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THE COMPANIES (NORTHERN IRELAND) ORDERS 1986 TO 1990

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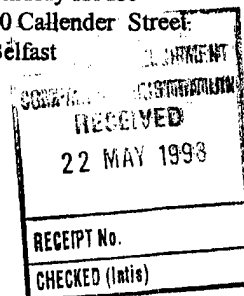
Company Limited by Guarantee and not having  
a Share Capital

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MEMORANDUM AND ARTICLES OF ASSOCIATION  
of  
GRATER SHANKILL PARTNERSHIP



BDO Stoy Hayward  
Lindsay House  
10 Callender Street  
Belfast



**CERTIFICATE OF UPDATING**

**THIS IS TO CERTIFY THAT THIS IS AN UPDATED COPY OF THE  
MEMORANDUM AND ARTICLES OF ASSOCIATION OF**

**GREATER SHANKILL PARTNERSHIP**

AS AT THE: 15<sup>th</sup> May 1998

SIGNED: 

COMPANY SECRETARY

THE COMPANIES (NORTHERN IRELAND) ORDERS 1986 TO 1990

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Company Limited by Guarantee and not having  
a Share Capital

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MEMORANDUM OF ASSOCIATION

of

GREATER SHANKILL PARTNERSHIP  
(a charitable company)

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1. The name of the Company (hereinafter called "the company") is "Greater Shankill Partnership".
2. The registered office of the Company will be situate in Northern Ireland.
3. The company is established to promote the benefit of the inhabitants of the area known or described as Greater Shankill Belfast (hereinafter referred to as the "area of benefit") without distinction of sex, age, colour, national origin, religion or political opinion, and so as to advance education and to promote training facilities and to make available or otherwise ensure the provision of facilities of every kind in the interests of social welfare or for leisure time recreational pursuits with the objective of improving the conditions of life of the said residents and so that the Company shall pursue the foregoing objects with a view to bringing about for the Area of Benefit an integrated strategy (in terms of social and health planning)

In furtherance of its aforesaid objects the Company shall have power:

- (a) to take all appropriate steps to promote an integrated strategy for the Area of Benefit and to promote and support programmes and activities of every kind designed to achieve this end;

- (b) to acquire, establish, equip, manage or support (whether in co-operation with others or alone) one or more centres in the Area of Benefit and so as to provide opportunities and facilities for educational and training purposes and recreational pursuits;
  - (c) to cause to be written and printed, or otherwise reproduced and circulated, gratuitously or otherwise, reports and other documents;
  - (d) to hold exhibitions, meetings, lectures and classes, either alone or with others;
  - (e) to foster and undertake research into any aspect of the objects of the Company and to disseminate the results of any such research;
  - (f) to maintain an active link of communication between the public and government, local government and other public and charitable bodies;
  - (g) to provide evidence for government and other inquiries;
  - (h) to co-operate and enter into arrangements with any authorities (national, local or otherwise) and to obtain from any such authorities any rights, privileges and concessions;
  - (i) to accept subscriptions, donations, devises and bequests of and to purchase, take on lease or in exchange, hire or otherwise acquire and hold, any real or personal estate (whether or not subject to any trust) and to construct, maintain and alter any of the same as are necessary or expedient for any of the purposes of the Company and (subject to such consents as may be by law required) to sell, lease or otherwise dispose of, or mortgage, any such real or personal estate;
  - (j) to issue appeals, hold public meetings and take such other steps as may be required for the purpose of procuring contributions to the funds of the Company in the shape of donations, subscriptions or otherwise PROVIDED THAT the Company shall not undertake any permanent trading activity in the pursuit of such activities;
  - (k) to draw, make, accept, endorse, discount, execute and issue, promissory notes, bills, cheques and other instruments and to operate bank accounts;
  - (l) to borrow or raise money for the objects of the Company on such terms and (with such consents as are by law required) on such security as may be thought fit;
-

- (m) to take and accept any gift of money, property or other assets (whether subject to any special trust or not) for the objects of the Company;
- (n) to invest the moneys of the Company not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject to such conditions (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided;
- (o) to make any charitable donation either in cash or assets for the furtherance of the objects of the Company;
- (p) to establish and support any charitable association or body and to subscribe or guarantee money for charitable purposes calculated to further the objects of the Company;
- (q) to undertake and execute charitable trusts;
- (r) to employ and pay any person or persons to supervise, organise, carry on the work of and advise the Company;
- (s) to insure and arrange insurance cover for and to indemnify its officers, servants and voluntary workers and those of its members from and against any risks incurred in the course of the performance of their duties for the Company as may be thought fit;
- (t) subject to the provisions of clause 4 hereof, to pay reasonable annual sums or premiums for or towards the provision of pensions or other reasonable benefits for employees for the time being of the Company or their dependents;
- (u) to amalgamate or seek affiliation with any company, institution, society or association which shall be charitable in law with objects altogether or mainly similar to or compatible with those of the Company and which prohibits the payment of any dividend or profit to, and the distribution of any of their assets amongst, their members at least to the same extent as such payments or distributions are prohibited in the case of members of the Company by this memorandum of Association;
- (v) to pay out of the funds of the Company the costs, charges and expenses of and incidental to the formation and registration of the Company;
- (w) to do all such things as shall further the above objects or any of them;

Provided that:-

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- (i) in case the Company shall take or hold any property which may be subject to any trusts, the Company shall only deal with or invest the same in such manner as is allowed by law having regard to such trusts.
- (ii) the objects of the Company shall extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.

- 4. The income and property of the Company shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association 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 Company and no member of its Board of Management shall be appointed to any office of the Company paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Company;

Provided that nothing herein shall prevent any payment in good faith by the Company:

- (a) of reasonable and proper remuneration to any member, officer or servant of the Company not being a member of its Board for any services rendered to the Company;
  - (b) of interest on money lent by any member of the Company or its Board at a rate not exceeding two per cent less than the base lending rate prescribed for the time being by the Bank appropriate to the Company or three per cent, whichever is the greater, on money lent;
  - (c) of reasonable and proper rent for premises demised or let by any member of the Company or of its Board;
  - (d) of fees, remuneration or other benefit in money or money's worth to a company of which a member of the Board may be a member holding not more than 1/100th part of the capital of that company; and
  - (e) to any member of its Board of reasonable and proper out-of-pocket expenses.
5. The liability of the members is limited.
6. Every member of the Company undertakes to contribute to the assets of the Company, in the event of the same being wound up while such party is a member, or within one year after such party ceases to be a member, for payment of the debts and liabilities of the Company contracted before such party ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding one pound (£1.00).
7. If upon the winding-up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Company, and which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the Company under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Company at or before the time of dissolution, and, in so far as effect cannot be given to such provision, then to some other charitable object.

WE, the several persons whose names and addresses are subscribed are desirous of being formed into a Company in pursuance of this Memorandum.

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NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

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Alleg S. H.

HIGH SMYTH.

10 Fonthill Green  
Belfast 13.  
Caldorman.

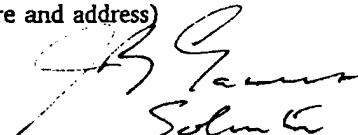
John Phillips

119 & 121 SHANNILL ROAD  
BELFAST BT 13

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Dated this 30th day of August 1995

Witness to the above signatures:  
(Signature and address)

  
Solomon  
Belfast



THE COMPANIES (NORTHERN IRELAND) ORDERS 1986 to 1990

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Company Limited by Guarantee and not having  
a Share Capital

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ARTICLES OF ASSOCIATION

-of-

GREATER SHANKILL PARTNERSHIP

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1. In these Articles:-

- |                                 |   |
|---------------------------------|---|
| "Area of Benefit"               | means the Area of Benefit as defined in the foregoing Memorandum of Association   |
| "Area Forum"                    | means the unincorporate organisation known as "Greater Shankill Forum" which is an umbrella grouping for various community organisations in the Area of Benefit or such other organisation as may be formed and carry out similar function or as otherwise regarded as representative as various interests in the Area of Benefit and which the members of the Company determine by resolution at a General Meeting to be the appropriate representative body to be designated the Area Forum for the purposes of these Articles of Association |
| "the Directors"                 | means the Community Representatives (as hereinafter defined), the Individual Directors (as hereinafter defined) and the Public Representative Directors (as hereinafter defined) together with the Chairman if appointed pursuant to the provisions of Article 31 (d)   |
| "the Community Representatives" | means those individuals who are nominated pursuant to Article 31 (b) by the Area Forum to serve on the Board of Directors of the Company  |
| "the Consultative"              | means those individuals who are nominated to  |

Observers"	attend as observers at meetings of the Board of Directors of the Company pursuant to Article 58
"Individual Directors"	means those individuals who are elected by the members of the Company pursuant to Article 31 (a) to serve in such capacity as members of the Board of Directors of the Company
"Public Representative Directors"	means those Councillors (being Councillors who have been elected to serve on Belfast City Council and who are Councillors for an area which is within or includes part of the Area of Benefit) and who pursuant to Article 31 (c) are to serve as members of the Board of Directors of the Company
"the 1986 Order"	means the Companies (Northern Ireland) Order 1986 including any statutory modification or re-enactment thereof for the time being in force
"the Orders"	means the 1986 Order, the Companies (Northern Ireland) Order 1990 and the Companies (No. 2) (Northern Ireland) Order 1990
"the Seal"	means the common seal of the Company
"Secretary"	means any person appointed to perform the duties of the Secretary of the Company
"The United Kingdom"	means Great Britain and Northern Ireland
	Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, electrostatic processes, and other modes of representing or reproducing words in a visible form.
	Unless the contrary intention appears, words or expressions contained in these articles shall bear the same meaning as in the Orders or any statutory modification thereof in force at the date at which these articles become binding on the Company.

#### **MEMBERS**

2. The subscribers to the Memorandum of Association and such other persons as the Directors shall admit to membership shall be members of the Company. Members may include corporate and unincorporate bodies and statutory

corporations which are closely associated with the Area of Benefit or proposals for the Area of Benefit.

#### GENERAL MEETING

3. (1) Subject to paragraph (2), the Company shall in each calendar year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the Company and that of the next.  
  
(2) So long as the Company holds its first annual general meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following calendar year. The annual general meeting shall be held at such time and place as the Board shall appoint.
4. All general meetings other than annual general meetings shall be called extraordinary general meetings.
5. The Directors may, whenever they think fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists, as provided by Article 376 of the 1986 Order. If at any time there are not within Northern Ireland sufficient Directors capable of acting to form a quorum, any Director or any two members of the Company may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Directors.

#### NOTICE OF GENERAL MEETINGS

6. An annual general meeting and a meeting called for the passing of a special resolution shall be called by twenty-one days notice in writing at the least, and a meeting of the Company other than an annual general meeting or a meeting for the passing of a special resolution shall be called by fourteen days notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed (subject to the provisions of the Orders) by the Company in general meeting, to such persons as are, under the articles of the Company, entitled to receive such notices from the Company, so however that a meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in this article, be deemed to have been duly called if it is so agreed and -
  - (a) in the case of a meeting called as the annual general meeting, by all the members entitled to attend and vote thereat; and
  - (b) in the case of any other meeting, by a majority in number of the members

having a right to attend and vote at the meeting, being a majority together representing not less than ninety-five per cent of the total voting rights at that meeting of all the members.

Notice of every general meeting shall be given to all members and the Directors and the auditors of the Company

7. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

#### PROCEEDINGS AT GENERAL MEETINGS

8. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting with the exception of the consideration of the accounts, balance sheets, and the reports of the Directors and auditors, the election of Directors in the place of those retiring and the appointment and the fixing of the remuneration of the auditors.
9. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided two members present in person shall be a quorum.
10. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Directors may determine.
11. The Chairman, if any, of the Board of Directors shall preside as chairman at every general meeting of the Company or, if there is no such Chairman, or if he is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the Directors present shall elect one of their number to be chairman of the meeting.
12. If at any meeting no Director is willing to act as chairman or if no Director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be chairman of the meeting.
13. The chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid

it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

14. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded -
- (a) by the chairman; or
  - (b) by at least five members present in person or by proxy; or
  - (c) by any member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.

Unless a poll is so demanded a declaration by the chairman that a resolution has on a show of hands been carried unanimously or by a particular majority or lost and an entry to that effect in the book containing the minutes of proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.

15. Except as provided in article 17, if a poll is duly demanded it shall be taken in such manner as the chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
16. Where there is an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.
17. A poll demanded on the election of a chairman, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.
18. Subject to the provisions of the Orders, a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at general meetings (or being bodies corporate by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held.

#### VOTES OF MEMBERS

19. Every member shall have one vote.
20. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in the affairs of those of unsound mind, may vote, whether on a show of hands or on a poll, by his controller, committee, receiver, guardian, curator bonis, tutor, judicial factor or other person in the nature of a controller, committee, receiver, guardian, curator bonis, tutor or judicial factor

appointed by that court, and any such controller, committee, receiver, guardian, curator bonis, tutor, judicial factor or other person may, on a poll, vote by proxy.

21. No member shall be entitled to vote at any general meeting unless all moneys presently payable by him to the Company have been paid.
22. On a poll votes may be given either personally or by proxy.
23. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or if the appointer is a body corporate, either under seal or under the hand of an officer or attorney duly authorised. A proxy need not be a member of the Company.
24. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Company or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
25. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:-

"I/We

of

being a member/members of the above-named Company hereby appoint

of

or failing him

of

as my/our proxy to vote in my/our name/s and on my/our behalf at the (annual or extraordinary, as the case may be) general meeting of the Company to be held on the        day of        19    and at any adjournment thereof.

Signed this        day of        19    "

26. Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit -

"I/We

of

being a member/members of the above-named Company, hereby appoint

of

or failing him  
of  
as my/our proxy to vote in my/our name/s and on my/our behalf at the  
(annual or extraordinary, as the case may be) general meeting of the  
Company to be held on the       day of       19   , and at any  
adjournment thereof.

This form is to be used \*in favour of the resolution  
against

Unless otherwise instructed, the proxy may vote as he thinks fit.

(\*Strike out whichever is not desired)

Signed this       day of       19   "

27. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
28. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, if no intimation in writing of such death, insanity or revocation as aforesaid is received by the Company at the Office before the commencement of the meeting or adjourned meeting at which the proxy is used.

#### **BODIES CORPORATE ETC. ACTING BY REPRESENTATIVES AT MEETINGS**

29. Any body corporate or unincorporate which is a member of the Company may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the body corporate which he represents as that body corporate or unincorporate could exercise if it was an individual member of the Company.

#### **BOARD OF DIRECTORS**

30. Notwithstanding anything to the contrary contained in Article 31 the names of the first Directors shall be determined in writing by the subscribers of the Memorandum of Association or a majority of them.
31. Subject to the provisions of Article 30 which shall have effect until the first annual general meeting of the Company shall be held the Board of Directors shall consist of the following:-
  - (a) Three Individual Directors elected by the members of the Company (not being a Community Representative or a Public Representative Director or a Consultative Observer);

- (b) Not more than nine Community Representatives nominated by the Area Forum (not being an Individual Director or a Public Representative Director or a Consultative Observer);
- (c) Such number of persons (not being an Individual Director or a Community Representative or a Consultative Observer) who are to be the Public Representative Directors which shall not exceed one third (disregarding any fractions) of the total aggregate number of all the members of the Board of Directors (including the Public Representative Directors) and the Consultative Observers and who are elected to and entitled to serve as Councillors on Belfast City Council for the Area of Benefit (but disregarding in such calculation of the total number of the Board of Directors any person excluding the Chairman who is co-opted to serve on the Board).
- (d) Such individual as may be elected by the other Directors to be the Chairman of the Company and who is regarded as an appropriate person to act as Chairman of the Company and is recognised as being independent of other interests already represented on the Board of Directors (but so that one of the Individual Directors may be elected Chairman in which event it shall not be necessary to appoint a third party not otherwise elected or nominated to the Board of Directors as referred to in sub-paragraphs (a) to (c) of this Article.

**PROVIDED ALWAYS** that in the event of any nominating body as aforesaid failing for any reason to nominate one or more persons to serve as a Community Representative or a Public Representative Director as the case may be the remaining Directors shall continue to have full authority to carry out and enjoy all functions and powers conferred on the Board hereby or by law or the Orders.

- 32. The Directors shall be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Directors or any committee of the Directors or general meetings of the Company or in connection with the business of the Company.

#### **BORROWING POWERS**

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

#### **POWERS AND DUTIES OF DIRECTORS**

- 34. The business of the Company shall be managed by the Directors who may pay all expenses incurred in promoting and registering the Company and may exercise all such powers of the Company as are not, by the Order or by these



articles, required to be exercised by the Company in general meeting, subject nevertheless to the provisions of the Orders or these Articles and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Company in general meeting; but no regulation made by the Company in general meeting shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made.

35. The Directors may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the Directors, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under these articles) and for such period and subject to such conditions as the Directors may think fit, and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Directors may think fit and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.
36. All cheques, promissory notes, drafts, bill of exchange and other negotiable instruments, and all receipts for moneys paid to the Company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Directors shall from time to time by resolution determine.
37. The Directors shall cause minutes to be made in books provided for the purpose -
  - (a) of all appointments of officers made by the Directors;
  - (b) of the names of the Directors present at each meeting of the Directors and of any committee of the Directors;
  - (c) of all resolutions and proceedings at all meetings of the Company, and of the Directors, and of committees of Directors;

#### DISQUALIFICATION OF DIRECTORS

38. The office of Director shall be vacated if the Director -
  - (a) without the consent of the Company in general meeting holds any office of profit under the Company; or
  - (b) is adjudged bankrupt or makes any arrangement or composition with his creditors generally; or
  - (c) ceases to be a Director by virtue of any provision of the Orders or becomes prohibited by law from being a Director; or
  - (d) suffers from mental disorder and such Director either -
    - (i) is detained for treatment within the meaning of Article 12 (5) of

the Mental Health (Northern Ireland) Order 1986 or

- (ii) an order is made by a Court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a controller, receiver, curator bonis or other person to exercise powers with respect to the property or affairs of such Director; or
- (e) resigns his office by notice in writing to the Company; or
- (f) is for more than four consecutive meetings absent without permission of the Directors from meetings of Directors held during that period and the Directors resolve that the office of such Director be vacated; or
- (g) in the case of a Public Representative Director in the event of such Public Representative Director no longer being a Councillor serving on Belfast City Council for an area which includes part at least of the Area of Benefit; or
- (h) in the case of a Community Representative notice shall have been received by the Company in writing from the Area Forum withdrawing such person or nominating another person in his place.

A Director shall not vote in respect of any contract in which he is interested or any matter arising thereout, and if he does so vote his vote shall not be counted.

#### ROTATION OF DIRECTORS

- 38. At the first annual general meeting of the Company all the Directors shall retire from office, and at the annual general meeting in every subsequent year one-third of the Individual Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest one-third, shall retire from office.
- 39. The Individual Directors to retire in every year shall be those who have been longest in office since their last election, but as between persons who became Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
- 40. A retiring Individual Director shall be eligible for re-election.
- 41. The Company at the meeting at which an Individual Director retires in manner aforesaid may fill the vacated office by electing a person thereto and, in default, the retiring Individual Director shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such Individual Director has been put to the meeting and lost.
- 42. No person other than an Individual Director retiring at the meeting shall unless

recommended by the Board be eligible for election to the office of Individual Director at any general meeting unless not less than three nor more than twenty-one days before the date appointed for the meeting there has been left at the registered office of the Company notice in writing, signed by a member duly qualified to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing signed by that person of his willingness to be elected.

43. The Company may from time to time by ordinary resolution increase or reduce the number of Individual Directors or Community Representatives or Public Representative Directors and may also determine in what rotation the increased or reduced number of Individual Directors is to go out of office.
44. The Board shall have power at any time, and from time to time, to appoint any person to be an additional Director, either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors shall not at any time exceed twenty five. Any Director so appointed shall hold office only until the next following annual general meeting, and shall then be eligible for re-election, but shall not be taken into account in determining the Directors who are to retire by rotation at such meeting.
45. The Company may by ordinary resolution, of which special notice has been given in accordance with Article 311 of the 1986 Order, remove any Director before the expiration of his period of office or notwithstanding that in the case of a person who is a nominee of either Belfast City Council or the Area Forum such nomination has not been withdrawn.
46. Without prejudice to the powers of the Directors under article 44 the Company in general meeting may appoint any person to be a Director either to fill a casual vacancy or as an additional Director. The person appointed to fill such a vacancy shall be subject to retirement at the same time as if he had become an Individual Director on the day on which the Director in whose place he is appointed was last elected or nominated as the case may be as a Director.

#### PROCEEDINGS OF BOARD

47. The Directors may meet together for the despatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. Where there is an equality of votes the Chairman shall have a second or casting vote. A Director may, and the secretary on the requisition of a Director shall, at any time summon a meeting of the Directors. It shall not be necessary to give notice of a meeting of Directors to any Director for the time being absent from the United Kingdom.
48. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors and unless so fixed shall be five.
49. The continuing Directors may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or

pursuant to these articles of the Company as the necessary quorum of Directors, the continuing Directors or Director may act for the purpose of increasing the number of Directors to that number or of summoning a general meeting of the Company but for no other purpose.

50. (a) The Directors shall elect a Chairman of their meetings in compliance with the provisions of Article 31 (d) (and such person shall be the Chairman of the Company) and determine the period for which he is to hold office; but if no such Chairman is elected, or if at any meeting the Chairman is not present within five minutes after the time appointed for holding the same, the Directors present may choose one of their number to be chairman of the meeting.
- (b) The Chairman elected by the other Directors pursuant to the provisions of Article 31 (d) shall retire from office at the end of the period of such appointment but shall be eligible for re-election and if the Chairman shall be an Individual Director he shall not be considered to be subject to the provisions for rotation mentioned in the foregoing Articles.
51. The Directors may delegate any of their powers to committees consisting of such member or members of their body as they think fit: any committee so formed shall in the exercise of the powers so delegated conform to any regulation that may be imposed on it by the Directors.
52. A committee may elect a chairman of its meetings; if no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to be chairman of the meeting.
53. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members of the Committee present, and where there is an equality of votes the chairman shall have a second or casting vote.
54. All acts done by any meeting of the Directors or of a committee of the Directors, or by any person acting as a Director, shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.
55. A resolution in writing signed by all the Directors for the time being entitled to receive notice of a meeting of the Directors shall be as valid and effectual as if it had been passed at a meeting of the Directors duly convened and held.
56. Subject to the provisions of the Orders, the Secretary shall be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit; and any Secretary so appointed may be removed by them.

57. A provision of the Orders or these articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in place of, the Secretary.

#### CONSULTATIVE OBSERVERS

58. The Company shall invite those public and statutory bodies having responsibility or functions in the Area of Benefit to nominate up to three persons (being individuals who are employees of or closely involved with the work of any of such public and statutory bodies responsible for the development and welfare of the Area of Benefit, it being recognised that such consultative role will be most important to the work of the Company) to be Consultative Observers who shall be entitled to attend and receive notice of both general meetings of the Company and meetings of the Board but who shall not be entitled to vote at any such meeting.

#### THE SEAL

59. The Directors shall provide for the safe custody of the seal, which shall only be used by the authority of the Directors or of a committee of the Directors authorised by the Directors in that behalf, and every instrument to which the seal shall be affixed shall be signed by a Director and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Directors for the purpose.

#### ACCOUNTS

60. The Directors shall cause accounting records to be kept in accordance with the Orders.
61. The accounting records shall be kept at the registered office of the Company or, subject to the provisions of the Orders, at such other place or places as the Directors think fit and shall always be open to the inspection of the officers of the Company.
62. Subject to the provisions of the Orders, the Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, accounts and books of the Company or any of them shall be open to the inspection of members not being Directors, and no member (not being a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Directors or by the Company in general meeting.
63. The Directors shall from time to time in accordance with the provisions of the Orders cause to be prepared and to be laid before the Company in general meeting such profit and loss accounts, balance sheets, group accounts, if any, and reports as are referred to in those provisions.

64. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in general meeting, together with a copy of the auditor's report, shall not less than twenty-one days before the date of the meeting be sent to every member of, and every holder of debentures of, the Company, so, however, that this article shall not require a copy of those documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any debentures.

#### AUDIT

65. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Orders.

#### NOTICES

66. A notice may be given by the Company to any member either personally or by sending it by post to him or to his registered address, or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Company for the giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of 24 hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.
67. Notice of every general meeting shall be given in any manner herein before authorised to -
- (a) every member except those members who (having no registered address within the United Kingdom) have not supplied to the Company an address within the United Kingdom for the giving of notice to them; and
  - (b) every person being a personal representative or an assignee in bankruptcy of a member where the member but for his death or bankruptcy would be entitled to receive notice of the meeting;
  - (c) the auditor for the time being of the Company; and
  - (d) Consultative Observers.

No other person shall be entitled to receive notice of general meetings.

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NAMES AND ADDRESSES OF SUBSCRIBERS

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*Joseph Syff*  
HUGH SMYTH  
10 Foother Green  
Belfast 13.  
Clerkman

*John Phillips*  
JOHN PHILLIPS  
119+121 SHANKILL ROAD  
BELFAST 13

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Dated the 30<sup>th</sup> day of August 1995

Witness to the above signatures:

*J. B. Smith*

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