

Resolution

The Board of Directors of Gingerbread Northern Ireland passed the following resolution to Gingerbread Northern Ireland's Annual General Meeting 2003.-

Membership of Gingerbread Northern Ireland will be open to all lone parents and also to all groups and organisations working with and sympathetic to the needs of lone parents.

There will be two categories of membership:

Lone parent members who will:-

- subscribe to the aims and values of Gingerbread Northern Ireland
- be individuals
- have dependent children
- have voting rights
- receive free membership

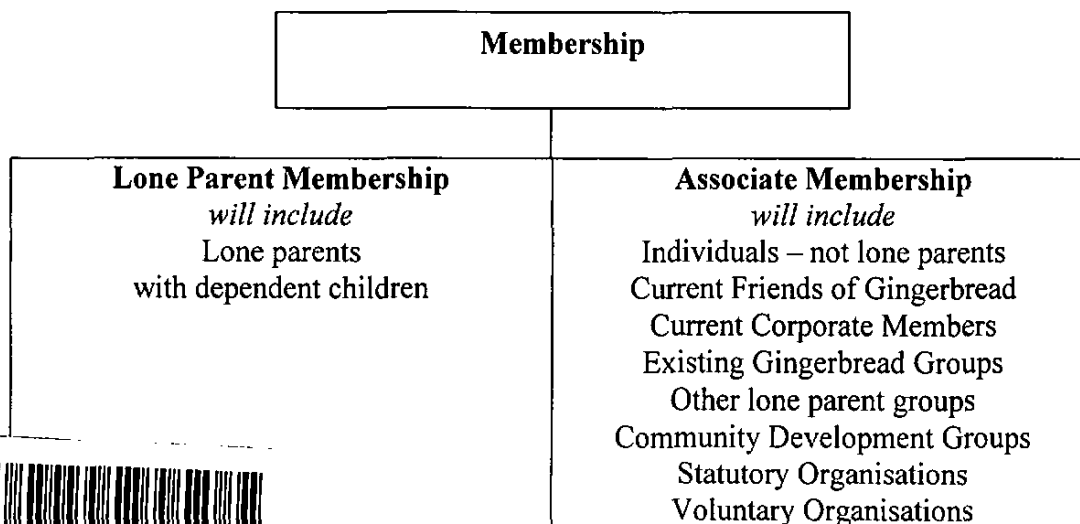
Associate members who will: -

- subscribe to the aims and values of Gingerbread Northern Ireland
- be individuals, groups or organisations working with or sympathetic to the needs of lone parents
- be non-voting
- be subscribing members

In addition, Associate Member Groups:-

- will be completely independent within the organisation
- will be accountable for their own activities
- will operate under their own charity number
- will be accountable for their own funding
- may operate under Gingerbread Northern Ireland's Associate Membership Constitution

Diagram of Proposed Membership Structure



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COMPANIES HOUSE

The following amendments to the constitution are passed:-

Articles of Association

3. MEMBERS

3.1 <remains unchanged>

3.2 <remains unchanged>

3.3 becomes: -

The following shall be eligible for membership of the Company:

3.3.1 Lone parents who are deemed by the Board to support the Company's objectives shall become members of Gingerbread Northern Ireland. Such members shall be called Full Members.

3.3.2 Full Members may attend; speak to and vote at general meetings of the Company.

3.3.3 Organisations which are deemed by the Board to support the Company's objects, individuals with special experience or expertise who subscribe to the objects of the Company and individuals or groups wishing to support Gingerbread Northern Ireland and supporting the Company objects shall on payment of designated subscription, become members of Gingerbread Northern Ireland. Such members shall be called Associate Members. Any organisation which is a member of the Company may by resolution of its committee or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the organisation which s/he represents as if s/he were her/himself the member.

3.3.4 Associate Member's may attend and speak to general meetings of the Company but shall not be entitled to vote.

3.3.5 <deleted>

3.3.6 <deleted>

3.4 becomes: -

The Board of Director's may delegate its powers governing membership to a Membership Committee.

3.4.1 The Membership Committee shall consist of up to 10 members representing Full Members and Associate Members of the Company.

3.4.2 <remains unchanged>

3.4.3 <remains unchanged>

3.4.4 becomes: -

Decisions of the Membership Committee to terminate or reject the membership of any member may be challenged by the member concerned by way of an appeal to the Board of Director's. Such an appeal shall be in writing to the Secretary signed by the member concerned within one month of the members being notified of the Membership Committee's decision. For the purposes of this subsection each Associate Member group will be deemed to meet at least once per month. A meeting of the Board of Directors to hear the appeal shall be convened within one month of receipt of the written appeal.

- 3.5 becomes: -
Each application for membership of the Company shall be in one of the following forms, or in such other form as the Membership Committee shall from time to time prescribe:

To Membership Committee of Gingerbread Northern Ireland

FULL MEMBERSHIP

I, _____, wishing to become a Full Member of Gingerbread Northern Ireland and subscribing to the objects and regulations of the Company, hereby apply to be admitted to full membership thereof subject to the provisions of the memorandum and articles of association of the Company.

Date _____

Signature of Applicant _____

ASSOCIATE MEMBERSHIP

I/We _____, wishing to become an Associate Member of Gingerbread Northern Ireland and subscribing to the objects and regulations of the Company, hereby apply to be admitted to associate membership thereof subject to the provisions of the memorandum and articles of association of the Company.

Date _____

Signature of Applicant/
Chairperson on behalf of Organisation

- 3.6 <remains unchanged>
3.7 becomes: -
A member shall cease to be a member if the Company's registration procedures are not complied with or any subscriptions or other sum payable by the members are not paid by the date due.
3.8 become: -
Unless the members of the Board or the Company at General Meeting shall make other provision pursuant to the powers contained in articles 9.6 and 9.7, the Board members may in their absolute discretion permit any member of the Board to retire provided that after such retirement the number of Board members is not less than 5 and shall undertake to fill vacancies which arise within a period of three months.
3.9 <deleted>
3.10 <deleted>

4. GENERAL MEETING

- 4.1 <remains unchanged>

- 4.2 <remains unchanged>
- 4.3 becomes: -
An Annual General Meeting shall be called by at least 90 days notice in writing. Resolutions on competent business for the Annual General Meeting of the Company proposed and seconded by members must be received in the Company Offices not less than 42 days before the day on which the Annual General Meeting is to be held. All agendas for that meeting shall be circulated not less than 21 days prior to the day on which the Annual General Meeting is to be held.
- 4.4 <remains unchanged>
- 4.5 <remains unchanged>
- 4.6 <remains unchanged>
- 4.7 <remains unchanged>
- 4.8 <remains unchanged>
- 4.9 <remains unchanged>

5. PROCEEDINGS AT GENERAL MEETINGS

- 5.1 becomes: -
No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; 10 Full Members or 10% of members (whichever is the greater number) shall be a quorum. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved; in any other case it shall be adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place, as the Board may determine.
- 5.2 <remains unchanged>
- 5.3 <remains unchanged>
- 5.4 <remains unchanged>
- 5.5 <remains unchanged>
- 5.6 <remains unchanged>
- 5.7 <remains unchanged>
- 5.8 <remains unchanged>
- 5.9 <remains unchanged>
- 5.10 <remains unchanged>

6. VOTES OF MEMBERS

- 6.1 becomes: -
Every Full Member shall have one vote provided that any registration procedures and any money presently payable to the Company by the Full Member have been complied with and paid.
- 6.2 Becomes: -
Associate Members shall not be entitled to vote at general meetings of the Company.
- 6.2.1 <deleted>

7. BOARD COMPOSITION

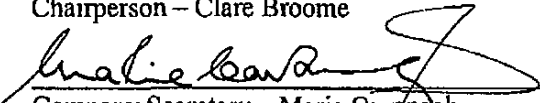
- 7.1 becomes: -
The Board shall consist of up to 15 members appointed on the following basis:

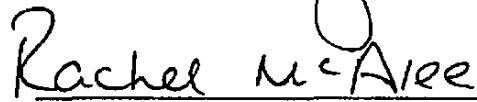
- 7.1.1 Up to 12 members, being from throughout Northern Ireland, elected by and from amongst the Full Members, by such procedures as the Board shall from time to time prescribe;
- 7.1.2 up to 3 persons of special experience and expertise co-opted by the elected members of the Board of Directors who shall become Associate Members; these Associate Members shall be entitled to full voting rights on the Board.
- 7.2 becomes: -
Following the election of the 12 members from amongst the Full Members the Board shall appoint from amongst its number a Chairperson and Honourary Treasurer. Upon reaching its full composition the Board shall appoint from amongst its number a Deputy Chairperson and Deputy Honourary Treasurer. They Chairperson, Deputy Chairperson, Honourary Treasurer and Deputy Honourary Treasurer shall be Directors of the Company.
- 7.3 <remains unchanged>
- 7.4 <remains unchanged>
- 7.5 becomes: -
The Board shall have power at any time to appoint any person to be a Board member, either to fill a casual vacancy or as an addition to the existing members but so that the total number of Board members shall not at any time exceed any maximum number fixed in accordance with these articles.
- 7.6 becomes: -
The Board may for whatever reason by resolution passed by not less than two-thirds of the members for the time being (excluding the member concerned) remove a Board member before the expiration of her/his term of office. The member concerned shall be given the right to be heard before a final decision is made.
- 7.7 becomes: -
The Company may by ordinary resolution, of which special notice has been given in accordance with Article 331 of the Order, remove any Board member before the expiration of her/his period of office notwithstanding anything in these articles or in any agreement between the Company and such member. The Company may by ordinary resolution appoint another person in place of a Board member removed under this article.
- 7.8 <deleted>
- 8. DISQUALIFICATION OF BOARD MEMBER**
<unchanged>
- 9. POWERS AND DUTIES OF THE BOARD**
- 9.1 <remains unchanged>
- 9.2 <remains unchanged>
- 9.3 <remains unchanged>
- 9.4 <remains unchanged>
- 9.5 <remains unchanged>
- 9.6 becomes: -
The Board may from time to time make such rules or bye-laws as it may deem necessary or convenient for the proper conduct and management of the Company and in particular but without prejudice to the generality of the above it may by such rules or bye-laws regulate:

GBNI – Annual General Meeting 14 November 2003
To be appended to Original Constitution adopted 6 October 1990 as amended 19 October 1996

- membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members;
- 9.6.2 the conduct of members of the Company in relation to one another, and to the Company's employees;
- 9.6.3 the setting aside of the whole or any part or parts of the Company's premises at any particular time or times or for any particular purpose or purposes;
- 9.6.4 the procedure at general meetings and meetings of the Board and sub-committees in so far as such procedure is not regulated by these articles; and
- 9.6.5 generally all such matters as are commonly the subject matter of Company rules.
- 9.6.6 <deleted>
- 9.7 <remains unchanged>
10. **PROCEEDINGS OF THE BOARD**
<unchanged>

Signed: 
Chairperson – Clare Broome


Company Secretary – Marie Cavanagh

Witnessed: 
Assistant Director – Rachel McAree

Dated: 14/10/03.