



FILE COPY

**CERTIFICATE OF INCORPORATION
OF A
PRIVATE LIMITED COMPANY**

Company Number **NI631969**

The Registrar of Companies for Northern Ireland hereby certifies that

IONAD UÍBH EACHACH

is this day incorporated under the Companies Act 2006 as a private company, that the company is limited by guarantee, and the situation of its registered office is in Northern Ireland

Given at Companies House on **17th June 2015**



NNI631969Q



Companies House



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

IN01

Application to register a company



Companies House

COMPANIES HOUSE
FEE PAID
BELFAST

A fee is payable with this form.
Please see 'How to pay' on the last page.



JNI *J4909E09* 16/06/2015 #6
COMPANIES HOUSE
JNI *J4949YW8* 08/06/2015 #22
COMPANIES HOUSE
JNI *J48FAR40* 29/05/2015 #17
COMPANIES HOUSE

✓ What this form is for
You may use this form to register a
private or public company.

✗ What this form is NOT for
You cannot use this form to re-
a limited liability partnership.
this, please use form LL IN01.

Part 1 Company details

A1 Company name

To check if a company name is available use our WebCheck service and select
the 'Company Name Availability Search' option:

www.companieshouse.gov.uk/info

Please show the proposed company name below.

Proposed company
name in full ① Ionad Uíbh Eachach

For official use NI 631969

→ Filling in this form

Please complete in typescript or in
bold black capitals.

All fields are mandatory unless
specified or indicated by *

① Duplicate names

Duplicate names are not permitted.
A list of registered names can
be found on our website. There
are various rules that may affect
your choice of name. More
information on this is available in
our guidance booklet GP1 at:
www.companieshouse.gov.uk

A2 Company name restrictions ②

Please tick the box only if the proposed company name contains sensitive
or restricted words or expressions that require you to seek comments of a
government department or other specified body.

☐ I confirm that the proposed company name contains sensitive or restricted
words or expressions and that approval, where appropriate, has been
sought of a government department or other specified body and I attach a
copy of their response.

② Company name restrictions

A list of sensitive or restricted
words or expressions that require
consent can be found in our
guidance booklet GP1 at:
www.companieshouse.gov.uk

A3 Exemption from name ending with 'Limited' or 'Cyfyngedig' ③

Please tick the box if you wish to apply for exemption from the requirement to
have the name ending with 'Limited', 'Cyfyngedig' or permitted alternative.

☒ I confirm that the above proposed company meets the conditions for
exemption from the requirement to have a name ending with 'Limited',
'Cyfyngedig' or permitted alternative.

③ Name ending exemption

Only private companies that are
limited by guarantee and meet other
specific requirements are eligible
to apply for this. For more details,
please go to our website:
www.companieshouse.gov.uk

A4 Company type ④

Please tick the box that describes the proposed company type and members'
liability (only one box must be ticked):

- ☐ Public limited by shares
☐ Private limited by shares
☒ Private limited by guarantee
☐ Private unlimited with share capital
☐ Private unlimited without share capital

④ Company type

If you are unsure of your company's
type, please go to our website:
www.companieshouse.gov.uk

29 MAY 2015
BELFAST

IN01

Application to register a company

A5

Situation of registered office ①

Please tick the appropriate box below that describes the situation of the proposed registered office (only one box must be ticked):

- ☐ England and Wales
☐ Wales
☐ Scotland
☒ Northern Ireland

① Registered office

Every company must have a registered office and this is the address to which the Registrar will send correspondence.

For England and Wales companies, the address must be in England or Wales.

For Welsh, Scottish or Northern Ireland companies, the address must be in Wales, Scotland or Northern Ireland respectively.

A6

Registered office address ①

Please give the registered office address of your company.

Building name/number Ionad Uíbh Eachach 34a

Street Iveagh Crescent

Post town Belfast

County/Region Antrim

Postcode B T 1 2 6 A W

① Registered office address

You must ensure that the address shown in this section is consistent with the situation indicated in section A5.

You must provide an address in England or Wales for companies to be registered in England and Wales.

You must provide an address in Wales, Scotland or Northern Ireland for companies to be registered in Wales, Scotland or Northern Ireland respectively.

A7

Articles of association ①

Please choose one option only and tick one box only.

Option 1

I wish to adopt one of the following model articles in its entirety. Please tick only one box.

- ☐ Private limited by shares
☐ Private limited by guarantee
☐ Public company

Option 2

I wish to adopt the following model articles with additional and/or amended provisions. I attach a copy of the additional and/or amended provision(s). Please tick only one box.

- ☐ Private limited by shares
☐ Private limited by guarantee
☐ Public company

Option 3

☒ I wish to adopt entirely bespoke articles. I attach a copy of the bespoke articles to this application.

① For details of which company type can adopt which model articles, please go to our website: www.companieshouse.gov.uk

A8

Restricted company articles ①

Please tick the box below if the company's articles are restricted.

☐

① Restricted company articles

Restricted company articles are those containing provision for entrenchment. For more details, please go to our website: www.companieshouse.gov.uk

IN01

Application to register a company

Part 2

Proposed officers

For private companies the appointment of a secretary is optional, however, if you do decide to appoint a company secretary you must provide the relevant details. Public companies are required to appoint at least one secretary.

Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

For a secretary who is an individual, go to Section B1; For a corporate secretary, go to Section C1; For a director who is an individual, go to Section D1; For a corporate director, go to Section E1.

Secretary

B1

Secretary appointments ①

Please use this section to list all the secretary appointments taken on formation.
For a corporate secretary, complete Sections C1-C5.

Title*	
Full forename(s)	
Surname	
Former name(s) ②	

① Corporate appointments

For corporate secretary appointments, please complete section C1-C5 instead of section B.

Additional appointments

If you wish to appoint more than one secretary, please use the 'Secretary appointments' continuation page.

② Former name(s)

Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

B2

Secretary's service address ③

Building name/number	
Street	
Post town	
County/Region	
Postcode	
Country	

③ Service address

This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of secretaries as the company's registered office.

If you provide your residential address here it will appear on the public record.

B3

Signature ④

I consent to act as secretary of the proposed company named in Section A1.

Signature

Signature

X

X

④ Signature

The person named above consents to act as secretary of the proposed company.

Corporate secretary

C1	Corporate secretary appointments ●	<p>Please use this section to list all the corporate secretary appointments taken on formation.</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 20%;">Name of corporate body/firm</td> <td></td> </tr> <tr> <td>Building name/number</td> <td></td> </tr> <tr> <td>Street</td> <td></td> </tr> <tr> <td>Post town</td> <td></td> </tr> <tr> <td>County/Region</td> <td></td> </tr> <tr> <td>Postcode</td> <td> <div style="display: flex; justify-content: space-between;"> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> </div> </td> </tr> <tr> <td>Country</td> <td></td> </tr> </table>	Name of corporate body/firm		Building name/number		Street		Post town		County/Region		Postcode	<div style="display: flex; justify-content: space-between;"> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> </div>	Country		<p>Additional appointments If you wish to appoint more than one corporate secretary, please use the 'Corporate secretary appointments' continuation page.</p> <p>Registered or principal address This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number.</p>
Name of corporate body/firm																	
Building name/number																	
Street																	
Post town																	
County/Region																	
Postcode	<div style="display: flex; justify-content: space-between;"> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> </div>																
Country																	
C2	Location of the registry of the corporate body or firm	<p>Is the corporate secretary registered within the European Economic Area (EEA)?</p> <p>→ Yes Complete Section C3 only</p> <p>→ No Complete Section C4 only</p>															
C3	EEA companies ●	<p>Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register.</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 20%;">Where the company/firm is registered ●</td> <td></td> </tr> <tr> <td>Registration number</td> <td></td> </tr> </table>		Where the company/firm is registered ●		Registration number		<p>EEA A full list of countries of the EEA can be found in our guidance: www.companieshouse.gov.uk</p> <p>● This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC).</p>									
Where the company/firm is registered ●																	
Registration number																	
C4	Non-EEA companies	<p>Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register.</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 20%;">Legal form of the corporate body or firm</td> <td></td> </tr> <tr> <td>Governing law</td> <td></td> </tr> <tr> <td>If applicable, where the company/firm is registered ●</td> <td></td> </tr> <tr> <td>Registration number</td> <td></td> </tr> </table>		Legal form of the corporate body or firm		Governing law		If applicable, where the company/firm is registered ●		Registration number		<p>Non-EEA Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register.</p>					
Legal form of the corporate body or firm																	
Governing law																	
If applicable, where the company/firm is registered ●																	
Registration number																	
C5	Signature ●	<p>I consent to act as secretary of the proposed company named in Section A1.</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 20%;">Signature</td> <td style="width: 60%; text-align: center;"> <div style="font-size: 2em; font-weight: bold;">X</div> </td> <td style="width: 20%; text-align: center;"> <div style="font-size: 2em; font-weight: bold;">X</div> </td> </tr> </table>		Signature	<div style="font-size: 2em; font-weight: bold;">X</div>	<div style="font-size: 2em; font-weight: bold;">X</div>	<p>Signature The person named above consents to act as corporate secretary of the proposed company.</p>										
Signature	<div style="font-size: 2em; font-weight: bold;">X</div>	<div style="font-size: 2em; font-weight: bold;">X</div>															

IN01

Application to register a company

Director

D1	Director appointments ①	
	Please use this section to list all the director appointments taken on formation. For a corporate director, complete Sections E1-E5.	
Title*	Ms	
Full forename(s)	Linda	
Surname	Harvey	
Former name(s) ②	n/a	
Country/State of residence ③	N. Ireland	
Nationality	IRISH	
Date of birth	<div> <div>d2</div> <div>d2</div> <div>m0</div> <div>m5</div> <div>y1</div> <div>y9</div> <div>y6</div> <div>y9</div> </div>	
Business occupation (if any) ④		

① Appointments
Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

② Former name(s)
Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

③ Country/State of residence
This is in respect of your usual residential address as stated in section D4

④ Business occupation
If you have a business occupation, please enter here. If you do not, please leave blank.

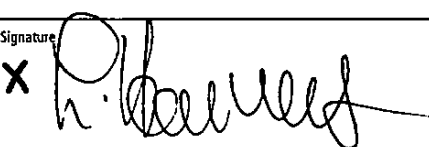
Additional appointments
If you wish to appoint more than one director, please use the 'Director appointments' continuation page.

D2	Director's service address ⑤	
	Please complete the service address below. You must also fill in the director's usual residential address in Section D4.	
Building name/number	Ionad Uíbh Eachach	
Street	34a Iveagh Crescent	
Post town	Belfast	
County/Region	Antrim	
Postcode	<div> <div>B</div> <div>T</div> <div>1</div> <div>2</div> <div>6</div> <div>A</div> <div>W</div> </div>	
Country		

⑤ Service address
This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

If you provide your residential address here it will appear on the public record.

D3	Signature ⑥	
	I consent to act as director of the proposed company named in Section A1.	
Signature	<div> <div>Signature</div> <div> <div>X</div>  <div>X</div> </div> </div>	

⑥ Signature
The person named above consents to act as director of the proposed company.

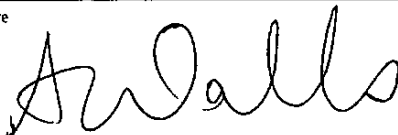
IN01

Application to register a company

Director

D1		Director appointments ①	
		Please use this section to list all the director appointments taken on formation. For a corporate director, complete Sections E1-E5.	
Title*	Ms		
Full forename(s)	Aisling		
Surname	Walls		
Former name(s) ②			
Country/State of residence ③	N Ireland		
Nationality	IRISH		
Date of birth	d0	d5	m0 m2 y1 y9 y7 y7
Business occupation (if any) ④			
		① Appointments Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual. ② Former name(s) Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes. ③ Country/State of residence This is in respect of your usual residential address as stated in Section D4 ④ Business occupation If you have a business occupation, please enter here. If you do not, please leave blank. Additional appointments If you wish to appoint more than one director, please use the 'Director appointments' continuation page.	

D2		Director's service address ⑤	
		Please complete the service address below. You must also fill in the director's usual residential address in Section D4.	
Building name/number	Ionad Uíbh Eachach		
Street	34a Iveagh Crescent		
Post town	Belfast		
County/Region	N Ireland		
Postcode	B	T	1 2 6 A W
Country			
		⑤ Service address This is the address that will appear on the public record. This does not have to be your usual residential address. Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office. If you provide your residential address here it will appear on the public record.	

D3		Signature ⑥	
		I consent to act as director of the proposed company named in Section A1.	
Signature	Signature X  X		
		⑥ Signature The person named above consents to act as director of the proposed company.	

IN01 – continuation page

Application to register a company

Director

D1	Director appointments ●		<p>① Appointments Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.</p> <p>② Former name(s) Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.</p> <p>③ Country/State of residence This is in respect of your usual residential address as stated in Section D4.</p> <p>④ Business occupation If you have a business occupation, please enter here. If you do not, please leave blank.</p>
	Please use this section to list all the directors of the company. For a corporate director, complete Sections E1-E5.		
Title*	MR		
Full forename(s)	KEVIN		
Surname	MORRISON		
Former name(s) ●			
Country/State of residence ●	N. IRELAND		
Nationality	IRISH		
Date of birth	<div> <div>d</div> <div>2</div> <div>d</div> <div>2</div> <div>m</div> <div>0</div> <div>m</div> <div>6</div> <div>y</div> <div>1</div> <div>y</div> <div>9</div> <div>y</div> <div>7</div> <div>y</div> <div>5</div> </div>		
Business occupation (if any) ●			

D2	Director's service address ●		<p>⑤ Service address This is the address that will appear on the public record. This does not have to be your usual residential address.</p> <p>Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.</p> <p>If you provide your residential address here it will appear on the public record.</p>
	Please complete the service address below. You must also fill in the director's usual residential address in Section D4.		
Building name/number	IONAD UÍBH EACHACH		
Street	342 LVEAH CRESCENT		
Post town	BELFAST		
County/Region	ANTRIM		
Postcode	<div> <div>B</div> <div>T</div> <div>1</div> <div>2</div> <div>6</div> <div>A</div> <div>W</div> </div>		
Country			

D3	Signature ●		<p>⑥ Signature The person named above consents to act as director of the proposed company.</p>
	I consent to act as director of the proposed company named in Section A1.		
Signature	<div> <div>Signature</div> <div>X</div> <div>Kevin Morrison</div> <div>X</div> </div>		

IN01 – continuation page

Application to register a company

Director

D1	Director appointments ①		<p>① Appointments Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.</p> <p>② Former name(s) Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.</p> <p>③ Country/State of residence This is in respect of your usual residential address as stated in Section D4.</p> <p>④ Business occupation If you have a business occupation, please enter here. If you do not, please leave blank.</p>
	Please use this section to list all the directors of the company. For a corporate director, complete Sections E1-E5.		
Title*	MS		
Full forename(s)	AOIFE ANDREWS		
Surname	NÍ PHOILIN		
Former name(s)②			
Country/State of residence ③	N. IRELAND		
Nationality	IRISH		
Date of birth	<div> <div>d</div> <div>1</div> <div>d</div> <div>5</div> <div>m</div> <div>0</div> <div>m</div> <div>5</div> <div>y</div> <div>1</div> <div>y</div> <div>9</div> <div>y</div> <div>7</div> <div>y</div> <div>7</div> </div>		
Business occupation (if any) ④			

D2	Director's service address ⑤		<p>⑤ Service address This is the address that will appear on the public record. This does not have to be your usual residential address.</p> <p>Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.</p> <p>If you provide your residential address here it will appear on the public record.</p>
	Please complete the service address below. You must also fill in the director's usual residential address in Section D4.		
Building name/number	IONAD UÍBH SEACHA		
Street	36A INEAGH CRESCENT		
Post town	BELFAST		
County/Region	Co. ANTRIM		
Postcode	BT12 6AW		
Country			

D3	Signature ⑥		<p>⑥ Signature The person named above consents to act as director of the proposed company.</p>
	I consent to act as director of the proposed company named in Section A1.		
Signature	<div>Signature</div> <div>X</div> <div>a c p m i</div> <div>X</div>		

IN01 – continuation page

Application to register a company

Director

D1	Director appointments ①																	
	Please use this section to list all the directors of the company. For a corporate director, complete Sections E1-E5.																	
Title*	MRS																	
Full forename(s)	KEIRA MARIE																	
Surname	SKILLEN																	
Former name(s) ②	ROBINSON																	
Country/State of residence ③	N. IRELAND																	
Nationality	Irish																	
Date of birth	<table border="1"> <tr> <td>d</td><td>d</td><td>m</td><td>m</td><td>y</td><td>y</td><td>y</td><td>y</td> </tr> <tr> <td>0</td><td>9</td><td>1</td><td>0</td><td>1</td><td>9</td><td>8</td><td>0</td> </tr> </table>		d	d	m	m	y	y	y	y	0	9	1	0	1	9	8	0
d	d	m	m	y	y	y	y											
0	9	1	0	1	9	8	0											
Business occupation (if any) ④																		

① Appointments
Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

② Former name(s)
Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

③ Country/State of residence
This is in respect of your usual residential address as stated in Section D4.

④ Business occupation
If you have a business occupation, please enter here. If you do not, please leave blank.

D2	Director's service address ⑤								
	Please complete the service address below. You must also fill in the director's usual residential address in Section D4.								
Building name/number	IONAD UIGH EACHACH - THE COMPANY'S REGISTERED OFFICE								
Street	32a IVEAGH CRESCENT								
Post town	BELFAST								
County/Region	N. IRELAND								
Postcode	<table border="1"> <tr> <td>B</td><td>T</td><td>1</td><td>2</td><td>6</td><td>A</td><td>W</td> </tr> </table>		B	T	1	2	6	A	W
B	T	1	2	6	A	W			
Country									

⑤ Service address
This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

If you provide your residential address here it will appear on the public record.

D3	Signature ⑥			
	I consent to act as director of the proposed company named in Section A1.			
Signature	<table border="1"> <tr> <td>Signature</td> <td>X Keira Skillen X</td> </tr> </table>		Signature	X Keira Skillen X
Signature	X Keira Skillen X			

⑥ Signature
The person named above consents to act as director of the proposed company.

IN01 – continuation page

Application to register a company

Director

D1	Director appointments ①	
Please use this section to list all the directors of the company. For a corporate director, complete Sections E1-E5.		
Title*	X	MRS
Full forename(s)	X	SINEAD
Surname	X	BRENNAN
Former name(s)②	X	McCRORY
Country/State of residence ③	X	N. IRELAND
Nationality	X	IRISH
Date of birth	X	d 3 0 m 0 3 y 1 9 7 9
Business occupation (if any) ④		

① Appointments
Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

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③ Country/State of residence
This is in respect of your usual residential address as stated in Section D4.

④ Business occupation
If you have a business occupation, please enter here. If you do not, please leave blank.

D2	Director's service address ⑤	
Please complete the service address below. You must also fill in the director's usual residential address in Section D4.		
Building name/number	IONAD URBH SA CHACH	
Street	34a IVEAGH CRESCENT	
Post town	BELFAST	
County/Region	ANTRIM	
Postcode	BT12 6AW	
Country		

⑤ Service address
This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

If you provide your residential address here it will appear on the public record.

D3	Signature ⑥	
I consent to act as director of the proposed company named in Section A1.		
Signature	Signature X Sinead Brennan X	

⑥ Signature
The person named above consents to act as director of the proposed company.

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Application to register a company

Corporate director

E1	Corporate director appointments ^①	
	Please use this section to list all the corporate directors taken on formation.	
Name of corporate body or firm		
Building name/number		
Street		
Post town		
County/Region		
Postcode	<div style="display: flex; justify-content: space-between;"> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> </div>	
Country		
	① Additional appointments If you wish to appoint more than one corporate director, please use the 'Corporate director appointments' continuation page. Registered or principal address This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number.	
E2	Location of the registry of the corporate body or firm	
	Is the corporate director registered within the European Economic Area (EEA)? → Yes Complete Section E3 only → No Complete Section E4 only	
E3	EEA companies ^②	
	Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register.	
Where the company/firm is registered ^③		
Registration number		
	② EEA A full list of countries of the EEA can be found in our guidance: www.companieshouse.gov.uk ③ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC).	
E4	Non-EEA companies	
	Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register.	
Legal form of the corporate body or firm		
Governing law		
If applicable, where the company/firm is registered ^④		
If applicable, the registration number		
	④ Non-EEA Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register.	
E5	Signature ^⑤	
	I consent to act as director of the proposed company named in Section A1 .	
Signature	<div style="display: flex; align-items: center; justify-content: space-between;"> <div style="border: 1px solid black; padding: 5px;"> Signature <div style="font-size: 2em; font-weight: bold;">X</div> </div> <div style="font-size: 3em; font-weight: bold;">X</div> </div>	
	⑤ Signature The person named above consents to act as corporate director of the proposed company.	

IN01

Application to register a company

Part 3 Statement of capital

Does your company have share capital?

→ Yes Complete the sections below.

→ No Go to Part 4 (Statement of guarantee).

F1 Share capital in pound sterling (£)

Please complete the table below to show each class of shares held in pound sterling.

If all your issued capital is in sterling, only complete Section F1 and then go to Section F4.

Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
				£
				£
				£
				£
Totals				£

F2 Share capital in other currencies

Please complete the table below to show any class of shares held in other currencies.

Please complete a separate table for each currency.

Currency				
Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
Totals				

Currency				
Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
Totals				

F3 Totals

Please give the total number of shares and total aggregate nominal value of issued share capital.

Total number of shares

Total aggregate
nominal value ③

③ Total aggregate nominal value
Please list total aggregate values in
different currencies separately. For
example: £100 + €100 + \$10 etc.

① Including both the nominal value and any
share premium.

② Total number of issued shares in this class.

③ Number of shares issued multiplied by
nominal value of each share.**Continuation Pages**Please use a Statement of Capital continuation
page if necessary.

F4

Statement of capital (Prescribed particulars of rights attached to shares)

Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in **Sections F1 and F2**.

Class of share

Prescribed particulars
❶**❶ Prescribed particulars of rights attached to shares**

The particulars are:

- a. particulars of any voting rights, including rights that arise only in certain circumstances;
- b. particulars of any rights, as respects dividends, to participate in a distribution;
- c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and
- d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares.

A separate table must be used for each class of share.

Continuation pages

Please use the next page or a 'Statement of Capital (Prescribed particulars of rights attached to shares)' continuation page if necessary.

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Application to register a company

Class of share		
Prescribed particulars ①		<p>① Prescribed particulars of rights attached to shares</p> <p>The particulars are:</p> <ul style="list-style-type: none"> a. particulars of any voting rights, including rights that arise only in certain circumstances; b. particulars of any rights, as respects dividends, to participate in a distribution; c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares. <p>A separate table must be used for each class of share.</p> <p>Continuation pages</p> <p>Please use a 'Statement of capital (Prescribed particulars of rights attached to shares)' continuation page if necessary.</p>

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Application to register a company

F5

Initial shareholdings

This section should only be completed by companies incorporating with share capital.

Please complete the details below for each subscriber.

The addresses will appear on the public record. These do not need to be the subscribers' usual residential address.

Initial shareholdings

Please list the company's subscribers in alphabetical order.

Please use an 'Initial shareholdings' continuation page if necessary.

Subscriber's details	Class of share	Number of shares	Currency	Nominal value of each share	Amount (if any) unpaid	Amount paid
Name						
Address						
Name						
Address						
Name						
Address						
Name						
Address						
Name						
Address						

Part 4 Statement of guarantee

Is your company limited by guarantee?

→ **Yes** Complete the sections below.→ **No** Go to **Part 5** (Statement of compliance).**G1****Subscribers**

Please complete this section if you are a subscriber of a company limited by guarantee. The following statement is being made by each and every person named below.

I confirm that if the company is wound up while I am a member, or within one year after I cease to be a member, I will contribute to the assets of the company by such amount as may be required for:

- payment of debts and liabilities of the company contracted before I cease to be a member;
- payment of costs, charges and expenses of winding up, and;
- adjustment of the rights of the contributors among ourselves, not exceeding the specified amount below.

① Name

Please use capital letters.

② Address

The addresses in this section will appear on the public record. They do not have to be the subscribers' usual residential address.

③ Amount guaranteed

Any valid currency is permitted.

Continuation pages

Please use a 'Subscribers' continuation page if necessary.

Subscriber's details

Forename(s) ①	LINDA
Surname ①	HARVEY
Address ②	IONAD UÍBH EACHACH 34a IVEAGH CRESCENT
Postcode	B T 1 2 6 A W
Amount guaranteed ③	£1

Subscriber's details

Forename(s) ①	AISLING
Surname ①	WALLS
Address ②	IONAD UÍBH EACHACH 34a IVEAGH CRESCENT
Postcode	B T 1 2 6 A W
Amount guaranteed ③	£1

Subscriber's details

Forename(s) ①	KEVIN
Surname ①	MORRISON
Address ②	IONAD UÍBH EACHACH 34a IVEAGH CRESCENT
Postcode	B T 1 2 6 A W
Amount guaranteed ③	£1

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Subscriber's details

Forename(s) ①	AOÍFE
Surname ①	NÍ PHÓILIN
Address ②	IONAD UÍBH EACHACH 34a IVEAGH CRESCENT
Postcode	B T 1 2 6 A W
Amount guaranteed ③	£1

Subscriber's details

Forename(s) ①	KEIRA MARIE
Surname ①	SKILLEN
Address ②	IONAD UÍBH EACHACH 34a IVEAGH CRESCENT
Postcode	B T 1 2 6 A W
Amount guaranteed ③	£1

Subscriber's details

Forename(s) ①	SINEAD
Surname ①	BRENNAN
Address ②	IONAD UÍBH EACHACH 34a IVEAGH CRESCENT
Postcode	B T 1 2 6 A W
Amount guaranteed ③	£1

Subscriber's details

Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	

Subscriber's details

Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	

① Name

Please use capital letters.

② Address

The addresses in this section will appear on the public record. They do not have to be the subscribers' usual residential address.

③ Amount guaranteed

Any valid currency is permitted.

Continuation pages

Please use a 'Subscribers' continuation page if necessary.

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Application to register a company

Part 5**Statement of compliance**

This section must be completed by all companies.

Is the application by an agent on behalf of all the subscribers?

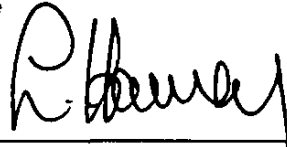







- **No** Go to **Section H1** (Statement of compliance delivered by the subscribers).
- **Yes** Go to **Section H2** (Statement of compliance delivered by an agent).

H1**Statement of compliance delivered by the subscribers**

Please complete this section if the application is not delivered by an agent for the subscribers of the memorandum of association.

I confirm that the requirements of the Companies Act 2006 as to registration have been complied with.

● **Statement of compliance delivered by the subscribers**
Every subscriber to the memorandum of association must sign the statement of compliance.

Subscriber's signature	Signature X  X
Subscriber's signature	Signature X  X
Subscriber's signature	Signature X  X
Subscriber's signature	Signature X  X
Subscriber's signature	Signature X  X
Subscriber's signature	Signature X  X
Subscriber's signature	Signature X  X
Subscriber's signature	Signature X  X

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Application to register a company

Subscriber's signature	Signature X	X	Continuation pages Please use a 'Statement of compliance delivered by the subscribers' continuation page if more subscribers need to sign.
Subscriber's signature	Signature X	X	
Subscriber's signature	Signature X	X	
Subscriber's signature	Signature X	X	

H2

Statement of compliance delivered by an agent

Please complete this section if this application is delivered by an agent for the subscribers to the memorandum of association.

Agent's name	
Building name/number	
Street	
Post town	
County/Region	
Postcode	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>
Country	
	I confirm that the requirements of the Companies Act 2006 as to registration have been complied with.
Agent's signature	Signature X

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Application to register a company

**Presenter information**

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name Sue Pentel

Company name Ionad Uibh Eachach

Address 34a Iveagh Crescent

Post town Belfast

County/Region Antrim

Postcode B T 1 2 6 A W

Country N. Ireland

DX

Telephone 02890 329180

**Certificate**

We will send your certificate to the presenters address (shown above) or if indicated to another address shown below:

- ☐ At the registered office address (Given in Section A6).
☐ At the agents address (Given in Section H2).

**Checklist**

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

- ☒ You have checked that the proposed company name is available as well as the various rules that may affect your choice of name. More information can be found in guidance on our website.
- ☐ If the name of the company is the same as one already on the register as permitted by The Company and Business Names (Miscellaneous Provisions) Regulations 2008, please attach consent.
- ☐ You have used the correct appointment sections.
- ☒ Any addresses given must be a physical location. They cannot be a PO Box number (unless part of a full service address), DX or LP (Legal Post in Scotland) number.
- ☒ The document has been signed, where indicated.
- ☒ All relevant attachments have been included.
- ☒ You have enclosed the Memorandum of Association.
- ☒ You have enclosed the correct fee.

**Important information**

Please note that all information on this form will appear on the public record, apart from information relating to usual residential addresses.

**How to pay**

A fee is payable on this form. Make cheques or postal orders payable to 'Companies House'. For information on fees, go to: www.companieshouse.gov.uk

**Where to send**

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below:

For companies registered in England and Wales:
The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ.
DX 33050 Cardiff.

For companies registered in Scotland:
The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF.
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post).

For companies registered in Northern Ireland:
The Registrar of Companies, Companies House,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG.
DX 481 N.R. Belfast 1.

Section 243 exemption

If you are applying for, or have been granted a section 243 exemption, please post this whole form to the different postal address below:
The Registrar of Companies, PO Box 4082,
Cardiff, CF14 3WE.

**Further information**

For further information, please see the guidance notes on the website at www.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE

**MEABHRÁN CHOMHLACHAIS
MEMORANDUM OF ASSOCIATION
IONAD UIBH EACHACH**

Each subscriber to this Memorandum of Association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company.

Name of each subscriber

Authentication by each subscriber

Linda HARVEY

L. Harvey

A. Walls

A. Walls

KEVIN MORRISON

Kevin Morrison

ADIFE NI PHÉILÍN

a. n. Phéilín

Keira Skillen

Keira Skillen

SINEAD BRENNAN

Sinead Brennan

Dated:

18-5-15

THE COMPANIES ACT 2006

**CUIDEACHTA FAOI THEOIRAINN RÁTHAÍOCHTA
COMPANY LIMITED BY GUARANTEE**

**AIRTEAGAIL CHOMHLACHAIS/ ARTICLES OF ASSOCIATION
IONAD UIBH EACHACH**

COMPANY NAME

1. The company's name is:

Ionad Uibh Eachach (and in this document is called "the Charity").

INTERPRETATION

2. In the articles:

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

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

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

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

"**the Directors**" means the directors of the Charity. The Directors are charity trustees as defined by section 180(1) 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;

“the memorandum” means the Charity’s memorandum of association;

“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;

“the United Kingdom” means Great Britain and Northern Ireland;

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

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

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

LIABILITY OF MEMBERS

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

AIMS & OBJECTS

4. The Charity's aims & objects ("Aims & Objects") (are to:-)

Ionad Uíbh Eachach, (the Charity) is established for the advancement of cultural and educational activities through the Irish language in an interdenominational context, for children, youth and their families, and other charitable services in particular but not exclusively, childcare, family support, health, community development and the relief of poverty. Ionad Uíbh Eachach will be non-political, non-racial and non-sectarian in character.

To provide inclusive, accessible services in the Belfast area (the "area of benefit") :

- Advance culture & education through the Irish language for children, youth and their families
- Develop and provide high quality early years care, childcare & education to children, youth and families through Irish
- Relieve those in need by providing family support programmes and activities.
- Promote community development by providing community development activities/services for the local community
- Promote and provide local training/employment/economic development opportunities in Ionad Uíbh Eachach and in the Irish Language sector
- To build a safe and healthy Irish language community around our children and to make the Irish Language accessible to all.

POWERS

5. The Charity has power to do anything which is calculated to further its Objects or is conducive or incidental to doing so. In particular, the Charity has power:

- (a) to raise funds and accept gifts and carry out trading in support of its objectives and comply with any relevant statutory regulations;
- (b) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- (c) to sublease or licence any part of the property on long lease to the Charity or any part of the property belonging to the Charity, having due regard to the requirements of, or conditions established by, statutory authorities or bodies providing funds or assistance of any kind to the Charity. In exercising this power, the Charity must comply as appropriate with sections 57 and 58 of the Charities Act (Northern Ireland) 2008;
- (d) to borrow money and provide security for repayment of the money borrowed;

- (e) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
- (f) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
- (g) to enter into any partnership or joint venture or arrangement with any other charity;
- (h) to establish or acquire subsidiary companies;
- (i) to enter in to contracts to provide services to or on behalf of other bodies;
- (j) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- (k) to employ and remunerate such staff as are necessary for carrying out the work of the Charity. The Charity may employ or remunerate a Director only to the extent it is permitted to do so by article 7 and provided it complies with the conditions in that article;
- (l) to:
 - deposit or invest funds
 - employ a professional fund-manager; and
 - arrange for the investments or other property of the Charity to be held in the name of a nominee;in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act (Northern Ireland) 2001;
- (m) to provide indemnity insurance for the Directors in accordance with, and subject to the conditions in, section 93 of the Charities Act (Northern Ireland) 2008;
- (n) to do all such other lawful things as may be necessary for or incidental to the attainment and furtherance of the above Objects or any of them.

APPLICATION OF INCOME AND PROPERTY

- 6. (1) **The income and property** of the Charity shall be applied solely towards the promotion of the Objects.
- (2) (a) A Director is entitled to be reimbursed from the property of the Charity or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Charity.

- (b) A Director may benefit from trustee indemnity insurance cover purchased at the Charity's expense in accordance with, and subject to the conditions in, section 93 of the Charities Act (Northern Ireland) 2008.
 - (c) A Director may receive an indemnity from the Charity in the circumstances specified in article 53.
 - (d) A Director may not receive any other benefit or payment unless it is authorised by article 7.
- (3) Subject to article 7, none of the income or property of the Charity may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the Charity. This does not prevent a member who is not also a Director receiving:
- (a) a benefit from the Charity in the capacity of a beneficiary of the Charity;
 - (b) reasonable and proper remuneration for any goods or services supplied to the Charity.

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.

Scope and Powers Permitting Directors' or Connected Persons' Benefits

- (2) (a) A Director or connected person may receive a benefit from the Charity in the capacity of a beneficiary of the Charity.

- (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, section 88 to 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 2 per cent (or more) below the base rate of a clearing bank to be selected by the Directors.
- (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 other terms of the lease must be reasonable and proper. The Director concerned must withdraw from any meeting at which such a proposal or 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 – Controls

- (3) The Charity and its Directors may only rely on 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 are 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 is 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 does not vote on any such matter and is not to be counted when calculating whether a quorum of Directors is present at the meeting.
 - (f) The reason for their decisions is recorded by the Directors in the minutes of their meeting.
 - (g) A majority of the Directors then in office are not in receipt of remuneration or payments authorised by article 7.
- (4) In sub-clauses (2) and (3) of this article:
- (a) 'Charity' includes any company in which the Charity:
 - (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) 'connected person' includes any person within the definition in article 57 '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 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).

CONFLICTS OF INTEREST

9. (1) 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 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 Charity to authorise the conflict of interest in the circumstances applying.
- (2) In this article, a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a 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 persons who use the facilities and services provided by the Charity and those who support its Objects, who:
 - (a) apply to the Charity in the form required by the Directors; and
 - (b) are approved by the Directors.
- (3) Charity staff who use the facilities and services provided by the Charity and those who support its Objects may be associate members, who can attend and speak at all General Meetings, but do not have a vote.
- (4) Membership is not transferable.
- (5) The Directors must keep a Register of names and addresses of members.

TERMINATION OF MEMBERSHIP

- 12. Membership is terminated if:-
 - (1) the member dies;
 - (2) the member resigns by notice to the Charity unless, after the resignation, there would be less than two members;
 - (3) such 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 membership is terminated. A resolution to remove a member from membership may only be passed if:
 - (a) the member has been given at least **fourteen clear 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 Company) has been allowed to make representations to the meeting.

GENERAL MEETINGS

- 13. (1) The Charity must hold its first Annual General Meeting within fifteen months after the date of its incorporation.
- (2) An Annual General Meeting must be held in each subsequent 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) fourteen 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 by a majority in number of members having a right to attend and vote at the meeting who together hold not less than ninety per cent of the total voting rights.
- (3) The notice must specify the date, time and place of the meeting and 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 shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Charity.

PROCEEDINGS AT GENERAL MEETINGS

- 17. (1) No business shall be transacted at any General Meeting unless a quorum is present.
- (2) ten members shall be a quorum.
- 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 such a quorum ceases to be present;

the meeting shall stand adjourned to such time and place as the Directors shall determine.
 - (2) The Directors must reconvene the meeting and must give at least seven days' notice of the reconvened meeting stating the date, time and place of the meeting.
 - (3) If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting, the members present in person or by proxy at that time shall constitute the quorum for that meeting.
19. (1) General Meetings shall be chaired by the person who has been appointed to chair meetings of the Directors or an independent Chair recommended by the Directors and approved by a majority vote at the meeting.
- (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 shall chair the meeting.
 - (3) If there is only one Director present and willing to act, he or she shall 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.
20. (1) The members present in person or by proxy at a meeting may resolve that the meeting shall be adjourned.
- (2) The person who is chairing the meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are specified in the resolution.
 - (3) No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.
 - (4) If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date, time and place of the meeting.
21. (1) Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded:
- (a) by the person chairing the meeting; or

- (b) by at least three 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.
- (2)
- (a) The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a secret ballot is demanded.
 - (b) The result of the vote must be recorded in the minutes of the Charity but the number or proportion of votes cast need not be recorded.
- (3)
- (a) A demand for a secret ballot may be withdrawn before the secret ballot is taken, but only with the consent of the person who is chairing the meeting.
 - (b) If the demand for a secret ballot is withdrawn, the demand shall not invalidate the result of a show of hands declared before the demand was made.
- (4)
- (a) A secret ballot must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be members) and who may fix a time and place for declaring the results of the secret ballot.
 - (b) The result of the secret ballot shall be deemed to be the resolution of the meeting at which the secret ballot is demanded.
- (5)
- (a) A secret ballot demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.
 - (b) A secret ballot demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meetings directs.
 - (c) The secret ballot must be taken within thirty days after it has been demanded.
 - (d) If the secret ballot is not taken immediately, at least seven clear days' notice shall be given specifying the time and place at which the secret ballot is to be taken.
 - (e) If a secret ballot is demanded, the meeting may continue to deal with any other business that may be conducted at the meeting.

CONTENT OF PROXY NOTICES

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 members appointing the proxy;
 - (b) identifies the person appointed to be that member's proxy and the General Meeting in relation to which that person is appointed;
 - (c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the 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 appointer's behalf.

WRITTEN RESOLUTIONS (only to be used in exceptional circumstances that made it difficult/impossible to hold a meeting)

24. (1) A resolution in writing agreed by a simple majority 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) a copy of the proposed resolution has been sent to every eligible member;
 - (b) a simple majority 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 twenty-eight 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.

VOTES OF MEMBERS

25. (1) Subject to article 11, every member shall have one vote.
- (2) Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final.

DIRECTORS

26. A Director must be aged sixteen years or older.
27. No one may be appointed a Director if he or she would be disqualified from acting under the provisions of article 35.
28. The number of Directors shall not be less than **five or more than nine**.
29. 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

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

RETIREMENT OF DIRECTORS

31. A Director shall, subject to article 35, hold office until the next Annual General Meeting following his/her appointment.
32. (1) A retiring Director shall be eligible for re-election.
(2) If a Director is required to retire at an Annual General Meeting by a provision of the articles, the retirement shall take effect upon the conclusion of the meeting.

APPOINTMENT OF DIRECTORS

33. (1) Up to six Directors shall be elected by the members at an Annual General Meeting.
(2) The Directors may appoint up to three persons who have particular skills, experience and knowledge that will assist the Charity to achieve its Objects.
34. The Charity shall endeavour to ensure that the majority of Directors are users of the Charity's facilities and/or services.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

35. A Director shall cease to hold office if he or she:
 - (a) ceases to be a Director by virtue of any provision in the Companies Act or is prohibited by law from being a director;
 - (b) is disqualified from acting as a Trustee by virtue of section 86 of the Charities Act (Northern Ireland) 2008 (or any statutory re-enactment or modification of that provision);
 - (c) is under investigation or disqualified from working with children & young people in regulated activity as defined by schedule 2 of the Safeguarding Vulnerable Groups NI Order 2007 and/or refuses to undertake any Access NI checks required by legislation or regulatory bodies.
 - (d) becomes incapable by reason of illness or injury of managing and administering his or her own affairs;
 - (e) Conduct of any nature that is deemed to have brought the Charity into disrepute (including activity on social media) after due consideration by the Directors.

- (f) resigns as a Director by notice to the Charity (but only if at least two Directors will remain in office when the notice of resignation is to take effect);
- (g) is removed from office by resolution of the Charity in General Meeting;
- (h) is absent from three successive meetings of the Directors without giving adequate reason to the Directors and the Directors resolve by a majority that his or her office is to be vacated.

REMUNERATION OF DIRECTORS

36. The Directors must not be paid any remuneration unless it is authorised by article 7.

PROCEEDINGS OF DIRECTORS

37. (1) The Directors may regulate their proceedings as they think fit, subject to the provisions of the articles. The Directors shall endeavour to meet not less than six times a year.
- (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 shall be decided by a majority of votes.
- (5) In the case of an equality of votes, the person who is chairing the meeting shall have a second or casting vote.
- (6) A meeting may be held by suitable electronic means agreed by the Directors in which each participant may communicate with all other participants.
38. (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** shall be four Directors or such other number as may be decided from time to time by the Directors.
- (3) A Director shall not be counted in the quorum present when any decision is made about a matter upon which that Director is not entitled to vote.
39. 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.

40. BOARD MEETINGS

- (1) The Directors at the first meeting following an A.G.M. may elect from within its number a Chairperson, Secretary & Treasurer, and any other appointments that they may require eg sub-committee chairs.
 - (2) The Directors may appoint a Director to chair their meetings and may at any time revoke such appointment.
 - (3) 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 fifteen minutes after the time appointed for the meeting, the Directors present may appoint one of their number to chair that meeting.
 - (4) The person appointed to chair meetings of the Directors shall have no functions or powers except those conferred by the articles or delegated to him or her by the Directors.
41. (1) 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 twenty-eight days beginning with the circulation date.
- (2) The resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more Directors has signified their agreement.
42. (1) The Directors may delegate any of their powers or functions to a committee of two or more Directors and members but the terms of any delegation must be recorded in the minutes.
- (2) The Directors may impose conditions when delegating, including the conduct and organisation of meetings, including quorum arrangements and 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

43. (1) Subject to paragraph 43(2), all acts done by a meeting of Directors, or of a committee of Directors, shall be valid notwithstanding the participation in any vote of a Director:
- (i) who was disqualified from holding office;
 - (ii) who had previously retired or who had been obliged by the constitution to vacate office;
 - (iii) who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;
- if without:
- (i) the vote of that Director; and
 - (ii) that Director being counted in the quorum;
- the decision has been made by not less than a simple majority of the Directors at a quorate meeting.
- (2) Paragraph 43(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 paragraph 43(1), the resolution would have been void, or if the Director has not complied with article 8.

THE SEAL

44. If the Company has a Seal, it shall only be used by the authority of the Directors or of a committee of Directors authorised by the Directors. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the secretary (if any) or by a second Director.

MINUTES

45. 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

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

ANNUAL REPORT AND RETURN AND ACCOUNTS

47. (1) The Directors must comply with their obligations under the Charities Act (Northern Ireland) 2008 with regard to:
- (a) the transmission of the statements of account to the Commission;
 - (b) the preparation of an Annual Report and its transmission to the Commission;
 - (c) the preparation of an Annual Return and its transmission to the Commission.
- (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

48. (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.

49. 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.

50. (1) The Charity may give any notice to a member either:

- (a) personally; or
- (b) by sending it by post in a prepaid envelope addressed to the member at his, her or its address; or
- (c) by leaving it at the address of the member; or
- (d) by giving it in electronic form to the member's address.

(2) A member who does not register an address with the Charity or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Charity.

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

52. (1) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.

(2) Proof that an electronic form of notice was given shall be conclusive where the company can demonstrate that it was properly addressed and sent in accordance with section 1147 of the Companies Act 2006.

(3) In accordance with section 1147 of the Companies Act 2006, notice shall be deemed to be given:

- (a) forty-eight hours after the envelope containing it was posted; or
- (b) in the case of an electronic form of communication, forty-eight hours after it was sent.

INDEMNITY

53. (1) The Charity may indemnify every Director against any liability incurred in successfully defending legal proceedings in that capacity, or in connection with any application in which relief is granted by the Court from liability for negligence, default, or breach of duty or breach of trust in relation to the Charity.
- (2) In this article a “relevant Director” means any Director or former Director of the Charity.

RULES

54. (1) The Directors may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the Charity.
- (2) The bye laws may regulate the following matters but are not restricted to them:
- (a) the admission of members of the Charity and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;
 - (b) the conduct of members of the Charity in relation to one another, and to the Charity’s employees and volunteers;
 - (c) the setting aside of the whole or any part or parts of the Charity’s premises at any particular time or times or for any particular purposes;
 - (d) the procedure at General Meetings and meetings of the Directors in so far as such procedure is not regulated by the Companies Act or by the articles;
 - (e) generally, all such matters as are commonly the subject matter of company rules.
- (3) The Charity in General Meeting has the power to alter, add to or repeal the rules or bye laws.
- (4) The Directors must adopt such means as they think sufficient to bring the rules and bye laws to the notice of members of the Charity.
- (5) The rules or bye laws shall be binding on all members of the Charity. No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in the articles.

DISPUTES

55. 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

56. (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) by transfer to any charity or charities for purposes similar to the Objects; or
 - (c) to any charity or charities for use for particular purposes that fall within the Objects.
- (2) Subject to any resolution of the members of the Charity, the Directors of the Charity may at any time before, and in expectation of, its dissolution resolve that any net assets of the Charity after all its debts and liabilities have been paid, or provision has been made for them, shall on dissolution of the Charity be applied or transferred:
- (a) directly for the Objects; or
 - (b) by transfer to any charity or charities for purposes similar to the Objects; or
 - (c) to any charity or charities for use for particular purposes that fall within the Objects.
- (3) In no circumstances shall the net assets of the Charity be paid to or distributed among the members of the Charity (except to a member that is itself a charity) and, if no such resolution in accordance with article 56(1) is passed by the members or the Directors, the net assets of the Charity shall be applied for charitable purposes as directed by the Court or the Commission.

INTERPRETATION

57. In article 7, sub-clause (2) of article 9 and sub-clause (2) of article 43 'connected person' means:

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