

**FEDERATION FOR ULSTER LOCAL STUDIES LIMITED  
ARTICLES OF ASSOCIATION**

**PROPOSED AMENDMENTS TO ARTICLES  
AT AGM 2018**

During the year the Executive Committee carried out a comprehensive review of the Articles. The aims of the review were to verify that they remained 'fit for purpose', to eliminate redundant terms and to identify any matters that needed updating, particularly in the light of the modern focus on corporate governance. In addition, the Committee sought to ensure that the voluntary nature of the Federation's management structure was taken fully into account and to make the text 'gender neutral'.

In the main, the Articles have stood the test of time. Most of the proposed amendments deal with minor text changes, harmonisation of terms, and minor paragraph adjustments.

There is one proposed new Article, introducing a provision for Executive Committee to draw up a Code of Conduct for its members.

The format of the proposed changes is to quote the Article (or sub-paragraph(s)), followed by the proposed amendment and the reasons for the changes.

The proposed amendments attached are recommended for the approval of the Annual General Meeting.

Executive Committee

10 September 2018

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**Article 1**

Paragraph 7

*Existing article* - **an ordinary member** means an individual member of a society or institution that are members of the Federation as set out in article 5.

*Proposed amendment*– for ‘that are members’ substitute ‘who is a member’

*Reason for amendment* – correcting the grammar.

Paragraph 8

*Existing article* - Terms used in these Articles shall be taken as having the same respective meanings as they have when used in the said Order and words imparting the masculine gender only shall include the feminine gender, and words imparting persons shall include companies and all other organised bodies.

*Proposed amendment* – delete the words “and words imparting the masculine gender only shall include the feminine gender”

In consequence of this change, the words “he”, “him” and “his” where they appear in the following articles, shall be replaced by “he or she”, “him or her”, and “his or hers”, in the first occurrence and subsequently in all alternative articles by “she or he”, “her or him”, and “hers or his”

*Reasons for amendment* – giving visible and legal expression of the Federation’s policy of gender equality.

**Article 7**

*Existing Article* - The Annual General Meeting of the Federation shall be held not earlier than 31 October and not later than 30 November of each year when the Report of the Secretary, the Accounts, Balance Sheets and the Report of the Treasurer will be considered, the Chairman, Vice chairman and Treasurer and other Executive Committee members elected; also, any other business decided by the Executive Committee to be necessary may be transacted. Any member may send to the Secretary notice in writing of any motion to be brought before the AGM at least 14 days before the AGM and such notice of motion shall be notified to members at least 7 days prior to the AGM. In the absence of such notice, no business, other than the foregoing shall be considered unless with the specific approval of the Chairman.

(a) *Proposed amendment* – after “Vice chairman” on line 4, add “Secretary”.

*Reasons for amendment* – the office of Secretary should be included here.

(b) *Proposed amendment* -on line 6, amend the words “send to the Secretary” to “send to the Federation at the address specified on the nomination papers.”

*Reasons for amendment* – to provide the necessary flexibility needed by the Executive Committee to run an organisation managed by volunteers, without having to formally designate, as “Secretary”, someone other than the Secretary, to carry out these tasks.

**Article 8**

*Existing Article* - Extraordinary Meetings of the Federation shall be called by the Secretary or Chairman on receiving a requisition signed by Members of the Association representing not less than one fourth of the total voting rights of all members having at the said date a right to vote at General Meetings of the Federation specifying the business to be brought

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before the meeting. Each member signing the requisition shall give his address. Such Extraordinary Meetings shall be called within fourteen days of the receipt of the requisition and only the business specified in the requisition shall be considered thereat.

*Proposed amendments–*

(a) after “Federation”, on line one, add the words “may be called by the Executive Committee”

*Reason for amendment* – To allow for the possibility that the Executive Committee itself might want to call an Extraordinary Meeting should circumstances require it.

(b) amend the word “Association” to read “Federation”

*Reason for amendment* – consistency of syntax. The word “Association” is seldom used in the Articles.

**Article 16**

*Existing Article:* At any General Meeting a resolution put to the vote shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:

(a) by the Chairman; or

(b) by at least three members present in person; or

(c) by any member or members present in person and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.

*Proposed amendment* – delete sub-paragraph (c)

*Reason for amendment* – requires more than the three members specified in (b) – depending on the numbers present this could be nine or ten which makes no sense.

Article 23:

*Existing article* - No person shall be entitled to vote at any general meeting unless all monies present payable by him, or his Society or institution, to the Federation have been paid.

*Proposed amendment* – delete the word “present”

*Reason for amendment* – word redundant

**Article 28a**

*Existing article* - Members may appoint proxies to exercise any or all of their rights to attend and to speak and vote at General Meetings. The names and addresses of proxies must be received at the Federation’s registered address no later than 48 hours before the time for holding the General Meeting. Termination of the authority to act as proxy must be received at the Federation’s registered address no later than 48 hours before the time for holding the General Meeting.

*Proposed amendment* – amend the words “at the Federation’s registered address”, where they appear twice in the article, to “by the Federation at the address specified on the nomination papers”

*Reasons for amendment* – to provide the necessary flexibility needed by the Executive Committee to run an organisation managed by volunteers, so that the papers can be returned to address different to that registered.

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**Heading above article 29**

*Existing heading* – OFFICERS OF THE ASSOCIATION

*Proposed amendment* – *change “ASSOCIATION” to “FEDERATION”*

*Reason for amendment* – consistency of syntax. The word “Association” is seldom used in the Articles. (See article 8)

**Article 31**

*Existing article* - Nomination of a person for election to any Officer shall be made by notice in writing and signed by two ordinary members, declaring that he is a paid-up member of a member Society or institution, or is an individual member. Each such notice shall be accompanied by an agreement signed by the nominee of his willingness to serve in the nominated office and must be received by the Secretary not later than 14 days before the date fixed for the AGM.

*Proposed amendment* - amend the words “received by the Secretary” to “received by the Federation at the address specified on the nomination papers”

*Reasons for amendment* – to provide the necessary flexibility needed by the Executive Committee to run an organisation managed by volunteers, without having to formally designate, as “Secretary”, someone other than the Secretary, to carry out these tasks.

**Article 33**

*Existing article* - There shall be constituted for the management and government of the Federation affairs an Executive Committee, which shall be responsible for the conduct of the Association affairs.

(a)

*Proposed amendment* - amend the word “government” to read “governance”

*Reason for amendment* – a more appropriate term

(b)

*Proposed amendment* - amend the words “of the Association” to read “its”

*Reason for amendment* – more appropriate syntax.

**Article 37**

*Existing article* - Nomination of a candidate for election as an Executive Committee member shall be made by notice in writing and signed by two ordinary members, declaring that he is a paid-up member of a member Society or institution, or is an individual member. Each such notice shall be accompanied by an agreement signed by the nominee of his willingness to serve in the nominated position and must be received by the Secretary not later than 14 days before the date fixed for the AGM.

*Proposed amendment* - Amend the words “received by the Secretary” with “by the Federation at the address specified on the nomination papers”

*Reasons for amendment* – to provide the necessary flexibility needed by the Executive Committee to run an organisation managed by volunteers, without having to formally designate, as “Secretary”, someone other than the Secretary, to carry out these tasks.

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**Article 38.3**

*Existing article* - If fewer candidates for election as Executive Committee Members are nominated than the number of vacancies to be filled, the Chairman may accept nominations from the floor of the Annual General Meeting. Only people eligible to vote, present at the meeting and who indicate that they are willing to serve on the Executive Committee, shall be eligible for nomination. Such nominations must be moved and seconded by persons eligible to vote and present at the meeting. Where more nominations are received than required to fill the vacancies unfilled by the provisions of Article 39.1, an election by voting papers shall be conducted.

*Proposed amendment* - Amend “Article 39.1” to Article 34”

*Reason for the amendment* – to correct an inaccurate reference.

**Article 40**

*Existing article* - The co-opted members of the Executive Committee shall retire at the next Annual General Meeting.

(a)

*Proposed amendment* – delete the Article

*Reason for the amendment* – This is a hangover from a previous version of the Articles reflecting the then rules under which members of the Executive Committee were elected for three years, with one third retiring each year. The article is redundant as all members of the Executive Committee are elected annually.

(b)

*Proposed amendment* – Retain the article number with the line “Article number retained for continuity purposes”

*Reason for amendment* – to avoid the need to change all subsequent article numbers with unforeseeable consequences.

**Article 42**

*Existing Article* – 42. The Office of an Executive Committee member shall be vacated if the Executive Committee Member:

- (a) without the consent of the Federation in general meeting holds any other office of profit under the Federation, or
- (b) is adjudged bankrupt or makes any arrangement or composition with his creditors generally, or
- (c) becomes prohibited from being a member by reason of any order made under sections 304, 305, 306, 307, 308 and 310 of the Order, or
- (d) become of unsound mind, or
- (e) resigns his office by notice in writing to the Federation, or
- (f) is directly or indirectly interested in any contract with the Federation and fails to declare the nature of his interest.

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

*Proposed amendment* – On the last line amend ‘his’ to ‘that’

*Reason for amendment* – To facilitate the preceding amendment of ‘he’ to ‘he or she’

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**Article 44**

*Existing article* - The quorum necessary for the transaction of the business of the Executive Committee may be fixed by the Executive Committee and unless so fixed at any other number shall be five. A meeting of the Executive Committee at which a quorum is present shall be competent to exercise all powers and discretions for the time being exercisable by the Executive Committee, provided that no meeting for the Executive Committee or of any sub-Committee of the Executive Committee shall be competent to transact business unless the majority of Executive Committee present are non-Officer members. Members of the Executive Committee who miss three consecutive meetings may be asked to reconsider their position on the executive.

*Proposed amendment* – Amend the word “executive” on the last line to “Committee”

*Reason for amendment* – more appropriate syntax.

**Article 49**

*Existing article* - The meetings and proceedings of any such sub-Committee and the Executive Committee shall take adequate precautions for guarding against falsification and for facilitating its discovery.

(a)

*Proposed amendment* – after the word “sub-Committee”, add the words “shall be recorded in writing”

*Reason for amendment* – missing phrase.

(b)

*Proposed amendment* – merge with Article 48

*Reason for amendment* – natural follow-on and creates a place for a new article

**New Article 49**

*Existing Article* – now merged with article 48

*Proposed amendment* – new article as follows “The Executive Committee shall draw up a Code of Conduct for its members, setting out their rights and responsibilities and the relevant standards and commitments expected of them. The Code may provide for the removal of any member who fails to act in accordance with its provisions.”

*Reason for amendment* – to reflect the policies and practices of good governance advocated by the Charity Commission for Northern Ireland and Companies House.

**Article 52**

*Existing Article* - The Executive Committee shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Federation or any of them shall be open to the inspection of members not being members of the Executive Committee and no member (not being a member of the Executive Committee) shall have any right of inspecting any account or book or documents of the Federation except as conferred by statute or authorised by the Executive Committee or by the Federation in general meeting.

*Proposed amendment* – delete the words “or any of them”

*Reason for amendment* – redundant words

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**Article 58**

*Existing Article* - Any notice or document required be sending or providing to any member under these Articles may be given

- (a) electronically by means of electronic messaging or through a website
- (b) personally, or
- (c) by post at the address supplied to the Federation.

*Proposed amendment* – amend the words “required be sending or providing” to read “required to be sent or provided”

*Reason for amendment* – amending awkward text.

**Article 59**

*Existing Article* - Notice of every general meeting shall be given in any manner thereinbefore authorised to:

- (a) every member except those members who (having no registered address within the Province of Ulster or United Kingdom) have not supplied to the Federation an address within the Province of Ulster or United Kingdom for the giving of the notices to them; and
- (b) every person being a personal representative or an assignee in bankruptcy of a member where the member but for his death or bankruptcy would be entitled to receive notice of the meeting.

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

*Proposed amendment* – in (a) delete the text between the words “every member” and “and” on last line.

*Reasons for amendment* – the intention of the Article was to prevent people without an address in Ulster or the UK being sent notice of general meetings. The Federation has several individual members in the Republic of Ireland who do not have an address in either of these places and we do not believe it right to single them out in for general meeting notices.

**Article 62.1**

*Existing Article* - The President and every Vice-President and Patron shall hold office until the conclusion of the General Meeting of the Federation on or next following the fifth anniversary of his becoming a President, Vice-President or Patron (as the case may be) or until he resigns his position by notice in writing delivered to the Honorary Secretary or until he shall be removed by a resolution of the Executive Committee which has received the affirmative vote of not less than two thirds of every member voting thereon. Any President, Vice-President or Patron ceasing to be such under this Article shall be eligible for reappointment.

*Proposed amendment* – Amend the words “Honorary Secretary” to “Secretary”

*Reason for amendment* - the office of “Honorary Secretary” does not exist.