

THE COMPANIES (NORTHERN IRELAND) ORDER 1986

Company Limited by Guarantee and not having Share Capital

**MEMORANDUM AND ARTICLES OF ASSOCIATION
OF
THE FEDERATION FOR ULSTER LOCAL STUDIES**

1. The Company's name is The Federation for Ulster Local Studies Limited (hereinafter called "the Federation").
2. The Federation's registered office is to be situated in Northern Ireland,)
3. The objects for which the Company is established are:
4. (a) To promote the study and recording of the history, antiquities and folk life of Ulster, to encourage the provision of the necessary services for the furtherance of those local historical studies in Ulster and to develop communication and co-operation (i) amongst voluntary associations concerned with local historical studies in Ulster and (ii) between those associations and other relevant organisations whether of a statutory or voluntary nature, local national or otherwise.

(b) In furtherance of these objects or any of them but not further or otherwise the Federation shall have the following further powers (which shall nonetheless not affect the generality of the objects) :-
 - (i) To promote the survival and continuation of valuable customs, structures, terms and practices which are seen to be of value to the cultural identity of Ulster.
 - (ii) To procure, promote and effect the achievement of the objects (or any of them) by bringing together all human and material resources of whatsoever kind and the giving of such advice and practical assistance as shall be considered appropriate for that purpose.
 - (iii) To educate the public and to promote awareness regarding the study and recording of the history, antiquities and folk life of Ulster,
 - (iv) To organise or procure the organisation of seminars, courses, conferences, colloquia, schools or other meetings for the furtherance of the said objects or any of them.
 - (v) To employ, engage or retain the services of such persons (as may be necessary for the attainment of the objects) on such terms as may be thought fit.
 - (vi) To take such steps by personal or written appeals, public meetings, or otherwise, as may be from time to time deemed expedient to raise voluntary funds and receive and accept contributions by way of donations and grants and otherwise and accept and receive gifts or property of any description whether subject to any special trust or net PROVIDED THAT the Federation shall not undertake any permanent trading activities (save in furtherance of its main objects) in raising funds for its charitable objects.
 - (vii) To purchase, take an lease or in exchange, hire or otherwise acquire any real and personal property which may be necessary for any of the purposes of the company and to acquire by any means whatsoever any land, property or premises or any tenure or interest therein for the purposes of rehabilitating, sub-dividing or developing the same in order to make the same available to any business project or enterprise on such terms and conditions as the Federation shall consider appropriate.
 - (viii) To print publish or distribute books, pamphlets, reports, leaflets, journals, films, tapes, video tapes and instructional matter and to organise lectures, broadcasts and courses of instruction.

- (ix) Subject to such consents as may be required by law to borrow or raise money for the purposes of the Federation on such terms and on such security as may be thought fit including making reasonable charges for any services provided hereunder (whether to beneficiaries or not).
- (x) To remunerate any person, firm or company rendering services to the Federation.
- (xi) To collaborate with any organisation or department of Government or Local Government whether within or outside the United Kingdom or any firm or company having objectives similar in whole or in part with those of the Federation.
- (xii) In the furtherance of the Federation's objectives, to lend and advance money or give credit on such terms as seem expedient and with or without security to such persons organisations corporate bodies as the Federation shall deem fit to enter into guarantees, contracts of indemnity and suretyships of all kinds and to receive money on deposit or loan upon such terms as the Federation may approve.
- (xiii) To enter into any arrangements with the Government or Authority, supreme, municipal, local or otherwise, or company, that may seem conducive to the Federation's objects or any of them, and to obtain from any such decrees, rights, grants, loans, privileges or concessions which the Federation may think it desirable to obtain, and to carry out, exercise and comply with the same.
- (xiv) To grant pensions, gratuities, annuities, superannuation or other allowances or benefits to any person who may be or have been in the employment or service in any capacity of the Federation.
- (xv) To establish or support associations, institutions, clubs, funds and trusts which may be considered beneficial to the interest or in furtherance of the objects of the Federation or of its members.
- (xvi) To establish and support or aid in the establishment and support or to amalgamate with any other charitable associations or institutions and to subscribe lend or guarantee money for charitable purposes in any way connected with the purposes of the Federation or calculated to further the said objects.
- (xvii) To undertake and execute any charitable trusts which may lawfully be undertaken by the Federation and which may be necessary to further the said objects.
- (xviii) To invest the moneys of the Federation not immediately required for its own purposes in or upon such investments, securities, or property as may be thought fit in the absolute discretion of the Executive Committee subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided,
- (xix) To provide or procure the provision of counselling and guidance in furtherance of the said objects or any of them.
- (xx) To pay out of the funds of the Federation the costs of forming and registering the Federation.
- (xxi) Subject to such consents as may be required by law to sell, let, mortgage, dispose of or otherwise turn to account all or any of the property or assets of the Federation.
- (xxii) If the Federation shall take or hold any progeny which may be subject to any trusts, the Federation shall only deal with or invest the same in the manner allowed by law, having regard to such trusts.
- (xxiii) The Federation objects shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.

- (xxiv) To do all such other lawful things as may be necessary for the attainment of the said objects or any of them.
- (xxv) The Federation shall not provide endorsement to, nor enter into affiliation with, nor lend support to any political party, organisation or individual that seeks election to or nomination to any Legislative assembly or post within either the United Kingdom, Republic of Ireland or the European Community PROVIDED that nothing contained in this Clause shall preclude or prevent the Federation from taking part in or lending support to schemes or activities of a non political nature promoted by various Government Departments of Tourism, Education or other other Departments which the Federation shall consider to be in furtherance of the objects or any of them.

4. The income and property of the Federation from whatever source derived, shall be applied solely towards the promotion of the said objects as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus, or otherwise howsoever, by way of profit to the members of the Federation (and no member of its Executive Committee shall be appointed to any office of the Federation paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Federation).

PROVIDED THAT nothing herein shall prevent any payment in good faith by the Federation.

- (a) of reasonable and proper remuneration to any members, officer or servant of the Federation (not being a member of the Executive Committee) for any services rendered to the Federation.
- (b) of interest on money lent by any member of the Federation (or of its Executive Committee) at 2% less than the Base Rate for the time being of the Federation's Bankers or 3% whichever is the greater;
- (c) of any reasonable and proper rent for premises demised or let by any member of the Federation (or of its Executive Committee);
- (d) of fees, remuneration or other benefits in money or money's worth to a Company or Organisation of which a member of its Board or its Executive Committee say be a member holding net more than 1/100th part of the capital of the Federation;
- (e) to any member of its Executive Committee of reasonable out of pocket expenses and
- (f) to any member of its Executive Committee for the time being hereof being a solicitor or other person engaged in any profession for all usual professional or other reasonable charges for work done by him or his firm when instructed by the other members of the Executive Committee to act in that capacity on behalf of the Federation

- 5. The liability of the members is limited.
- 6. Every member of the Federation undertakes to contribute to the assets of the Federation if it is wound up during the time that he or it is a member, or within one year afterwards, for payment of the debts and liabilities of the Federation contracted before the time at which he or it ceases to be a member and of the costs, charges and expenses of winding up the same, and for the adjustment of the rights of the contributaries among themselves such amount as may be required not exceeding £1.00.
- 7. If upon the winding-up or dissolution of the Federation there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Federation, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Federation, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Federation under or by virtue of clause 4 hereof, such institution or institutions to be determined by the members within three months of the members resolution passed initiating the winding-up failing which, and if and so far as effect cannot be given to such provision, then to such other charitable objects as the Executive Committee shall resolve upon.
- 8. True accounts shall be kept of the sums of money received and expended by the Federation and the matters in respect of which such receipts and expenditures take place, of all sales and purchases of

goods or services by the Federation and, subject to any reasonable restrictions as to the time and manner of inspection the same that may be imposed in accordance with the regulations of the Federation for the time being, such accounts shall be open to the inspection of the members. Once at least in every year the accounts of the Federation shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.

9. In this Memorandum the ward "Ulster" shall mean and include the counties of Antrim, Down, Armagh, Fermanagh, Tyrone, Londonderry, Cavan, Donegal and Monaghan.