

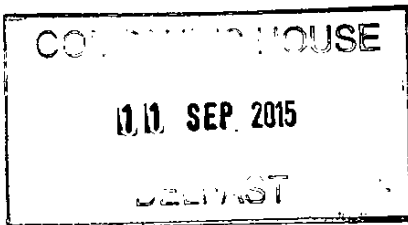
**Articles
Of Association**

of

The Abbeyfield Belfast Society Limited

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

THE COMPANIES ACT 2006



11 May 2015

MONDAY FRIDAY

J4FPKT7V
JNI 11/09/2015 #46
COMPANIES HOUSE

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JNI 07/09/2015 #23
COMPANIES HOUSE

Dated:

COMPANY NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

THE ABBEYFIELD BELFAST SOCIETY LIMITED

PART A. INTRODUCTION

1 INTERPRETATION

1.1 In these Articles:

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| "the Abbeyfield Belfast Society Limited" | means the charity with charity registration NI4632. or any successor body thereto. |
| "the Abbeyfield Society" | means the charity with charity registration number 200719 or any successor body thereto |
| "the Act" | means the Companies Act 2006 |
| "the Articles" | means these Articles of Association of the Society |
| "Address" | means a postal address, or for the purposes of electronic communication, the e-mail address of the Society |
| "Business Day" | means any day other than a Saturday, Sunday, bank holiday or public holiday |
| "Chairman" | means (subject to the context) either the person elected as chairman of the Society under Article 27 or where the chairman of the Society is not present or has not taken the chair at a meeting means the person who is chairing a Board Meeting or General Meeting at the time |
| "Charities Act" | means the Charities Act (Northern Ireland) 2008 |
| "Charity Commission" | means the Charity Commission for Northern Ireland |
| "Clear Days" | in relation to a period of notice means the 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 |
| "Committee" | means a committee of the Board of Directors exercising powers delegated to it by the Board |

| | |
|------------------------------|---|
| “Companies House” | means the office of the Registrar of Companies |
| “Deputy Chairman” | means a person elected as Deputy Chairman of the Society under Article 27. |
| “Director” | means any person appointed as a Board Member of the Society, under Article 20. |
| “the Board of Directors” | means the Board of Directors of the Society or Committees acting by written resolution |
| “Board of Directors meeting” | means a meeting of the Board of Directors |
| “Board Member” | means any director of the Society who is appointed under Article 19 |
| “General Meeting” | means a meeting of Society Members |
| “including” | means “including without limitation” and “include” and “includes” are to be construed accordingly |
| “the Memorandum” | means the Memorandum of Association of the Society |
| “the Objects” | means the objects of the Society set out in Article 3 |
| “Observers” | means those persons (other than Board Members) present under Article 29 at a Board Meeting |
| “President” | means the President of the Society |
| “Registered Office” | means the registered office of the Society |
| “Secretary” | means the secretary of the Society including a joint, assistant or deputy secretary |
| “the Society” | means the company intended to be regulated by the Articles |
| “Society Member” | means a member for the time being of the Society who is admitted under Article 7 |
| “Special Resolution” | means a resolution passed in accordance with the requirements of the Companies Act 2006 |
| “Treasurer” | means the Treasurer of the Society, elected under Article 27 |
| “United Kingdom” | means Great Britain and Northern Ireland |
| “Working Party” | means a body established by the Board of Directors to make recommendations to the Board of Directors but without decision-making powers |

1.2 In the Articles:

- 1.2.1 terms defined in the Act are to have the same meaning;
 - 1.2.2 references to the singular include the plural and vice-versa and to the masculine include the feminine and neuter and vice-versa;
 - 1.2.3 references to "organisations" or "persons" include corporate bodies, public bodies, unincorporated associations and partnerships;
 - 1.2.4 references to legislation, regulations, determinations and directions include all amendments, replacements or re-enactments and references to legislation (where appropriate) include all regulations, determinations and directions made or given under it;
 - 1.2.5 references to articles are to those within the Articles; and
 - 1.2.6 headings are not to affect the interpretation of the Articles.
- 1.3 For the avoidance of doubt the system of law governing the Articles is the law of Northern Ireland.
- 1.4 None of the model articles in the Companies (Model Articles) Regulations 2008 applies to the Society.

2 NAME AND ADDRESS

The name of the Society is The Abbeyfield Belfast Society Limited. The Society is located at 238-266 Lisburn Road, Belfast, BT9 6GF, e-mail address is info@abbeyfieldbelfast.org.uk.

3 OBJECTS AND PURPOSE OF THE SOCIETY

The Society's Objects exist to deliver public benefit through provision of relief for those in need by reason of old age. The Objects are:

- a) To provide and maintain (or assist in providing and maintaining) housing and homes suitable to be used by elderly persons and to manage such accommodation for the general wellbeing of residents;
- b) To provide (or assist in providing) amenities and services for the benefit of elderly persons residing in that accommodation or elsewhere;
- c) To promote in society at large an awareness and understanding of the needs of the elderly population and encourage local communities to engage with meeting those needs including providing opportunities for individuals companies and organisations to participate in the work of the Society

The Society's overall purpose is to – through its services, accommodation and activities- address isolation and loneliness experienced by elderly people and provide a home from home for elderly people within a supported sheltered environment. The Society's services are normally available to persons aged 65 and above.

4 POWERS

The Society may do anything that a natural or corporate person can lawfully do which is not expressly prohibited by the Articles in order to further the Objects (but not otherwise) and in particular it has powers:

Staff and Volunteers

- 4.1 to employ staff or engage consultants and advisers on such terms as the Board of Directors thinks fit and to provide pensions to staff, their relatives and dependants;
- 4.2 to recruit or assist in recruiting, vetting and managing voluntary workers, including paying their reasonable expenses;
- 4.3 to assist with the training and development of individuals in professions working with elderly persons and with training and development of any other individuals which may be to the benefit of the Society;

Property

- 4.4 to purchase, lease, exchange, hire or otherwise acquire any real or personal property rights or privileges (including shared or contingent interests);
- 4.5 to construct, alter, improve, convert, maintain, equip, furnish and/or demolish any buildings, structures or property;
- 4.6 to sell, lease, license, exchange, dispose of or otherwise deal with property (subject to the restrictions in Sections 57 to 62 of the Charities Act (Northern Ireland) 2008);
- 4.7 to provide accommodation for any other charitable organisation on such terms as the Board of Directors decides (including rent-free or at nominal or non-commercial rents) subject to the restrictions in the Charities Act (Northern Ireland) 2008;

Borrowing

- 4.8 to borrow and give security for loans;

Grants and Loans

- 4.9 to make grants, donations or loans, to give guarantees and to give security for those guarantees (subject to the restrictions in the Charities Act (Northern Ireland) 2008);

Fund Raising

- 4.10 to raise funds, to invite and receive contributions;

Trading

- 4.11 to trade in the course of carrying out the Objects and to charge for services;

Publicity

- 4.12 to hold, conduct or promote meetings, conferences, lectures, exhibitions or training courses and to disseminate information to publicise the work of the Society and other organisations operating in similar fields;
- 4.13 to promote or carry out research and publish the results of it;

Contracts

- 4.14 to co-operate with and enter into contracts with any persons;

Bank or building society accounts

- 4.15 to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank or building society accounts in the name of the Society;

Investments

- 4.16 to deposit or invest funds as agreed by the Board of Directors;
- 4.17 to engage a professional fund-manager, when professional advice is agreed as needed by the Board.
- 4.18 to arrange for the investments or other property of the Society to be held in the name of a nominee in the same manner and subject to the same conditions as trustees of a trust are permitted to do by the Trustee Act (Northern Ireland) 2001.

Insurance

- 4.19 to insure the assets of the Society to such amount and on such terms as the Board of Directors decides, to pay premiums out of income or capital and to use any insurance proceeds as the Board of Directors decides (without necessarily having to restore the asset);
- 4.20 to insure and to indemnify the Society's employees, voluntary workers or trainees who are placed in the organisation from and against all risks incurred in the proper performance of their duties;
- 4.21 to take out insurance to protect the Society and those who use premises owned by or let or hired to the Society;
- 4.22 to provide indemnity insurance for the Board of Directors Members in accordance with, and subject to the conditions in, Section 93 of the Charities Act (Northern Ireland) 2008;

Other Organisations

- 4.23 to establish, promote, assist or support (financially or otherwise) any trusts, companies, industrial and provident societies, associations or institutions which have purposes which include the Objects or to carry on any other relevant charitable purposes;
- 4.24 to co-operate or join with any charity, voluntary body or public or statutory authority or any other organisation in any location whatsoever in furthering the Objects or allied charitable purposes, to exchange information and advice and to undertake joint activities with them;
- 4.25 to amalgamate with any charity or any other organisation which has objects similar to the Objects of the Society;
- 4.26 to affiliate, register, subscribe to or join any organisation;

4.27 to act as agent or trustee for any organisation;

Reserves

4.28 to accumulate income in order to set aside funds for special purposes or as reserves against future expenditure;

Registration expenses

4.29 to pay the costs of complying with all relevant registration requirements; and

General

4.30 to do anything else within the law which is incidental and conducive to the Objects.

5 APPLICATION OF FUNDS

5.1 General

The income and property of the Society must be applied solely towards promoting the Objects and (except to the extent authorised by this Article 5):

5.1.1 no part may be paid or transferred directly or indirectly by dividend, bonus or profit to a Society Member; and

5.1.2 a Board of Directors Member may not directly or indirectly receive any payment of money or benefit from the Society, unless such payment or benefit is in relation to in 5.3 in this Article;

5.2 Benefits to Members

Notwithstanding Article 5.1, the Society may make the following payments or grant the following benefits to Society Members:-

Interest and Rent

5.2.1 reasonable and proper interest on money lent by any Society Member to the Society;

5.2.2 reasonable rent, service charges or other payments properly payable under the provisions of any lease, agreement for lease or licence in respect of premises let by any Society Member to the Society or a reasonable hiring fee for premises hired by any Society Member to the Society;

Supply of Goods or Services

5.2.3 reasonable payments to a Society Member (not being a Board of Directors Member) in return for goods and/or services supplied to the Society pursuant to a contract;

Out of Pocket Expenses

5.2.4 reasonable and proper out of pocket expenses to Society Members who are engaged by the Society as volunteers in the work of the Society and which are actually incurred by them in carrying out their work as volunteers; and

Benefits to Society Members

- 5.2.5 the grant of a benefit to a Society Member who is a beneficiary of the Society in furtherance of the Objects;

5.3 Benefits to Board of Directors Members

Notwithstanding Article 5.1, the Society may make the following payments or grant the following benefits to Board of Directors Members:-

Out of pocket expenses

- 5.3.1 the reimbursement of reasonable and proper out-of-pocket expenses (including travel and dependants' care costs) actually incurred in enabling them to carry out their duties as Board of Directors Members;

Indemnity

- 5.3.2 an indemnity in respect of any liabilities properly incurred in running the Society (including the costs of a successful defence to criminal proceedings);
- 5.3.3 the benefit of indemnity insurance under Article 4.22;

Fees to companies in which Board Members have negligible interests

- 5.3.4 a payment to a company in which a Board Member has no more than a 1% shareholding;

Interest and Rent

- 5.3.5 reasonable and proper interest on money lent by any Board of Directors Member to the Society;
- 5.3.6 reasonable rent, service charges or other payments properly payable under the provisions of any lease, agreement for lease or licence in respect of premises let by any Board of Directors Member to the Society or a reasonable hiring fee for premises hired by any Board of Directors Member to the Society;

Beneficiaries

- 5.3.7 benefits provided in furtherance of the Objects to Board of Directors Members who are beneficiaries of the Society where those benefits are the same as or similar to benefits provided to other beneficiaries; and

Employment/Supply of Goods and Services

- 5.3.8 payments to a Board of Directors Member who is employed by the Society or who enters into a contract for the supply of goods or services to the Society (other than for acting as a Board of Directors Member) provided that:-
- 5.3.8.1 the remuneration or other sums paid to the Board of Directors Member do not exceed an amount that is reasonable in all the circumstances;
 - 5.3.8.2 the Board of Directors Member is absent from the part of any meeting at which there is a discussion of his employment or remuneration or any matter concerning the contract, his performance in the employment or his performance of the contract, any proposal to enter into any other contract or arrangement with him or to confer any benefit upon him and/or any arrangement with him or to confer any benefit upon him and/or any other matter relating to payment or the conferring any benefit to him;
 - 5.3.8.3 the Board of Directors Member does not vote on any such matter and is not counted when calculating whether a quorum of Board Members is present at the meeting;
 - 5.3.8.4 the other Board of Directors Members are satisfied that it is in the interests of the Society to employ or to contract with the Board of Directors Member rather than with someone who is not a Board Member. In reaching that decision the Board must balance the advantage of employing a Board Member against the disadvantages of doing so (especially the loss of the Board of Directors Member's services as a result of dealing with the Board of Directors Member's conflict of interest);
 - 5.3.8.5 the reason for the Board of Directors decision is recorded in the minutes of the Board of Directors Meeting; and
 - 5.3.8.6 at no time shall a majority of the Board of Directors Members receive payment pursuant to this Article 5.3.8.
 - 5.3.8.7 The employment or remuneration of a Board of Directors Member pursuant to this Article includes the engagement or remuneration of any firm or company in which the Board Member is a partner, an employee, a consultant, a director or a shareholder.

Exceptional Circumstances

- 5.3.9 other payments or benefits (approved in writing in advance by the Charity Commission for Northern Ireland) in exceptional cases.

5.4 Limitations

5.4.1 The limitations in this Article 5 on the making of payments and the granting of benefits by the Society to Board of Directors Members shall also extend to payments made to Board of Directors Members by any other company in which the Society:-

5.4.2 holds more than 50% of the shares; or

5.4.3 controls more than 50% of the voting rights attached to the shares; or

5.4.4 has the right to appoint one or more directors to its Board.

5.5 Amendments

The Articles may not be amended without the prior written consent of the Charity Commission for Northern Ireland.

PART B. SOCIETY MEMBERSHIP

6 SOCIETY MEMBERS

6.1 The Society Members are:-

6.1.1 the subscribers to the Memorandum;

6.1.2 The Abbeyfield Society Limited; and

6.1.3 Other persons admitted to membership of the Society by the Board of Directors under the Articles.

7 ADMISSION OF SOCIETY MEMBERS

7.1 A person may not be admitted by the Board of Directors as a Society Member:-

7.1.1 unless he has signed a written application to become a Society Member in such form as the Board of Directors requires;

7.1.2 unless he is aged 18 or over; or

7.1.3 if he has been expelled as a Society Member unless the Board of Directors decide that there are exceptional circumstances why he should be re-admitted to membership.

7.2 Each application for membership shall be considered by the Board of Directors which may in its absolute discretion accept or reject the application. If the application is approved, details of the new member shall be entered in the Society's register of members.

7.3 Society membership is personal and not transferable.

7.4 The Society will administer the register of Members.

7.5 Those who have been admitted as Members of the Society prior to the adoption of the Articles shall continue as Members without interruption.

8 REFUSAL OF MEMBERSHIP

8.1 The Board of Directors may only refuse an application for membership of the Society if, acting reasonably and properly, they consider it to be in the best interests of the Society to refuse the application.

9 TERMINATION OF SOCIETY MEMBERSHIP

A person will cease to be a Society Member if he:-

9.1 dies;

9.2 delivers written notice of resignation to the Registered Office; or

- 9.3 is removed from membership by a resolution of the Board of Directors passed by a two-thirds majority of the Board Members present and voting at a meeting of the Board provided that he shall have been given reasonable notice - at least 21 days in writing - of the meeting and an opportunity to make representations as regards why he should not be removed.

10 LIABILITY OF SOCIETY MEMBERS

- 10.1 The liability of the Society Members is limited.
- 10.2 Every Society Member promises, if the Society is wound up whilst he is a Society Member or within one year after ceasing to be a Society Member, to contribute such amount as is required up to a maximum of £1 towards the costs of winding up the Society and liabilities incurred whilst the contributor was a Society Member.

PART C. GENERAL MEETINGS

11 GENERAL MEETINGS

- 11.1 The Board may call a General Meeting at any time, to be held at such time and place as the Board decides, subject to Article 12.
- 11.2 An Annual General meeting will be held in each year.
- 11.3 On receiving a requisition from the percentage of Society Members required under the Act the Board must promptly convene a General Meeting.

12 NOTICE OF GENERAL MEETINGS

- 12.1 Every General Meeting must be called by at least 14 Clear Days' notice.
- 12.2 A General Meeting may be called by shorter notice if this is agreed by a majority in number of the Society Members who may attend and vote and who together hold 90% or more of the total voting rights of all of the Society Members at the General Meeting.
- 12.3 The notice must specify:-
 - 12.3.1 the time, date and place of the General Meeting; and
 - 12.3.2 the general nature of the business to be transacted.
- 12.4 No business may be transacted at a General Meeting except that specified in the notice convening the meeting.
- 12.5 Notice of a General Meeting must be given to all of the Society Members, the Board Members and the Society's auditors.
- 12.6 The accidental omission to give notice of a General Meeting to, or the non-receipt of notice of a General Meeting by, any person entitled to receive notice will not invalidate the proceedings at that General Meeting.

13 QUORUM

- 13.1 No business may be transacted at a General Meeting unless a quorum is present.
- 13.2 The quorum for General Meetings is three Society Members present or by proxy.
- 13.3 A Society Member will be part of the quorum at a General Meeting if he can hear, comment and vote on the proceedings through telephone, video conferencing or other communications equipment.
- 13.4 If a quorum is not present within 15 minutes from the time of the General Meeting or a quorum ceases to be present during a General Meeting it must be adjourned to such time and place as the Board decides, save that in the case of a meeting requisitioned by the Society Members the meeting shall be dissolved.

- 13.5 If at the adjourned meeting there are again insufficient Society Members present within 15 minutes from the time of the adjourned General Meeting to constitute a quorum then those Society Members who are present shall constitute a quorum for the purpose of allowing any business of the adjourned meeting to be conducted.
- 13.6 Reasonable notice of an adjournment of a General Meeting because of a lack of quorum and the time and place of the adjourned General Meeting must be given to all Society Members.

14 CHAIR AT GENERAL MEETINGS

- 14.1 General Meetings will be chaired by the Chairman of the Board of Directors.
- 14.2 If the Chairman is not present within 15 minutes from the time of the General Meeting or is unwilling to act then the Deputy Chairman must chair the General Meeting.
- 14.3 If neither the Chairman nor the Deputy Chairman, if any, is present and willing to act within 15 minutes from the time of the General Meeting, the Society Members present must choose one of their number to chair the General Meeting.

15 ADJOURNMENT OF GENERAL MEETINGS

- 15.1 The Chairman may, with the consent of a General Meeting at which a quorum is present (and must if so directed by the General Meeting), adjourn it to a time and place agreed by the General Meeting.
- 15.2 The Chairman may also adjourn a General Meeting if it appears to the Chairman that for any other reason an adjournment is necessary for the business of the meeting to be properly conducted.
- 15.3 The only business that may be transacted at an adjourned General Meeting is that left unfinished from the General Meeting that was adjourned.
- 15.4 It is not necessary to give notice of a General Meeting which is adjourned under Article 15.1 or 15.2 unless it is adjourned for 30 days or more in which case 7 Clear Days' notice must be given.
- 15.5 Resolutions passed at an adjourned General Meeting are to be treated as having been passed on the date on which they were actually passed.

16 VOTING AT GENERAL MEETINGS

- 16.1 Resolutions are to be decided on a show of hands unless a ballot is properly demanded.
- 16.2 Each Society Member present in person or by proxy has one vote both on a show of hands and a ballot.
- 16.3 If there is an equality of votes on a show of hands or a ballot the Chairman is not entitled to a second or casting vote and resolutions which fail to achieve the required majority will be lost.

- 16.4 An objection to the qualification of any voter may only be raised at the General Meeting at which the vote objected to is tendered. Every vote not disallowed at the General Meeting is valid. An objection made in time must be referred to the Chairman whose decision is final.
- 16.5 A declaration by the Chairman that a resolution has been carried (or not carried) unanimously, or by a particular majority, which is entered into the minutes of the meeting is conclusive evidence of the fact unless a ballot is demanded.

17 BALLOTS

- 17.1 A ballot may be demanded by the Chairman or by any two Society Members before or on the declaration of the result of a show of hands.
- 17.2 A demand for a ballot may be withdrawn before the ballot is taken. If the demand for a ballot is withdrawn the result of the show of hands will stand.
- 17.3 The demand for a ballot will not prevent the General Meeting continuing to transact business other than in relation to the question on which the ballot is demanded.
- 17.4 A ballot is to be taken as the Chairman directs. The Chairman may appoint scrutineers (who need not be Society Members) and set a time and place to declare the result. The result will be the resolution of the General Meeting at which the ballot was demanded but will be treated as passed when the result is declared.
- 17.5 A ballot on the election of a chairman or an adjournment must be taken immediately. A ballot on any other question may be taken either immediately or at such time and place as the Chairman directs.
- 17.6 At least 7 Clear Days' notice must be given of the time and place at which the ballot is to be taken unless the time and place are announced at the General Meeting at which it is demanded.

18 PROXIES

- 18.1 A Society Member may validly appoint a proxy by notice in writing which
- 18.1.1 states the name and address of the Society Member appointing the proxy;
 - 18.1.2 identifies the person appointed to be that Society Member's proxy and the General Meeting in relation to which that person is appointed;
 - 18.1.3 is signed by or on behalf of the Society Member appointing the proxy, or is authenticated in such manner as the Board may determine; and
 - 18.1.4 is delivered to the Society in accordance with the Articles and any instructions contained in the notice of the General Meeting to which they relate.
- 18.2 A proxy need not be a Society Member. The Board may from time to time prescribe a form to appoint a proxy by standing orders made under Article 38. A proxy may not appoint another proxy.
- 18.3 The document appointing a proxy may instruct the proxy which way to vote on

particular resolutions.

18.4 A proxy will only be valid if the document appointing a proxy (and any power of attorney or other authority - if any - under which it is signed) or a properly certified copy is deposited at the Registered Office at least 48 hours before the starting time for the General Meeting or adjourned General Meeting at which the proxy proposes to vote.

18.5 No document appointing a proxy will be valid for more than 12 months.

18.6 A vote given or ballot demanded by proxy is to be valid despite:-

18.6.1 the revocation of the proxy; or

18.6.2 the death or insanity of the principal.

unless written notice of the revocation, death or insanity is received at the Registered Office before the start of the General Meeting or adjourned General Meeting at which the proxy is used.

18.7 A proxy form will not be valid for any part of a General Meeting at which the Society Member who appointed the proxy is present.

19 SOCIETY MEMBERS' WRITTEN RESOLUTIONS

19.1 A written resolution approved by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of eligible Society Members (provided that those Society Members would constitute a quorum at a General Meeting) is as valid as if it had been passed at a General Meeting provided that:-

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

19.1.2 a simple majority (or in the case of a special resolution a majority of not less than 75%) of Society Members have signified their agreement to the resolution; and

19.1.3 such agreement is contained in an authenticated document that has been received at the Registered Office within the period of 28 days beginning with the circulation date.

19.2 A resolution under Article 19.1 may consist of several documents in similar form each approved by one or more Society Members.

PART D. BOARD OF DIRECTORS MEMBERS

20 COMPOSITION AND APPOINTMENT OF THE BOARD

- 20.1 The Board shall comprise a minimum of 5 and a maximum of 12 people, all of whom must be Members of the Society.
- 20.2 A Board Member will be a natural person aged 18 or older.
- 20.3 No one may be appointed a Board Member if he would be disqualified from acting under the provisions of Article 40 of the Act,
- 20.4 The appointment of a Board Member is not to take effect until he has signed the prescribed Companies House form. The appointment of any person as a Board Member who has not done so within one month of appointment is to lapse unless the Board resolves that there is good cause for the delay.
- 20.5 Subject to Articles 20.1 and 20.2 the Board shall be entitled at any time to appoint as Board Members such persons as they may think fit from amongst the members of the Society.
- 20.6 The term of office for a Board Member shall be 3 years. At the end of his term of office a Board Member may be re-appointed for a further term. A Board Member who has held office for 6 consecutive years shall normally not be eligible for re-appointment, except by a unanimous Resolution of the Board, which will specify any additional term of office up to a maximum of 3 years.
- 20.7 Board Members, who have served six years or more, at the date of the General Meeting at which these Articles are adopted, shall remain in office until the expiry of the period for which they had previously been elected and shall only be eligible for re-election for 1 further 3 year period, and only by unanimous resolution of the Board.
- 20.8 No person other than a Board Member retiring by rotation may be appointed a Board Member at any general meeting unless:
- 20.9 (i) He is recommended for election or re-election by the Board: or
- 20.10 (ii) Not less than 14, nor more than 35, clear days before the date of the meeting the Society is given notice that:
- 20.11 Is signed by a Member entitled to vote at the meeting;
- 20.11.1 States the Member's intention to propose the appointment of a person as a Board Member;
- 20.11.2 Contains the details that, if the person were to be appointed, the Society would have to file at Companies House; and
- 20.11.3 Is signed by the person who is to be proposed to show his willingness to be appointed.

21 RETIREMENT AND REMOVAL OF BOARD MEMBERS

21.1 A Board Member will cease to hold office if he:-

21.1.1 dies;

21.1.2 ceases to be an Board Member under the Act or is prohibited by law from being a Board Member or is disqualified from acting as a charity trustee under the Charities Act (Northern Ireland) 2008;

21.1.3 has been certified by a registered medical practitioner as being incapable of managing and administering his own affairs because of mental disorder illness or injury;

21.1.4 is declared bankrupt or makes any arrangement or composition with his creditors;

21.1.5 is in the opinion of the Board guilty of conduct detrimental to the interests of the Society and the Board resolves by a 75% majority of the Board Members present and voting at a properly convened Board Meeting that he should be removed provided that the Board Member concerned has first been given an opportunity to put his/ case and to justify why he should not be removed as a Board Member;

21.1.6 resigns by written notice to the Society at the Registered Office (provided that such resignation shall only take effect if at least three Board Members remain in office); or

21.1.7 is absent without good reason from three consecutive Board Meetings, Board meetings taking place no more frequently than once per month) and the Board resolves (by a 75% majority of the Board Members present and voting at a properly convened Board Meeting) that he should cease to be a Board Member.

22 CONFLICTS OF INTEREST

22.1 Declaration of interests

22.1.1 If a Board Member is in any way, directly or indirectly, interested in a proposed transaction or arrangement with the Society, he must declare the nature and extent of that interest to the other Board Members.

22.1.2 In accordance with the Act, the declaration may be made at a Board Meeting or by written notice.

22.1.3 If a declaration of interest proves to be or becomes inaccurate or incomplete a further declaration must be made.

22.1.4 Any required declaration of interest must be made before the Society enters into the transaction or arrangement.

22.1.5 A declaration is not required in relation to an interest of which the Board Member is not aware or where the Board Member is not aware of the transaction or arrangement in question. For this purpose a Board Member is treated as being aware of matters of which he ought reasonably to be aware.

22.1.6 A Board Member need not declare an interest:-

22.1.6.1 if it cannot reasonably be regarded as likely to give rise to a conflict of interests; or

22.1.6.2 if, and to the extent that, the other Board Members are already aware of it (and for this purpose the other Board Members are treated as being aware of anything of which they ought reasonably to be aware).

22.2 Authorisation of direct conflicts of interests

A Board Member may enter into a transaction or arrangement with the Society only if and to the extent that such an arrangement is authorised by Article 5.

22.3 Authorisation of indirect conflicts of interest

22.3.1 Where, for whatever reason, a Board Member has any form of indirect interest in relation to a transaction or arrangement with the Society (which shall include a conflict of duty) and the transaction or arrangement is not authorised by virtue of any other provision in the Articles then it may be authorised by those Board Members not having a conflict provided that:-

22.3.1.1 The Board Member with the conflict (and any other interested Board Member) is not counted when considering whether or not there is a valid quorum for that part of the meeting and does not vote in relation to the matter giving rise to the conflict; and

22.3.1.2 the Board Members who do not have a conflict in relation to the matter in question consider it is in the best interests of the Society to authorise the transaction.

22.3.2 The Board Members who do not have a conflict in relation to the matter in question may, in their absolute discretion, determine that the Board Member with the conflict and/or any other interested Board Member should absent himself from the part of the meeting at which there is discussion concerning the transaction or arrangement giving rise to the conflict.

PART E. BOARD OF DIRECTORS

23 FUNCTIONS OF THE BOARD OF DIRECTORS

- 23.1 The Board must direct the Society's affairs in such a way as to promote the Objects. Its functions include:-
- 23.1.1 defining and ensuring compliance with the values and objects of the Society and the Abbeyfield Society;
 - 23.1.2 establishing policies and plans to achieve those objects;
 - 23.1.3 approving each year's budget, and the audited accounts before publication;
 - 23.1.4 establishing and overseeing a framework of appropriate delegation of its powers to Committees and Working Parties (under Article 27) and employees with proper systems of control;
 - 23.1.5 monitoring the Society's performance in relation to its plans, budget, controls and decisions;
 - 23.1.6 appointing and (if necessary) removing members of the senior management team;
 - 23.1.7 satisfying itself that the Society's affairs are conducted in accordance with generally accepted standards of performance and propriety; and
 - 23.1.8 ensuring that appropriate advice is taken on the items listed in Articles 23.1.1 to 23.1.7 and in particular on matters of legal compliance and financial viability.
 - 23.1.9 nominating, to a General Meeting a member of the Society to the position of President, whose role will be agreed by the Board.

24 POWERS OF THE BOARD

- 24.1 Subject to the Act and the Articles, the business of the Society is to be managed by the Board who may exercise all of the powers of the Society.
- 24.2 An alteration to the Articles does not invalidate earlier acts of the Board which would have been valid without the alteration.

25 BOARD MEETINGS

- 25.1 Subject to the Articles, the Board may regulate Board Meetings as it wishes.
- 25.2 The Board shall meet at least four times in each calendar year.
- 25.3 Board Meetings may be called by any Board Member or the Secretary (if appointed).

- 25.4 7 days' notice of Board Meetings must be given to each of the Board Members but it is not necessary to give notice of a Board Meeting to a Board Member who is out of the United Kingdom.
- 25.5 A Board Meeting which is called on shorter notice than required under Article 25.4 is deemed to have been duly called if at least two Board Members certify in writing that because of special circumstances it ought to be called as a matter of urgency.
- 25.6 Matters arising at a Board Meeting are to be decided by a simple majority of votes and, subject to Article 25.7, each Board Member is to have one vote.
- 25.7 If there is an equality of votes at a Board meeting the Chairman is entitled to a second or casting vote.
- 25.8 A technical defect in the appointment of a Board Member or in the delegation of powers to a Committee of which the Board is unaware at the time does not invalidate decisions taken in good faith.
- 25.9 A Board Member may not appoint an alternate Director or anyone to act on his behalf at meetings of the Directors.

26 QUORUM FOR BOARD MEETINGS

- 26.1 The quorum for Board Meetings is 5 of the Board Members for the time being.
- 26.2 A Board Member shall be part of the quorum at a Board Meeting if he can hear, comment and vote on the proceedings through telephone, video conferencing or other communications equipment.
- 26.3 The Board may act despite vacancies in its number but if the number of Board Members is less than 3 then the Board may act only to admit Society Members under Article 7, to appoint co-opted Board Members under Article 20 or to call a General Meeting.
- 26.4 At a Board Meeting which remains inquorate for 15 minutes after its starting time or one which becomes inquorate for more than 15 minutes the Board Members present may act only to:-
- 26.4.1 adjourn it to such other time and place as they decide; or
 - 26.4.2 call a General Meeting; or
 - 26.4.3 admit Society Members under Article 7; or
 - 26.4.4 appoint Board Members under Article 20.
- 26.5 If at the adjourned meeting there are again insufficient Board Members present within 15 minutes from the time of the adjourned Board Meeting to constitute a quorum then those Board Members who are present (provided that they number at least two) shall constitute a quorum for the purpose of allowing any business of the adjourned meeting to be conducted.

27 CHAIRMAN, DEPUTY CHAIRMAN AND TREASURER

- 27.1 The Society must have a Chairman, a Deputy Chairman and a Treasurer. The Chairman, the Deputy Chairman, and Treasurer are to be elected by the Board. The Board must decide the period during which they are each to hold office and the precise point at which their term of office ends. The Chairman, Deputy Chairman and Treasurer may be re-elected by the Board.
- 27.2 The Chairman, Deputy Chairman and Treasurer may resign from their positions at any time (without necessarily resigning as Board Members at the same time).
- 27.3 Where there is no Chairman the first item of business at a Board must be to elect a Chairman in accordance with Article 27.1.
- 27.4 The Chairman, the Deputy Chairman and Treasurer may be removed only at a Board Meeting called for the purpose at which a resolution with a majority in favour is passed. The Chairman or Deputy Chairman or Treasurer (as the case may be) must be given an opportunity to say why he should not be removed.
- 27.5 The Chairman is to chair all Board Meetings and General Meetings at which he is present unless he does not wish or is not able to do so.
- 27.6 If the Chairman is not present within 5 minutes after the starting time of a Board meeting, or is unwilling or unable to chair a Board Meeting, then the Deputy Chairman must chair the Board Meeting unless he is unwilling or unable to do so.
- 27.7 If both the Chairman and the Deputy Chairman are not present within 5 minutes after the starting time of a Board Meeting or both are unwilling or unable to chair the meeting then the Board must elect one of the Board Members who is present to chair the Board Meeting.
- 27.8 The functions of the Chairman are:-
- 27.8.1 to act as an ambassador for the Society and to represent the views of the Board to the general public and other organisations;
 - 27.8.2 to ensure that Board Meetings and General Meetings are conducted efficiently;
 - 27.8.3 to ensure Board Members have an opportunity to express their views;
 - 27.8.4 to establish a constructive working relationship with and to provide support for the employees;
 - 27.8.5 where necessary (and in conjunction with the other Board Members) to ensure that, where the post of any member of the senior management team is or is due to become vacant, a replacement is found in a timely and orderly fashion;
 - 27.8.6 to encourage the Board to delegate sufficient authority to its Committees to enable the business of the Society to be carried on effectively between Board Meetings;
 - 27.8.7 to ensure that the Board monitors the use of delegated powers; and
 - 27.8.8 to encourage the Board to take professional advice when it is needed and

particularly before considering the dismissal of an employee.

- 27.9 The role of the Deputy Chairman is to deputise for the Chairman during any period of his absence and, for that period, his functions shall be the same as those of the Chairman.
- 27.10 The Board will appoint a Treasurer, whose role shall be to ensure the financial probity of the Society.

28 COMMITTEES AND WORKING PARTIES

- 28.1 The Board may:-
- 28.1.1 establish Committees consisting of those persons whom the Board decide;
 - 28.1.2 delegate to a Committee any of its powers; and
 - 28.1.3 revoke a delegation at any time.
- 28.2 The Board may establish Working Parties consisting of those persons whom the Board decide. A Working Party may not take decisions on behalf of the Board but may consider issues in depth with a view to making recommendations to the Board.
- 28.3 The members of a Committee or a Working Party are to be appointed by the Board but the Board may give a Committee or a Working Party the right to co-opt individuals to its membership. The Board is to determine the chair of each Committee or Working Party.
- 28.4 Each member of a Committee or Working Party (including the chairman) is to hold office from the date of his appointment until the term of office for which he has been appointed expires or until he resigns or is removed by the Board from the Committee or Working Party.
- 28.5 The Board must determine the quorum for each Committee and Working Party it establishes.
- 28.6 The Board must specify the financial limits within which any Committee may function. A Working Party can have no authority to incur expenditure.
- 28.7 Every Committee or Working Party must report its proceedings and decisions to the Board as the Board determines.
- 28.8 The Chairman of the Board shall be an ex-officio member of all Committees and working parties set up by the Board.

29 OBSERVERS

- 29.1 Subject to Article 29.4, the Board may allow individuals who are not Board Members to attend Board meetings as Observers.
- 29.2 Observers may not vote but may take part in discussions with the prior consent of the Chairman.
- 29.3 The Board may exclude Observers from any part of a Board Meeting where the Board

considers the business is private.

- 29.4 The Board must exclude an Observer from any Board Meeting at which a possible personal benefit to him is being considered.

30 BOARD MEMBERS' WRITTEN RESOLUTIONS

- 30.1 A written resolution approved by a simple majority of the Board Members entitled to receive notice of a Board Meeting (provided they would constitute a quorum at a Board Meeting) is as valid as if it had been passed at a Board Meeting.
- 30.2 A written resolution approved by a simple majority of the members of a Committee (provided they would constitute a quorum of that Committee) is as valid as if it had been passed at a meeting of that Committee.
- 30.3 A resolution under Articles 30.1 or 30.2 may consist of several documents in similar form each approved by one or more of the Board or Committee Members.

PART F. OFFICERS AND EMPLOYEES

31 THE SECRETARY

Subject to the provision of the Companies Act 2006:

- 31.1 The Board will appoint a Secretary.
- 31.2 The Secretary may be removed by the Board at any time.
- 31.3 If a Board Member is appointed as Secretary he may not receive any remuneration for acting in that capacity.

32 INDEMNITIES FOR OFFICERS AND EMPLOYEES

- 32.1 The Society may indemnify any officer or employee (other than a Board Member) against any liability incurred by him in his capacity as such except when that liability is due to his own dishonesty or gross negligence.
- 32.2 Subject to the Act (in particular sections 232-238 or any section of any other statute amending or replacing sections 232-238) and Article 32.3, the Society may indemnify any Board Member against any liability incurred by him in his capacity as such.
- 32.3 The indemnity provided to a Board Member in accordance with Article 32.2 may not include any indemnity against liability:-
 - 32.3.1 to the Society or a company associated with it;
 - 32.3.2 for fines or penalties; or
 - 32.3.3 incurred as a result of his unsuccessful defence of criminal or civil proceedings.
- 32.4 The indemnity provided to a Board Member in accordance with Article 32.2 may include the provision of funds to cover his legal costs as they fall due on terms that the Board Member in question will repay the funds if he is unsuccessful in his defence of the criminal or civil proceedings to which these costs relate
- 32.5 In respect to its auditor the Society may:-
 - 32.5.1 purchase and maintain insurance for his benefit against any liability incurred by him in his capacity as such; and
 - 32.5.2 indemnify him against any liability incurred in defending any proceedings (whether civil or criminal) in which judgment is given in his favour or he is acquitted or in connection with any application under Section 1157 of the Act or any section of any other statute amending or replacing Section 1157 in which relief is granted to him by the Court.

PART G. STATUTORY AND MISCELLANEOUS

33 MINUTES

- 33.1 The Board must arrange for minutes to be kept of all General Meetings and Board Meetings. The names of the Board Members present must be included in the minutes.
- 33.2 Copies of the draft minutes of Board Meetings must be distributed to the Board Members as soon as reasonably possible after the meeting and in any case seven days before the next Board Meeting (unless the next Board Meeting is an urgent Board meeting).
- 33.3 Minutes must be approved as a correct record at the next General Meeting (as regards minutes of General Meetings) or Board Meeting (as regards minutes of Board Meetings). Once approved they must be signed by the person chairing the meeting at which they are approved.
- 33.4 The Board must keep minutes of all appointments made by the Board.

34 ACCOUNTS, ANNUAL REPORT AND ANNUAL RETURN

- 34.1 The Society must comply with the Act and the Board Members must comply with their obligations as charity trustees under the Charities Act (Northern Ireland) 2008 In:-
- 34.1.1 preparing an annual report and annual accounts and sending them to Companies House and the Charity Commission for Northern Ireland; and
- 34.1.2 making an annual return to the Registrar of Companies and the Charity Commission for Northern Ireland.
- 34.2 The Society must comply with the Act in relation to the audit or examination of accounts (to the extent that the law requires).
- 34.3 The annual report and accounts must contain:-
- 34.3.1 revenue accounts and balance sheet for the last accounting period;
- 34.3.2 the auditor's report on those accounts (if applicable); and
- 34.3.3 the Board's report on the affairs of the Society.
- 34.4 The accounting records of the Society must always be open to inspection by a Board Member.

35 BANK AND BUILDING SOCIETY ACCOUNTS

- 35.1 All bank and building society accounts must be controlled by the Board and must include the name of the Society.
- 35.2 A cheque or order for the payment of money must be signed in accordance with the Board's instructions.

36 EXECUTION OF DOCUMENTS

- 36.1 Unless the Board decides otherwise, documents which are executed as deeds must be signed by:
- 36.1.1 two Board Members;
 - 36.1.2 one Board Member and the Secretary (where appointed); or
 - 36.1.3 one Board Member in the presence of a witness who attests the Board Member's signature.

37 NOTICES

- 37.1 Notices under the Articles must be in writing (which shall include facsimile transmission or email) including notices calling Board Meetings.
- 37.2 A Society Member present in person at a General Meeting is deemed to have received notice of the General Meeting and (where necessary) of the purposes for which it was called.
- 37.3 The Society may give a notice to a Society Member, Board Member or auditor either:
- 37.3.1 personally;
 - 37.3.2 by sending it by post in a prepaid envelope;
 - 37.3.3 by facsimile transmission;
 - 37.3.4 by leaving it at his address; or
 - 37.3.5 by email.
- 37.4 Notices under Article 37.3.2 to 37.3.5 may be sent:-
- 37.4.1 to an address in the United Kingdom which that person has given the Society;
 - 37.4.2 to the last known home or business address of the person to be served; or
 - 37.4.3 to that person's address in the Society's register of members.
- 37.5 Proof that an envelope containing a notice was properly addressed, prepaid and posted is conclusive evidence that the notice was given 48 hours after it was posted.
- 37.6 Proof that a facsimile transmission was made is conclusive evidence that the notice was given at the time stated on the transmission report.
- 37.7 A copy of the notification from the system used by the Society to send emails, that the email has been sent to the particular person, will be conclusive evidence that the notice was sent and such notice will be deemed to have been delivered 24 hours after it was sent.
- 37.8 A notice may be served on the Society by delivering it or sending it to the Registered

Office.

- 37.9 The Board may make standing orders to define other acceptable methods of delivering notices.

38 STANDING ORDERS

- 38.1 Subject to Article 38.4;

38.1.1 the Board may from time to time make, alter, add to or repeal standing orders for the proper conduct and management of the Society; and

38.1.2 the Society in General Meeting may alter, add to or repeal the standing orders.

- 38.2 The Board must adopt such means as they think sufficient to bring the standing orders to the notice of Society Members.

- 38.3 Standing orders are binding on all Society Members and Board Members.

- 38.4 No standing order may be inconsistent with or may affect or repeal anything in the Articles

39 WINDING UP

- 39.1 If any property remains after the Society has been wound up and the debts and liabilities have been satisfied it may not be paid to or distributed among the Society Members but must be given to The Abbeyfield Society or to some other charitable institution or institutions which is/are members of The Abbeyfield Society and if that is not possible then to some other charitable institution or institutions having among its/their objects the relief and care of older persons. The institution or institutions to benefit shall be chosen by the Board.

40 REVIEW OF THE ARTICLES OF ASSOCIATION OF THE SOCIETY

- 40.1 The Board shall undertake a Review of the Articles as necessary and at not less than 5 yearly intervals.

The Abbeyfield Belfast Society Limited
238-266 Lisburn Road
Belfast
BT9 6GF

30 June 2015

Reference Number: CW/15/082
Casework Type: Section 96 - Consents

Consent to change to articles

Thank you for your correspondence of 01 June 2015, seeking written consent from the Charity Commission for Northern Ireland to an amendment to The Abbeyfield Belfast Society Limited's articles of association.

Having examined the revised articles, I am writing to tell you that the Commission consents to the revised articles in accordance with section 96 of the Charities Act (Northern Ireland) 2008 ('the Act').

Section 96(5) of the Act states that where section 26 of the Companies Act 2006 applies to a company which has made a regulated alteration to its articles, a copy of this letter must accompany a copy of the amended articles when sent to the registrar of companies.

A person who is or may be affected by this decision to give consent can ask us to review the decision. If this is the case, a decision review application form should be lodged with the Commission by 11 August 2015. Where possible, we will ask someone who did not make the original decision to review the case.

The affected person also has the right to appeal directly to the Charity Tribunal without asking for a review. Challenging our decision by asking for a review does not affect the right to apply to the Tribunal.

The Tribunal can be contacted at:

**Charity Tribunal
Tribunals Hearing Centre
2nd Floor
Royal Courts of Justice
Chichester Street**

Belfast
257 Lough Road
Lurgan
Craigavon
Northern Ireland
BT66 6NQ

Tel: 028 3832 0220
Text: 028 3834 7639
Fax: 028 3834 5943
Web: www.charitycommissionni.org.uk
Email: admin@charitycommissionni.org.uk

BT1 3JF

Tel: (028) 9072 8732

Email: tribunalsunit@courtsni.gov.uk

If an affected person decides to appeal to the Charity Tribunal, an appeal should be lodged at the above address by 11 August 2015. There are time limits for making an appeal. Affected people should contact the Tribunal to ensure that the appeal is made on time.

Guidance on the Commission's decision review process is available on our website.

Should you have further queries, please contact me on:

Tel: (028) 3832 0220

Textphone: (028) 3834 7639

Fax: (028) 3834 5943

Email: casework@charitycommissionni.org.uk

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

Yours sincerely
