

THE ROYAL YACHTING ASSOCIATION NORTHERN IRELAND

(Company Number: NI051945)

ARTICLES OF ASSOCIATION

1 The Company's name is The Royal Yachting Association Northern Ireland (the **Charity**).

2 **DEFINED TERMS**

2.1 In the Articles, unless the context requires otherwise—

"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;

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

"Board" means the Board of Directors for the time being of the Charity;

"Boating" means sporting recreational or relevant professional and other activities carried out in waterborne craft of any description powered by wind or by mechanical means, but not including activities deemed to be "paddle sports";

"bankruptcy" includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;

"Chairperson" has the meaning given in article 21 and 42;

"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;

"Commission" means the Charity Commission for Northern Ireland;

"Companies Acts" means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the Charity;

"Connected person" in relation to article 10 and article 44 '**connected person**' means:

- (1) a child, parent, grandchild, grandparent, brother or sister of the director;
- (2) the spouse or civil partner of the director or of any person falling within sub-clause (1) above;
- (3) a person carrying on business in partnership with the director or with any person falling within sub-clause (1) or (2) above;
- (4) an institution which is controlled –
  - (a) by the director or any connected person falling within sub-clause (1), (2), or (3) above; or
  - (b) by two or more persons falling within sub-clause 4(a), when taken together
- (5) a body corporate in which –

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

"Director(s)" means a Director/Directors of the Charity, and includes any person occupying the position of Director, by whatever name called;

"document" includes, unless otherwise specified, any document sent or supplied in electronic form;

"electronic form" has the meaning given in section 1168 of the Companies Act 2006;

"Member(s)" shall mean the Members of the Charity from time to time and in accordance with the meaning given in section 112 of the Companies Act 2006 and whose name is entered in its register of members;

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

"officers" includes the Directors and the secretary (if any);

"proxy notice" has the meaning given in article 25;

"RYA" means the Royal Yachting Association (company registration No 00878357);

"seal" means the common seal of the Charity if it has one;

"secretary" means any person appointed to perform the duties of the secretary of the Charity;

"special resolution" has the meaning given in section 283 of the Companies Act 2006;

"subsidiary" has the meaning given in section 1159 of the Companies Act 2006;

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

"writing" means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

- 2.2 Words importing one gender must include all genders, and the singular includes the plural and vice versa.
- 2.3 Unless the context otherwise requires, other words or expressions contained in these Articles bear the same meaning as in the Companies Act but excluding any statutory modification not in force when this constitution becomes binding on the Charity.
- 2.4 Apart from the exception mentioned in the previous paragraph a reference to an Act of the Legislative Assembly or Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.

### **3 LIABILITY OF MEMBERS**

- 3.1 The liability of each Member of the Charity is limited to a sum not exceeding £1.00 being the amount that each Member undertakes to contribute to the assets of the Charity in the event of its being wound up while he is a Member or within one year after he ceases to be a Member, for:
  - 3.1.1 payment of the Charity's debts and liabilities contracted before he ceases to be a Member;
  - 3.1.2 payment of the costs, charges and expenses of winding up; and

3.1.3 adjustment of the rights of the contributories among themselves.

#### 4 **OBJECTS**

4.1 The objects of the Charity are restricted to the following:

- 4.1.1 to promote Boating in Northern Ireland;
- 4.1.2 to provide to Members of the Charity services, advice and assistance in connection with Boating;
- 4.1.3 to represent and protect the Boating interests of Members of the Charity in Northern Ireland;
- 4.1.4 to provide and promote in Northern Ireland Boating related education, competition, training and other services to Members of the Charity, organisations and the public;
- 4.1.5 to provide a channel of communication between Members and RYA; and
- 4.1.6 to do all other things that are incidental or conducive to the attainment of the above objectives.

4.2 No addition alteration or amendment may be made to the Articles which would mean that the Charity no longer fulfilled the provisions of Section 62 of the Companies Act 2006.

#### 5 **POWERS**

5.1 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:

- 5.1.1 to raise funds. In doing so, the Charity must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations;
- 5.1.2 to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- 5.1.3 to sell, lease or otherwise dispose of all or any part of the property belonging to the Charity. In exercising this power, the Charity must comply as appropriate with any provisions of the Charities Act for the time being in force;
- 5.1.4 to borrow money and to charge the whole or any part of the property belonging to the Charity as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation. The Charity must comply as appropriate with any provisions of the Charities Act of the time being in force, if it wishes to mortgage land;
- 5.1.5 to promote and organise co-operation in the achievement of the above objects with other charities, voluntary bodies and statutory authorities and to that end to exchange information and advice with them and work in association with other charities, local authorities and voluntary organisations engaged in the furtherance of the above objects in the area of benefit;
- 5.1.6 to establish or support any charitable trusts, associations, organisations or institutions formed for any of the charitable purposes included in the Objects;
- 5.1.7 to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity;
- 5.1.8 to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;

5.1.9 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;

5.1.10 to:

- (a) deposit or invest funds;
- (b) employ a professional fund-manager; and
- (c) 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) 1958 and the Trustee Act (Northern Ireland) 2001;

5.1.11 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;

5.1.12 to pay out of the funds of the Charity the costs of forming and registering the Charity both as a company and as a charity;

5.1.13 to establish or acquire subsidiary companies;

5.1.14 to enter into contracts to provide services to or on behalf of other bodies;

5.1.15 to vet, recruit and train volunteers with relevant skills to carry out the objects of the Charity.

## **6 APPLICATION OF INCOME AND PROPERTY**

6.1 The income and property of the Charity must be applied solely towards the promotion of the Objects.

6.2 Director's entitlement:

- 6.2.1 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.
- 6.2.2 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;
- 6.2.3 A director may receive an indemnity from the Charity in the circumstances specified in article 57.
- 6.2.4 A director may not receive any other benefit or payment unless it is authorised by article 7.
- 6.2.5 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 receiving:
- 6.2.6 a benefit from the Charity in the capacity of a beneficiary of the Charity;
- 6.2.7 reasonable and proper remuneration for any goods or services supplied to the Charity including, but not limited to, payroll, personnel and finance services provided by a Member of the Charity.

## **7 GENERAL PROVISIONS**

7.1 No director or connected person may:

- 7.1.1 buy any goods or services from the Charity on terms preferential to those applicable to members of the public;
- 7.1.2 sell goods, services, or any interest in land to the Charity;
- 7.1.3 be employed by, or receive any remuneration from, the Charity;
- 7.1.4 receive any other financial benefit from the Charity;

unless the payment is permitted by sub-clause 7.2 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.

7.2 Circumstances in which Charity Directors or connected persons may benefit:

- 7.2.1 A director or connected person may receive a benefit from the Charity in the capacity of a beneficiary of the Charity provided that only a minority of the Directors benefit in this way.
- 7.2.2 A director or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the Charity where that is permitted in accordance with, and subject to the conditions in, sections 88, 89 and 90 of the Charities Act (Northern Ireland) 2008.
- 7.2.3 Subject to sub-clause 7.3 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.
- 7.2.4 A director or connected person may receive interest on money lent to the Charity at a reasonable and proper rate, which must be not more than the Bank of England bank rate (also known as the base rate).
- 7.2.5 A director or connected person may receive rent for premises let by the director or connected person to the Charity. The amount of the rent and the other terms of the lease must be reasonable and proper. The director concerned must withdraw from any meeting at which such a proposal, the rent, or other terms of the lease are under discussion.
- 7.2.6 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.

7.3 Payment for supply of goods only – The Charity and its Directors may only rely upon the authority provided by sub-clause 7.2.3 of this article if each of the following conditions is satisfied:

- 7.3.1 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;
- 7.3.2 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;
- 7.3.3 The other Directors must be satisfied that it is in the best interests of the Charity to contract with the supplier rather than with someone who is not a director or connected person. In reaching that decision, the Directors must balance the advantage of contracting with a director or connected person against the disadvantages of doing so;

7.3.4 The supplier must be absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the Charity;

7.3.5 The supplier must not vote on any such matter and must not to be counted when calculating whether a quorum of Directors is present at the meeting;

7.3.6 The Directors must have had regard to any guidance given by the Commission concerning the making of such agreements before entering into an agreement with the supplier;

7.3.7 The reason for their decision must be recorded by the Directors in the minute book;

7.3.8 The number of Directors in receipt of remuneration or payments authorised by article 38 or connected to a supplier must form a minority of those then in office; and

7.3.9 The duty of care in section 1(1) of the Trustee Act (Northern Ireland) 2001 is applied to each director when making such a decision as mentioned in article 7.3.3.

7.4 In sub-clauses 7.1, 7.2 and 7.3 of this article:

- (a) 'charity' includes any company in which the Charity:
  - (i) holds more than 50% of the shares; or
  - (ii) controls more than 50% of the voting rights attached to the shares; or
  - (iii) has the right to appoint one or more Directors to the board of the company.
- (b) 'connected person' includes any person within the definition in article 7.

## 8 DIRECTORS' GENERAL AUTHORITY

Subject to the Articles, the Board is responsible for the management of the Charity, for which purpose it may exercise all the powers of the Charity.

## 9 DECLARATION OF DIRECTOR'S INTERESTS

A director must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Charity, or in any transaction or arrangement entered into by the Charity, which has not previously been declared. A director must absent himself or herself from any discussions of the Charity Directors in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Charity and any personal interest (including but not limited to any personal financial interest). Such a director must not be counted in any vote or quorum on this matter.

## 10 CONFLICTS OF INTERESTS AND CONFLICTS OF LOYALTIES

10.1 If a conflict of interests arises for a director because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the articles, the unconflicted Directors may authorise such a conflict of interests where the following conditions apply:

- 10.1.1 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;
- 10.1.2 the conflicted director does not vote on any such matter and is not to be counted when considering whether a quorum of Directors is present at the meeting; and

- 10.1.3 the unconflicted Directors consider it is in the interests of the Charity to authorise the conflict of interests in the circumstances applying.
- 10.2 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.

## 11 **MEMBERS**

- 11.1 The subscribers to the memorandum are the first members of the Charity.
- 11.2 No organisation shall become a member of the Charity unless:
  - 11.2.1 it is based in Northern Ireland;
  - 11.2.2 it is affiliated and agrees to pay an annual subscription to the RYA;
  - 11.2.3 it has applied to the Charity in the form required by the Directors; and
  - 11.2.4 it is approved by the Directors.
- 11.3 The Directors may in their absolute discretion accept or decline to accept any application for membership and need not give reasons for doing so. The decision of the Directors shall be final and against whose decision there shall be no appeal.
- 11.4 Membership is not transferable.
- 11.5 The Directors must keep a register of names and addresses of the members.
- 11.6 The Board in its sole discretion shall be entitled to invite other organisations who do not fall within the Membership criteria set out in Article 11.2 above to become Members of the Charity but so that there shall not be more than three such Members at any one time.

## 12 **MEMBERS RESERVE POWER**

- 12.1 The Members may, by ordinary resolution, direct the Board to take, or refrain from taking, specified action.
- 12.2 No such resolution invalidates anything which the Board has done before the passing of the resolution.

## 13 **TERMINATION OF MEMBERSHIP**

- 13.1 A Member may withdraw from Membership of the Charity by giving 7 days' notice to the Charity in writing.
- 13.2 Membership is not transferable.
- 13.3 An organisation's Membership terminates when that organisation ceases to exist.
- 13.4 The Board may expel an organisation from the Charity:
  - 13.4.1 if that organisation loses its affiliation to the RYA whether by failing to pay the annual subscription fee or otherwise; or
  - 13.4.2 if the Board in its sole discretion has determined that the organisation has, by any acts or omissions, seriously damaged the interests or reputation of the Charity or has otherwise brought it into disrepute.

13.5 If any Member shall cease to be a member, for any reason, it shall remain liable for and shall pay to the Charity all monies which may be due by it to the Charity. The Charity shall not be liable for any debts or obligations of any Member.

## 14 GENERAL MEETINGS

14.1 The Charity must hold its first annual general meeting within eighteen months after the date of its incorporation (**Annual General Meeting**)

14.2 An Annual General Meeting must be held in each subsequent year and not more than fifteen months may elapse between successive Annual General Meetings.

## 15 CALLING GENERAL MEETINGS

The Directors may call a general meeting at any time.

## 16 NOTICE OF GENERAL MEETINGS

16.1 The minimum periods of notice required to hold a general meeting of the Charity are:

- (a) twenty-one clear days for an Annual General Meeting or a general meeting called for the passing of a special resolution;
- (b) fourteen clear days for all other general meetings.

16.2 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, being a majority who together hold not less than 90 percent of the total voting rights.

16.3 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 25.

16.4 The notice must be given to all the Members and to the Directors and auditors.

## 17 OMISSION OF NOTICE OF GENERAL MEETINGS

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

## 18 PROCEEDINGS AT GENERAL MEETINGS

18.1 No business shall be transacted at any general meeting unless a quorum is present.

18.2 The quorum shall be ten Members present in person or by proxy or through their duly authorised representatives and entitled to vote upon the business to be conducted at the meeting.

18.3 The authorised representative of a Member organisation must be counted in the quorum.

18.4 An agenda setting out the proposed business of the meeting shall be prepared and circulated to the Members not less than three working days before the day of the meeting.

18.5 A meeting may be held by suitable electronic means agreed by the Members in which each participant may communicate with all the other participants.

## 19 QUORUM AT GENERAL MEETINGS

19.1 If:

- 19.1.1 a quorum is not present within half an hour from the time appointed for the meeting; or
- 19.1.2 during a meeting a quorum ceases to be present;

the meeting must be adjourned to such time as subject to article 20.2 and place as the Directors determine.

19.2 The Directors must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting.

19.3 If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting it shall stand adjourned until another date.

19.4 A meeting may be held by suitable electronic means agreed by the Directors in which each participant may communicate with all the other participants.

## 20 CHAIRPERSON AT GENERAL MEETING

20.1 General meetings must be chaired by the person who has been appointed to chair meetings of the Directors.

20.2 If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a director nominated by the Directors must chair the meeting.

20.3 If there is only one director present and willing to act, he or she must chair the meeting.

20.4 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.

## 21 ATTENDANCE AND SPEAKING AT GENERAL MEETINGS

21.1 A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.

21.2 A person is able to exercise the right to vote at a general meeting when:

- 21.2.1 that person is able to vote, during the meeting, on resolutions put to the vote at the meeting; and
- 21.2.2 that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.

21.3 The Board may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.

21.4 In determining attendance at a general meeting, it is immaterial whether any two or more Members attending it are in the same place as each other.

21.5 Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

21.6 Directors may attend and speak at Members' meetings, whether or not they are Members.

21.7 The Chairperson of the meeting may permit other persons who are not Members of the Charity to attend and speak at a Members' meeting.

## 22 ADJOURNMENT

22.1 The Chairperson may, with the consent of the meeting, adjourn any meeting at which a quorum may be present from time to time and from place to place.

22.2 The person who is chairing the meeting must decide the date, as subject to article 23.4, time and place at which the meeting is to be reconvened unless those details are specified in the resolution.

22.3 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.

22.4 If a meeting is adjourned by a resolution of the Members for more than seven days, at least seven clear days' notice must be given of the reconvened meeting stating the date, time and place of the meeting.

## 23 RESOLUTIONS

23.1 Decisions at general meetings must be made by passing resolutions:

23.2 Decisions involving an alteration of the articles and other decisions so required by statute must be made by special resolution. A special resolution is one passed by a majority of not less than 75% present (in person, or through an authorised representative or by proxy) and voting at a general meeting.

23.3 All other decisions shall be made by ordinary resolution requiring a simple majority of Members present (in person, or through an authorized representative or by proxy) and voting.

23.4 Any vote at a meeting must be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded:

- 23.4.1 by the person chairing the meeting; or
- 23.4.2 by at least two Members present in person or by proxy and having the right to vote at the meeting; or
- 23.4.3 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.

23.5 The declaration by the person who is chairing the meeting of the result of a vote must be conclusive unless a poll is demanded. 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.

23.6 The chairperson at all general meetings of the Charity shall have a casting vote.

23.7 It shall be deemed a breach of the Articles for any Member or a representative of a Member directly or indirectly to offer any bribe, consideration or other improper inducement to any other Member or representative of a Member for the purpose of procuring a vote on any matter and for any Member or representative of a Member to accept such offer.

23.8 A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting. If the demand for a poll is withdrawn the demand does not invalidate the result of a show of hands declared before the demand was made.

23.9 A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be Members) and who may fix a time and place for declaring the results of the poll. The result of the poll is deemed to be the resolution of the meeting at which the poll is demanded.

23.10 Polls:

- 23.11 A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately;
- 23.12 A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs;
- 23.13 The poll must be taken within thirty days after it has been demanded;
- 23.14 If the poll is not taken immediately at least seven clear days' notice must be given specifying the time and place at which the poll is to be taken; and
- 23.15 If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.

24 **CONTENT OF PROXY NOTICES**

- 24.1 Proxies may only validly be appointed by a notice in writing (a '**proxy notice**') which:
  - 24.1.1 states the name and address of the Member appointing the proxy;
  - 24.1.2 identifies the person appointed to be that Member's proxy and the general meeting in relation to which that person is appointed;
  - 24.1.3 is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the Directors may determine; and
  - 24.1.4 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.
- 24.2 The Charity may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- 24.3 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.
- 24.4 Unless a proxy notice indicates otherwise, it must be treated as:
  - 24.4.1 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
  - 24.4.2 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.

25 **DELIVERY OF PROXY NOTICES**

- 25.1 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.
- 25.2 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.
- 25.3 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.

25.4 If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

## 26 WRITTEN RESOLUTIONS

26.1 A resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of the Members who would have been entitled to vote upon it had it been proposed at a general meeting is effective provided that:

26.1.1 a copy of the proposed resolution has been sent to every eligible Member;

26.1.2 a simple majority (or in the case of a special resolution a majority of not less than 75%) of Members has signified its agreement to the resolution; and

26.1.3 it is contained in an authenticated document which has been received at the registered office within the period of 28 days beginning with the circulation date.

26.2 A resolution in writing may comprise several copies to which one or more Members have signified their agreement.

26.3 In the case of a Member that is an organisation, its authorised representative may signify its agreement.

## 27 VOTES OF MEMBERS

Subject to article 24.6, every Member, has one vote.

## 28 OBJECTION TO QUALIFICATION OF VOTER

Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting must be final.

## 29 REPRESENTATIVES AT MEETINGS

29.1 Any organisation that is a Member of the Charity may nominate any person to act as its representative at any meeting of the Charity.

29.2 The organisation must give written notice to the Charity of the name of its representative. The representative is not entitled to represent the organisation at any meeting unless the notice has been received by the Charity. The representative may continue to represent the organisation until written notice to the contrary is received by the Charity.

29.3 Any notice given to the Charity will be conclusive evidence that the representative is entitled to represent the organisation or that his or her authority has been revoked. The Charity is not required to consider whether the representative has been properly appointed by the organisation.

## 30 DIRECTORS

30.1 A Director must be a natural person aged 18 years or older.

30.2 No one may be appointed a director if he or she would be disqualified from acting under the provisions of article 35.4.

## 31 FIRST DIRECTORS

The first directors must be those persons notified to Companies House as the first directors of the Charity.

## 32 ALTERNATE DIRECTORS

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

## 33 POWERS OF DIRECTORS

- 33.1 The Directors must manage the business of the Charity and may exercise all the powers of the Charity unless they are subject to any restrictions imposed by the Companies Acts, the articles or any special resolution.'
- 33.2 No alteration of the articles or any special resolution shall have retrospective effect to invalidate any prior act of the Directors.
- 33.3 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.

## 34 APPOINTMENT OF DIRECTORS

- 34.1 The Board shall consist of not less than four persons and not more than ten persons, all of whom shall be elected generally at the relevant Annual General Meeting.
- 34.2 The Directors elected to the Board shall be made up of five or six Member club representatives and five or four independent Directors, with the total of Directors not exceeding ten.
- 34.3 Any person who is willing to act as a Director, and is permitted by law to do so, may be appointed to be a Director at the Annual General Meeting of the Charity in the ordinary course of business. If it becomes necessary to otherwise appoint a Director, this may be effected by either ordinary resolution of the Members or the Board.
- 34.4 It is proposed that the Chairperson of the board of Directors may be appointed from amongst those appointed under article 35, unless otherwise resolved by the Directors.
- 34.5 There shall be no more than three Directors appointed from the same Member club at any one time.

## 35 RETIREMENT OF DIRECTORS

- 35.1 The term of office for Directors is three years and a Director may be re-elected as a Director of the Charity for a further term at the next occurring Annual General Meeting.
- 35.2 If a Director is required by the Articles to retire at an Annual General Meeting the retirement shall take effect on the conclusion of the meeting.
- 35.3 No Director shall serve for more than nine consecutive years, unless the Directors consider it would be in the best interests of the Charity for a particular Director to continue to serve beyond that period and that Director is reappointed in accordance with the Articles.
- 35.4 Subject to article 35.1, the Charity may by ordinary resolution determine the rotation in which any additional Directors are to retire

## 36 DISQUALIFICATION AND REMOVAL OF DIRECTORS

- 36.1 A director must cease to hold office if he or she:

- 36.1.1 has been a director for longer than the periods allowable under article 36.3;

- 36.1.2 ceases to be a director by virtue of any provision in the Companies Acts or is prohibited by law from being a director;
- 36.1.3 is disqualified from acting as a trustee by virtue of sections 86 of the Charities Act (Northern Ireland) 2008 (or any statutory re enactment or modification of those provisions);
- 36.1.4 in the written opinion, given to the company, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a director and may remain so for more than three months;
- 36.1.5 becomes bankrupt or compounds or makes an arrangement with his/her creditors;
- 36.1.6 by his/her wilful actions puts the Charity at legal or financial risk;
- 36.1.7 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); and
- 36.1.8 is absent without the permission of the Directors from all their meetings held within a period of six consecutive months and the Directors resolve that his or her office be vacated.

## **37 REMUNERATION OF DIRECTORS**

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

## **38 QUORUM OF DIRECTOR'S MEETING**

- 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.
- 38.2 '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.
- 38.3 The quorum for Board meetings may be fixed from time to time by a decision of the Board, but it must never be less than four, and unless otherwise fixed it is four.
- 38.4 A director must not be counted in the quorum present when any decision is made about a matter upon which that director is not entitled to vote.
- 38.5 If the total number of Directors for the time being is less than the quorum required, the Directors must not take any decision other than a decision:
  - 38.5.1 to appoint further Directors; or
  - 38.5.2 to call a Members meeting so as to enable the Members to appoint further Directors.

## 39 UNANIMOUS DECISIONS

- 39.1 A decision of the Board is taken in accordance with this Article when all eligible Directors indicate to each other by any means that they share a common view on a matter.
- 39.2 Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible Director or to which each eligible Director has otherwise indicated agreement in writing.
- 39.3 References in this Article to eligible Directors are to Directors who would have been entitled to vote on the matter had it been proposed as a resolution at a meeting of the Board.
- 39.4 A decision may not be taken in accordance with this Article if the eligible Directors would not have formed a quorum at such a meeting.

## 40 PROCEEDINGS OF DIRECTORS

- 40.1 The Directors may regulate their proceedings as they think fit, subject to the provisions of the articles.
- 40.2 Any director may call a meeting of the Directors by giving notice of the meeting to the Directors or by authorising the secretary of the Charity to give such notice.
- 40.3 Notice of any Board meeting must indicate:
  - 40.3.1 its proposed date and time;
  - 40.3.2 where it is to take place; and
  - 40.3.3 if it is anticipated that Directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.
- 40.4 Questions arising at a meeting must be decided by a majority of votes.
- 40.5 In the case of an equality of votes, the person who is chairing the meeting has a second or casting vote, as stated in clause 24.6.
- 40.6 A meeting may be held by suitable electronic means agreed by the Directors in which each participant may communicate with all the other participants.
- 40.7 The Board will meet for not less than six meetings a year, unless otherwise agreed by the Board.

## 41 UNFULFILLED QUORUM

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.

## 42 CHAIRPERSON AT BOARD MEETING

- 42.1 The Board may appoint a Director to chair its meetings for an initial term of three years. The appointment of such Chairperson being by way of election at the Annual General Meeting.
- 42.2 Subject to board approval, the Chairperson may hold the position for a second term of two years. Following the second term, and subject to board approval, the person may hold a non-voting director position, acting in an advisory capacity, for one additional year.
- 42.3 After the Chairperson has served for an initial three year period, he/she may continue to act as a Director.

- 42.4 If the numbers of votes for and against a proposal are equal, the Chairperson or other Director chairing the meeting has a casting vote.
- 42.5 But this does not apply if, in accordance with the Articles, the Chairperson or other Director is not to be counted as participating in the decision-making process for quorum or voting purposes.
- 42.6 The Board may terminate the Chairperson's appointment at any time.
- 42.7 If the Chairperson is not participating in a Board meeting within ten minutes of the time at which it was to start, the participating Directors must appoint one of themselves to chair it.

#### **43 DIRECTORS' WRITTEN RESOLUTIONS**

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

#### **44 DELEGATION**

- 44.1 The Directors may delegate any of their powers or functions to a committee of two or more Directors but the terms of any delegation must be recorded in the minute book.
- 44.2 The Directors may impose conditions when delegating, including the conditions that:
  - 44.2.1 the relevant powers are to be exercised exclusively by the committee to whom they delegate; and
  - 44.2.2 no expenditure may be incurred on behalf of the Charity except in accordance with a budget previously agreed with the Directors.
- 44.3 The Directors may revoke or alter a delegation.
- 44.4 All acts and proceedings of any committees must be fully and promptly reported to the Directors.

## 45 COMMITTEES

- 45.1 The terms of reference of a committee may include conditions imposed by the Directors, including that:
  - 45.1.1 the relevant powers are to be exercised exclusively by the committee to whom the Directors delegate; and
  - 45.1.2 no expenditure or liability may be incurred on behalf of the Charity except where approved by the Directors or in accordance with a budget previously agreed by the Directors.
- 45.2 Persons who are not Directors may be appointed as Members of a committee, subject to the approval of the Directors.
- 45.3 Every committee shall act in accordance with the terms of reference on which powers or functions are delegated to it and, subject to that, committees shall follow procedures which are based as far as they are applicable on those provisions of the Articles which govern the taking of decisions by Directors.

## 46 VALIDITY OF DIRECTORS' DECISIONS

- 46.1 Subject to article 45.2, all acts done by a meeting of Directors, or of a committee of Directors, are valid notwithstanding the participation in any vote of a director:
  - 46.1.1 who was disqualified from holding office;
  - 46.1.2 who had previously retired or who had been obliged by the articles of association to vacate office;
  - 46.1.3 who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise;
- 46.2 if without:
  - 46.2.1 the vote of that director; and
  - 46.2.2 that director being counted in the quorum;the decision has been made by a majority of the Directors at a quorate meeting.
- 46.3 Article 45.1 does not permit a Director or a connected person to keep any benefit that may be conferred upon him or her by a resolution of the Directors or of a committee of Directors if, but for article 45.1, the resolution would have been void, or if the Director has not complied with article 9.

## 47 RECORDS OF DECISIONS TO BE KEPT

The Board must ensure that the Charity keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the Board.

## 48 SEAL

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

## 49 MINUTES

- 49.1 The Directors must keep minutes of all:
  - 49.1.1 proceedings at meetings of the Charity; and

49.1.2 meetings of the Directors and committees of Directors including:

- (1) the names of the Directors present at the meeting;
- (2) the decisions made at the meetings; and
- (3) where appropriate the reasons for the decisions.

## 50 ACCOUNTS

50.1 The Directors must prepare for each financial year accounts as required by the Companies Acts. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.

50.2 The accounts of the Charity shall be prepared to 31st March in each year.

50.3 No Member shall have any right of inspecting any accounting records or other books or documents of the Charity except as conferred by statute or authorised by the Charity in a general meeting.

50.4 The Directors must keep accounting records as required by the Companies Act and charity legislation.

## 51 ANNUAL REPORT AND RETURN AND REGISTER OF CHARITIES

51.1 The annual report of the Charity shall be prepared to 31st March in each year.

51.2 The Directors must comply with the requirements of the Charities Act (Northern Ireland) 2008 once commenced with regard to the:

- 51.2.1 preparation of the statements of account and the transmission of a copy of it to the Commission;
- 51.2.2 preparation of an Annual Report and the transmission of a copy of it to the Commission;
- 51.2.3 preparation of an Annual Return and its transmission to the Commission; and
- 51.2.4 the auditing or independent examination of the statement of account of the Charity.

51.3 The Directors must notify the Commission promptly of any changes to the Charity's entry on the register of charities.

## 52 MEANS OF COMMUNICATION TO BE USED

52.1 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.

52.2 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.

## 53 NOTICES

53.1 Any notice to be given to or by any person pursuant to the articles:

- 53.1.1 must be in writing; or
- 53.1.2 must be given in electronic form.

## 54 NOTICE TO MEMBERS

- 54.1 The Charity may give any notice to a Member either:
  - 54.1.1 personally; or
  - 54.1.2 by sending it by post in a prepaid envelope addressed to the Member at his or her address; or
  - 54.1.3 by giving it in electronic form to the Member's address.
- 54.2 A Member who does not register an address with the Charity or who registers only a postal address that is not within the United Kingdom is not entitled to receive any notice from the Charity.

## 55 DEEMED NOTICE

A Member present in person at any meeting of the Charity is deemed to have received notice of the meeting and of the purposes for which it was called.

## 56 PROOF OF NOTICE

- 56.1 Proof that an envelope containing a notice was properly addressed, prepaid and posted is conclusive evidence that the notice was given.
- 56.2 Proof that an electronic form of notice was given is conclusive where the Charity can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Companies Act 2006.
- 56.3 In accordance with section 1147 of the Companies Act 2006 notice is deemed to be given:
  - 56.3.1 48 hours after the envelope containing it was posted; or
  - 56.3.2 in the case of an electronic form of communication, 48 hours after it was sent.

## 57 INDEMNITY

- 57.1 The Charity may indemnify a relevant director against any liability incurred in that capacity, to the extent permitted by sections 232 to 234 of the Companies Act 2006.
- 57.2 In this article a '**relevant director**' means any director or former director of the Charity.
- 57.3 The Charity shall have the power to purchase and maintain insurance for or for the benefit of any Members and Directors of the Charity, including insurance against any liability incurred by such persons in respect of any act or omission in the actual or purported execution and/or discharge of their duties and/or in the exercise or purported exercise of their powers and/or otherwise in relation to their duties, powers or offices in relation to the Charity.

## 58 INDEMNIFICATION OF AUDITOR

- 58.1 The Charity may indemnify an auditor against any liability incurred by him or her or it:
  - 58.1.1 in defending proceedings (whether civil or criminal) in which judgment is given in his or her or its favour or he or she or it is acquitted; or
  - 58.1.2 in connection with an application under section 1157 of the Companies Act 2006 (power of Court to grant relief in case of honest and reasonable conduct) in which relief is granted to him or her or it by the Court.

## 59 RULES

- 59.1 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.
- 59.2 The bye laws may regulate the following matters but are not restricted to them:
  - 59.2.1 the admission of Members of the Charity (including the admission of organisations to membership) and the rights and privileges of such Members, and the entrance fees, subscriptions and other fees or payments to be made by Members;
  - 59.2.2 the conduct of Members of the Charity in relation to one another, and to the Charity's employees and volunteers;
  - 59.2.3 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 purpose or purposes;
  - 59.2.4 the procedure at general meetings and meetings of the Directors in so far as such procedure is not regulated by the Companies Acts or by the articles;
  - 59.2.5 generally, all such matters as are commonly the subject matter of company rules.
- 59.3 The Charity in general meeting has the power to alter, add to or repeal the rules or bye laws.
- 59.4 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.
- 59.5 The rules or byelaws must be binding on all Members of the Charity. No rule or byelaw shall be inconsistent with, or shall affect or repeal anything contained in, the articles.

## 60 DISPUTES

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.

## 61 DISSOLUTION

- 61.1 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, must on or before the dissolution of the Charity be applied or transferred in any of the following ways:
  - 61.1.1 directly for the Objects; or
  - 61.1.2 by transfer to any charity or charities for purposes similar to the Objects; or
  - 61.1.3 to any charity or charities for use for particular purposes that fall within the Objects.
- 61.2 Subject to any such 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 made for them, must on or before dissolution of the Charity be applied or transferred:
  - 61.2.1 directly for the Objects; or
  - 61.2.2 by transfer to any charity or charities for purposes similar to the Objects; or

- 61.2.3 to any charity or charities for use for particular purposes that fall within the Objects.
- 61.2.4 In no circumstances must 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 resolution in accordance with article 61.1 is passed by the Members or the Directors the net assets of the Charity must be applied for charitable purposes as directed by the Court or Commission.