The number of members shall not exceed 400. Each member shall pay a specified fee to be fixed by the board of directors. A woman will only be eligible for membership if she lives in the area covered by the company. A member shall not be entitled to attend or vote at Annual General Meetings unless she has paid in full the subscription for the current financial year.

## GENERAL MEETINGS

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

5. 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.

## NOTICE OF GENERAL MEETINGS

6. An annual general meeting and an extraordinary general meeting called for the passing of a special resolution or a resolution appointing a person as a director shall be called by at least twenty-one clear days' notice. All other extraordinary general meetings shall be called by at least

teen clear days' notice but a general meeting may be called by shorter notice if it is so agreed

- (a) in the case of an annual general meeting, by all the members entitled to attend and vote thereat; and
- (b) in the case of any other meeting by a majority in number of the members having a right to attend and vote being a majority together holding not less than ninety-five per cent of the total voting rights at the meeting of all the members.

e notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such.

e notice shall be given to all the members, and to the directors and auditors.

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**

No business shall be transacted at any meeting unless a quorum is present. Two persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporation, shall be a quorum.

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 day, time and place as the directors may determine.

10. The chairman, if any, of the board of directors or in her absence some other director nominated by the directors shall preside as chairman of the meeting, but if neither the chairman nor such other director (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the directors present shall elect one of their number to be

chairman and, if there is only one director present and willing to act, she shall be chairman.

1. If no director is willing to act as chairman, or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chairman.

12. A director shall, notwithstanding that she is not a member, be entitled to attend and speak at any general meeting.

13. The chairman may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

14. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of a 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 chairman;
- (b) by at least two members having the right to vote at the meeting; or
- (c) by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.

15. Unless a poll is duly demanded a declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

16. The demand for a poll may, before the poll is taken, be withdrawn but only with the

consent of the chairman 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.

2. A poll shall be taken as the chairman directs and she may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

3. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote she may have.

4. A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.

5. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

6. A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it, if it had been proposed at a general meeting at which she was present, shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more members.

#### VOTES OF MEMBERS

1. On a show of hands every member present in person shall have one vote. On a poll every member present in person shall have one vote. No member may vote by proxy except as

provided by article 23.

3. A member in respect of whom an order has been made by any court having jurisdiction whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote, whether on a show of hands or on a poll, by her controller, receiver, curator bonis or other person authorised in that behalf appointed by that court. Evidence to the satisfaction of the directors of the authority of the person claiming to exercise the right to vote shall be deposited at the office, or at such other place as is specified in accordance with the articles, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable. Members who wish to vote at Annual General Meetings must have paid their subscription at the beginning of the financial year.

14. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.

#### NUMBER OF DIRECTORS

25. Unless otherwise determined by ordinary resolution, the number of directors (other than alternate directors) shall be eleven of whom seven shall be members of the Company and the remaining four may be chosen from women who are not members of the Company but who in the opinion of the members in general meeting have particular skills or qualifications which may assist the Company in attaining its objects.

26. Subject to the provisions of the Order, the memorandum and the articles and to any directions given by special resolution, the business of the Company shall be managed by the directors who may exercise all the powers of the Company. No alteration of the memorandum or articles and no such direction shall invalidate any prior act of the directors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this regulation shall not be limited by any special power given to the directors by the

articles and a meeting of directors at which a quorum is present may exercise all powers exercisable by the directors.

27. The directors may, by power of attorney or otherwise, appoint any person to be the agent of the Company for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of his powers. Employees of the company who have paid their membership subscription as set down in the Articles are not entitled to serve as directors on the board.

#### **DELEGATION OF DIRECTORS' POWERS**

28. The directors may delegate any of their powers to sub-committees consisting of such persons as they think fit provided that at least one director shall always be a member of any such sub-committee; any sub-committee so formed shall conform to any regulations that may be imposed on it by the directors and shall report all acts and proceedings to the directors as soon as is reasonably practicable;

A sub-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 5 minutes after the time appointed for holding the same, the Committee members present may choose one of their number to chair the meeting;

A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the chairman shall have a second or casting vote.

#### **APPOINTMENT AND RETIREMENT OF DIRECTORS**

29. At the 2003 annual general meeting one third of the directors (who are subject to retirement by rotation) shall retire from office and at every second annual general meeting thereafter (e.g. 2005, 2007 etc), 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 nearest number to one third shall retire from office; but, if there is only one director who is subject to retirement by rotation, she shall retire.

30. Subject to the provisions of the Order, the directors to retire by rotation shall be those who have been longest in office since their last appointment or reappointment, but as between persons who became or were last reappointed directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

31. If the Company, at the meeting at which a director retires by rotation, does not fill the vacancy of the retiring director shall, if willing to act, be deemed to have been reappointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the reappointment of the director is put to the meeting and lost.

32. No person other than a director retiring by rotation shall be appointed or reappointed a director at any general meeting unless –

- (a) she is recommended by the directors;
- (b) not less than fourteen nor more than thirty-five clear days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the Company of the intention to propose that person for appointment or reappointment stating the particulars which would, if she were so appointed or reappointed, be required to be included in the Company's register of directors together with notice executed by that person of her willingness to be appointed or reappointed;
- (c) she has been a member of the Company for not less than three years;
- (d) she has had not less than two years advisory group or subcommittee experience with the company; or
- (e) she is prepared to accept and fulfil of practice relating to the confidentiality of the Company's affairs.

33. Not less than seven nor more than twenty-eight clear days before the date appointed for holding a general meeting notice shall be given to all who are entitled to receive notice of the meeting of any person (other than a director retiring by rotation at the meeting) who is recommended by the directors for appointment or reappointment as a director at the meeting or in respect of whom notice has been duly given to the Company of the intention to propose her at the meeting for appointment or reappointment as a director. The notice shall give the particulars of that person which would, if she were so appointed or reappointed, be required to be included in the Company's register of directors.

34. Subject as aforesaid, the Company may by ordinary resolution determine the rotation in which any additional directors are to retire.

35. The directors may appoint a person who is willing to act to be a director, either to fill a vacancy or as an additional director, provided that the appointment does not cause the number of directors to exceed any number fixed by or in accordance with the articles as the maximum number of directors. A director so appointed shall hold office only until the next following annual general meeting and shall not be taken into account in determining the directors who are to retire by rotation at the meeting. If not reappointed at such annual general meeting, she shall vacate office at the conclusion thereof.

36. Subject as aforesaid, a director who retires at an annual general meeting may, if willing to act, be reappointed. If she is not reappointed, she shall retain office until the meeting appoints someone in his place, or if she does not do so, until the end of the meeting.

#### **DISQUALIFICATION AND REMOVAL OF DIRECTORS**

37. The office of a director shall be vacated if –

- (a) she ceases to be a director by virtue of any provision of the Order or she becomes prohibited by law from being a director; or
- (b) she becomes bankrupt or makes any arrangement or composition with her creditors generally; or
- (c) she is, or may be, suffering from mental disorder and either –
  - (i) she is detained for treatment within the meaning of Article 12(5) of the Mental Health (Northern Ireland) Order 1986, or
  - (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for her detention or for the appointment of a controller, receiver, curator bonis or other person to exercise powers with respect with respect to her property or affairs; or



- (d) she resigns his office by notice to the Company;
- (e) she fails to attend three consecutive meetings of the board of directors without reasonable excuse; or
- (f) in the opinion of the other directors a director is no longer committed to the objects of the company and is asked to resign.

#### **REMUNERATION OF DIRECTORS**

38. The directors may be paid all travelling hotel and other expenses properly incurred by them in connection with their attendance at meetings of directors or committees of directors or general meetings or separate meetings of the holders of debentures of the Company or otherwise in connection with the discharge of their duties.

#### **DIRECTORS APPOINTMENTS AND INTERESTS**

39. Subject to the provisions of the Order the directors may appoint one or more of their number to the office of managing director or to any other executive office under the Company and may enter into an agreement or arrangement with any director for her employment by the Company or for the provision by her of any services outside the scope of the ordinary duties of a director. Any such appointment, agreement or arrangement may be made upon such terms as the directors determine and they may remunerate any such director for her services as they think fit. Any appointment of a director to an executive office shall terminate if she ceases to be a director but without prejudice to any claim to damages for breach of the contract of service between the director and the Company. A managing director and a director holding any other executive office shall not be subject to retirement by rotation.

40. Subject to the provisions of the Order, and provided that she has disclosed to the directors the nature and extent of any material interest of hers, a director notwithstanding her office –

- (a) may be a party to, or otherwise interested in any transaction or arrangement with the Company or in which the Company is otherwise interested.

- (b) may be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Company or in which the Company is otherwise interested; and
- (c) shall not, by reason of her office, be accountable to the Company for any benefit which she derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.

1. For the purposes of regulation 50 -

- (a) a general notice given to the directors that a director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the director has an interest in any such transaction of the nature and extent so specified; and
- (b) an interest of which a director has no knowledge and of which it is unreasonable to expect her to have knowledge shall not be treated as an interest of hers.

**DIRECTORS GRATUITIES AND PENSIONS**

42. The directors may provide benefits, whether by the payment of gratuities or pensions or by insurance or otherwise, for any director who was held but no longer holds any executive office or employment with the Company or with any body corporate which is or has been a subsidiary of the Company or a predecessor in business of the Company or of any such subsidiary, and for any member of her family (including a spouse and a former spouse) or any person who is or was dependent on her, and may (as well before as after she ceases to hold such office or employment) contribute to any fund and pay premiums for the purchase or provision of any such benefit.

**PROCEEDINGS OF DIRECTORS**

43. Subject to the provisions of the articles, the directors may regulate their proceedings as they think fit. A director may, and the secretary at the request of a director shall, call a meeting

of the directors. It shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman shall have a second or casting vote. A director who is also an alternate director shall be entitled in the absence of her appointor to a separate vote on behalf of her appointor in addition to her own vote.

44. The quorum for the transaction of the business of the directors may be fixed by the directors and unless so fixed at any other number shall be two. A person who holds office only as an alternate director shall, if her appointor is not present, be counted in the quorum.

45. The continuing directors or a sole continuing director may act notwithstanding any vacancies in their number, but, 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.

46. The directors may appoint one of their number to be the chairman of the board of directors and may at any time remove her from that office. Unless she is unwilling to do so, the director so appointed shall preside at every meeting of directors at which she is present. But if there is no director holding that office, or if the director holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the directors present may appoint one of their number to be chairman of the meeting.

47. All acts done by a meeting of directors, or of a committee of directors, or by a person acting as a director shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any director or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a director and had been entitled to vote.

48. A resolution in writing signed by all the directors entitled to receive notice of a meeting of directors or of a committee of directors shall be as valid and effectual as if it had been passed at a meeting of directors or (as the case may be) a committee of directors duly convened and held and may consist of several documents in the like form each signed by one or more directors; but a

Resolution signed by an alternate director need not also be signed by her appointor and, if it is signed by a director who has appointed an alternate director, it need not be signed by the alternate director in that capacity.

49. Save as otherwise provided by the articles, a director shall not vote at a meeting of directors or of a committee of directors on any resolution concerning a matter in which she has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Company unless her interest or duty arises only because the case falls within one or more of the following paragraphs -

- (a) the resolution relates to the giving to her of a guarantee, security, or indemnity in respect of money lent to, or an obligation incurred by her for the benefit of, the Company or any of its subsidiaries;
- (b) the resolution relates to the giving to a third party of a guarantee, security, or indemnity in respect of an obligation of the Company or any of its subsidiaries for which the director has assumed responsibility in whole or part and whether alone or jointly with others under a guarantee or indemnity or by the giving of security;
- (c) her interest arises by virtue of her subscribing or agreeing to subscribe for any debentures of the Company or any of its subsidiaries, or by virtue of her being, or intending to become, a participant in the underwriting or sub-underwriting of an offer of any such debentures, by the Company or any of its subsidiaries for subscription, purchase or exchange;
- (d) the resolution relates in any way to a retirement benefits scheme which has been approved, or is conditional upon approval, by the Board of Inland Revenue for taxation.

For the purposes of this regulation, an interest of a person who is, for any purpose of the Order (excluding any statutory modification thereof not in force when this regulation becomes binding on the Company), connected with a director shall be treated as an interest of the director and, in relation to an alternate director, an interest of her appointor shall be treated as an interest of the alternate director without prejudice to any interest which the alternate director has otherwise.

50. A director shall not be counted in the quorum present at a meeting in relation to a

resolution on which she is not entitled to vote.

51. The Company may by ordinary resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of the articles prohibiting a director from voting at a meeting of directors or of a committee of directors.

52. Where proposals are under consideration concerning the appointment of two or more directors to offices or employments with the Company or any body corporate in which the Company is interested the proposals may be divided and considered in relation to each director separately and (provided she is not for another reason precluded from voting) each of the directors concerned shall be entitled to vote and be counted in the quorum in respect of each resolution except that concerning her own appointment.

53. If a question arises at a meeting of directors or of a committee of directors as to the right of a director to vote, the question may, before the conclusion of the meeting, be referred to the chairman of the meeting and her ruling in relation to any director other than herself shall be final and conclusive.

#### **SECRETARY**

54. Subject to the provisions of the Order, the secretary shall be appointed by the directors for such term, at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.

#### **MINUTES**

55. The directors shall cause minutes to be made in books kept for the purpose -

- (a) of all appointments of officers made by the directors; and
- (b) of all proceedings at meetings of the Company, and of the directors, and of committees of directors, including the names of the directors present at each such meeting.

### THE SEAL

The seal shall 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 otherwise so determined it shall be signed by a director and by the secretary or by a second director.

### ACCOUNTS

No member shall (as such) have any right of inspecting any accounting records or other books or documents of the Company except as conferred by statute or authorised by the directors by ordinary resolution of the Company.

### NOTICES

Any notice to be given to or by any person pursuant to the articles shall be in writing except that a notice calling a meeting of the directors need not be in writing.

The Company may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at her registered address or by leaving it at that address. A member whose registered address is not within the United Kingdom and who gives to the Company an address within the United Kingdom at which notices may be given to her shall be entitled to have notices given to her at that address, but otherwise no such member shall be entitled to receive any notice from the Company.

A member present, either in person or by proxy, at any meeting of the Company shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.

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 48 hours after the envelope containing it was posted.

## INDEMNITY

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

NAMES AND ADDRESSES OF SUBSCRIBERS

Letitia Smyth  
46 Colinnmill  
Poleglass.

Maire Patton  
1 Woodside Walk  
BELFAST  
BT11 0SX

Elaine Hanlon  
17. Glenbawn Crescent  
Poleglass

Mary Fox  
72 Colinnmill  
Poleglass  
BELFAST  
BT11 0AR.

THE McCaughley  
LAURELBANK  
Poleglass  
MURRY  
BELFAST BT11 0RT.

Patricia Firth  
34 Colinnbrook Cres  
Poleglass  
Dunmurry  
BELFAST BT11 0PF

at day of 1999

ness to the above signatures: