

THE COMPANIES (NORTHERN IRELAND) ORDERS 1986 TO 1990

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

MEMORANDUM OF ASSOCIATION

OF

**CONTACT (NORTHERN IRELAND)
COMPANY NUMBER: NI030452**

WEDNESDAY



JNI *J69JVDBS* #56
28/06/2017
COMPANIES HOUSE

1. NAME

The name of the Company is CONTACT (NORTHERN IRELAND) (hereinafter called 'the Company').

2. REGISTERED OFFICE

The Company's registered office is situated in Northern Ireland.

3. PURPOSES

The fundamental purpose of CONTACT (NORTHERN IRELAND) is:-

- i. To provide hope and professional support for people at risk of suicide;
- ii. To raise awareness with professionals and the NI population, promoting confident, compassionate, easily accessed suicide prevention care;
- iii. To promote innovative practice within and between systems of care to ensure the learning from evidence based research is shared to significantly reduce the NI suicide death rate.

4. SUPPLEMENTARY COMPANY ACTIVITIES

- (1) In furtherance of the said objects but not further or otherwise, the Company may engage in the following activities in promoting the objects:-
 - (i) To provide or secure the provision of therapeutic services and refer those in need of professional assistance to the relevant agencies.
 - (ii) To provide or secure the provision of advice and information and educational and training programmes designed to raise awareness of the benefits of therapeutic services, and of theories and techniques used in therapy.

- (iii) To promote awareness among the general public of the needs and experiences of people seeking help and in relation to their emotional, mental and physical development and of the benefits of therapy as a significant way of working through difficulties and as a positive option during times of transition and crisis.
- (iv) To train clinical placements who already have relevant qualifications to provide therapeutic services;
- (v) To provide, endow, furnish and fit out with all necessary furniture and other equipment, and maintain such buildings, premises and centres as may from time to time be required for the purposes of the Company.
- (vi) To cause to be written, and printed or otherwise reproduced and circulated, gratuitously or otherwise, periodicals, magazines, books, leaflets or other documents or films or recorded tapes relevant to therapeutic services.
- (vii) To hold conferences, exhibitions, meetings, lectures, classes, seminars and courses either alone or with others.
- (viii) To foster and undertake research into any aspect of the objects of the Company and its work and to disseminate the useful results of any such research.
- (ix) To co-operate and enter into arrangements with any authorities, national, local or otherwise.
- (x) 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, maintain and alter any of the same as are necessary for any of the objects of the Company and (subject to such consents as may be required by law) sell, lease or otherwise dispose of or mortgage any such real or personal estate and to make regulations for the proper supervision, control and management of any real or personal estate which may be so acquired.
- (xi) To issue appeals, hold public meetings and take such other steps as may be required for the purpose of procuring contributions to the funds of the Company in the form of donations, subscriptions or otherwise.
- (xii) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts.
- (xiii) To borrow or raise money for the objects of the Company on such terms and (with such consents as are required by law) on such security as may be thought fit PROVIDED that the Company shall not undertake any permanent trading activities in raising funds for the objects of the Company.

- (xiv) To take and accept any gift of money, property or other assets, whether subject to any special trust or not, for any one or more of the objects of the Company.
- (xv) To invest the moneys of the Company not immediately required for its objects 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.
- (xvi) To make any charitable donation either in cash or assets for the furtherance of the objects of the Company.
- (xvii) 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 Company.
- (xviii) To employ and remunerate such staff as are necessary for carrying out the work of the Company. The Company may employ or remunerate a Director only to the extent it is permitted to do so by clause 5 and provided it complies with the conditions in that clause;
- (xix) To provide indemnity insurance for the Directors or any other officer of the Company in relation to any such liability as is mentioned in sub-clause 2 of this clause, but subject to the restrictions specified in sub-clause 3 of this clause;
- (xx) To amalgamate with any companies, institutions, societies or associations which are charitable at law and have objects altogether or mainly similar to those of the Company and prohibit 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 Company by this Memorandum of Association.
- (xxi) To pay out of the funds of the Company the costs, charges and expenses of and incidental to the formation and registration of the Company.
- (xxii) Set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves.
- (xxiii) To establish where necessary local branches (whether autonomous or not).
- (xxiv) To bring together in conference representatives of voluntary organisations, Government Departments, statutory authorities and individuals.
- (xxv) To collect and disseminate information on all matters relating to its objects, and to exchange such information with other bodies having similar objects whether in the United Kingdom or elsewhere.
- (xxvi) To do all such other lawful Acts as shall further the above objects or any of them.

- (2) The liabilities referred to in sub-clause (1)(xix) are:
 - (a) any liability that by virtue of any rule of law would otherwise attach to a director of a company in respect of any negligence, default, breach of duty or breach of trust of which he or she may be guilty in relation to the Company;
 - (b) the liability to make a contribution to the Company's assets as specified in Article 178 of the Insolvency (Northern Ireland) Order 1989 (wrongful trading).
 - (3) (a) The following liabilities are excluded from sub-clause (2)(a):
 - (i) fines;
 - (ii) costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud, dishonesty or willful or reckless misconduct of the Director or other officer;
 - (iii) liabilities to the Company that result from conduct that the Director or other officer knew or must be assumed to have known was not in the best interests of the Company or about which the person concerned did not care whether it was in the best interests of the Company or not.
 - (b) There is excluded from sub-clause 2(b) any liability to make such a contribution where the basis of the Director's liability is his or her knowledge prior to the insolvent liquidation of the Company (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the Company would avoid going into insolvent liquidation.
5. (1) The income and property of the Company shall be applied solely towards the promotion of the Objects
- (2) (a) A Director is entitled to be reimbursed from the property of the Company or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Company;
 - (b) Subject to the restrictions in sub-clause (4) below, a Director may benefit from trustee indemnity insurance cover purchased at the Company's expense.
 - (c) A Director may receive an indemnity from the Company in the circumstances specified in article 67.
- (3) None of the income or property of the Company may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the Company. This does not prevent a member who is not also a Director receiving:
- (a) a benefit from the Company in the capacity of a beneficiary of the Services of the Company;

- (b) reasonable and proper remuneration for any goods or services supplied to the Company.
- (4) No Director may:
 - (a) buy any goods or services from the Company;
 - (b) sell goods, services , or any interest in land to the Company;
 - (c) be employed by, or receive any remuneration from the Company;
 - (d) receive any other financial benefit from the Company;unless the payment or transaction is:
 - (i) permitted in accordance with, and subject to the conditions in , Section 88 or 93 of the Charities Act (Northern Ireland) 2008; or
 - (ii) previously and expressly authorized in writing by the Charity Commission for Northern Ireland.
- (5) In sub-clauses (2) – (4) of this clause 5:
 - (a) “Company” shall include any company in which the Company:
 - (i) holds more than 50 per cent of the shares; or
 - (ii) controls more than 50 per cent of the voting rights attached to the shares;
or
 - (iii) has the right to appoint one or more directors to the Board of the company.
 - (b) “Director” shall include any child, parent, grandchild, grandparent, brother, sister, spouse or civil partner of the Director or any person living with the Director as his or her partner.
- (6) If a conflict of interest arises for a Director 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 Memorandum or the Articles, the unconflicted Directors may authorise such a conflict of interests where the following conditions apply:
 - (a) the conflicted Director 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 Director does not vote on any such matter and is not to be counted when considering whether a quorum of Directors is present at the meeting;
 - (c) the unconflicted Directors consider it is in the best interests of the Company to authorise the conflict of interest in the circumstances applying.
- 6. The liability of the members is limited.
- 7. Every member of the Company undertakes to contribute to the assets of the Company, in the event of the same being wound up while a member, or within one year after ceasing to be a member, for payment of the debts and liabilities of the Company contracted before it 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 £1.
- 8. (1) The members of the Company may at any time before, and in expectation of, its dissolution resolve that any net assets of the Company after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the Company 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 for use for particular purposes that fall within the Objects.
- (2) Subject to any resolution of the members of the Company, the Directors of the Company may at any time before, and in expectation of, its dissolution resolve that any net assets of the Company after all its debts and liabilities have been paid, or provision has been made for them, shall on dissolution of the Company 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 for use for particular purposes that fall within the Objects.
- (3) In no circumstances shall the net assets of the Company be paid to or distributed among the members of the Company (except to a member that is itself a charity) and if no such resolution is passed by the members or the Directors the net assets of the Company shall be applied for charitable purposes as directed by the High Court or the Commission.

**THE COMPANIES (NORTHERN IRELAND) ORDERS 1986 TO 1990
AND COMPANIES ACT 2006**

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

ARTICLES OF ASSOCIATION

OF

CONTACT (NORTHERN IRELAND)

1. In these articles:-

"the Act"	means the Companies Act (2006) and any statutory modification or re-enactment for the time being in force thereof
"clear days"	in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;
"the Commission"	means the Charity Commission for Northern Ireland;
"communication"	means the same as in the Electronic Communications Act (Northern Ireland) 2001;
"electronic communication"	means the same as in the Electronic Communications Act (Northern Ireland) 2001;
"the Seal"	means the common seal of the Company;
"Secretary"	means any person appointed to perform the duties of the Secretary of the Company;
"the United Kingdom"	means Great Britain and Northern Ireland.

Unless the contrary intention appears, words or expressions contained in these articles shall bear the same meaning as in the Order or any statutory modification thereof in force at the time at which these articles become binding on the Company.

The provisions of the Memorandum to the extent that they could have been contained in the Articles shall take effect as though repeated here.

MEMBERS

2. The members of the Company shall comprise:
 - (i) such persons, employees for at least one year with the Company (not exceeding six at any one time) as may be nominated each year by the employees or members of the Company, with the approval of the Board of Directors.
 - (ii) such persons, neither Employees or Directors, (not exceeding six at any one time) as may be nominated each year by the members of the Company with the approval of the Board of Directors.
 - (iii) such persons currently Company Directors (not exceeding six at any one time) as may be nominated each year by the Directors or members of the Company.

REGISTER OF MEMBERS

3. The Company shall keep a Register of Members in which shall be recorded the name and address of every member, the date on which they became a member and the date on which they ceased to be a member. Every member shall either sign a written consent to become a member or sign the Register of Members on becoming a member. A member shall notify the Secretary in writing within seven days of a change to their name or address. Every member shall be entitled to receive a copy of the Memorandum and Articles of Association of the Company at no charge.

CESSATION OF MEMBERSHIP

4. The rights and privileges of a member shall not be transferable nor transmissible, and all such rights and privileges shall cease upon the member ceasing to be such.
5. A member shall cease to be a member if:-
 - (a) such member ceases to fulfill any of the qualifications specified in these articles; or
 - (b) such member resigns by notice in writing addressed and delivered to the Secretary; or
 - (c) such member is expelled from membership by an ordinary resolution in that behalf carried at a duly convened General Meeting of the Company at which such member shall be first afforded the opportunity to make representations on the matter.

GENERAL MEETINGS

6. The Company shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such and the notices calling it. Not more than fifteen months shall elapse between the date of one Annual General Meeting of the Company and that of the next. Provided that the Company holds its first Annual General Meeting within eighteen months of its incorporation, it need not hold it in the calendar

year of its incorporation or in the following calendar year. The Annual General Meeting shall be held at such time and place as the Board of Directors shall appoint. All General Meetings other than the Annual general Meeting shall be called Extraordinary General meetings.

7. The business of an Annual General Meeting shall comprise:
 - The appointment of Board of Directors.
 - The consideration of the report and accounts presented by the Board of Directors.
 - The appointment and the fixing of the remuneration of the Auditor or Auditors.

All other business transacted at an Annual General Meeting shall be deemed special.

8. The Directors may call General Meetings and, on the requisition of members pursuant to the provisions of the Order, shall forthwith proceed to convene a General Meeting in accordance with the provisions of the Order. If there are not within the United Kingdom sufficient Directors to call a General Meeting, any Director or any member of the Company may call a General Meeting.

NOTICE OF GENERAL MEETINGS

9. General Meetings shall be called by at least fourteen clear days' notice but may be called by shorter notice if it is so agreed by a majority in number of the members having a right to attend and vote being a majority together holding not less than ninety per cent of the total voting rights at the meeting of all the members. The notice shall specify the time and place of the meeting and the general nature of the business to be transacted. The notice must also contain a statement setting out the right of members to appoint a proxy under section 324 of the Companies Act. The notice shall be given to all the members and to the Directors and Auditors.
10. Any notice to be given to or by any person pursuant to the articles (other than a notice calling a meeting of Directors) shall be in writing or shall be given using electronic communications to an address for the time being notified for that purpose to the person giving the notice. In this article, "address", in relation to electronic communications, includes any number or address used for the purposes of such communications.
11. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. Proof that notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of forty-eight hours after the envelope containing it was posted or, in the case of a notice contained in an electronic communication, at the expiration of forty-eight hours after the time it was sent.
12. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

13. The Company in General Meeting may decide from time to time to invite by notice any person to a General Meeting of the Company.

PROCEEDINGS AT GENERAL MEETINGS

14. Decisions at General Meetings shall be made by passing resolutions:
- (i) Decisions involving an alteration of the Memorandum and Articles of Association of the Company and other decisions so required by statute shall be made by special resolution. A special resolution is one passed by a majority of not less than three-fourths of members present and voting at a General Meeting.
 - (ii) All other decisions shall be made by ordinary resolution requiring a simple majority of members present and voting.
15. No business shall be transacted at a General Meeting unless a quorum is present at the time when the meeting proceeds to business. Four members present in person or by proxy 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 upon 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 time and place as the Board of Directors may determine. If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the members present in person or by proxy at that time shall constitute the quorum for that meeting.
16. The Chairperson, or in his/her absence the Vice-Chairperson, shall chair every General Meeting of the Company or, if there is no such Chairperson, or if he/she is not present within fifteen minutes after the time appointed for the holding of the meeting the Board of Directors present shall elect one of their number to chair the meeting.
17. If at any meeting no Director is willing to act as Chairperson or if no Director is present within 15 minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be Chairperson of the meeting.
18. The Chairperson may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Otherwise, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
19. At any General Meeting a resolution put to the vote shall be decided on a show of hands unless before, or on the declaration of the result of the show of hands, a poll is duly demanded. Subject to the provisions of the Order, a poll may be demanded:
- (i) by the Chairperson; or

- (ii) by any members present in person or by proxy and representing not less than fifty per cent of the total voting rights of all the members having the right to vote at the meeting.

The demand for a poll may be withdrawn.

20. Unless a poll is duly demanded, a declaration by the Chairperson that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry made to that effect in the minutes of the meeting, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
21. In the case of an equality of votes, whether on a show of hands or on a poll, the chairperson of the meeting shall not be entitled to a second or casting vote.
22. A poll demanded on the election of a chairperson, or on a question of adjournment, shall be taken immediately. A poll demanded on any other question shall be taken at such time as the chairperson of the meeting directs, and any business other than that upon which a poll has been demanded may proceed pending the taking of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

WRITTEN RESOLUTIONS

23. 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 per cent) of the members who would have been entitled to vote upon it had it been proposed at a General Meeting shall be effective provided that a copy of the proposed resolution has been sent to every eligible member and a simple majority (or in the case of a special resolution a majority of not less than 75 per cent) of members has signified its agreement to the resolution in an authenticated document which has been received at the registered office within the period of 28 days beginning with the circulation date. A resolution in writing may comprise several copies to which one or more members have signified their agreement. In the case of a member that is an organisation, its authorised representative may signify its agreement.

VOTES OF MEMBERS

24. On a show of hands or on a secret ballot every member who is present in person or by proxy, unless the proxy is himself/herself a member entitled to vote, shall have one vote.
25. The appointment of a proxy shall be executed by or on behalf of the appointor and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Directors may approve)-

"CONTACT (NORTHERN IRELAND)

I/We of in
the county of being a member/members of the
above named company, hereby appoint of
or failing him/her of

as my/our proxy to vote in my/our name(s) and on my/our behalf at the general meeting of the company to
be held on the day of 20 and at any
adjournment thereof.
Signed this day of 20

26. Where it is desired to afford members an opportunity of instructing the proxy how he/she shall act the appointment of a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Directors may approve)-

"CONTACT (NORTHERN IRELAND)

I/We..... ofin
the county ofbeing a member/members of the above
named company, hereby appoint of
or failing him/her of as
my/our proxy to vote in my/our name(s) on my/our behalf at the general meeting of the
company to
be held on the day of 20..... and at any
adjournment thereof.

This form is to be used in respect of the resolutions mentioned below as follows:

Resolution No. 1 * for * against
Resolution No. 2 * for * against
* Strike out whichever is not desired.

Unless otherwise instructed the proxy will vote as he/she thinks fit or abstain from voting.

Signed this day of 20 ."

27. The appointment of a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the Directors may:
- (a) in the case of an instrument in writing, be deposited at the registered office of the Company or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Company in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
 - (b) in the case of an appointment contained in an electronic communication, where an address has been specified for the purpose of receiving electronic communications-
 - (i) in the notice convening the meeting, or
 - (ii) in any instrument of proxy sent out by the Company in relation to the meeting, or
 - (iii) in any invitation contained in an electronic communication to appoint a proxy issued by the Company in relation to the meeting,

be received at such address not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote;

- (c) in the case of a secret ballot taken more than 48 hours after it is demanded, be deposited or received as aforesaid after the secret ballot has been demanded and not less than 24 hours before the time appointed for the taking of the secret ballot; or
- (d) where the secret ballot is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the secret ballot was demanded to the Chairperson or to the Secretary or to any Director;

and an appointment of proxy which is not deposited, delivered or received in a manner so permitted shall be invalid. In calculating the periods mentioned in (a), (b), (c) and (d) above, no account shall be taken of any part of a day that is not a working day. In this article and the next, "address", in relation to electronic communications, includes any number or address used for the purposes of such communications.

- 28. A vote given or a secret ballot demanded by proxy shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a secret ballot unless notice of the determination was received by the Company at the office or at such other place at which the instrument of proxy was duly deposited or, where the appointment of the proxy was contained in an electronic communication, at the address at which the appointment was duly received before the commencement of the meeting or adjourned meeting at which the vote is given or the secret ballot demanded or (in the case of a secret ballot taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the secret ballot.

DIRECTORS

- 29. Unless otherwise determined by the Company in General Meeting, the number of Directors shall not be more than six nor less than three.
- 30. The Directors must not be paid any remuneration unless it is authorised by clause 5 of the Memorandum.

BORROWING MONEY

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

POWERS AND DUTIES OF THE DIRECTORS

- 32. The business of the Company shall be managed by the Board of Directors who may pay all expense of the formation of the Company as they think fit and may exercise all such powers of the Company as are not required to be exercised or done by the Company in General Meeting.

Any such requirement may be imposed either by the Order or these Articles or by regulation made by the Company in General Meeting, but no such regulation shall invalidate any prior act of the Board which would have been valid if that regulation was not made.

33. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for money paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed as the case may be in such manner as the Board of Directors shall from time to time by resolution determine.
34. The Board of Directors shall cause minutes to be made:
 - a) Of all appointments of Officers made by the Board of Directors.
 - b) Of all the names of the Directors present at each meeting of the Board of Directors.
 - c) Of all resolutions and proceedings at all meetings of the Company and all meetings of the Board of Directors.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

35. The office of a Director shall be vacated if:
 - a) He/she resigns his/her office in writing to the Company; or
 - b) He/she is absent from two successive meetings of the Board of Directors without giving adequate reason and the Board of Directors resolve by a majority that the office is to be vacated; or
 - c) He/she becomes bankrupt or makes any arrangements or composition with his/her creditors generally; or
 - d) ceases to be a Director by virtue of any provision in the Order or is prohibited by law from being a director;
 - e) is disqualified from acting as a Trustee by virtue of section 87 of the Charities Act (Northern Ireland) 2008 (or any statutory re-enactment or modification of that provision);
 - f) He/she becomes incapable by reason of mental disorder, illness or injury of managing or administering his/her property and affairs; or
 - g) He/she is removed from office by resolution of the Company in General Meeting in accordance with Article 311 of the Order and Article 39 herein.
 - h) He/she has not been dismissed from any previous employment for any action past or current that may bring the Company into disrepute and the Board of Directors resolve by a majority that the office is to be vacated.

36. A Director 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 Company or in any transaction or arrangement entered into by the Company which has not previously been declared. A Director must absent himself or herself from any discussions of the Directors in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Company and any personal interest (including but not limited to any personal financial interest).

ELECTION OF BOARD MEMBERS

37. At every Annual General Meeting, one-third of the Directors for the time being shall retire from office, or if their number is not three or a multiple of three, then the number nearest one-third shall retire. The Directors to retire in every year shall be those who have been longest in office since their last election, but as between persons who became Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
38. A retiring board member shall be eligible to be nominated for re-election PROVIDED that no officer shall be entitled to serve for more than six consecutive years in the same office.
39. The Company at the meeting at which a Board Member retires in manner aforesaid may fill the vacated office by electing a person thereto and in default the retiring Board Member shall, if offering him/herself for re-election be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such member shall have been put to the meeting and lost.
40. The Board shall have the power at any time to fill a casual vacancy. Any Board Member so appointed shall hold office only until the close of the next Annual General Meeting of the Company, and shall then be eligible for re-election at such AGM. The Board shall also have the power to co-opt up to three members of the Company to act as additional members. Such co-opted members shall have the right to vote and to serve until the next following Annual General Meeting PROVIDED that at no time shall the number of co-opted members exceed one-half of the total number of members on the Board.
41. The Company may by ordinary resolution of which special notice has been given in accordance with the Order remove any Board Member before the expiration of his/her period of office notwithstanding anything in these Articles or in agreement between the Company and such member. The Company may by ordinary resolution appoint another person in place of a Board Member so removed under this Article.

PROCEEDINGS OF THE BOARD OF DIRECTORS

42. The Board of Directors shall meet together at least four times a year and shall convene, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes, the Chairperson shall have a second or casting vote.
43. The quorum necessary for the transaction of business of the Board of Directors shall be 50 per cent of the membership of the Board for the time being.

44. The Board may act notwithstanding any vacancy in their body, but if and so long as their number is reduced below the number fixed by or pursuant to the Articles of the Company as the necessary quorum of members, the Board may act for the purpose of increasing the number of members to that number, or of summoning a General Meeting of the Company, but for no other purpose.
45. Meetings of the Board shall be presided over by the Chairperson, failing whom, its Vice-Chairperson. If at any meeting the Chairperson or Vice-Chairperson is not present within five minutes after the time appointed for holding the same, the Directors present may choose one of their number to chair the meeting.
46. The Board of Directors may delegate any of its powers to committees consisting of such persons as it thinks fit; But shall record in its minutes of the meeting the fact of such delegation. Any committee so formed shall conform to any regulations that may be imposed on it by the Board of Directors. All such committees shall have a minimum of one Director present at its meetings. All acts and proceedings of any committees must be fully and promptly reported to the Directors.
47. A sub-committee may elect a chairperson of its meeting; 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 chair the meeting.
48. A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes, the chairperson shall have a second or casting vote.
49. All acts done by any meeting of the Board of Directors or of a sub-committee, or by any person acting as a board member, shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Board member.
50. A resolution in writing agreed by a simple majority of all the Directors entitled to receive notice of a meeting of Directors or of a committee of Directors and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Directors or (as the case may be) a committee of Directors duly convened and held provided that:
 - (a) a copy of the resolution is sent or submitted to all the Directors eligible to vote; and
 - (b) a simple majority of Directors has signified its agreement to the resolution in an authenticated document or documents which are received at the registered office within the period of 28 days beginning with the circulation date.

The resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more Directors has signified their agreement.

SECRETARY

51. Subject to the provisions of the Act, a Secretary may be appointed or removed by the Directors.

THE SEAL

52. If the Company should have a Seal, it shall only be used by the authority of the Directors and every instrument to which the Seal shall be applied shall be signed by a Director and shall be countersigned by the Secretary or by a second Director. Every such application of the Seal shall be minuted.

ACCOUNTS

53. The Directors must prepare for each financial year accounts as required by the Companies Act 2006. 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.
54. The Directors must keep accounting records as required by the Companies Act 2006.

AUDIT

55. Auditors shall be appointed and their duties regulated in accordance with the provision of the Act.

WAGES AND WELFARE

56. The terms and conditions of employment of employees of the Company shall be determined by the Board of Directors.

INDEMNITY

57. The Company may indemnify any Director, auditor, reporting accountant or other officer of the Company against any liability incurred by him or her in that capacity to the extent permitted by section 232 to 234 of the Companies Act 2006.

THE COMPANIES (NORTHERN IRELAND) ORDERS 1986 TO 1990

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

MEMORANDUM OF ASSOCIATION

OF

**CONTACT (NORTHERN IRELAND)
COMPANY NUMBER: NI030452**

1. NAME

The name of the Company is CONTACT (NORTHERN IRELAND) (hereinafter called 'the Company').

2. REGISTERED OFFICE

The Company's registered office is situated in Northern Ireland.

3. PURPOSES

The fundamental purpose of CONTACT (NORTHERN IRELAND) is:-

- i. To provide hope and professional support for people at risk of suicide;
- ii. To raise awareness with professionals and the NI population, promoting confident, compassionate, easily accessed suicide prevention care;
- iii. To promote innovative practice within and between systems of care to ensure the learning from evidence based research is shared to significantly reduce the NI suicide death rate.

4. SUPPLEMENTARY COMPANY ACTIVITIES

(1) In furtherance of the said objects but not further or otherwise, the Company may engage in the following activities in promoting the objects:-

- (i) To provide or secure the provision of therapeutic services and refer those in need of professional assistance to the relevant agencies.
- (ii) To provide or secure the provision of advice and information and educational and training programmes designed to raise awareness of the benefits of therapeutic services, and of theories and techniques used in therapy.

- (iii) To promote awareness among the general public of the needs and experiences of people seeking help and in relation to their emotional, mental and physical development and of the benefits of therapy as a significant way of working through difficulties and as a positive option during times of transition and crisis.
- (iv) To train clinical placements who already have relevant qualifications to provide therapeutic services;
- (v) To provide, endow, furnish and fit out with all necessary furniture and other equipment, and maintain such buildings, premises and centres as may from time to time be required for the purposes of the Company.
- (vi) To cause to be written, and printed or otherwise reproduced and circulated, gratuitously or otherwise, periodicals, magazines, books, leaflets or other documents or films or recorded tapes relevant to therapeutic services.
- (vii) To hold conferences, exhibitions, meetings, lectures, classes, seminars and courses either alone or with others.
- (viii) To foster and undertake research into any aspect of the objects of the Company and its work and to disseminate the useful results of any such research.
- (ix) To co-operate and enter into arrangements with any authorities, national, local or otherwise.
- (x) 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, maintain and alter any of the same as are necessary for any of the objects of the Company and (subject to such consents as may be required by law) sell, lease or otherwise dispose of or mortgage any such real or personal estate and to make regulations for the proper supervision, control and management of any real or personal estate which may be so acquired.
- (xi) To issue appeals, hold public meetings and take such other steps as may be required for the purpose of procuring contributions to the funds of the Company in the form of donations, subscriptions or otherwise.
- (xii) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts.
- (xiii) To borrow or raise money for the objects of the Company on such terms and (with such consents as are required by law) on such security as may be thought fit PROVIDED that the Company shall not undertake any permanent trading activities in raising funds for the objects of the Company.

- (xiv) To take and accept any gift of money, property or other assets, whether subject to any special trust or not, for any one or more of the objects of the Company.
- (xv) To invest the moneys of the Company not immediately required for its objects 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.
- (xvi) To make any charitable donation either in cash or assets for the furtherance of the objects of the Company.
- (xvii) 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 Company.
- (xviii) To employ and remunerate such staff as are necessary for carrying out the work of the Company. The Company may employ or remunerate a Director only to the extent it is permitted to do so by clause 5 and provided it complies with the conditions in that clause;
- (xix) To provide indemnity insurance for the Directors or any other officer of the Company in relation to any such liability as is mentioned in sub-clause 2 of this clause, but subject to the restrictions specified in sub-clause 3 of this clause;
- (xx) To amalgamate with any companies, institutions, societies or associations which are charitable at law and have objects altogether or mainly similar to those of the Company and prohibit 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 Company by this Memorandum of Association.
- (xxi) To pay out of the funds of the Company the costs, charges and expenses of and incidental to the formation and registration of the Company.
- (xxii) Set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves.
- (xxiii) To establish where necessary local branches (whether autonomous or not).
- (xxiv) To bring together in conference representatives of voluntary organisations, Government Departments, statutory authorities and individuals.
- (xxv) To collect and disseminate information on all matters relating to its objects, and to exchange such information with other bodies having similar objects whether in the United Kingdom or elsewhere.
- (xxvi) To do all such other lawful Acts as shall further the above objects or any of them.

- (2) The liabilities referred to in sub-clause (1)(xix) are:
 - (a) any liability that by virtue of any rule of law would otherwise attach to a director of a company in respect of any negligence, default, breach of duty or breach of trust of which he or she may be guilty in relation to the Company;
 - (b) the liability to make a contribution to the Company's assets as specified in Article 178 of the Insolvency (Northern Ireland) Order 1989 (wrongful trading).
 - (3) (a) The following liabilities are excluded from sub-clause (2)(a):
 - (i) fines;
 - (ii) costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud, dishonesty or willful or reckless misconduct of the Director or other officer;
 - (iii) liabilities to the Company that result from conduct that the Director or other officer knew or must be assumed to have known was not in the best interests of the Company or about which the person concerned did not care whether it was in the best interests of the Company or not.
 - (b) There is excluded from sub-clause 2(b) any liability to make such a contribution where the basis of the Director's liability is his or her knowledge prior to the insolvent liquidation of the Company (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the Company would avoid going into insolvent liquidation.
5. (1) The income and property of the Company shall be applied solely towards the promotion of the Objects
- (2) (a) A Director is entitled to be reimbursed from the property of the Company or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Company;
 - (b) Subject to the restrictions in sub-clause (4) below, a Director may benefit from trustee indemnity insurance cover purchased at the Company's expense.
 - (c) A Director may receive an indemnity from the Company in the circumstances specified in article 67.
- (3) None of the income or property of the Company may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the Company. This does not prevent a member who is not also a Director receiving:
- (a) a benefit from the Company in the capacity of a beneficiary of the Services of the Company;

- (b) reasonable and proper remuneration for any goods or services supplied to the Company.
- (4) No Director may:
 - (a) buy any goods or services from the Company;
 - (b) sell goods, services , or any interest in land to the Company;
 - (c) be employed by, or receive any remuneration from the Company;
 - (d) receive any other financial benefit from the Company;unless the payment or transaction is:
 - (i) permitted in accordance with, and subject to the conditions in , Section 88 or 93 of the Charities Act (Northern Ireland) 2008; or
 - (ii) previously and expressly authorized in writing by the Charity Commission for Northern Ireland.
- (5) In sub-clauses (2) – (4) of this clause 5:
 - (a) “Company” shall include any company in which the Company:
 - (i) holds more than 50 per cent of the shares; or
 - (ii) controls more than 50 per cent of the voting rights attached to the shares;
or
 - (iii) has the right to appoint one or more directors to the Board of the company.
 - (b) “Director” shall include any child, parent, grandchild, grandparent, brother, sister, spouse or civil partner of the Director or any person living with the Director as his or her partner.
- (6) If a conflict of interest arises for a Director 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 Memorandum or the Articles, the unconflicted Directors may authorise such a conflict of interests where the following conditions apply:
 - (a) the conflicted Director 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 Director does not vote on any such matter and is not to be counted when considering whether a quorum of Directors is present at the meeting;
 - (c) the unconflicted Directors consider it is in the best interests of the Company to authorise the conflict of interest in the circumstances applying.
- 6. The liability of the members is limited.
- 7. Every member of the Company undertakes to contribute to the assets of the Company, in the event of the same being wound up while a member, or within one year after ceasing to be a member, for payment of the debts and liabilities of the Company contracted before it 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 £1.
- 8. (1) The members of the Company may at any time before, and in expectation of, its dissolution resolve that any net assets of the Company after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the Company 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 for use for particular purposes that fall within the Objects.
- (2) Subject to any resolution of the members of the Company, the Directors of the Company may at any time before, and in expectation of, its dissolution resolve that any net assets of the Company after all its debts and liabilities have been paid, or provision has been made for them, shall on dissolution of the Company 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 for use for particular purposes that fall within the Objects.
- (3) In no circumstances shall the net assets of the Company be paid to or distributed among the members of the Company (except to a member that is itself a charity) and if no such resolution is passed by the members or the Directors the net assets of the Company shall be applied for charitable purposes as directed by the High Court or the Commission.

**THE COMPANIES (NORTHERN IRELAND) ORDERS 1986 TO 1990
AND COMPANIES ACT 2006**

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

ARTICLES OF ASSOCIATION

OF

CONTACT (NORTHERN IRELAND)

1. In these articles:-

"the Act"	means the Companies Act (2006) and any statutory modification or re-enactment for the time being in force thereof
"clear days"	in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;
"the Commission"	means the Charity Commission for Northern Ireland;
"communication"	means the same as in the Electronic Communications Act (Northern Ireland) 2001;
"electronic communication"	means the same as in the Electronic Communications Act (Northern Ireland) 2001;
"the Seal"	means the common seal of the Company;
"Secretary"	means any person appointed to perform the duties of the Secretary of the Company;
"the United Kingdom"	means Great Britain and Northern Ireland.

Unless the contrary intention appears, words or expressions contained in these articles shall bear the same meaning as in the Order or any statutory modification thereof in force at the time at which these articles become binding on the Company.

The provisions of the Memorandum to the extent that they could have been contained in the Articles shall take effect as though repeated here.

MEMBERS

2. The members of the Company shall comprise:
 - (i) such persons, employees for at least one year with the Company (not exceeding six at any one time) as may be nominated each year by the employees or members of the Company, with the approval of the Board of Directors.
 - (ii) such persons, neither Employees or Directors, (not exceeding six at any one time) as may be nominated each year by the members of the Company with the approval of the Board of Directors.
 - (iii) such persons currently Company Directors (not exceeding six at any one time) as may be nominated each year by the Directors or members of the Company.

REGISTER OF MEMBERS

3. The Company shall keep a Register of Members in which shall be recorded the name and address of every member, the date on which they became a member and the date on which they ceased to be a member. Every member shall either sign a written consent to become a member or sign the Register of Members on becoming a member. A member shall notify the Secretary in writing within seven days of a change to their name or address. Every member shall be entitled to receive a copy of the Memorandum and Articles of Association of the Company at no charge.

CESSATION OF MEMBERSHIP

4. The rights and privileges of a member shall not be transferable nor transmissible, and all such rights and privileges shall cease upon the member ceasing to be such.
5. A member shall cease to be a member if:-
 - (a) such member ceases to fulfill any of the qualifications specified in these articles; or
 - (b) such member resigns by notice in writing addressed and delivered to the Secretary; or
 - (c) such member is expelled from membership by an ordinary resolution in that behalf carried at a duly convened General Meeting of the Company at which such member shall be first afforded the opportunity to make representations on the matter.

GENERAL MEETINGS

6. The Company shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such and the notices calling it. Not more than fifteen months shall elapse between the date of one Annual General Meeting of the Company and that of the next. Provided that the Company holds its first Annual General Meeting within eighteen months of its incorporation, it need not hold it in the calendar

year of its incorporation or in the following calendar year. The Annual General Meeting shall be held at such time and place as the Board of Directors shall appoint. All General Meetings other than the Annual general Meeting shall be called Extraordinary General meetings.

7. The business of an Annual General Meeting shall comprise:
- The appointment of Board of Directors.
 - The consideration of the report and accounts presented by the Board of Directors.
 - The appointment and the fixing of the remuneration of the Auditor or Auditors.

All other business transacted at an Annual General Meeting shall be deemed special.

8. The Directors may call General Meetings and, on the requisition of members pursuant to the provisions of the Order, shall forthwith proceed to convene a General Meeting in accordance with the provisions of the Order. If there are not within the United Kingdom sufficient Directors to call a General Meeting, any Director or any member of the Company may call a General Meeting.

NOTICE OF GENERAL MEETINGS

9. General Meetings shall be called by at least fourteen clear days' notice but may be called by shorter notice if it is so agreed by a majority in number of the members having a right to attend and vote being a majority together holding not less than ninety per cent of the total voting rights at the meeting of all the members. The notice shall specify the time and place of the meeting and the general nature of the business to be transacted. The notice must also contain a statement setting out the right of members to appoint a proxy under section 324 of the Companies Act. The notice shall be given to all the members and to the Directors and Auditors.
10. Any notice to be given to or by any person pursuant to the articles (other than a notice calling a meeting of Directors) shall be in writing or shall be given using electronic communications to an address for the time being notified for that purpose to the person giving the notice. In this article, "address", in relation to electronic communications, includes any number or address used for the purposes of such communications.
11. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. Proof that notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of forty-eight hours after the envelope containing it was posted or, in the case of a notice contained in an electronic communication, at the expiration of forty-eight hours after the time it was sent.
12. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

13. The Company in General Meeting may decide from time to time to invite by notice any person to a General Meeting of the Company.

PROCEEDINGS AT GENERAL MEETINGS

14. Decisions at General Meetings shall be made by passing resolutions:
- (i) Decisions involving an alteration of the Memorandum and Articles of Association of the Company and other decisions so required by statute shall be made by special resolution. A special resolution is one passed by a majority of not less than three-fourths of members present and voting at a General Meeting.
 - (ii) All other decisions shall be made by ordinary resolution requiring a simple majority of members present and voting.
15. No business shall be transacted at a General Meeting unless a quorum is present at the time when the meeting proceeds to business. Four members present in person or by proxy 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 upon 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 time and place as the Board of Directors may determine. If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the members present in person or by proxy at that time shall constitute the quorum for that meeting.
16. The Chairperson, or in his/her absence the Vice-Chairperson, shall chair every General Meeting of the Company or, if there is no such Chairperson, or if he/she is not present within fifteen minutes after the time appointed for the holding of the meeting the Board of Directors present shall elect one of their number to chair the meeting.
17. If at any meeting no Director is willing to act as Chairperson or if no Director is present within 15 minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be Chairperson of the meeting.
18. The Chairperson may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Otherwise, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
19. At any General Meeting a resolution put to the vote shall be decided on a show of hands unless before, or on the declaration of the result of the show of hands, a poll is duly demanded. Subject to the provisions of the Order, a poll may be demanded:
- (i) by the Chairperson; or

- (ii) by any members present in person or by proxy and representing not less than fifty per cent of the total voting rights of all the members having the right to vote at the meeting.

The demand for a poll may be withdrawn.

20. Unless a poll is duly demanded, a declaration by the Chairperson that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry made to that effect in the minutes of the meeting, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
21. In the case of an equality of votes, whether on a show of hands or on a poll, the chairperson of the meeting shall not be entitled to a second or casting vote.
22. A poll demanded on the election of a chairperson, or on a question of adjournment, shall be taken immediately. A poll demanded on any other question shall be taken at such time as the chairperson of the meeting directs, and any business other than that upon which a poll has been demanded may proceed pending the taking of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

WRITTEN RESOLUTIONS

23. 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 per cent) of the members who would have been entitled to vote upon it had it been proposed at a General Meeting shall be effective provided that a copy of the proposed resolution has been sent to every eligible member and a simple majority (or in the case of a special resolution a majority of not less than 75 per cent) of members has signified its agreement to the resolution in an authenticated document which has been received at the registered office within the period of 28 days beginning with the circulation date. A resolution in writing may comprise several copies to which one or more members have signified their agreement. In the case of a member that is an organisation, its authorised representative may signify its agreement.

VOTES OF MEMBERS

24. On a show of hands or on a secret ballot every member who is present in person or by proxy, unless the proxy is himself/herself a member entitled to vote, shall have one vote.
25. The appointment of a proxy shall be executed by or on behalf of the appointor and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Directors may approve)-

"CONTACT (NORTHERN IRELAND)

I/We of in
the county of being a member/members of the
above named company, hereby appoint of
or failing him/her of

as my/our proxy to vote in my/our name(s) and on my/our behalf at the general meeting of the company to be held on the day of 20 and at any adjournment thereof.

Signed this day of 20

26. Where it is desired to afford members an opportunity of instructing the proxy how he/she shall act the appointment of a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Directors may approve)-

"CONTACT (NORTHERN IRELAND)

I/We..... ofin the county ofbeing a member/members of the above named company, hereby appoint of or failing him/her of as my/our proxy to vote in my/our name(s) on my/our behalf at the general meeting of the company to be held on the day of 20..... and at any adjournment thereof.

This form is to be used in respect of the resolutions mentioned below as follows:

Resolution No. 1 * for * against

Resolution No. 2 * for * against

* Strike out whichever is not desired.

Unless otherwise instructed the proxy will vote as he/she thinks fit or abstain from voting.

Signed this day of 20"

27. The appointment of a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the Directors may:
- (a) in the case of an instrument in writing, be deposited at the registered office of the Company or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Company in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
 - (b) in the case of an appointment contained in an electronic communication, where an address has been specified for the purpose of receiving electronic communications-
 - (i) in the notice convening the meeting, or
 - (ii) in any instrument of proxy sent out by the Company in relation to the meeting, or
 - (iii) in any invitation contained in an electronic communication to appoint a proxy issued by the Company in relation to the meeting,

be received at such address not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote;

- (c) in the case of a secret ballot taken more than 48 hours after it is demanded, be deposited or received as aforesaid after the secret ballot has been demanded and not less than 24 hours before the time appointed for the taking of the secret ballot; or
- (d) where the secret ballot is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the secret ballot was demanded to the Chairperson or to the Secretary or to any Director;

and an appointment of proxy which is not deposited, delivered or received in a manner so permitted shall be invalid. In calculating the periods mentioned in (a), (b), (c) and (d) above, no account shall be taken of any part of a day that is not a working day. In this article and the next, "address", in relation to electronic communications, includes any number or address used for the purposes of such communications.

- 28. A vote given or a secret ballot demanded by proxy shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a secret ballot unless notice of the determination was received by the Company at the office or at such other place at which the instrument of proxy was duly deposited or, where the appointment of the proxy was contained in an electronic communication, at the address at which the appointment was duly received before the commencement of the meeting or adjourned meeting at which the vote is given or the secret ballot demanded or (in the case of a secret ballot taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the secret ballot.

DIRECTORS

- 29. Unless otherwise determined by the Company in General Meeting, the number of Directors shall not be more than six nor less than three.
- 30. The Directors must not be paid any remuneration unless it is authorised by clause 5 of the Memorandum.

BORROWING MONEY

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

POWERS AND DUTIES OF THE DIRECTORS

- 32. The business of the Company shall be managed by the Board of Directors who may pay all expense of the formation of the Company as they think fit and may exercise all such powers of the Company as are not required to be exercised or done by the Company in General Meeting.

Any such requirement may be imposed either by the Order or these Articles or by regulation made by the Company in General Meeting, but no such regulation shall invalidate any prior act of the Board which would have been valid if that regulation was not made.

33. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for money paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed as the case may be in such manner as the Board of Directors shall from time to time by resolution determine.
34. The Board of Directors shall cause minutes to be made:
 - a) Of all appointments of Officers made by the Board of Directors.
 - b) Of all the names of the Directors present at each meeting of the Board of Directors.
 - c) Of all resolutions and proceedings at all meetings of the Company and all meetings of the Board of Directors.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

35. The office of a Director shall be vacated if:
 - a) He/she resigns his/her office in writing to the Company; or
 - b) He/she is absent from two successive meetings of the Board of Directors without giving adequate reason and the Board of Directors resolve by a majority that the office is to be vacated; or
 - c) He/she becomes bankrupt or makes any arrangements or composition with his/her creditors generally; or
 - d) ceases to be a Director by virtue of any provision in the Order or is prohibited by law from being a director;
 - e) is disqualified from acting as a Trustee by virtue of section 87 of the Charities Act (Northern Ireland) 2008 (or any statutory re-enactment or modification of that provision);
 - f) He/she becomes incapable by reason of mental disorder, illness or injury of managing or administering his/her property and affairs; or
 - g) He/she is removed from office by resolution of the Company in General Meeting in accordance with Article 311 of the Order and Article 39 herein.
 - h) He/she has not been dismissed from any previous employment for any action past or current that may bring the Company into disrepute and the Board of Directors resolve by a majority that the office is to be vacated.

36. A Director 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 Company or in any transaction or arrangement entered into by the Company which has not previously been declared. A Director must absent himself or herself from any discussions of the Directors in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Company and any personal interest (including but not limited to any personal financial interest).

ELECTION OF BOARD MEMBERS

37. At every Annual General Meeting, one-third of the Directors for the time being shall retire from office, or if their number is not three or a multiple of three, then the number nearest one-third shall retire. The Directors to retire in every year shall be those who have been longest in office since their last election, but as between persons who became Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
38. A retiring board member shall be eligible to be nominated for re-election PROVIDED that no officer shall be entitled to serve for more than six consecutive years in the same office.
39. The Company at the meeting at which a Board Member retires in manner aforesaid may fill the vacated office by electing a person thereto and in default the retiring Board Member shall, if offering him/herself for re-election be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such member shall have been put to the meeting and lost.
40. The Board shall have the power at any time to fill a casual vacancy. Any Board Member so appointed shall hold office only until the close of the next Annual General Meeting of the Company, and shall then be eligible for re-election at such AGM. The Board shall also have the power to co-opt up to three members of the Company to act as additional members. Such co-opted members shall have the right to vote and to serve until the next following Annual General Meeting PROVIDED that at no time shall the number of co-opted members exceed one-half of the total number of members on the Board.
41. The Company may by ordinary resolution of which special notice has been given in accordance with the Order remove any Board Member before the expiration of his/her period of office notwithstanding anything in these Articles or in agreement between the Company and such member. The Company may by ordinary resolution appoint another person in place of a Board Member so removed under this Article.

PROCEEDINGS OF THE BOARD OF DIRECTORS

42. The Board of Directors shall meet together at least four times a year and shall convene, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes, the Chairperson shall have a second or casting vote.
43. The quorum necessary for the transaction of business of the Board of Directors shall be 50 per cent of the membership of the Board for the time being.

44. The Board may act notwithstanding any vacancy in their body, but if and so long as their number is reduced below the number fixed by or pursuant to the Articles of the Company as the necessary quorum of members, the Board may act for the purpose of increasing the number of members to that number, or of summoning a General Meeting of the Company, but for no other purpose.
45. Meetings of the Board shall be presided over by the Chairperson, failing whom, its Vice-Chairperson. If at any meeting the Chairperson or Vice-Chairperson is not present within five minutes after the time appointed for holding the same, the Directors present may choose one of their number to chair the meeting.
46. The Board of Directors may delegate any of its powers to committees consisting of such persons as it thinks fit; But shall record in its minutes of the meeting the fact of such delegation. Any committee so formed shall conform to any regulations that may be imposed on it by the Board of Directors. All such committees shall have a minimum of one Director present at its meetings. All acts and proceedings of any committees must be fully and promptly reported to the Directors.
47. A sub-committee may elect a chairperson of its meeting; 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 chair the meeting.
48. A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes, the chairperson shall have a second or casting vote.
49. All acts done by any meeting of the Board of Directors or of a sub-committee, or by any person acting as a board member, shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Board member.
50. A resolution in writing agreed by a simple majority of all the Directors entitled to receive notice of a meeting of Directors or of a committee of Directors and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Directors or (as the case may be) a committee of Directors duly convened and held provided that:
 - (a) a copy of the resolution is sent or submitted to all the Directors eligible to vote; and
 - (b) a simple majority of Directors has signified its agreement to the resolution in an authenticated document or documents which are received at the registered office within the period of 28 days beginning with the circulation date.

The resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more Directors has signified their agreement.

SECRETARY

51. Subject to the provisions of the Act, a Secretary may be appointed or removed by the Directors.

THE SEAL

52. If the Company should have a Seal, it shall only be used by the authority of the Directors and every instrument to which the Seal shall be applied shall be signed by a Director and shall be countersigned by the Secretary or by a second Director. Every such application of the Seal shall be minuted.

ACCOUNTS

53. The Directors must prepare for each financial year accounts as required by the Companies Act 2006. 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.
54. The Directors must keep accounting records as required by the Companies Act 2006.

AUDIT

55. Auditors shall be appointed and their duties regulated in accordance with the provision of the Act.

WAGES AND WELFARE

56. The terms and conditions of employment of employees of the Company shall be determined by the Board of Directors.

INDEMNITY

57. The Company may indemnify any Director, auditor, reporting accountant or other officer of the Company against any liability incurred by him or her in that capacity to the extent permitted by section 232 to 234 of the Companies Act 2006.

16 MAY 2017

12 May 2017

Reference Number: CW/16/002
Casework Type: Regulated Consent – Section 96
Organisation: Contact (Northern Ireland)

Consent to change to articles

Thank you for your correspondence of 5 January 2017, seeking written consent from the Charity Commission for Northern Ireland to an amendment to Contact (Northern Ireland)'s articles of association.

Having examined the revised articles, I am writing to tell you that the Commission consents to the revised objects clause in the articles 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 from 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
Email: admin@charitycommissionni.org.uk

22 JUN 2017

The Tribunal can be contacted at:

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

If an affected person decides to appeal to the Charity Tribunal, an appeal should be lodged at the above address within 42 days after the issue of this letter. 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.

Should you have further queries, please contact me on:

Tel: (028) 3832 0220
Textphone: (028) 3834 7639
Fax: (028) 3834 5943
Email: furtherinfo@charitycommissionni.org.uk

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

Yours sincerely