



N1054434

## Company limited by guarantee

### Articles of Association for a Charitable Company

#### Articles of Association of Women 's Aid Antrim, Ballymena, Carrickfergus , Larne and Newtownabbey

1. The company's name is Women's Aid Antrim, Ballymena, Carrickfergus, Larne and Newtownabbey (and in this document it is called the 'charity' and/or the 'Group').

### Interpretation

2. In the articles:



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

'**the articles**' means the charity's articles of association and 'article' refers to a particular Article;

'**the charity**' means the company intended to be regulated by the articles;

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

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

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

'**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**' in relation to article 7, sub-clause (2) of article 9 and sub-clause (2) of article 47 'connected person' means:

- (1) a child, parent, grandchild, grandparent, brother or sister of the director;
- (2) the spouse or civil partner of the director or of any person falling within sub-clause (1) above;
- (3) a person carrying on business in partnership with the director or with any person falling within sub-clause (1) or (2) above;

- (4) an institution which is controlled –
  - (a) by the director or any connected person falling within sub-clause (1), (2), or (3) above; or
  - (b) by two or more persons falling within sub-clause 4(a), when taken together
- (5) a body corporate in which –
  - (a) the director or any connected person falling within sub-clauses (1) to (3) has a substantial interest; or
  - (b) two or more persons falling within sub-clause (5) (a) who, when taken together, have a substantial interest.
  - (c) Schedule 5 of the Charities Act (Northern Ireland) 2008 applies for the purposes of interpreting the terms used in this article.

**'director'** means a director of the company, and includes any person occupying the position of director, by whatever name called. The directors are charity trustees as defined by section 180 of the Charities Act (Northern Ireland) 2008;

**'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;

**'ordinary resolution'** has the meaning given in section 282 of the Companies Act 2006;

**'proxy notice'** has the meaning given in article 22;

**'officers'** includes the directors and the secretary (if any);

**'the seal'** means the common seal of the charity if it has one;

**'secretary'** means any person appointed to perform the duties of the 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;

**'the 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. The liability of the members is limited to a sum not exceeding £10, being the amount that each member undertakes to contribute to the assets of the charity in the event of its being wound up while he, she or it is a member or within one year after he, she or it ceases to be a member, for:

- (1) payment of the charity's debts and liabilities incurred before he, she or it ceases to be a member;
- (2) payment of the costs, charges and expenses of winding up; and
- (3) adjustment of the rights of the contributories among themselves.

### **Objects**

4. The charity's objects ('**Objects**') are specifically restricted to the following: to meet the needs of women, children and young people who have been affected by domestic violence (mentally, physically, verbally, sexually, financially, or emotionally). These needs will be determined through regular consultation with the women, children and young people who use or have used the services of the Group.

Nothing in the articles will authorise an application of the property of the charity for purposes, which are not charitable in accordance with any statutory provision regarding the meaning of the word "charitable", or the words "charitable purposes" in force in any part of the United Kingdom and/or Republic of Ireland and/or the European Union or elsewhere.

For the avoidance of doubt, the system of law governing the articles of association of the charity is the law of Northern Ireland.

## **Powers**

5. In furtherance of otherwise so that the aforesaid nothing herein objects but not shall operate so further as to constitute a non-charitable activity, the group shall pursue the aforesaid objects by the following means and by the following powers:-

- (1) To provide temporary refuge in the Ballymena area for abused women, children and young people on a self-help basis, encouraging women to determine their own futures and helping every woman to become aware of her own capabilities and potential.
- (2) To provide and support adequate aftercare services for women, children and young people.
- (3) To promote support and resource services to help all women, children and young people whether or not they are resident or have left a refuge.
- (4) To cater for the emotional and educational needs of children and young people who have experienced violence within the home and work to establish adequate support for them.
- (5) To provide adequate support systems for women and children who have been victims of incest or who have been sexually abused.
- (6) To publicise the existence of the Group's resources throughout the Antrim, Ballymena, Carrickfergus, Larne and Newtownabbey areas.
- (7) To encourage statutory authorities and other agencies to recognise their obligations, legal and otherwise, towards abused women, children and young people and to act accordingly towards the prevention of abuse and provision of services.
- (8) To promote and generally educate and inform the public, media, police, courts, social services and any other authority with respect to this position of women and children in our society.
- (9) To plan, co-ordinate and organize publicity provided that such is consistent with the charitable status of the group.
- (10) To provide appropriate training towards the prevention of further abuse of women, children and young people.

- (11) To encourage research into the causes, consequences and prevention of the abuse of women, children and young people and to publicise the relevant results of such research.
- (12) To provide and equip premises and centres required for the purposes of the Group.
- (13) To organise, sponsor and conduct (whether alone or with others) educational and training courses and meetings, conferences and exhibitions.
- (14) To publish and distribute materials relating to the work of the Group.
- (15) To employ all such officers and servants as may be required for the purposes of the Group (not being members of its Board of Directors) and to make all reasonable and necessary provisions for the payment of pensions and superannuation to or on behalf of such officers or servants (including former officers or servants), their widows and dependants.
- (16) To receive and administer and allocate grants and gifts made available to the Group for its aforesaid objects (and whether or not such grants or gifts are made from such public funds or otherwise) under the terms and conditions attached to such grants and gifts.
- (17) To collect, co-ordinate and make available any form of communication) information activities of the Group. (by publication or relative to the activities of the Group;
- (18) To act as trustees and to undertake or accept any such specific tasks or responsibilities (including advisory functions) where same will advance the aforesaid objects.
- (19) To purchase, take on lease, in fee farm or in exchange, hire or otherwise acquire in any manner, any real or personal property and any rights or privileges necessary or convenient for the promotion of the objects of the Group.
- (20) To invest the moneys of the Group not immediately required for its purpose 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 as hereinafter provided.
- (21) To borrow or raise money in such manner and upon such terms as the Group shall think fit and in particular upon the security by way of mortgage, charge, debenture or otherwise howsoever on all or any part of the property of the Group.

- (22) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Group.
- (23) To transfer (whether or not for valuable consideration) any part of the property or assets of the Group not required for the purposes for which it is formed to any charitable body or a charitable purpose having similar objects to those of the Group provided that such body is not carrying on business for profit or gain and does not distribute its income or property by way of dividend, bonus or otherwise amongst members.
- (24) To federate or amalgamate with, or become affiliated to, any charitable body whose objects are similar to or complement in any way the objects of the Group and to acquire and undertake all or any part of the assets, liabilities and engagements of any such body which the Group may lawfully acquire.
- (25) To do all or any of the above things as principals, agents, trustees or otherwise and by or through trustees, agents or otherwise.
- (26) To raise funds for the objects of the Group by public subscription and appeals provided the Group shall not undertake any form of permanent trading.
- (27) To do all such other lawful things necessary for the attainment of the above objects.

PROVIDED THAT:

- (i) In case the Group shall take or hold any property, which may be subject to any trusts, the Group shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
- (ii) The Group shall not support with its funds any object, or endeavour to impose or procure to be observed by its members or others, any regulation, restriction or condition which if an object of the Group would make it a Trade Union.
- (iii) And throughout this Clause the word "body" includes any association, institution or aggregate of persons, whether incorporated or unincorporated.

## **Application of income and property**

6. Income and property of the Group shall be applied solely towards the promotion of its objects as set forth in the Articles 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 Group and no member of its Board of Directors shall save as below receive any remuneration or other benefit in money or money's worth from the Group provided that nothing herein shall prevent any payment in good faith by the Group:
- (a) of reasonable and proper remuneration to any member, officer or servant of the Group not being a member of its Board of Directors for any services rendered to the Group.
  - (b) of interest on money lent by any member of the Group or of its Board of Directors at a rate per annum not exceeding 2% less than the base lending rate prescribed for the time being by the Bank appropriate to the Group or 3% whichever is the greater.
  - (c) of reasonable and proper rent from premises demised or let by any member of the Group or of its Board of Directors.
  - (d) of fees, remuneration or other benefit in money or money's worth to a Group of which a member of the Board of Directors may be a member holding not more than one hundredth part of the capital of that Group.
  - (e) to any member of its Board of Directors of reasonable out-of-pocket expenses.

## **Benefits and payments to charity directors and connected persons**

### **General provisions**

7.

- (1) No director or connected person may:
- (a) buy any goods or services from the charity on terms preferential to those applicable to members of the public;
  - (b) sell goods, services, or any interest in land to the charity;
  - (c) be employed by, or receive any remuneration from, the charity;
  - (d) receive any other financial benefit from the charity;

unless the payment is permitted by sub-clause (2) of this article, or authorised by the court or the Charity Commission. In this article, a 'financial benefit' means a benefit, direct or indirect, which is either money or has a monetary value.

### **Circumstances in which charity directors or connected persons may benefit**

- (2)
- (a) A director or connected person may receive a benefit from the charity in the capacity of a beneficiary of the charity provided that only a minority of the directors benefit in this way.
  - (b) A director or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the charity where that is permitted in accordance with, and subject to the conditions in, sections 88, 89 and 90 of the Charities Act (Northern Ireland) 2008.
  - (c) Subject to sub-clause (3) of this article a director or connected person may provide the charity with goods that are not supplied in connection with services provided to the charity by the director or connected person.
  - (d) A director or connected person may receive interest on money lent to the charity at a reasonable and proper rate, which must be not more than the Bank of England bank rate (also known as the base rate).



- (e) A director or connected person may receive rent for premises let by the director or connected person to the charity. The amount of the rent and the other terms of the lease must be reasonable and proper. The director concerned must withdraw from any meeting at which such a proposal, the rent, or other terms of the lease are under discussion.
- (f) A director or connected person may take part in the normal trading and fundraising activities of the charity on the same terms as members of the public.

### **Payment for supply of goods only– Conditions**

- (3) The charity and its directors may only rely upon the authority provided by sub-clause (2)(c) of this article if each of the following conditions is satisfied:
  - (a) The amount or maximum amount of the payment for the goods is set out in an agreement in writing between the charity or its directors (as the case may be) and the director or connected person supplying the goods ('the supplier') under which the supplier is to supply the goods in question to or on behalf of the charity.
  - (b) The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.
  - (c) The other directors must be satisfied that it is in the best interests of the charity to contract with the supplier rather than with someone who is not a director or connected person. In reaching that decision, the directors must balance the advantage of contracting with a director or connected person against the disadvantages of doing so.
  - (d) The supplier must be absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the charity.
  - (e) The supplier must not vote on any such matter and must not be counted when calculating whether a quorum of directors is present at the meeting.
  - (f) The directors must have had regard to any guidance given by the Commission concerning the making of such agreements before entering into an agreement with the supplier.

- (g) The reason for their decision must be recorded by the directors in the minute book.
  - (h) The number of directors in receipt of remuneration or payments authorised by article 7 or connected to a supplier must form a minority of those then in office.
  - (i) The duty of care in section 1(1) of the Trustee Act (Northern Ireland) 2001 is applied to each director when making such a decision as mentioned in Article 7(3)(c).
- (4) In sub-clauses (1), (2) and (3) of this article:
- (a) 'charity' includes any company in which the charity:
    - (i) holds more than 50% of the shares; or
    - (ii) controls more than 50% 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) 'connected person' includes any person within the definition in article 2 'Interpretation'.

### **Declaration of directors' interests**

8. 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 charity, or in any transaction or arrangement entered into by the charity, which has not previously been declared. A director must absent himself or herself from any discussions of the charity directors 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 director must not be counted in any vote or quorum on this matter.

### **Conflicts of interests and conflicts of loyalties**

- 9.
- (1) If a conflict of interests 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 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; and
  - (c) the unconflicted directors consider it is in the interests of the charity to authorise the conflict of interests in the circumstances applying.
- (2) In this article, a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict, which does not involve a direct or indirect benefit of any nature to a director or to a connected person.

## **Members**

10.

- (1) The subscribers to the memorandum are the first members of the charity.
  - (2) Membership is open to other individuals or organisations who:
    - (a) apply to the charity in the form required by the directors; and
    - (b) are approved by the directors.
  - (3)
    - (a) The directors 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.
    - (b) The directors must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.
    - (c) The directors must consider any written representations the applicant may make about the decision. The directors' decision following any written representations must be notified to the applicant in writing and is final.
- (3) Membership is not transferable.

- (4) The directors must keep a register of names and addresses of the members.

### **Classes of membership**

11.

- (1) The directors may establish classes of membership with different rights and obligations and must record the rights and obligations in the register of members.
- (2) The directors may not directly or indirectly alter the rights or obligations attached to a class of membership other than in accordance with article 11(3).
- (3) The rights attached to a class of membership may only be varied if:
  - (a) three-quarters of the members of that class consent in writing to the variation; or
  - (b) a special resolution is passed at a separate general meeting of the members of that class agreeing to the variation.
- (4) The provisions in the articles about general meetings must apply to any meeting relating to the variation of the rights of any class of members.

### **Termination of membership**

12. Membership is terminated if:

- (1) the member dies or, if it is an organisation, ceases to exist;
- (2) the member resigns by giving at least 7 clear days' 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 directors 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 directors 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**

13.

- (1) All general meetings other than annual general meetings shall be called extraordinary general meetings.
- (2) An annual general meeting must be held in each year and not more than fifteen months may elapse between successive annual general meetings.

14. The directors may call a general meeting at any time.

### **Notice of general meetings**

15.

- (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 it is so agreed in the case of an annual general meeting, by all the members entitled to attend and vote thereat; and in the case of any other meeting by a majority in number of the members having a right to attend and vote being a majority together holding not less than ninety-five per cent of the total voting rights at the meeting of all the members.
- (3) The notice must 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 22.

- (4) The notice must be given to all the members and to the directors and auditors.

16. The proceedings at a meeting will not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the charity.

### **Proceedings at general meetings**

17.

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

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 such time as subject to article 18(2) and place as the directors determine.

- (2) The directors must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting.
- (3) If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the members present in person or by proxy at that time constitute the quorum for that meeting.

### **Chairperson**

19.

- (1) General meetings must be chaired by the person who has been appointed to chair meetings of the directors.
- (2) If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a director nominated by the directors must chair the meeting.
- (3) If there is only one director present and willing to act, he or she must chair the meeting.
- (4) If no director is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present in person or by proxy and entitled to vote must choose one of their number to chair the meeting.

### **Adjournment**

20.

- (1) The members present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting must be adjourned.
- (2) The person who is chairing the meeting must decide the date, as subject to article 20(4), time and place at which the meeting is to be reconvened unless those details are specified in the resolution.
- (3) No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.
- (4) If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice must be given of the reconvened meeting stating the date, time and place of the meeting.

### **Resolutions**

21.

- (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 authorized 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; or
  - (c) by a member or members present in person or by proxy representing not less than one-tenth of the total voting rights of all the members 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**

22.

- (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 directors 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**

23.

- (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**

24.

- (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**

25. Subject to article 11, every member, whether an individual or an organisation has one vote.

26. 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.

27.

- (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.

### **Directors**

28.

- (1) A director must be a natural person aged 16 years or older.
- (2) No one may be appointed a director if he or she would be disqualified from acting under the provisions of article 40.

29. The minimum number of directors must be 3 but (unless otherwise determined by ordinary resolution) is not subject to any maximum.

30. A director may not appoint an alternate director or anyone to act on his or her behalf at meetings of the directors.

### **Powers of directors**

31.

- (1) The directors 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) No alteration of the articles or any special resolution shall have retrospective effect to invalidate any prior act of the directors.

32. Not used

### **Retirement of directors**

33. At the first annual general meeting, all the directors must retire from office unless by the close of the meeting the members have failed to elect sufficient directors to hold a quorate meeting of the directors. At each subsequent annual general meeting, one-third of the directors or, if their number is not three or a multiple of three, the number nearest to one-third, must retire from office. If there is only one director, he or she must retire.

34.

- (1) The directors to retire by rotation must be those who have been longest in office since their last appointment. If any directors became or were appointed directors on the same day, those to retire must (unless they otherwise agree among themselves) be determined by lot.
- (2) If a director is required to retire at an annual general meeting by a provision of the articles, the retirement must take effect upon the conclusion of the meeting.

### **Appointment of directors**

35. The charity may by ordinary resolution:

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

36. No person other than a director retiring by rotation may be appointed a director at any general meeting unless:

- (1) he or she is recommended for re-election by the directors; or
- (2) not less than fourteen nor more than thirty-five clear days before the date of the meeting, the charity is given a notice that:
  - (a) is signed by a member entitled to vote at the meeting;
  - (b) states the member's intention to propose the appointment of a person as a director;
  - (c) contains the details that, if the person were to be appointed, the charity would have to file at Companies House; and
  - (d) is signed by the person who is to be proposed to show his or her willingness to be appointed.

37. All members who are entitled to receive notice of a general meeting must be given not less than seven nor more than twenty-eight clear days' notice of any resolution to be put to the meeting to appoint a director other than a director who is to retire by rotation.

38.

- (1) The directors may appoint a person who is willing to act to be a director.
- (2) A director appointed by a resolution of the other directors must retire at the next annual general meeting and must not be taken into account in determining the directors who are to retire by rotation.

39. The appointment of a director, whether by the charity in general meeting or by the other directors, must not cause the number of directors to exceed any number fixed as the maximum number of directors.

### **Disqualification and removal of directors**

40. A director must cease to hold office if he or she:

- (1) ceases to be a director by virtue of any provision in the Companies Acts or is prohibited by law from being a director;
- (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 company, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a director and may remain so for more than three months;
- (5) resigns as a director by notice to the charity (but only if at least three directors will remain in office when the notice of resignation is to take effect);
- (6) is absent without the permission of the directors from all their meetings held within a period of six consecutive months and the directors resolve that his or her office be vacated.

### **Remuneration of directors**

41. The directors must not be paid any remuneration unless it is authorised by article 7.

### **Quorum for directors' meeting**

42.

- (1) No decision may be made by a meeting of the directors 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 directors in which a participant or participants may communicate with all the other participants.
- (2) The quorum must be three, or such larger number as may be decided from time to time by the directors.

- (3) A director must not be counted in the quorum present when any decision is made about a matter upon which that director is not entitled to vote.

### **Proceedings of directors**

43.

- (1) The directors may regulate their proceedings as they think fit, subject to the provisions of the articles.
- (2) Any director may call a meeting of the directors.
- (3) The secretary (if any) must call a meeting of the directors if requested to do so by a director.
- (4) Questions arising at a meeting must be decided by a majority of votes.
- (5) In the case of an equality of votes, the person who is chairing the meeting has a second or casting vote.
- (6) A meeting may be held by suitable electronic means agreed by the directors in which each participant may communicate with all the other participants.

44. If the number of directors is less than the number fixed as the quorum, the continuing directors or director may act only for the purpose of filling vacancies or of calling a general meeting.

### **Chairperson**

45.

- (1) The directors must appoint a director to chair their meetings and may at any time revoke such appointment.
- (2) If no one has been appointed to chair meetings of the directors or if the person appointed is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the directors present may appoint one of their numbers to chair that meeting.

- (3) The person appointed to chair meetings of the directors must have no functions or powers except those conferred by the articles or delegated to him or her by the directors.

### **Directors' written resolutions**

46.

- (1) A resolution in writing signed by all the directors on the matter will be as valid and effectual as if it had been passed at a meeting of the directors duly convened and held and may consist of several documents in like form each signed by one or more directors. The date of a written resolution will be the date on which the last director entitled to vote signs.
- (2) A resolution which is approved by email in accordance with this clause will be as valid and effectual as if it had been passed at a directors meeting duly convened and held, provided the following conditions are complied with:
- (a) such a resolution must be approved by email by all the directors entitled to vote on the matter;
  - (b) approval must be received by the person nominated in advance by the directors for that purpose (the "recipient"); and
  - (c) approval from a director must be sent from an email address previously notified in writing (not using electronic means) by that director to the charity as intended for use by that director for the purpose.
- (3) Following receipt of all responses on any resolution, the recipient shall circulate a further email to all of the directors confirming whether the resolution has been formally approved by the directors in accordance with this clause.
- (4) The date of a resolution shall be the date of the email from the recipient confirming formal approval.

### **Delegation**

47.



- (1) The directors may delegate any of their powers or functions to a committee of two or more directors but the terms of any delegation must be recorded in the minute book.
- (2) The directors 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 directors.
- (3) The directors may revoke or alter a delegation.
- (4) All acts and proceedings of any committees must be fully and promptly reported to the directors.

#### **Validity of directors' decisions**

48.

- (1) Subject to article 47(2), all acts done by a meeting of directors, or of a committee of directors, are valid notwithstanding the participation in any vote of a director:
  - (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 director; and
- (b) that director being counted in the quorum;

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

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

### **Seal**

49. If the charity has a seal, it must only be used by the authority of the directors or of a committee of directors authorised by the directors. The directors may determine who must sign any instrument to which the seal is affixed and unless otherwise so determined it must be signed by a director and by the secretary (if any) or by a second director.

### **Minutes**

50. The directors must keep minutes of all:

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

### **Accounts**

51.

- (1) The directors 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 directors must keep accounting records as required by the Companies Act and charity legislation.

### **Annual Report and Return and Register of Charities**

52.

- (1) The directors 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 directors must notify the Commission promptly of any changes to the charity's entry on the register of charities.

### **Means of communication to be used**

53.

- (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 director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.

54. 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.

55.

- (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.

56. 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.

57.

- (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 company can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Companies Act 2006.
- (3) In accordance with section 1147 of the Companies Act 2006 notice 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**

58. Subject to the provisions of the Companies Act 2006, but without prejudice to any indemnity to which a director may otherwise be entitled, every director or other officer or auditor of the Group shall be indemnified out of the assets of the Group against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Group.

59. Not used.

60. Not used.

### **Disputes**

61. 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**

62. Every member of the Group undertakes to contribute to the assets of the Group in the event of its being wound up while he is a member or within one year after he ceases to be a member, for payment of the debts and liabilities of the Group contracted before he 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 amongst themselves, such amount as may be required not exceeding £10.

63.

- (1) The members of the charity may at any time before, and in expectation of, its dissolution resolve that any net assets of the charity after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the charity be applied or transferred in any of the following ways:

- (a) directly for the Objects; or
  - (b) to any charity or charities for the 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 directors 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,
  - (a) directly for the Objects; or
  - (b) to any charity or charities for purposes similar to the Objects' or
  - (c) to any charity or charities for use for particular purposes that fall within the objects.
- (3) In no circumstances shall the net assets of the charity be paid to or distributed among the members of the charity (unless they shall also be a charity) and if no resolution in accordance with Article 63.1 or 63.2 is passed by the members the net assets of the charity shall be applied for charitable purposes as directed by a court or the Commission.

Ms Rosie Timoney  
Carson McDowell  
Murray House  
Murray Street  
Belfast  
BT1 6DN

9 June 2020

**Reference Number:** CW/20/039  
**Casework Type:** s96

**Consent to change to articles**

Dear Ms Timoney

Thank you for your correspondence of 3 February 2020 seeking written consent from the Charity Commission for Northern Ireland to an amendment to Women's Aid Antrim, Ballymena, Carrickfergus, Larne and Newtownabbey's Articles of Association.

Having examined the revised articles, the Commission consents to the revised objects clause at article 4 and the revised dissolution clause at articles 62-63 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.

257 Lough Road  
Lurgan  
Craigavon  
Northern Ireland  
BT66 6NQ

Tel: 028 3832 0220  
Text: 028 3834 7639  
Fax: 023 3834 5943  
Web: [www.charitycommissionni.org.uk](http://www.charitycommissionni.org.uk)  
Email: [admin@charitycommissionni.org.uk](mailto:admin@charitycommissionni.org.uk)

If you are registered with the Charities Regulatory Authority in the Republic of Ireland, you must also provide it with a copy of the adopted articles.

### **Right to appeal**

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

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

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

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

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

Yours sincerely

The Casework Team