

Companies (Northern Ireland) Order 1986

Company Limited by Guarantee and not having a Share Capital

### **Memorandum of Association of Stewartstown Road Regeneration Project Limited**

1. The Company's name is "Stewartstown Road Regeneration Project Limited" and in this document it shall be referred to hereafter as "the charity".
2. The Charity's registered office is to be situated in Northern Ireland.
3. The Charity's object is:

To promote regeneration for the benefit of the public in areas of social and economic deprivation (and in particular in the Stewartstown Road area of Belfast) by all or any of the following means:

  - (a) the advancement of education training or retraining;
  - (b) the promotion and support of social or individual enterprise;
  - (c) the creation of training and employment opportunities by the provision of workspace buildings and/or land;
  - (d) the provision or promotion of housing for those who are in need;
  - (e) the promotion of social cohesion equality diversity and cross-community activity.
4. The Charity has the power to do anything which is calculated to further its object or is conducive or incidental to doing so. In particular the charity has the power:
  - (a) To acquire by any means whatsoever any land property or premises of any tenure or any interest therein for the purpose of furthering the charity's object.
  - (b) To procure funding for the charity to enable it to further its object, to obtain grants or procure the provision of grants from any source for the purposes of the charity and to comply with the terms subject to which such grants are made available: to accept subscriptions, donations, devises and bequests of any real or personal property and any rights or privileges necessary for promotion of the company's objects; to issue appeals, hold public meetings and take such other steps as may be required for the purposes of securing contributions to the charity; and to encourage the involvement of individuals and organisations of all kinds in the activities of the charity generally. To sponsor, promote and co-ordinate the establishment of co-operative ventures of every kind, and bodies corporate and unincorporated of every nature permitted by law whose existence or activities may be conducive to the attainment of the principal object of the charity.
  - (c) To collect, publish and diffuse information: to undertake, commission and assist research and surveys of every kind to promote, organise and participate in conferences, meetings, lectures, instruction courses, exhibitions, displays, films and sound and television broadcasts; and to adopt every means of making known the activities and objectives of the charity.

- (d) To promote and participate in the development of new methods, ideas and processes which are or might be conducive to the attainment of the principal object of the charity: to promote competitions and prize schemes and pay premiums, scholarships and rewards.
- (e) To buy, sell, alter, repair, improve, let on hire, or on hire purchase, exchange and otherwise deal in all kinds of property, equipment, machinery, apparatus, fittings, appliances, utensils, tools, material, articles and things used or capable of being used in connection with economic and social development.
- (f) To act as agents or brokers or trustees and to carry on the business of commercial agents, and to purchase, sell and deal in goods, materials, property, commodities, articles and services of every kind whether or not of a kind required for the purpose of any other business which the charity is authorised to carry on.
- (g) To acquire, construct, maintain, alter and dispose of all such buildings, erections, structures and works as may seem advantageous in connection with the foregoing purposes or any of them.
- (h) To invest the monies of the charity not immediately required for its purposes in or upon such investments, securities, or property as may be thought fit.
- (i) To employ staff as is required to facilitate the delivery of the charity's object, or to remunerate any person, firm or company rendering services to the charity, excluding a Director or member of the charity.
- (j) To collaborate with any organisation or department or Government, Local Government, or any firm or company having objects similar in whole or with those of the charity.
- (k) In the furtherance of the charity's object to lend or advance money or to give credit in such terms as may seem expedient and with or without security to customers and others; to borrow and raise money and to secure or discharge any debt or obligation of or binding of the charity in such a manner as may be thought fit, and in particular by mortgages and charges on the undertaking and all or any of the property and assets (present and future) of the charity.
- (l) To carry on any other business which may seem to the charity capable being conveniently carried on in connection with or in addition to the above, or which it may be advisable to undertake with a view to developing, rendering valuable, or turning to account any property, real or personal belonging to the charity, or in which the charity may be interested.
- (m) To amalgamate with or enter into partnership or any joint purse or profit sharing arrangement with or to co-operate in any way with, or assist or subsidise, any company, firm, body, organisation, or person whether or not carrying on, or proposing to carry on, any business within the object of the charity.
- (n) To sell, lease, grant in fee farm, grant licences, easements and other rights over, and in any other manner deal with or dispose of, the undertaking, property, assets, rights and effects of the charity or any part thereof for such consideration as may be thought fit.
- (o) To promote, support, or oppose legislative or other measures affecting economic and social development, or directly affecting the activities of the charity.

- (p) To carry on any business or branch of a business which the charity is authorised to carry on by means, or through the agency of, any subsidiary company or companies, and to enter into any arrangement with such subsidiary company for taking the profits and bearing the losses of any business or any branch so carried on, or for financing any such subsidiary company or guaranteeing its liabilities, or to make any other arrangement which may seem desirable with reference to any business or branch so carried on including power at any time, and either temporarily or permanently to close any such branch or business.
  - (q) To enter into any arrangement with any government or authority, supreme, municipal, local or otherwise, or company, that may seem conducive to the charity's object and to obtain from any such government, authority, or company any charters, contracts, decrees, rights, grants, loans, privileges, or concessions which the charity may think it desirable to obtain, and to carry out, exercise and comply with the same.
  - (r) To grant pensions, gratuities, annuities, superannuation or other allowances or benefits to any persons who may be or have been in the employment or service of the charity.
  - (s) To establish or support associations, institutions, clubs, funds and trusts which may be considered calculated to benefit any such persons or otherwise advance the interests of the charity.
  - (t) To pay all or any expenses incurred in connection with the promotion, formation, and incorporation of the charity and any company promote by the charity.
  - (u) To do anything by this Memorandum of Association authorised in any part of the world and as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents, sub-agents, contractors, sub-contractors or otherwise and either alone or in conjunction with others.
  - (v) To do all such things as may be considered incidental or conducive to the attainment of the above objects or any of them.
5. The income and property of the charity whencesoever derived, shall be applied solely towards the promotion of the object of the charity 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 the Members of the charity. Provided that nothing herein shall prevent the payment in good faith, of reasonable and proper remuneration to any officer or servant of the charity or to any member of the charity in return for any services actually rendered to the charity.
6. The liability of the members is limited.
7. Every member of the charity undertakes to contribute to the assets of the charity in the event of the same being wound up while he/she is a member, or within one year after he or she ceases to be a member, for payment of the debts and liabilities of the charity contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding £1.
8. If upon the winding up or dissolution of the charity 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 charity but shall be given or transferred to another charity with similar objects.

## **Articles of Association of Stewartstown Road Regeneration Project Limited**

### **1. Interpretation**

#### 1.1 In these Articles:

"The Order" means the Companies (N.I.) Order 1986 and every other order for the time being in force concerning companies and affecting the Company;

The "charity" means the above named Company;

The "United Kingdom" means Great Britain and Northern Ireland;

The "Secretary" means any person appointed to perform the duties of the Secretary of the Company;

References to "in writing" shall unless the contrary intention appear be construed as including references to printing, lithography, photography and other modes of representing or reproducing work in a visible form;

"Organisation" means a firm, body corporate, partnership, or unincorporated body of persons.

#### 1.2 Unless an intention to the contrary appears, words or expressions contained in these Articles shall bear the same meaning as in the Order or any statutory modification in force at the date at which these Articles become binding on the charity.

#### 1.3 Unless the context otherwise requires, words, in these Articles, in the singular shall include the plural and vice versa and words importing the masculine gender shall be deemed to include the feminine gender and vice versa.

### **2. Membership**

#### 2.1 The number of members with which the charity proposes to be registered is forty but the Directors may from time to time register an increase of members. These members will include subscribers to the Memorandum of Association of the charity and such other persons as are admitted to membership in accordance with these Articles. There will be one level of membership, ordinary membership, which shall be open to individuals who represent bona fide community groups within the Suffolk and Lenadoon area, and to individuals who are genuinely interested in the development and welfare of the area. Membership will be:

1. By invitation of the Directors.

2. Or by application made in writing to the Board of Directors.

3. And will in all cases be subject to approval by 75% of Directors.

4. Will, in the case of individuals representing community groups, be subject to a written confirmation, provided by Suffolk Community Forum or Lenadoon Community Forum, that the member has been nominated as representing their own organisation.

#### 2.2 Ordinary members are entitled to attend and vote at General Meetings.

#### 2.3 The charity may at any time set a modest level of subscription for membership. No member who is in arrears of subscription or other payment shall be entitled to either privileges or facilities offered by the charity, or to vote or to attend any meeting of the charity, or to nominate any person for office, or to requisition an Extraordinary General Meeting of the charity.

### **3. Duties, Rights and Privileges of Members**

- 3.1 The Board of Directors may subscribe bye-laws or rules setting out terms of membership and the conditions on which membership may be terminated.
- 3.2 The members of the charity shall be liable to pay to the charity an annual subscription (if any) as shall from time to time be determined by the charity at the Annual General Meeting. The charity at Annual General Meeting shall also decide the date on which any subscription is due for payment.
- 3.3 The membership and rights of every member shall be individual and shall not be transferable and shall cease on death or, in the case of an individual who represents an organisation which is a body corporate, shall cease in the event of that body corporate going in liquidation otherwise than for the purpose of an amalgamation or reconstruction while solvent. The Board of Directors, at their discretion, may agree for specific community groups to be represented by replacement members if such applications are made in writing to the Board.
- 3.4 Every member shall be bound to further the objects of the charity and shall observe these Articles and such regulations as the Board of Directors shall issue from time to time.
- 3.5 A member of the charity shall cease to be a member:
  1. If the appropriate subscription payable by the member concerned is unpaid three calendar months after due date.
  2. If the member serves on the Board of Directors two months notice in writing of termination of membership signed by or on behalf of the member concerned.
  3. If the member ceases to qualify for membership under these Articles.

Any member who ceases to be a member shall remain liable for all arrears of subscription or other payment due up to the date when membership ceases.

### **4. General Meetings**

- 4.1 The charity shall in each year hold a General Meeting as its Annual General Meeting 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 and that of the next: provided that so long as the charity holds its first Annual General Meeting within eighteen months of its date of incorporation, it need not hold it in the year of its incorporation or the following year. The Annual General Meeting shall be held in such a place as the Board of Directors shall appoint.
- 4.2 All general meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
- 4.3 The Directors may, whenever they think fit, convene an Extraordinary General Meeting, or, if so requested in writing by at least 25% of the members of the charity, and all members shall be entitled to attend, speak and vote at such a meeting, either in person or by their duly appointed representative.
- 4.4 Annual General Meetings and any meetings called for the passing of a special resolution shall be called by at least 21 days notice in writing. Any other meetings, excepting those called for the passing of a special resolution, shall be called by at least 14 days notice in writing. The notice shall be exclusive of the day on which it is served or deemed to be served and shall specify the place, day, and hour of meeting and in the case of special business, the general nature of that business and shall be given in such manner as may be prescribed by the charity in general meeting or under the terms set out within the Articles of the charity. This provision will also apply to meetings which have been rearranged following adjournment.
- 4.5 Notwithstanding the provisions in Article 4.4, a meeting of the charity shall be deemed to be duly called on shorter notice than that specified if it is agreed:
  1. In the case of Annual General Meeting by all the members entitled to attend and vote thereat; and

2. In the case of any other meeting, by 95% of members having the right to attend and vote at the meeting.

4.6 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 proceedings at that meeting.

## **5. Proceedings at General meetings**

5.1 With the exception of the consideration of accounts, balance sheets and the reports of Directors and Auditors, the election of Directors in the place of those retiring and the appointment of and fixing of remuneration of Auditors, all other business which is transacted at an Extraordinary General Meeting or Annual General Meeting will be deemed special.

5.2 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. A quorum shall consist of two thirds of full members of the charity entitled to attend and vote thereat, which is to include a minimum of 50% of members representing each of the community fora.

5.3 If within half an hour of the time appointed for the meeting, a quorum is not present, the meeting shall stand adjourned to such other day and such other time and place as the Directors may determine. If at the adjourned meeting the quorum is not present within half an hour of the time appointed for the meeting, the members present shall be a quorum.

5.4 The Chairman of the charity for the time being shall preside at every General Meeting of the charity, or if he is not present within fifteen minutes after the time appointed for the holding of the meeting, the Directors present shall elect one of their number to be Chairman of the meeting.

5.5 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.

5.6 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. It shall not be necessary to give notice of an adjournment or business to be transacted unless the adjournment is for thirty days or more in which case notice should be given as in the case of an original meeting.

## **6. Voting at General Meetings**

6.1 Voting at General Meetings shall be by way of a show of hands, unless a poll is demanded by at least 60% of members present, and every member present shall have one vote. Unless a poll is so demanded, a declaration by the Chairman that a resolution has on show of hands been carried or carried unanimously or by a particular majority or lost, and an entry to that effect in the minutes of proceedings of the charity shall be conclusive evidence of the fact without proof of the number or proportion of the number of votes recorded in favour or against such resolution. A poll demanded on the election of a Chairman or on the 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.

6.2 At the request of a simple majority of those members present and entitled to vote, voting at a General Meeting may be conducted by way of a secret ballot which shall be conducted in such a manner as the Chairman shall decide.

6.3 Resolutions at General Meetings shall be passed by a simple majority of members representing Suffolk Community Forum and a simple majority of members representing Lenadoon Community Forum who are present, provided that they constitute a quorum for the purposes of that meeting.

6.4 Subject to the provisions of the Order, 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, shall

be as valid and effective as if the same had been passed at a General Meeting of the charity, duly convened and held.

6.5 Members shall be entitled to appoint a proxy to vote on their behalf at General Meetings. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his Attorney duly authorised in writing. A proxy must be a member of the charity. The instrument appointing a proxy shall be deposited at the registered office of the charity not less than 24 hours before the time for holding the meeting at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.

6.6 An instrument appointing a proxy shall be in the following form or form as near thereto as circumstances admit:

Stewartstown Road Regeneration Project Limited

I..... of..... in the county of .....being a member of the above named charity, hereby appoint.....of..... as my proxy to vote for me on my behalf, at the General Meeting of the charity to be held on the..... day of.....199...and at any adjournment thereof. This form is to be used in favour of/against the resolution.....

Unless otherwise instructed the proxy will vote as he/she thinks fit.

Signed..... this..... day of..... 199...

6.7 A vote given in accordance with the terms of an instrument proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, if no information in writing of such death, insanity or revocation as aforesaid is received by the charity at the office before the commencement of the meeting at which the proxy is used.

## 7. **Appointment of Directors**

7.1 The Board of Directors of the charity shall consist of not less than 10 nor more than 14 members (or such other number of members as the charity in General Meeting from time to time fix). The Directors shall have power at any time to appoint any person as an addition to the existing Directors but the number shall not at any time exceed the number fixed in accordance with the Articles. Such appointments will be subject to ratification by Members at the next General Meeting.

7.2 All Members are entitled to stand for election to the Board of Directors.

7.3 The first members of the Board of Directors shall be appointed in writing by the subscribers to the Memorandum of Association and shall hold office until the first Annual General Meeting of the charity.

7.4 The Board shall consist of:

1. A minimum of 3 and a maximum of 5 people representing Lenadoon Community Forum
2. A minimum of 3 and a maximum of 5 people representing Suffolk Community Forum
3. A minimum of 2 and a maximum of 5 people who are appointed for their professional expertise, and who may not be members of the Forum or local residents.

7.5 One third of Directors shall resign in each year at the Annual General Meeting and will be eligible for re-election. The Directors to retire in each year shall be those who have been longest in office since their last election, but between persons who became Directors on the same day, those to retire shall be determined by lots.

7.6 The Board shall be entitled in its absolute discretion to invite such other persons as it thinks fit to attend and speak, but not vote, at meetings of the Board.

7.7 Board Members shall not be entitled to receive remuneration for acting as such, but may be entitled to be reimbursed for expenses properly incurred as a result of the business of the charity.

7.8 The office of Director shall be vacated if the Member:

1. Holds any office of profit under the charity.
2. Becomes prohibited from being a Director under Articles 303 to 308 of the Order or under any legislation introduced at a later date.
3. Becomes an undischarged bankrupt or makes any arrangement of composition with his creditors generally.
4. Becomes of unsound mind.
5. Resigns his office by notice in writing to the charity.
6. Ceases to be a Director by virtue of the provisions of the Order.
7. Is directly or indirectly interested in any contract with the charity and fails to declare his interest in the manner required under the Order, or votes in any matter arising thereout.
8. Fails to attend, without adequate reasons made known to the Board, at least 70% of Board meetings in any 12 month period which are convened in accordance with the Articles.

## **8. Powers and Duties**

- 8.1 The business of the charity shall be managed by the Directors who may pay all expenses incurred in promoting and registering the charity, and may exercise all powers of the charity as are not, by the Acts or Order or by these Articles, required to be exercised by the charity in the General Meeting. No regulation made by the charity in the General Meeting shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made.
- 8.2 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 they are nominated directly or indirectly by the Directors, to be the attorney or attorneys of the charity for such purposes and with such powers, authorities and discretions as they may think fit (not exceeding those vested in or exercisable by the Directors under these articles), and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the 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.
- 8.3 The Board may exercise all powers of the charity to borrow money, and to mortgage or large the whole or part of its undertaking and property, whether outright as security for any debt, liability or obligation of the charity or any third party.
- 8.4 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for monies paid to the charity, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be in such a manner as the Directors, from time to time by resolution determine.

## **9. Proceedings of the Board**

- 9.1 The Directors shall cause minutes to be made in books provided for the purpose:
  1. Of all appointments of Officers or Directors made by the Directors.
  2. Of the names of Directors present at each meeting and of any Committee of Directors.
  3. Of all resolutions and proceedings of meetings of the charity, of Directors and of sub-committees of Directors.
  4. Of all appointments and resignations of members including details of affiliations.
- 9.2 The Board of Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit and shall meet not less than six times in any calendar year. Questions arising at any meeting shall be decided by at least a three quarter majority of votes carried out by show of hands.



- 9.3 The quorum necessary for the transaction of business by the Board may be fixed by the Board and unless so fixed shall be two thirds of Board Members and must include 3 members representing each forum and 2 independent Board Members.
- 9.4 If at any meeting the Chairman is not present within fifteen minutes after the time appointed for holding of the same, the Board Members present may choose one of their members to be the Chairman of the meeting.
- 9.5 The Board may delegate any of its powers to sub-committees consisting of such persons as it thinks fit; any committees so formed shall in the exercise of the powers delegated conform to any regulations that may be imposed on it by the Board, and acts and proceedings of such Committees should be reported back to the Board at the next Board Meeting.
- 9.6 Where the Board holds the authority of Members, passed at a General Meeting to pass ordinary resolutions, such resolutions signed in writing by 75% of Board Members shall be valid and effective as if it had been passed at a meeting of the Board duly convened and held. The signature of members need not be on a single document provided that each is on a document that accurately states the terms of the resolution and for this purpose facsimiles of signed resolutions shall be valid and effective.
- 9.7 The charity may from time to time by ordinary resolution increase or reduce the number of Directors and may also determine in what rotation the increased or reduced number is to go out of office. The charity may by ordinary resolution of which special notice has been given in accordance with Article 311 of the Order, remove any Director before the expiration of his period of office, notwithstanding anything in these Articles or in any agreement between the charity and such a Director. Such removal shall be without prejudice to any claim such a Director may have for damages for breach of any contract of service between him and the charity.

## **10. The Secretary**

- 10.1 The Secretary shall be appointed in accordance with Article 21 of the Order for such a term, and upon such conditions, as the Directors may think fit and any Secretary so appointed may be removed by the Directors, provided that no member of the Board may occupy the salaried position of Secretary.
- 10.2 A provision of the Order or these Articles requiring or authorising anything 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.

## **11. Accounts**

- 11.1 The charity shall cause accounting records to be kept in accordance with Article 229 of the Order and in accordance with the amendments of the Companies (Northern Ireland) Order 1990.
- 11.2 The accounting records of the charity shall be kept at the registered office of the charity or, subject to the provisions of the Orders, at such other place or places as the Directors think fit and shall always be open to the inspection of the Officers of the charity.
- 11.3 The Directors shall from time to time in accordance with Articles 237, 243 and 249 of the Order and the amendments incorporated in the Companies (Northern Ireland) Order 1990, cause to be prepared and to be laid before the charity in general meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in these provisions.
- 11.4 Auditors shall be appointed and their duties regulated in accordance with the provision of the Order.

## **12. Notices**

- 12.1 A Notice may be given by the charity to any Member either personally or by sending it by post to him at 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 charity 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, pre-paying 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 twenty-four hours after the letter containing the same is posted, and in any other case at the time by which the letter would be delivered in the ordinary course of post.

- 12.2 Notice of every General Meeting shall be given in any manner hereinbefore authorised and shall be given to:
1. Every Member of the charity except those Members who (having no registered address within Northern Ireland) have not supplied to the charity an address within Northern Ireland for the giving of notice to them and
  2. The auditors for the time being of the charity.
  3. Any Board Members who are not members of the charity.
- 12.3 No other person shall be entitled to receive notice of general meetings.

**13. Other issues**

- 13.1 On the dissolution of the charity any surplus assets shall be applied in accordance with the conditions laid out in the Memorandum of Association and shall not be distributed amongst the members.
- 13.2 Subject to the provisions of the Order, but without prejudice to any indemnity to which a member of the Board may otherwise be entitled, every member of the Board or other Officer or Auditor of the charity shall be indemnified out of the assets of the charity against any liability incurred by him or her in defending any proceedings, whether civil or criminal, in which judgement is given in his or her favour or in which he or she is acquitted or in connection with any application in which relief is granted to him or her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the charity.

A handwritten signature in black ink, appearing to be 'R. G.', written in a cursive style.

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