

**NI037439  
NIC103498**

**COMPANIES ACT 2006**

**SPECIAL RESOLUTION**

**CO3 CHIEF OFFICERS THIRD SECTOR  
(the "Company")**

**Date of Circulation:** 28<sup>th</sup> October 2022

At a general meeting of the Company duly convened and held at CO3 Chief Officers Third Sector on 27<sup>th</sup> October 2022 at 3pm the following resolution was duly passed as a special resolution. (the "Resolution").

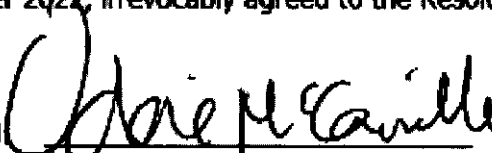
**IT WAS RESOLVED:-**

**SPECIAL RESOLUTION:**

"THAT the regulations contained in the document attached to this form and headed "Articles of Association" be adopted as the articles of association of the Company in substitution for and to the entire exclusion of the existing articles of association".

All of the members entitled to vote on the Resolution set out above on the 27<sup>th</sup> day of October 2022, irrevocably agreed to the Resolution.

Signed

  
Company Secretary/Director

Dated: 28<sup>th</sup> October 2022

WEDNESDAY



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JNI

02/11/2022

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COMPANIES HOUSE

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**THE COMPANIES ACT 2006**

**COMPANY LIMITED BY  
GUARANTEE**

**ARTICLES OF ASSOCIATION**

**OF**

**CO3 CHIEF OFFICERS THIRD SECTOR**

**COMPANY NAME**

1. The company's name is:

**CO3 Chief Officers Third Sector** (and in this document is called "the Charity").

**INTERPRETATION**

2. In the articles:

**"address"** means a postal address or, for the purposes of electronic communication, a fax number, an e-mail or postal address or a telephone number for receiving text messages in each case registered with the Charity;

**"the articles"** means the Charity's articles of association;

**"the Charity"** means the company intended to be regulated by the articles;

**"charities"** means organisations which are established for exclusively charitable purposes in accordance with the law in Northern Ireland, the Republic of Ireland, Scotland and England & Wales.

**"clear days"** in relation to the period of a notice means a period excluding:

- the day when the notice is given or deemed to be given; and
- the day for which it is given or on which it is to take effect;

**"the Commission"** means the Charity Commission for Northern Ireland;

**"Communicate"** includes both incoming and outgoing communication;

**"community and voluntary organisations"** means independent organisations which are established for purposes that add value to the community as a whole, or a significant section of the community, and which are not permitted by their constitution to make a profit for private distribution.

**"Companies Act"** means the Companies Act 2006;

**"connected person"** in relation to 6, sub-clause (2) of article 8 and sub-clause (2) of article 44 'connected person' means:

- (a) a child, parent, grandchild, grandparent, brother or sister of the Trustee;
- (b) the spouse or civil partner of the Trustee or of any person falling within article (a) above;
- (c) a person carrying on business in partnership with the Trustee or with any person falling within articles (a) or (b) above;
- (d) an institution which is controlled -
  - (i) by the Trustee or any connected person falling within articles (a), (b), or (c) above; or
  - (ii) by two or more persons falling within sub-article d(i), when taken together;
- (e) a body corporate in which -
  - (i) the Trustee or any connected person falling within articles (a) to (c) has a substantial interest; or
  - (ii) two or more persons falling within sub-article (e)(i) who, when taken together, have a substantial interest.
  - (iii) Section 89(5) and paragraphs 2 to 4 of Schedule 5 of the Charities Act (Northern Ireland) 2008 applies for the purposes of interpreting the terms used in this sub-clause.

**Co-opted Trustee"** means a Trustee co-opted by the Trustees in accordance with article 30;

**"document"** includes, unless otherwise specified, any document sent or supplied in electronic form;

**"Trustee"** means a company director of the Charity, and includes any person occupying the position of company director, by whatever name called. The company directors are the charity trustees as defined by section 180(1) of the

Charities Act (Northern Ireland) 2008;

**"electronic form"** has the meaning given in section 1168 of the Companies Act 2006;

**"Honorary Officers"** means those persons appointed to the posts of Chair, Vice Chair, Treasurer and Secretary (or to any other such posts deemed necessary) by the Trustees.

**"member"** has the meaning given in section 112 of the Companies Act;

**"ordinary resolution"** has the meaning given in section 282 of the Companies Act;

**"Officers"** includes the Trustees and the Secretary (if any);

**"the seal"** means the common seal of the Charity if it has one;

**"Secretary"** means any person appointed to perform the duties of the company secretary of the Charity;

**"social enterprise"** means a business with primarily social objectives whose surpluses are principally reinvested for that purpose.

**"Term of Office"** means the period from the conclusion of an Annual General Meeting until the conclusion of the third Annual General Meeting following their election or appointment.

**"Third Sector"** means charities, community and voluntary organisations and social enterprises.

**"the United Kingdom"** means Great Britain and Northern Ireland;

**"Virtually"** means by telephone link, video link, or other technology enabling all participants to Communicate with one another in real time without being physically present in the same place

and words importing one gender shall include all genders, and the singular includes the plural and vice versa.

Unless the context otherwise requires words or expressions contained in the articles have the same meaning as in the Companies Act but excluding any statutory modification not in force when this constitution becomes binding on the Charity.

Apart from the exception mentioned in the previous article a reference to an Act

includes any statutory modification or re-enactment of it for the time being in force.

## **LIABILITY OF MEMBERS**

3. (1) The liability of the members is limited.
- (2) Every member of the Charity promises, if the Charity is dissolved while they are a member or within twelve months after they cease to be a member, to contribute such sum (not exceeding £1) as may be demanded of them towards the payment of the debts and liabilities of the Charity incurred before they cease to be a member, and of the costs, charges and expenses of winding up, and the adjustment of the rights of the contributories among themselves.

## **OBJECTS**

4. (1) The Charity's objects ("Objects") are to promote the efficiency, effectiveness, development and sustainability of the Third Sector in Northern Ireland, the Republic of Ireland and elsewhere for the benefit of the public in all or any of the following ways:
  - (a) the advancement of education, training and research, particularly in the fields of leadership, management skills and good practice and the provision of resource materials, guides and information;
  - (b) the promotion of the Third Sector by:
    - (i) liaising with, and facilitating networking between, charities, voluntary and community organisations, government agencies, private sector bodies and other groups on relevant issues;
    - (ii) organising conferences, seminars and events on subjects relevant to the Third Sector;
    - (iii) identifying needs in the Third Sector and establishing projects, services or policies to address them;
    - (iv) offering a range of advisory services;
    - (v) providing a strong and coherent voice for the Third Sector with regard to issues of concern, strategic development of the Sector and other relevant matters.
- (2) Nothing in the articles will authorise an application of the property of the Charity for purposes which are not charitable in accordance with any

statutory provision regarding the meaning of the word "charitable", or the words "charitable purposes", in force in any part of the United Kingdom and/or the Republic of Ireland and/or the European Union or elsewhere. For the avoidance of doubt, the system of law governing the articles of association of the Charity is the law of Northern Ireland.

## **POWERS**

5. The Charity has power to do anything which is calculated to further its Objects or is conducive or incidental to doing so. In particular, the Charity has power to:
- (a) promote or carry out research, surveys, studies or related activities;
  - (b) provide or procure the provision of advice;
  - (c) publish and distribute books, pamphlets, reports, leaflets, journals, films, tapes and instructional material in any media;
  - (d) raise funds and accept gifts;
  - (e) trade in the course of carrying out the Objects of the Charity and carry on any other trade which will not give rise to taxable profits and to comply with any relevant statutory regulations;
  - (f) buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
  - (g) sub-lease or licence any part of the property on long lease to the Charity or any part of the property belonging to the Charity, having due regard to the requirements of, or conditions established by, statutory authorities or bodies providing funds or assistance of any kind to the Charity. In exercising this power, the Charity must comply as appropriate with sections 57 and 58 of the Charities Act (Northern Ireland) 2008 (when in force);
  - (h) borrow money and provide security for repayment of the money borrowed;
  - (i) give or receive any loans or guarantee or indemnity;
  - (j) co-operate with other charities, community and voluntary organisations, statutory authorities and other organisations and to exchange information and advice with them;
  - (k) establish or support any charitable trusts, associations or institutions

formed for any of the charitable purposes included in the Objects;

- (l) enter into any partnership or joint venture or arrangement with any other charity;
- (m) incorporate and acquire subsidiary companies to carry on any trade;
- (n) enter into contracts to provide services to or on behalf of other bodies;
- (o) set aside funds for special purposes and as reserves against future expenditure but only in accordance with a written policy about reserves;
- (p) employ and remunerate such staff as are necessary for carrying out the work of the Charity. The Charity may employ or remunerate a Trustee only to the extent it is permitted to do so by article 6 and provided it complies with the conditions in that article;
- (q) deposit or invest funds in any manner (but to invest only after obtaining advice from a financial expert and having regard to the suitability of investments and the need for diversification);
- (r) delegate the management of investments to a financial expert, but only on terms that:
  - (i) the investment policy is set down in writing for the financial expert by the Trustees;
  - (ii) every transaction is reported promptly to the Trustees;
  - (iii) the performance of the investments is reviewed regularly with the Trustees;
  - (iv) the Trustees are entitled to cancel the delegation arrangement at any time;
  - (v) the investment policy and the delegation are reviewed at least once a year;
  - (vi) all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Trustees on receipt; and
  - (vii) the financial expert must not do anything outside the



powers of the Trustees.

- (s) arrange for investments or other property of the Charity to be held in the name of a nominee (being a corporate body registered or having an established place of business in Northern Ireland) under the control of the Trustees or of a financial expert acting under their instructions and to pay any reasonable fee required.
- (t) provide indemnity insurance for the Trustees in accordance with, and subject to the conditions in, section 93 of the Charities Act (Northern Ireland) 2008;
- (u) to insure the property of the Charity against any foreseeable risk and take out other insurance policies to protect the Charity when required;
- (v) to institute, prosecute or defend any claims, suits or actions or other proceedings affecting the Charity or its Objects and to compromise any matter or difference or to submit any such matter to arbitration or mediation and to compromise, compound or abandon any debts owed to the Charity or any other claims and to compromise any dispute in relation to debts or any other claims against the Charity upon evidence that the Trustees shall deem sufficient and so that the Trustees shall not be responsible for any loss occasioned by any act or thing so done by them in good faith;
- (w) to engage the services of volunteers;
- (x) to acquire, merge with, amalgamate with or enter into any joint venture or partnership, partnering or collaboration working and/or to amalgamate for the takeover of the Charity by or to take over any charitable organisation (or part thereof) the purposes of which is in the opinion of the Trustees similar to the purposes of the Charity
- (y) do all such other lawful things as may be necessary for or incidental to the attainment and furtherance of the above Objects.

#### **APPLICATION OF INCOME AND PROPERTY**

- 6. (1) The income and property of the Charity shall be applied solely towards the promotion of its objects.
- (2) None of the income or property of the Charity shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise, by way of profit to any member of the Charity and no Trustee may receive any remuneration, or

other benefit in money or money's worth, from the Charity, except for payment in good faith of:

- (a) any payment made, or benefit provided, to any member, or Trustee, or Connected Person in their capacity as a beneficiary of the Charity provided that a majority of the Trustees do not benefit in this way;
  - (b) reasonable and proper payment to any person (not being a Trustee) for any goods or services supplied to the Charity;
  - (c) reasonable travelling and other out of pocket expenses necessarily incurred in carrying out the duties of any employee, Trustee or other representative of the Charity;
  - (d) interest on money lent to the Charity at a reasonable and proper rate per annum;
  - (e) reasonable and proper rent for premises let to the Charity;
  - (f) payments, or other benefits, in money or money's worth, to any company of which a member, Trustee or Connected Person is a member holding not more than 1% of its capital;
  - (g) reasonable and proper premiums in respect of indemnity insurance effected in accordance with article 5(t);
  - (h) the usual professional charges for business done by any member, or subject to 6(3), any Trustee or Connected Person, who is a solicitor, accountant or other person engaged in the profession, or by any partner of his/her, when instructed by the Charity to act in a professional capacity on its behalf;
  - (i) payment for other goods or services provided to the Charity by any member or, subject to 6(3) any Trustee or Connected Person (other than for acting as a trustee).
- (3) Any payments, or other benefits, under articles 6(2)(h) and 6(2)(i) may only be made if the following conditions are satisfied:
- (a) the payments, or other benefits, are set out in writing between the Charity and the other party and do not exceed an amount that is reasonable in all the circumstances;
  - (b) any relevant Trustee is absent from and does not count towards quorum for the part of any meeting at which there is discussion of

and does not vote on any resolution relating to his/her, or a relevant Connected Person's, engagement by the Charity under any contract, the payment and other terms of such contract and such person's performance under it.

- (c) in relation to any proposed contract with a relevant Trustee, or Connected Person, that the other Trustees are satisfied that it is in the best interests of the Charity to enter into a contract with that Trustee, or Connected Person, rather than with someone who is not a Trustee, or Connected Person;
  - (d) the reasons for the decision of the Trustees are recorded in the official minutes of trustee meetings;
  - (e) in any financial year, no more than a minority of Trustees are subject to such an arrangement where remuneration is payable.
- (4) The restrictions and qualifications to them, under this article 6, relating to remuneration of and provision of benefits to Trustees from the Charity apply also to remuneration of and benefits to Trustees from Subsidiary Companies.

#### **DECLARATION OF TRUSTEES' INTERESTS**

7. A Trustee must declare the nature and extent of any interest, direct or indirect, which they have in a proposed transaction or arrangement with the Charity or in any transaction or arrangement entered into by the Charity which has not previously been declared. A Trustee must absent themselves from any discussions of the Trustees in which it is possible that a conflict will arise between their duty to act solely in the interests of the Charity and any personal interest (including but not limited to any personal financial interest).

#### **CONFLICTS OF INTEREST**

8. (1) If a conflict of interest arises for a Trustee because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the Articles, the unconflicted Trustees may authorise such a conflict of interests where the following conditions apply:
- (a) the conflicted Trustee is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;
  - (b) the conflicted Trustee does not vote on any such matter and is not to be counted when considering whether a quorum of Trustees is present at the meeting;

- (c) the unconflicted Trustees consider it is in the best interests of the Charity to authorise the conflict of interest in the circumstances applying.
- (2) In this article, a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a Trustee or to a connected person.

## **MEMBERS**

- 9. (1) Membership is open to the following:-

### **VOTING MEMBERS**

#### **A. Full Members**

Any individual holding a post with the functions of a chief officer in an independently constituted organisation within or substantially involved in the Third Sector in Northern Ireland, the Republic of Ireland or elsewhere, who manages a budget of over £100,000 and:

- (a) is interested in promoting the Objects and supports the values of the Charity;
- (b) applies to the Charity in the form required by the; and
- (c) is approved by the Trustees.

Full members shall be entitled to attend, speak and vote at General Meetings of the Charity.

### **NON-VOTING MEMBERS**

#### **B. Associate Members**

Senior managers of independently constituted Third Sector organisations operating in Northern Ireland, the Republic of Ireland or elsewhere.

#### **C. Corporate Members**

Business owners or senior employees of private sector businesses or private sector promotional/advisory bodies.

#### **D. Public Sector Members**

Senior employees of the Civil Service, public sector agencies, bodies and organisations.

**E. Trustee Network Members**

Trustees of charitable organisations operating in Northern Ireland or the Republic of Ireland.

Members of any category of non-voting membership shall be entitled to attend and speak at General Meetings of the Charity.

- (2) Membership is not transferable.
  - (3) The Trustees must keep a Register of the names, addresses and category of membership of members.
10. The Trustees may establish additional classes of membership and prescribe their respective privileges and duties and set the amounts of any subscription.

**TERMINATION OF MEMBERSHIP**

11. Membership is terminated if:-

- (1) the member dies or, in the case of Full members, if the organisation of which they are chief officer ceases to exist;
- (2) in the case of a Full member, if the member ceases to hold the post of chief officer of a Third Sector organisation that is based in Northern Ireland or the Republic of Ireland;
- (3) the member ceases to meet any of the qualifications for membership relating to their category of membership as set out in article 9;
- (4) is six months in arrears in paying the relevant subscription (if any) (but in such a case the member may be reinstated on payment of the amount due);
- (5) the member resigns by notice to the Charity unless, after the resignation, there would be less than two Full members; or
- (6) such member is removed from membership by a resolution of the Trustees that it is in the best interests of the Charity that their membership is terminated. A resolution to remove a member from membership may only be passed if:
  - (a) the member has been given at least twenty-one days' notice in writing of the meeting of the Trustees at which the resolution will be proposed and the reasons why it is to be proposed;

- (b) the member or, at the option of the member, the member's representative (who need not be a member of the Charity) has been allowed to make representations to the meeting.

## **GENERAL MEETINGS**

- 12. An Annual General Meeting must be held in each year and not more than fifteen months may elapse between successive Annual General Meetings.
- 13. The Trustees may call a General Meeting at any time.

## **NOTICE OF GENERAL MEETINGS**

- 14. (1) The minimum period of notice required to hold all General Meetings of the Charity is fourteen clear days.
  - (2) A General Meeting may be called by shorter notice if it is so agreed by a majority in number of Full members having a right to attend and vote at the meeting who together hold not less than ninety per cent of the total voting rights.
  - (3) The notice must specify the date, time and place of the meeting and, if applicable, the arrangements for accessing the meeting Virtually and the general nature of the business to be transacted. If the meeting is to be an Annual General Meeting, the notice must say so. The notice must also contain a statement setting out the right of members to appoint a proxy under section 324 of the Companies Act 2006 and article 21.
  - (4) The notice must be given to all the members and to the members of the Trustees and auditors.
- 15. The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Charity.

## **PROCEEDINGS AT GENERAL MEETINGS**

- 16. (1) No business shall be transacted at any General Meeting unless a quorum is present (which may be physically or, where applicable, Virtually).
  - (2) A quorum is ten Full members or ten per cent of the Full membership for the time being, whichever is the lesser, is present in person (which may be physically or, where applicable, Virtually) or by proxy and entitled to vote upon the business to be conducted at the meeting.

17. (1) If:
- (a) a quorum is not present within half an hour from the time appointed for the meeting; or
  - (b) during a meeting such a quorum ceases to be present (including where technological issues mean that one or more of those attending Virtually is no longer able to participate fully in the meeting and this reduces the number of members who are able to Communicate and vote below the quorum);
- the meeting shall stand adjourned to such time and place as the Trustees shall determine.
- (2) The Trustees must reconvene the meeting and must give at least seven days' notice of the reconvened meeting stating the date, time and place of the meeting.
- (3) If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting, the Full members present in person (which may be physically or, where applicable, Virtually) or by proxy at that time shall constitute the quorum for that meeting.
18. (1) General Meetings shall be chaired by the person who has been appointed to chair meetings of the Trustees.
- (2) If there is no such person or they are not present within fifteen minutes of the time appointed for the meeting, a Trustee nominated by the Trustees shall chair the meeting.
- (3) If there is only one Trustee present and willing to act, they shall chair the meeting.
- (4) If no Trustee is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the Full members present in person (which may be physically or, where applicable, Virtually) or by proxy and entitled to vote must choose one of their number to chair the meeting.
19. (1) The Full members present in person (which may be physically or, where applicable, Virtually) or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.
- (2) The person who is chairing the meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are specified in the resolution.

- (3) No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.
  - (4) If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date, time and place of the meeting.
20. (1) Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded:
- (c) by the person chairing the meeting; or
  - (d) by at least three Full members present in person (which may be physically or, where applicable, Virtually) or by proxy and having the right to vote at the meeting; or
  - (e) by a Full member or Full members present in person (which may be physically or, where applicable, Virtually) or by proxy representing not less than one-tenth of the total voting rights of all the Full members having the right to vote at the meeting.
- (2) (a) The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a secret ballot is demanded.
- (b) The result of the vote must be recorded in the minutes of the Charity but the number or proportion of votes cast need not be recorded.
- (3) (a) A demand for a secret ballot may be withdrawn before the secret ballot is taken, but only with the consent of the person who is chairing the meeting.
- (b) If the demand for a secret ballot is withdrawn, the demand shall not invalidate the result of a show of hands declared before the demand was made.
- (4) (a) A secret ballot must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be members) and who may fix a time and place for declaring the results of the secret ballot.
- (b) The result of the secret ballot shall be deemed to be the resolution of the meeting at which the secret ballot is demanded.



- (5) (a) A secret ballot demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.
- (b) A secret ballot demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meetings directs.
- (c) The secret ballot must be taken within thirty days after it has been demanded.
- (d) If the secret ballot is not taken immediately, at least seven clear days' notice shall be given specifying the time and place at which the secret ballot is to be taken.
- (e) If a secret ballot is demanded, the meeting may continue to deal with any other business that may be conducted at the meeting.

## **CONTENT OF PROXY NOTICES**

- 21. (1) Proxies may only validly be appointed by a notice in writing (a "proxy notice") which -
  - (a) states the name and address of the members appointing the proxy;
  - (b) identifies the person appointed to be that member's proxy and the General Meeting in relation to which that person is appointed;
  - (c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the Trustees may determine; and
  - (d) is delivered to the Charity in accordance with the articles and any instructions contained in the notice of the General Meeting to which they relate.
- (2) The Charity may require proxy notices to be delivered in a particular form and may specify different forms for different purposes.
- (3) Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- (4) Unless a proxy notice indicates otherwise, it must be treated as -
  - (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the

meeting; and

- (b) appointing that person as a proxy in relation to any adjournment of the General Meeting to which it relates as well as the meeting itself.

## **DELIVERY OF PROXY NOTICES**

- 22. (1) A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a General Meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Charity by or on behalf of that person.
- (2) An appointment under a proxy notice may be revoked by delivering to the Charity a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- (3) A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- (4) If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointer's behalf.

## **WRITTEN RESOLUTIONS**

- 23. (1) A resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than seventy-five per cent) of the Full members who would have been entitled to vote upon it had it been proposed at a General Meeting shall be effective provided that:
  - (a) a copy of the proposed resolution has been sent to every eligible Full member;
  - (b) a simple majority (or in the case of a special resolution a majority of not less than seventy-five per cent) of Full members has signified its agreement to the resolution; and
  - (c) it is contained in an authenticated document which has been received at the registered office within the period of twenty-eight days beginning with the circulation date.
- (2) A resolution in writing may comprise several copies to which one or more Full members have signified their agreement.

## **VOTES OF MEMBERS**

24. (1) Every Full member shall have one vote, provided that all monies then payable by them to the Charity have been paid.
- (2) Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final.
25. A person who has been appointed as proxy for more than one member of the Charity shall only have one vote on a show of hands.

## **TRUSTEES**

26. (1) A Trustee must be aged eighteen years or older.
- (2) No one may be appointed a Trustee if they would be disqualified from acting under the provisions of article 34.
27. The number of Trustees shall not be less than four or more than twelve.
28. A Trustee may not appoint an alternate Trustee or anyone to act on their behalf at meetings of the Trustees.

## **POWERS OF THE TRUSTEES**

29. (1) The Trustees shall manage the business of the Charity and may exercise all the powers of the Charity unless they are subject to any restrictions imposed by the Companies Act, the articles or any special resolution.
- (2) No alteration of the articles or any special resolution shall have retrospective effect to invalidate any prior act of the Trustees.
- (3) Any meeting of Trustees at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Trustees.

## **APPOINTMENT AND RETIREMENT OF TRUSTEES**

30. The Trustees may at any time co-opt any individual who is eligible under article 26 as a Trustee to fill a vacancy in their number or (subject to the maximum number permitted by article 31) as an additional Trustee, but a co-opted Trustee holds office only until the next AGM.
31. The Trustees shall comprise:

- (a) up to nine nominated Full members who are elected by the Full membership at an Annual General Meeting; and
- (b) up to three persons appointed by the Trustees at any time. The Trustees shall endeavour to achieve and maintain a balance whereby one Associate, one Corporate and one Trustee Network member are appointed to be Trustees.

### **Nominations**

- 32. (a) Nominations from Full members of the Charity for elected members of the Trustees must be in writing and in the hands of the Secretary or the Charity at least twenty-one days before the Annual General Meeting at which election of Full members to the Trustees is to take place.
- (b) Should the number of nominations exceed the number of vacancies, election shall be by secret ballot of the members of the Charity entitled to vote at an Annual General Meeting.
- (c) (i) Should the number of nominations be less than the number of vacancies, further oral nominations may, with the approval of the Annual General Meeting and subject to article (ii) below, be invited from members present (physically or, where applicable, Virtually) and entitled to vote.
- (ii) No more oral nominations than is necessary to fill any remaining vacancies shall be accepted. A vote shall then be taken on the appointment collectively of all those nominated either in writing or orally.

### **Terms of Office**

- 33. Trustees other than Co-opted Trustees shall be elected or appointed for a Term of Office and must then retire, but shall be eligible for re-election or re-appointment for a further Term of Office unless they have served two consecutive Terms of Office. Subject to article 39, no Trustee shall serve for more than two consecutive Terms of Office and must retire from office at the conclusion of the sixth Annual General Meeting following their election or appointment. Such a person may seek re-election or re-appointment after three further Annual General Meetings have elapsed.

### **DISQUALIFICATION AND REMOVAL OF TRUSTEES**

- 34. A Trustee shall cease to hold office if they:

- (a) cease to be a Trustee by virtue of any provision in the Companies Act or is prohibited by law from being a Trustee;
- (b) are disqualified from acting as a Trustee by virtue of section 86 of the Charities Act (Northern Ireland) 2008 (or any statutory re-enactment or modification of that provision) or by any provision in the Republic of Ireland's Charities Act 2009;
- (c) are, in the reasonable opinion of a majority of 75% of the other Trustees, incapable, whether mentally or physically, of managing their own affairs
- (d) resign as a Trustee by notice to the Charity (but only if at least two Trustees will remain in office when the notice of resignation is to take effect);
- (e) cease to be a Full, Associate, Corporate or Trustee Network member of the Charity unless a majority of at least 75% of the other Trustees determine that it is in the best interests of the Charity for the Trustee to remain as a Trustee until the end of their current Term of Office;
- (f) is removed from office by resolution of the Charity in General Meeting;
- (g) reaches the end of their Term of Office unless elected or appointed again in accordance with article 33;
- (h) are removed by a resolution passed by a majority of the other Trustees for breaching their duties as a Trustee, or for breaching the Trustees' Code of Conduct (if any), or if a majority of at least 75% of the other Trustees reasonably believe that their removal as a Trustee is in the best interests of the Charity;
- (i) are absent from four successive meetings of the Trustees without giving adequate reason to the Trustees and the Trustees resolve by a majority that the person's office is to be vacated.

## **REMUNERATION OF TRUSTEES**

35. The Trustees must not be paid any remuneration unless it is authorised by article 6.

## **PROCEEDINGS OF THE TRUSTEES**

36. (1) The Trustees may regulate their proceedings as they think fit, subject to the

provisions of the articles.

- (2) Any Trustee may call a meeting of the Trustees.
  - (3) The Secretary (if any) must call a meeting of the Trustees if requested to do so by a Trustee.
  - (4) Questions arising at a meeting shall be decided by a majority of votes.
  - (5) In the case of an equality of votes, the person who is chairing the meeting shall have a second or casting vote.
  - (6) A meeting may be held by suitable electronic means agreed by the Trustees in which each participant may communicate with all other participants (which may be physically or, where applicable, Virtually).
37. (1) No decision may be made by a meeting of the Trustees unless a quorum is present at the time the decision is purported to be made. 'Present' includes being present by suitable electronic means agreed by the Trustees in which a participant or participants may communicate with all the other participants (which may be physically or, where applicable, Virtually).
- (2) The quorum shall be one-third of the number of Trustees for the time being or such other number as may be decided from time to time by the Trustees. A meeting of the Trustees may be held in such a way as may be agreed by the Trustees (which may be physically or, where applicable, Virtually), provided all participants may Communicate with all the other participants simultaneously. This may include:
    - (a) physical meetings where all participants are present in the same room;
    - (b) virtual meetings where all participants access the meeting Virtually;
    - (c) hybrid meetings where some participants attend physically and some attend Virtually;
    - (d) satellite meetings where there are two or more physical venues linked Virtually and all participants are physically with at least one other participant.
  - (3) In deciding how to conduct their meetings, the Trustees must have regard to the impact their choice of venue or virtual platform has on how accessible their meeting is to all potential participants.

- (4) Where a Trustees' meeting is being held Virtually (whether fully Virtually or partly Virtually) and there is a failure in the technology such that one or more participants is unable to Communicate with the other participants, those participants who are still able to participate fully must check whether the meeting is still quorate. If the meeting is not quorate, or it is unclear whether the meeting is quorate, and the ability for all participants to Communicate is not re-established within 10 minutes, the Trustees must adjourn the meeting. If the meeting is still quorate, the Trustees may either continue the meeting or adjourn it.
  - (5) A Trustee shall not be counted in the quorum present when any decision is made about a matter upon which that Trustee is not entitled to vote.
38. If the number of Trustees is less than the number fixed as the quorum, the continuing Trustees or Trustee may act only for the purpose of filling vacancies or of calling a General Meeting.
39. Honorary Officers shall be appointed by the Trustees from amongst their number at the first meeting of the Trustees following the Annual General Meeting and shall be appointed for one Term of Office. An Honorary Officer shall be eligible for re-appointment for a further Term of Office even if this extends their tenure beyond the conclusion of the sixth Annual General Meeting following their election or appointment where the other Trustees determine there are circumstances which they consider to be exceptional and that it is in the best interests of the Charity, by a majority of at least 75% of all of the other Trustees to appoint such person to serve as a Trustee and in the same capacity for one further Term of Office.
40. If no-one has been appointed to chair meetings of the Trustees or if the person appointed is unwilling to preside or is not present within fifteen minutes after the time appointed for the meeting, the Trustees present (physically or, where applicable, Virtually) may appoint one of their number to chair that meeting.
41. The person appointed to chair meetings of the Trustees shall have no functions or powers except those conferred by the articles or delegated to them by the Trustees.
42. (1) A resolution in writing agreed by all the Trustees entitled to receive notice of a meeting of the Trustees or of a committee of the Trustees and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Trustees or (as the case may be) a committee of the Trustees duly convened and held provided that:
- (a) a copy of the resolution is sent or submitted to all the Trustees eligible to vote; and
  - (b) a simple majority of Trustees has signified its agreement to the

resolution in an authenticated document or documents which are received at the registered office within the period of twenty-eight days beginning with the circulation date.

- (2) The resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more Trustees has signified their agreement.
43. (1) The Trustees may delegate any of their powers or functions to a committee of two or more Trustees but the terms of any delegation must be recorded in the minutes.
- (2) The Trustees may impose conditions when delegating, including the conditions that:
- (a) the relevant powers are to be exercised exclusively by the committee to whom they delegate;
  - (b) no expenditure may be incurred on behalf of the Charity except in accordance with a budget previously agreed with the Trustees
  - (c) unless the terms of the delegation provide otherwise, the arrangements for Virtual meetings of Trustees shall apply to committee meetings as if the references to Trustees and Trustees' meetings in those articles were to committee members and committee meetings.
- (3) The Trustees may revoke or alter a delegation.
- (4) All acts and proceedings of any committees must be fully and promptly reported to the Trustees.

#### **VALIDITY OF TRUSTEES' DECISIONS**

44. (1) Subject to article 44(2), all acts done by a meeting of the Trustees, or of a committee of the Trustees, shall be valid notwithstanding the participation in any vote of a Trustee:
- (i) who was disqualified from holding office;
  - (ii) who had previously retired or who had been obliged by the constitution to vacate office;
  - (iii) who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;



if without:

- (i) the vote of that Trustee; and
- (ii) that Trustee being counted in the quorum;

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

- (2) Article 44(1) does not permit a Trustee or a connected person to keep any benefit that may be conferred upon them by a resolution of the Trustees or of a committee of the Trustees if, but for article 44(1), the resolution would have been void, or if the Trustee has not complied with article 7.

## **THE SEAL**

- 45. If the Company has a Seal, it shall only be used by the authority of the Trustees. The Trustees may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Trustee and by the Secretary (if any) or by a second Trustee.

## **MINUTES**

- 46. The Trustees must keep minutes and records of all:
  - (1) appointments of Honorary Officers made by the Trustees;
  - (2) proceedings at meetings of the Charity;
  - (3) meetings of the Trustees and committees of the Trustees including:
    - (a) the names of the Trustees present (physically or, where applicable, Virtually) at the meeting;
    - (b) the decisions made at the meetings; and
    - (c) where appropriate the reasons for the decisions.
    - (d) all resolutions in writing; and
    - (e) all reports of committees.

## **ACCOUNTS**

47. (1) The Trustees must prepare for each financial year accounts as required by the Companies Act. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.
- (2) The Trustees must keep accounting records as required by the Companies Act.

## **ANNUAL REPORT AND RETURN AND ACCOUNTS**

48. (1) The Trustees must comply with their obligations under the Charities Act (Northern Ireland) 2008 with regard to:
- (a) the transmission of the statements of account and the transmission of a copy of it to the Commission;
  - (b) the preparation of an Annual Report and its transmission to the Commission;
  - (c) the preparation of an Annual Return and its transmission to the Commission;
  - (d) The auditing or independent examination of the statement of account of the Charity.
- (2) The Trustees must notify the Commission promptly of any changes to the Charity's entry on the Register of Charities.

## **MEANS OF COMMUNICATION TO BE USED**

49. (1) Subject to the articles, anything sent or supplied by or to the Charity under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Charity.
- (2) Subject to the articles, any notice or document to be sent or supplied to a Trustee in connection with the taking of decisions by the Trustees may also be sent or supplied by the means by which that Trustee has asked to be sent or supplied with such notices or documents for the time being.
50. Any notice to be given to or by any person pursuant to the articles:

- (1) must be in writing; or
  - (2) must be given in electronic form.
- 51. (1) The Charity may give any notice to a member either:
  - (a) personally; or
  - (b) by sending it by post in a prepaid envelope addressed to the member at his, her or its address; or
  - (c) by leaving it at the address of the member; or
  - (d) by giving it in electronic form to the member's address.
- (2) A member who does not register an address with the Charity or who registers only a postal address that is not within the United Kingdom or the Republic of Ireland shall not be entitled to receive any notice from the Charity.
- 52. A member present in person (which may be physically or, where applicable, Virtually) at any meeting of the Charity shall be deemed to have received notice of the meeting and of the purposes for which it was called.
- 53. (1) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- (2) Proof that an electronic form of notice was given shall be conclusive where the company can demonstrate that it was properly addressed and sent in accordance with section 1147 of the Companies Act 2006.
- (3) In accordance with section 1147 of the Companies Act 2006, notice shall be deemed to be given:
  - (a) forty-eight hours after the envelope containing it was posted; or
  - (b) in the case of an electronic form of communication, forty-eight hours after it was sent.

## **INDEMNITY**

- 54. (1) The Charity shall indemnify every Trustee against any liability incurred in successfully defending legal proceedings in that capacity, or in connection with any application in which relief is granted by the Court from liability for negligence, default, or breach of duty or breach of trust in relation to the Charity.

- (2) In this article a "relevant Trustee" means any Trustee or former Trustee of the Charity.

## **RULES**

55. (1) The Trustees may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the Charity.
- (2) The bye laws may regulate the following matters but are not restricted to them:
- (a) the admission of members of the Charity and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;
  - (b) the conduct of members of the Charity in relation to one another, and to the Charity's employees and volunteers;
  - (c) the procedure at General Meetings and meetings of the Trustees in so far as such procedure is not regulated by the Companies Act or by the articles;
  - (d) the creation or recognition of working groups and the composition of the members' tasks, roles, rights and privileges of such working groups;
  - (e) the creation or recognition of groups of supporters or friends of the Charity who are not members of the Charity and the rights and privileges of such groups and any subscriptions or rules regulating the terms of their association with the Charity;
  - (f) the conduct of members of the Charity in relation to one another, and to the Charity's employees and volunteers;
  - (g) generally, all such matters as are commonly the subject matter of company rules.
- (3) The Charity in General Meeting has the power to alter, add to or repeal the rules or bye laws.
- (4) The Trustees must adopt such means as they think sufficient to bring the rules and bye laws to the notice of members of the Charity.

- (5) The rules or bye laws shall be binding on all members of the Charity. No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in the articles.

## **DISPUTES**

56. If a dispute arises between members of the Charity about the validity or propriety of anything done by the members or Trustees of the Charity under these articles, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

## **DISSOLUTION**

57. (1) The members of the Charity may at any time before, and in expectation of, its dissolution resolve that any net assets of the Charity after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the Charity be applied or transferred in any of the following ways:
- (e) directly for the Objects; or
  - (f) by transfer to any charity or charities for purposes similar to the Objects; or
  - (g) to any charity or charities for use for particular purposes that fall within the Objects.
- (2) Subject to any resolution of the members of the Charity, the Trustees of the Charity may at any time before, and in expectation of, its dissolution resolve that any net assets of the Charity after all its debts and liabilities have been paid, or provision has been made for them, shall on dissolution of the Charity be applied or transferred:
- (a) directly for the Objects; or
  - (b) by transfer to any charity or charities for purposes similar to the Objects; or
  - (c) to any charity or charities for use for particular purposes that fall within the Objects.
- (3) In no circumstances shall the net assets of the Charity be paid to or distributed among the members of the Charity (except to a member that is itself a charity) and, if no such resolution in accordance with article 57(1) is passed by the members or the Trustees, the net assets of the Charity shall be

16 August 2022

**Reference Number:**

**Casework Type:**

**Consent to change to articles – Co3 Chief Officers 3rd Sector**

Dear

Thank you for your correspondence of 11 May 2022 seeking written consent from the Charity Commission for Northern Ireland to an amendment to **Co3 Chief Officers 3rd Sector** Articles of Association.

Having examined the revised articles, the Commission consents to the revised directors benefits provisions at article 6 and the revised wording within the dissolution article at article 57 in accordance with section 96 of the Charities Act (Northern Ireland) 2008 ('the Act').

Section 96(5) of the Act states that where section 26 of the Companies Act 2006 applies to a company which has made a regulated alteration to its articles, a copy of this letter must accompany a copy of the amended articles when sent to the registrar of companies.

When the Articles have been adopted and a copy filed with Companies House, please forward a copy of the adopted articles and the resolution to the Commission so that we may update our records. If you are registered with the Charities Regulatory Authority in the Republic of Ireland, you must also provide it with a copy of the adopted articles.

**Right to appeal**

You or a person who is or may be affected by this decision to give consent have a right to appeal our decision to the Charity Tribunal. If you wish to appeal, you must lodge your appeal with the Tribunal within 42 calendar days of the date of this letter. You can find further information on the Charity Tribunal's on the Courts and Tribunals Service website, or by contacting:

Charity Tribunal  
Tribunals Hearing Centre  
2<sup>nd</sup> Floor  
Royal Courts of Justice  
Chichester Street  
Belfast  
BT1 3 JF  
Tel: 02890724857  
Email: [tribunalsunit@courtsni.gov.uk](mailto:tribunalsunit@courtsni.gov.uk)

The Tribunal can be contacted at:

**Charity Tribunal  
Tribunals Hearing Centre  
2<sup>nd</sup> Floor  
Royal Courts of Justice  
Chichester Street  
Belfast  
BT1 3JF  
Tel: (028) 9072 8732  
Email: [tribunalsunit@courtsni.gov.uk](mailto:tribunalsunit@courtsni.gov.uk)**

If an affected person decides to appeal to the Charity Tribunal, an appeal should be lodged at the above address. There are time limits for making an appeal. Affected people should contact the Tribunal to ensure that the appeal is made on time.

Guidance on the Commission's decision review process is available on our website.

Please note that this letter should not be taken as a decision about the charitable status of the organisation.

Should you have further queries, please contact me on:

Tel: (028) 3832 0220  
Textphone: (028) 3834 7639  
Fax: (028) 3834 5943  
Email: [casework@charitycommissionni.org.uk](mailto:casework@charitycommissionni.org.uk)

Please quote the reference number on this letter in all communications and please advise us if you have any accessibility requirements.

5<sup>th</sup> February 2018

**Reference Number:**  
**Casework Type:**

**Consent to change to articles**

Dear Ms Smith,

Thank you for your recent correspondence, seeking written consent from the Charity Commission for Northern Ireland to an amendment to CO3 Chief Officers Third Sector's articles of association.

Having examined the revised articles, I am writing to tell you that the Commission consents to the revised objects at clause 4 and the revised dissolution clause at clause 57, in accordance with section 96 of the Charities Act (Northern Ireland) 2008 ('the Act').

Section 96(5) of the Act states that where section 26 of the Companies Act 2006 applies to a company which has made a regulated alteration to its articles, a copy of this letter must accompany a copy of the amended articles when sent to the registrar of companies.

A person who is or may be affected by this decision to give consent can ask us to review the decision. If this is the case, a decision review application form should be lodged with the Commission within 42 days of the date of this letter. Where possible, we will ask someone who did not make the original decision to review the case.

The affected person also has the right to appeal directly to the Charity Tribunal without asking for a review. Challenging our decision by asking for a review does not affect the right to apply to the Tribunal.

257 Lough Road  
Lurgan  
Craigavon  
Northern Ireland  
BT66 6NQ

**Tel:** 028 3832 0220  
**Text:** 028 3834 7639  
**Fax:** 028 3834 5943  
**Web:** [www.charitycommissionni.org.uk](http://www.charitycommissionni.org.uk)  
**Email:** [admin@charitycommissionni.org.uk](mailto:admin@charitycommissionni.org.uk)



## **Request a decision review**

You can ask the Commission to carry out a review of its decision. If you ask for a review we will ask a different decision maker to assess your application and information. You should ask us for a review within 42 days of the date of this letter.

You can find guidance on [Challenging a decision of the Commission](#) available on our website.

**Please note, asking for a review does not replace your statutory right to appeal to the Charity Tribunal. The Time limit to lodge an appeal with the Charity Tribunal still applies even if you have applied to the Commission for a review.**

If there is something in this letter that is not clear to you please contact the Commission for further clarification.

Tel: (028) 3832 0220

Textphone: (028) 3834 7639

Fax: (028) 3834 5943

Email: [casework@charitycommissionni.org.uk](mailto:casework@charitycommissionni.org.uk)

Please quote the reference number on this letter in all communications and advise us if you have any accessibility requirements.

Yours sincerely