

NI028078



THE COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL
WRITTEN RESOLUTION
OF
GRAND OPERA HOUSE TRUST (the "Company")
CIRCULATION DATE: 13th December 2022

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolution detailed below is passed as a special resolution (the "**Special Resolution**").

SPECIAL RESOLUTION

THAT the Company adopt new articles of association in the attached format in substitution for and to the exclusion of the existing articles of association of the Company, which resolution is to take effect subject to and conditional upon the provision of written consent of the Charity Commission of Northern Ireland pursuant to section 96 of the Charities Act (Northern Ireland) 2008.

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Special Resolution.

The undersigned, being the persons entitled to vote on the Special Resolution on the Circulation Date, hereby irrevocably agree to the Special Resolution:

Signed:

Patricia Corbett

Signed:

Joseph D'Arcy

Signed:

Bernard Fitzpatrick

THURSDAY



INH

JBDDOVL

22/12/2022

#115

Signed:
Janette Jones

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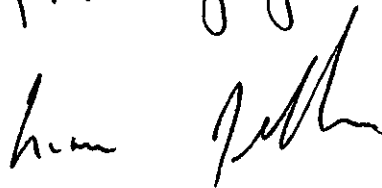
Signed:
Colin Loughran

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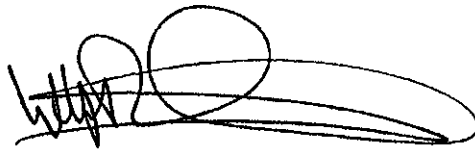
Signed:
Ann McGregor

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Signed:
Liam Nellis

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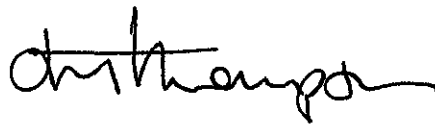
Signed:
William Parkes

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Signed:
Rajesh Rana

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Signed:
Mark Thompson

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Signed:
Kathryn Thomson

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Signed:
Sonia Copeland

Company limited by guarantee
Articles of Association for a Charitable Company
Grand Opera House Trust

1. The company's name is Grand Opera House Trust (the "**Charity**").

Interpretation

2. In the articles, unless the context requires otherwise:

'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;

'articles' means the Charity's articles of association and 'article' refers to a particular article;

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

'Commission' means the Charity Commission for Northern Ireland;

'Companies Acts' means the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the Charity;

'connected person' means:

- (1) a child, parent, grandchild, grandparent, brother or sister of the Trustee;
- (2) the spouse or civil partner of the Trustee or of any person falling within (1) of this definition;
- (3) a person carrying on business in partnership with the Trustee or with any person falling within (1) or (2) of this definition;
- (4) an institution which is controlled –
 - (a) by the Trustee or any connected person falling within (1), (2), or (3) of this definition; or
 - (b) by two or more persons falling within 4(a) of this definition, when taken together;
- (5) a body corporate in which –
 - (a) the Trustee or any connected person falling within (1) to (3) of this definition has a substantial interest; or
 - (b) two or more persons falling within (5)(a) of this definition who, when taken together, have a substantial interest.

Schedule 5 of the Charities Act (Northern Ireland) 2008 applies for the purposes of interpreting the terms used in the definition of connected person.

‘Charities Act’ means the Charities Act (Northern Ireland) 2008, the Charities Act (Northern Ireland) 2022 and any statutory modification or re-enactment for the time being in force thereof;

‘document’ includes, unless otherwise specified, any document sent or supplied in electronic form;

‘electronic form’ has the meaning given in section 1168 of the Companies Act 2006;

‘member’ has the meaning given in section 112 of the Companies Act 2006;

‘officers’ includes the Trustees and the secretary (if any) and **‘officer’** shall be construed accordingly;

‘ordinary resolution’ has the meaning given in section 282 of the Companies Act 2006;

‘seal’ means the common seal of the Charity if it has one;

‘secretary’ means any person appointed to perform the duties of the secretary of the Charity;

‘special resolution’ has the meaning given in section 283 of the Companies Act 2006;

‘subsidiary’ has the meaning given in section 1159 of the Companies Act 2006;

‘Theatre’ means the theatres situated at 2-4 Great Victoria St, Belfast, County Antrim, BT2 7HR;

‘Trustees’ means the trustees of the Charity so appointed from time to time all of whom shall be directors of the Charity and charity trustees as defined by section 180 of the Charities Act (Northern Ireland) 2008;

‘United Kingdom’ means Great Britain and Northern Ireland.

Words importing one gender must 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 Acts but excluding any statutory modification not in force when this constitution becomes binding on the Charity.

Apart from the exception mentioned in the previous paragraph a reference to an Act of the Legislative Assembly or Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.

Liability of members

3. Every member of the Company undertakes to contribute to the assets of the Company, in the event of the same being wound up while such party is a member, or within one year after such party ceases to be a member, for payment of the debts and liabilities of the Charity contracted before such party ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding one pound (£1.00).

Objects

4. The Charity's objects ("**objects**") are specifically restricted to the following:

The Charity is established to promote, maintain, improve and advance the education of the public of Northern Ireland in the arts (including the art of drama, operatic arts, other performing arts and the visual arts) at the Grand Opera House, Belfast or at such other location from time to time.

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:

- (a) to maintain the Theatre as a venue to which the public may have access and at which events and performances in the various fields of the arts may be held and staged and in the interests of the public to maintain the Theatre in a manner consistent with its character and importance as a building of special architectural merit;
- (b) to present, promote, organise, manage and produce pantomimes, musical performances, operas, ballets, dance, dramas of every kind, and other works and performances; to use the Theatre for conferences and exhibitions of every kind; to curate, hold and exhibit material relating to the Theatre's history, and commission and support any such activities and to such end to act as theatre managers, producers, theatrical agents, musical agents, publishers and printers;
- (c) to enter into contracts of every kind with authors, composers and other artists relating to any aspect of dramatic art and the other performing arts and the visual arts, cinema, television and photography;
- (d) to arrange to hold (or co-operate with others in so doing) or make available facilities at the Theatre for courses, meetings, lectures and classes;
- (e) to provide or contribute towards grants and prizes for individuals in connection with their further education or training in any aspect of the various arts;
- (f) to operate (entirely as an ancillary or subsidiary facility in relation to the operation of the Theatre) a licensed bar and restaurant or café facilities;

- (g) to foster and undertake research into any aspect of the objects of the Charity and its work and to disseminate the results of any such research;
- (h) to co-operate and enter into arrangement with any authorities (national, local or otherwise) and to obtain from any such authorities any rights, privileges and concessions;
- (i) to accept subscriptions, donations, devises and bequests of and to purchase, take on lease or in exchange, hire or otherwise acquire and hold any real or personal estate (whether or not subject to any trust) and to construct, maintain and alter any of the same as may be considered necessary or expedient for any of the purposes of the Charity and (subject to such consents as may be by law required) to sell, lease or otherwise dispose of, or mortgage, any such real or personal estate;
- (j) to issue appeals and take such other steps as may be required for the purpose of procuring contributions to the funds of the Charity in the shape of donations, subscriptions or otherwise PROVIDED THAT the Charity shall not in this connection undertake any permanent trading activity;
- (k) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank accounts;
- (l) to borrow or raise money for the objects of the Charity on such terms and (with such consents as may by law be required) on such security as may be thought fit;
- (m) to take and accept any gift of money, property or other assets (whether subject to any special trust or not) for the objects of the Charity;
- (n) to invest the moneys of the Charity not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided;
- (o) to make any charitable donation for the furtherance of the objects of the Charity;
- (p) to establish and support any charitable association or body and to subscribe or guarantee money for charitable purposes calculated to further the objects of the Charity;
- (q) to undertake and execute charitable trusts;
- (r) to employ and pay any person or persons to supervise, organise, carry on the work of and advise the Charity;
- (s) to insure and arrange insurance cover for and to indemnify its officers, servants and voluntary workers and those of its members from and against all such risks incurred in the course of the performance of their duties as the Charity shall think fit;
- (t) subject to the provisions of article 6 hereof, to pay reasonable annual sums or premiums for or towards the provision of pensions for officers or servants for the time being of the Charity or their dependents;
- (u) to amalgamate or seek affiliation with any company, institution, society or association which shall be charitable in law with objects altogether or mainly similar to those of the Charity and which prohibits the payment of any dividend or profit to and the distribution

of any of their assets amongst their members at least to the same extent as such payments or distributions are prohibited in the case of members of the Charity by these articles;

(v) to pay out of the funds of the Charity the costs, charges and expenses of and incidental to the formation and registration of the Charity;

(w) to do all such other things as shall further the above objects or any of them,

Provided that:-

(a) in case the Charity shall take or hold any property which may be subject to any trusts, the Charity shall only deal with or invest the same in such manner as is allowed by law, having regard to such trusts; and

(b) the objects of the Charity shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.

6. The income and property of the Charity shall be applied solely towards the promotion of its objects as set forth in article 4 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 members of the Charity and no member of its board of Trustees shall be appointed to any office of the Charity paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Charity, provided that nothing herein shall prevent any payment in good faith by the Charity:

(a) of reasonable and proper remuneration to any Trustee, officer or servant of the Charity for any services rendered to the Charity;

(b) of interest on money lent by any Trustee at a rate not exceeding two per cent less than the base lending prescribed for the time being by the Bank appropriate to the Charity or three per cent, whichever is greater, on money lent;

(c) of reasonable and proper rent for premises demised or let by any Trustee;

(d) of fees, remuneration or other benefit in money or money's worth to a limited company of which a Trustee may be a member holding not more than 1/100th part of the capital of that company; and

(e) to any Trustee of out of pocket expenses,

provided always that such payments must be in accordance with section 88 of the Charities Act (Northern Ireland) 2008.

7. No addition, alteration, or amendment shall be made to or in the provisions of these articles of association, which shall cause the Charity to cease to be a charity in law.

Declaration of Trustees' interests

8. A Trustee must declare the nature and extent of any interest, direct or indirect, which he or she has 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 himself or herself from any discussions of the Trustees in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Charity and any personal interest (including but not limited to any personal financial interest). Such a Trustee must not be counted in any vote or quorum on this matter.

Conflicts of interests and conflicts of loyalties

9. If a conflict of interests 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; and
- (c) the unconflicted Trustees consider it is in the interests of the Charity to authorise the conflict of interests in the circumstances applying.

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

10.

- (1) Members may be particular individuals, companies and institutions closely associated with the arts or the Grant Opera House Belfast but so that no party shall be denied membership by reason of the nationality, religion, race, sex or sexual orientation of such party) as are with the approval of members at a general meeting admitted to membership by the Trustees and who comply with the requirement set forth in article 3 shall be the members of the Charity.
- (2) Members may be individuals, bodies corporate or unincorporated or other institutions. Any body corporate or unincorporated or other institution which shall be a member of the Charity shall be capable of acting by its authorised officer or nominated representative (notice of whose nomination as its representative shall be given in writing to the Charity at its registered office prior to the holding of any general meeting of the Charity).

- (3) The Trustees may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the Charity to refuse the application.
- (4) The Trustees must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.
- (5) The Trustees must consider any written representations the applicant may make about the decision. The Trustees' decision following any written representations must be notified to the applicant in writing and is final.
- (6) Membership is not transferable.
- (7) The Trustees must keep a register of names and addresses of the members.

Termination of membership

11. Membership is terminated if:

- (1) the member dies or, if it is an organisation, ceases to exist;
- (2) the member resigns by written notice to the Charity unless, after the resignation, there would be less than two members;
- (3) any sum due from the member to the Charity is not paid in full within six months of it falling due;
- (4) the member is removed from membership by a resolution of the Trustees that it is in the best interests of the Charity that his or her or its 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.

- (1) The Charity will hold an annual general meeting. 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. All general meetings other than annual general meetings shall be called extraordinary general meetings.

Notice of general meetings

14.

- (1) The minimum periods of notice required to hold a general meeting of the Charity are:
 - (a) twenty-one clear days for an annual general meeting or a general meeting called for the passing of a special resolution;
 - (b) fourteen clear days for all other general meetings.
- (2) A general meeting may be called by shorter notice if, in the case of an annual general meeting, it is so agreed by all the persons entitled to attend and vote thereat, and, in the case of any other general meeting, if agreed by a majority in number of the persons having a right to attend and vote at the meeting, being a majority who together represent not less than 95 percent of the total voting rights at that meeting of all such persons.
- (3) The notice must be in writing and specify the date, time and place of the meeting 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 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.

16. The Trustees may, whenever they think fit, convene an extraordinary general meeting.

Proceedings at general meetings

17.

- (1) No business shall be transacted at any general meeting unless a quorum is present.
- (2) A **quorum** is 4 members present in person or by proxy and entitled to vote upon the business to be conducted at the meeting.
- (3) The authorised representative of a member organisation shall count as one of the quorum.

- (4) All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting with the exception of the consideration of the accounts, balance sheets, and the reports of the Trustees and auditors, the election of the Trustees in the place of those retiring and the appointment and the fixing of the remuneration of the auditors.

18.

- (1) If:
 - (a) a quorum is not present within half an hour from the time appointed for the meeting; or
 - (b) during a meeting a quorum ceases to be present;

the meeting must be adjourned to the such time as subject to article 19(2) and place as the Trustees determine.

- (2) The Trustees must reconvene the meeting 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 Trustees may determine.
- (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.

Chairperson

19.

- (1) The Trustees shall appoint a Trustee to chair their meetings (the “**Chairperson**”) and no more than one deputy chairperson (a “**Deputy Chairperson**”) and may at any time revoke such appointment. Any person so appointed shall be elected every two years by the Trustees at that time (or as agreed otherwise by special resolution of the Members).
- (2) Any Chairperson so appointed shall serve a maximum term in that office of 4 years (the “**Chairperson Term**”) provided always that the total term served as an officer of the Charity (whether as Trustee, Deputy Chairperson or Chairperson) shall in no circumstances exceed 10 years.
- (3) Any Deputy Chairperson so appointed shall serve a maximum term in that office of 2 years (the “**Deputy Chairperson Term**”) provided always that the total term served as an officer of the Charity (whether as Trustee, Deputy Chairperson or Chairperson) shall in no circumstances exceed 10 years.
- (4) For the avoidance of doubt, the role of the Deputy Chairperson shall be to assume the role of Chairperson in the event that the Chairperson is not able to attend the relevant meeting.

- (5) If no Chairperson or Deputy Chairperson is elected, or if no Chairperson or Deputy Chairperson is present within 5 minutes for the time appointed to hold the meeting, the Trustees present may choose one of their number to be the chairperson of same.
- (6) The Chairperson and any Deputy Chairperson must have no functions or powers except those conferred by the articles or delegated to him or her by the Trustees.

Resolutions

20.

- (1) Decisions at general meetings must be made by passing resolutions:
 - (a) Decisions involving an alteration of the articles and other decisions so required by statute must be made by special resolution. A special resolution is one passed by a majority of not less than 75% present (in person, or through an authorised representative or by proxy) and voting at a general meeting.
 - (b) All other decisions shall be made by ordinary resolution requiring a simple majority of members present (in person, or through an authorised representative or by proxy) and voting.
- (2) Any vote at a meeting must 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:
 - (a) by the person chairing the meeting; or
 - (b) by at least two members present in person or by proxy and having the right to vote at the meeting.
- (3)
 - (a) The declaration by the person who is chairing the meeting of the result of a vote must be conclusive unless a poll 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.
- (4)
 - (a) A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting.
 - (b) If the demand for a poll is withdrawn the demand does not invalidate the result of a show of hands declared before the demand was made.
- (5)
 - (a) A poll 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 poll.
 - (b) The result of the poll is deemed to be the resolution of the meeting at which the poll is demanded.

- (6)
- (a) A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.
 - (b) A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs.
 - (c) The poll must be taken within thirty days after it has been demanded.
 - (d) If the poll is not taken immediately at least seven clear days' notice must be given specifying the time and place at which the poll is to be taken.
 - (e) If a poll 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 member 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 appointor'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 75%) of the members who would have been entitled to vote upon it had it been proposed at a general meeting is effective provided that:
 - (a) a copy of the proposed resolution has been sent to every eligible member;
 - (b) a simple majority (or in the case of a special resolution a majority of not less than 75%) of 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 28 days beginning with the circulation date.
- (2) A resolution in writing may comprise several copies to which one or more members have signified their agreement.
- (3) In the case of a member that is an organisation, its authorised representative may signify its agreement.

Votes of members

24. Every member, whether an individual or an organisation, has one vote.

25. 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 must be final.

26.

- (1) Any organisation that is a member of the Charity may nominate any person to act as its representative at any meeting of the Charity.
- (2) The organisation must give written notice to the Charity of the name of its representative. The representative is not entitled to represent the organisation at any

meeting unless the notice has been received by the Charity. The representative may continue to represent the organisation until written notice to the contrary is received by the Charity.

- (3) Any notice given to the Charity will be conclusive evidence that the representative is entitled to represent the organisation or that his or her authority has been revoked. The Charity is not required to consider whether the representative has been properly appointed by the organisation.

Secretary

27. Subject always to the provisions of the Companies Acts and charity legislation, a secretary of the Charity may be appointed by the Trustees for such term, at such remuneration and upon such conditions as the Trustees may think fit; and any secretary so appointed may be removed by them.
28. A provision of the Companies Acts or these articles requiring or authorizing a thing to be done by or to a Trustee and the secretary of the Charity shall not be satisfied by its being done by or to the same person acting both as Trustee and as, or in place of, the secretary.

Trustees

29. A Trustee must be a natural person aged 16 years or older.
30. No one may be appointed a Trustee if he or she would be disqualified from acting under the provisions of article 41.
31. The Board of Trustees shall not exceed thirteen in number.
32. Those Trustees who have held office for a period of four years shall be required to retire from office at the meeting of the Trustees following the expiry of such four year period (the "**Initial Term**"), the Initial Term shall not apply to Trustees who occupy the office of Chairperson or Deputy Chairperson, in which case the applicable term shall be governed by articles 19(2) and 19(3).
33. Subject to article 34, if the Trustees at a meeting at which a Trustee retires following the Initial Term do not fill the vacancy, the retiring Trustee shall, if eligible for reappointment and if willing to act, be deemed to have been appointed for a further four year period, or such lesser period as may be appropriate to ensure that the retiring Trustee will not hold office in excess of the Maximum Term (defined at article 34) (the "**Additional Term**"), unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the reappointment of the retiring Trustee is put to the meeting and lost, save that the Additional Term shall not apply to Trustees who occupy the office of Chairperson or Deputy Chairperson.

34. Those Trustees who have held office for a period of eight years (whether or not such period has been consecutive) shall be required to retire from office at the meeting of the Trustees following the expiry of such eight year period (the "**Maximum Term**"), the **Maximum Term** shall not apply to Trustees who occupy the office of Chairperson or Deputy Chairperson, in which case the applicable maximum term shall be governed by articles 19(2) and 19(3).
35. A Trustee may not appoint an alternate Trustee or anyone to act on his or her behalf at meetings of the Trustees.
36. The Charity may appoint a person who is willing to act as an observer to any of the sub-committees of the Board from time to time by ordinary resolution for a maximum term of one year. Such term may be extended by special resolution. For the avoidance of doubt an observer so appointed shall not be a Trustee within the meaning of these Articles.

Powers of Trustees

- 37.
- (1) The Trustees must 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 Acts, the articles or any special resolution.
 - (2) The Trustees shall be paid all travelling and other expenses properly incurred by them in attending and returning from meetings of the Trustees or any committee of the Trustees or general meetings of the Charity or in connection with the business of the Charity.
 - (3) No alteration of the articles or any special resolution shall have retrospective effect to invalidate any prior act of the Trustees.
 - (4) 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.
38. The Trustees may from time to time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the Trustees, to be the attorney or attorneys of the Charity for such purposes and with such powers, authorities and discretion (not exceeding those vested in the Trustees under these articles) and for such period and subject to such conditions as the Trustees may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Trustees may think fit and may also authorize any such attorney to delegate all or any such powers, authorities and discretions vested in such attorney.
39. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Charity, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Trustees shall from time to time by resolution determine.

Appointment of Trustees

40. The Charity may by ordinary resolution:

- (1) appoint a person who is willing to act to be a Trustee; and
- (2) determine the rotation in which any additional Trustees are to retire.

Disqualification and removal of Trustees

41. A Trustee must cease to hold office if he or she:

- (1) ceases to be a Trustee by virtue of any provision in the Companies Acts or is prohibited by law from being a Trustee;
- (2) is disqualified from acting as a trustee by virtue of sections 86 of the Charities Act (Northern Ireland) 2008 (or any statutory re-enactment or modification of those provisions);
- (3) ceases to be a member of the Charity;
- (4) in the written opinion, given to the Charity, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a Trustee and may remain so for more than three months;
- (5) resigns 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);
- (6) is absent for more than three consecutive meetings of the Trustees and the Trustees resolve that the office of such Trustee be vacated;
- (7) without the consent of the other Trustees holds any office of profit under the Charity;
- (8) is adjudged bankrupt or makes any arrangement or composition with his/her creditors generally.

Remuneration of Trustees

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

Proceedings of Trustees

43.

- (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) It shall not be necessary to give notice of a meeting of Trustees to any Trustee for the time being absent from the United Kingdom and Ireland.
- (5) Questions arising at a meeting must be decided by a majority of votes. Where there is an equality of votes the chairperson 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 the other participants.

Quorum for Trustees' meeting

44.

- (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.
- (2) The quorum must be five, or such number as may be decided from time to time by the Trustees.
- (3) A Trustee must not be counted in the quorum present when any decision is made about a matter upon which that Trustee is not entitled to vote.

45. 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.

Trustees' written resolutions

46.

- (1) A resolution in writing or in electronic form agreed by all of the Trustees entitled to receive notice of a meeting of the Trustees and to vote upon the resolution is as valid and effectual as if it had been passed at a meeting of the Trustees duly convened and held.
- (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.

Delegation

47.

- (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 minute book.
- (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.
- (3) Any committee formed under this article 47 may, subject to any regulation to the contrary a committee formed with the consent of the Trustees shall be entitled to appoint one or more third parties (not being Trustees) to serve on the committee, provided always that any committee shall include at least one Trustee.
- (4) A committee may meet to elect a chairperson of its meetings. If no such chairperson is elected, or if at any meeting the chairperson is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to be chairperson of that meeting.
- (5) A 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 where there is an equality of votes, the chairperson shall have a second or casting vote.
- (6) All acts done by any meeting of a committee appointed under this article 47 shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Trustee or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly and validly appointed and was qualified to be a Trustee.
- (7) The Trustees may revoke or alter a delegation.
- (8) All acts and proceedings of any committees must be fully and promptly reported to the Trustees.

Validity of Trustees' decisions

48.

- (1) Subject to article 47(2), all acts done by a meeting of Trustees, or of a committee of Trustees, are valid notwithstanding the participation in any vote of a Trustee:
 - (a) who was disqualified from holding office;

- (b) who had previously retired or who had been obliged by the articles of association to vacate office;
- (c) who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise;

if without:

- (a) the vote of that Trustee; and
- (b) that Trustee being counted in the quorum;

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

- (2) Article 47(1) does not permit a Trustee or a connected person to keep any benefit that may be conferred upon him or her by a resolution of the Trustees or of a committee of Trustees if, but for article 47(1), the resolution would have been void, or if the Trustee has not complied with articles 8 and 9.

Chief Executive

- 49. The Chief Executive of the Grand Opera House from time to time (or such other person, however designated in title, discharging such function) shall be entitled to attend at meetings of the Trustees and the members of the Charity but not to vote there at, provided always that the Trustees may direct that such person shall not attend a particular meeting or meetings or during a part of the proceedings of any such meeting.

Borrowing Powers

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

Seal

- 51. The Trustees shall provide for the safe custody of the seal, which shall only be used with the authority of the Trustees or of a committee of the Trustees authorised by the Trustees, and every instrument to which the seal shall be affixed shall be signed by a Trustee and shall be countersigned by the Secretary or by a second Trustee or by some other person appointed by the Trustees of the purpose.

Minutes

52. The Trustees must keep minutes of all:

- (1) appointments of officers made by the Trustees;
- (2) proceedings at meetings of the Charity;
- (3) meetings of the Trustees and committees of Trustees including:
 - (a) the names of the Trustees present at the meeting;
 - (b) the decisions made at the meetings; and
 - (c) where appropriate the reasons for the decisions.

Accounts

53.

- (1) The Trustees must prepare for each financial year accounts as required by the Companies Acts. 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 and charity legislation.
- (3) The accounting records shall be kept at the registered office of the Charity or, subject to the provisions of the Orders at such other place or places as the Trustees think fit, and shall always be open to the inspection of the Trustees during normal business hours.
- (4) The Trustees shall from time to time in accordance with the provisions of the Companies Acts and charity legislation cause to be prepared and to be laid before the Charity in general meeting such profit and loss accounts, balance sheets, group account (if any) and reports as are referred to in such provisions.
- (5) A copy of every balance sheet (including every document required by law to be annexed thereto) which is laid before the Charity in general meeting, together with a copy of the auditor's report, shall not less than 21 days before the date of the meeting be sent to every Trustee of, and every holder of debentures of, the Charity, provided always that this article shall not require a copy of those documents to be sent to any person of whose address the Charity is not aware or to more than one of the joint holders of any debentures.

Annual Report and Return and Register of Charities

54.

- (1) The Trustees must comply with the requirements of the Charities Act (Northern Ireland) 2008 once commenced with regard to the:
 - (a) preparation of the statements of account and the transmission of a copy of it to the Commission;
 - (b) preparation of an Annual Report and the transmission of a copy of it to the Commission;
 - (c) 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.

Audit

55. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Companies Acts.

Means of communication to be used

56.

- (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 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.

57. 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.

58.

- (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 or her 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.
- (e) by placing the notice on a website and providing the person with a notification in writing or in electronic form of the presence of the notice on the website. The notification must state that it concerns a notice of a company meeting and must specify the place date and time of the meeting.

- (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 is not entitled to receive any notice from the Charity.

59. A member present in person at any meeting of the Charity is deemed to have received notice of the meeting and of the purposes for which it was called.

60.

- (1) Proof that an envelope containing a notice was properly addressed, prepaid and posted is conclusive evidence that the notice was given.
- (2) Proof that an electronic form of notice was given is conclusive where the Charity 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 is deemed to be given:
 - (a) 48 hours after the envelope containing it was posted; or
 - (b) in the case of an electronic form of communication, 48 hours after it was sent.

Indemnity

61.

- (1) The Charity shall indemnify a relevant Trustee against any liability incurred in that capacity, to the extent permitted by sections 232 to 234 of the Companies Act 2006.
- (2) In this article a 'relevant Trustee' means any Trustee or former Trustee of the Charity.

62. The Charity shall indemnify an auditor against any liability incurred by him or her or it against any liability incurred by him/her in defending any proceedings, whether civil or criminal, in which judgment is given in his/her favour or in which he/she is acquitted or in connection with any application in which relief is granted to him/her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Charity, to the extent permitted by the Companies Act 2006 and charity legislation.

Disputes

63. If a dispute arises between members of the Charity about the validity or propriety of anything done by the members 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

64.

- (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, must on or before the dissolution of the Charity be applied or transferred in any of the following ways:
 - (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.
- (2) Subject to any such 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 made for them, must on or before 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 must 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 resolution in accordance with article 65(1) is passed by the members or the Trustees the net assets of the Charity must be applied for charitable purposes as directed by the Court or Commission.

19 December 2022

Reference Number:

Casework Type: **Section 96**

Consent to change to articles – Grand Opera House Trust

Dear

Thank you for your correspondence of 18 October 2022 seeking written consent from the Charity Commission for Northern Ireland to an amendment to **Grand Opera House Trust's** Articles of Association.

Having examined the revised articles, the Commission consents to the revised objects at article 4, and dissolution provisions at article 64 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.

Changes to the *register of charities*

As the charity is proposing to amend its objects ('purposes') you should consider whether any changes are required on the *register of charities* as a result. These may include changes to your:

- Public Benefit Statement
- Activities Statement

Should you require amendments to any of these, please contact the Commission at caseworkenq@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.

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
2nd Floor
Royal Courts of Justice
Chichester Street
Belfast
BT1 3 JF

Tel: 02890724857

Email: tribunalsunit@courtsni.gov.uk

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

Tel: (028) 3832 0220

Email: 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