

**COMPANIES (NORTHERN IRELAND) ORDER 1986  
A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE  
CAPITAL**

**ARTICLES OF ASSOCIATION**

**- OF -**

**THE FEDERATION FOR ULSTER LOCAL STUDIES LIMITED**  
(Approved by a General Meeting of the Federation on 17 November 2018)

1. In these Articles:

**'the Order'** means the Companies (Northern Ireland) Order 1986 and any subsequent amending legislation;

**'the seal'** means the common seal of the Federation;

**'Secretary'** shall mean any person appointed by the Executive Committee to perform any of the duties of the Secretary and where two or more persons are appointed to act as joint secretaries shall include any one of those persons;

**'the United Kingdom'** means Great Britain and Northern Ireland;

**'the Province of Ulster'** means and includes the counties of Antrim, Down, Armagh, Fermanagh, Tyrone, Londonderry, Cavan, Donegal and Monaghan.

**'in writing'** means written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form.

**'an ordinary member'** means an individual member or any member of a Society or institution that is a member of the Federation as set out in article 5.

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 persons shall include companies and all other organised bodies.

Expressions referring to writing shall, unless the contrary intention appears to be construed as including references to printing, lithography, photography, electronic processing and other modes of representing or reproducing words in a visible form.

2. For the purpose of registration, the number of members of the Federation shall not exceed twelve but the Federation may from time to time register an increase of members.

**PURPOSES**

3. The Federation is established for the purposes expressed in the Memorandum of Association.

**MEMBERS**

4. The subscribers to the Memorandum of Association of the Federation and such other persons as are admitted to membership under Article 5 shall be members of the Federation.

## **ADMISSION TO MEMBERSHIP**

5. Any individual, society or institution that is in sympathy with the objects of the Federation may apply in writing to the Executive Committee for membership of the Federation. The different categories of membership shall be –
  - (a) Society members, representing voluntary organisations within the province in Ulster that are in agreement with the objects of the Federation as defined in the Memorandum of Association
  - (b) Individual members, representing persons in sympathy with the objects of the Federation
  - (c) Associate members, representing educational, cultural and social organisations that are in sympathy with the objects of the Federation.
- 5.1 The Executive Committee may request reasonable information from the applicant before granting membership.
- 5.2 The Executive Committee shall not reject an application without an explanation being given in writing.

## **TERMINATION OF MEMBERSHIP**

6. If the Executive Committee resolves, by a majority of not less than three quarters of the members of the Executive Committee present and voting at a meeting of such Committee at which not less than five members of the Committee shall be present, that a member should be excluded from the Federation for conduct which in the opinion of the Executive Committee is contrary or prejudicial to the interests of the Federation the member in question shall immediately cease to be a member of the Federation and, notwithstanding anything in these Articles, shall not be readmitted to membership unless and until the Executive Committee are satisfied from his or her conduct that readmission should be permitted. The member shall have seven clear days' notice in writing sent to him or her of the meeting of the Executive Committee at which any such resolution will be voted upon and the notice shall give particulars of the complaint against him or her. The member may attend the said meeting and shall be given all reasonable and proper opportunity of answering the complaint against him or her, but he or she shall not be present at the voting or take part in the proceedings otherwise than as permitted by these Articles or as the Executive Committee allows. Any person ceasing to be a member of the Federation under the provisions of this Article shall have no right to the return of the whole or any part of any subscription or other sum paid by him or her to the Federation.

## **GENERAL MEETINGS**

7. 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, Secretary 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 Federation at the address specified on the notice calling the Annual General Meeting 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.
8. Extraordinary Meetings of the Federation may be called by the Executive

Committee and shall be called by the Secretary or Chairman on receiving a requisition signed by Members of the Federation 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 before the meeting. Each member signing the requisition shall give his or her 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.

9. The Chairman of the Federation shall preside at General and Extraordinary Meetings of the Federation and in his or her absence the Vice-Chairman shall preside. The presiding Chairman shall have a deliberative as well as casting vote.

#### **NOTICE OF GENERAL MEETINGS**

10. An Annual General Meeting and a meeting called for the passing of a special resolution shall be called by twenty-eight days notice in writing at the least, and a meeting of the Federation other than an Annual General Meeting or a meeting for the passing of a special resolution shall be called by fourteen days notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Federation in general meeting to such persons as are under the articles of the Federation entitled to receive such notices from the Federation so, however, that a meeting of the Federation shall, notwithstanding that it is called by shorter notice than that specified in this article be deemed to have been duly called if
  - (a) in the case of a meeting called as the Annual General Meeting, by all the members entitled to attend and vote thereat; and
  - (b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together representing not less than ninety-five per cent, of the total voting rights at that meeting of all the members.
11. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

#### **PROCEEDINGS AT GENERAL MEETINGS**

12. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an Annual General Meeting with the exception of the consideration of the accounts, balance sheets and the reports of the Secretary and Treasurer and auditors or independent examiners, the election of Officers and Executive Committee Members and any motions or other matters that appear on the Agenda for the meeting.
13. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business; five Executive Committee members present in person, two of whom shall be office bearers, shall be a quorum.
12. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting if convened upon the requisition of members, shall be dissolved;

in any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Executive Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present shall be a quorum.

13. The Chairman of the Federation shall preside as Chairman of every General Meeting or if there is no such Chairman, or if he or she is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the Vice Chairman of the Federation shall preside.
14. If at any General Meeting neither the Chairman nor Vice-Chairman of the Federation is willing to act as Chairman, or if neither is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be Chairman of the meeting.
15. The Chairman may with the consent of any General Meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

When a General Meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

16. 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

Unless a poll is so demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of proceedings of the Federation shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

The demand for a poll may be withdrawn.

17. Except as provided in Article 21, if a poll is duly demanded it shall be taken in such manner as the Chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
18. Where there is an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.
19. A poll demanded on the election of a Chairman, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

20. Subject to the provisions of the Order a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at general meetings (or being bodies corporate by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a general meeting of the Federation duly convened and held.

#### **VOTES OF MEMBERS**

21. Subject hereinafter provided, every member of the Federation shall be entitled to voting rights exercisable by its appointed representatives on the following scale:

Associate paid up member	1 vote
Individual paid up member	1 vote
Paid up member Society	3 votes.

22. Save as herein expressly provided no member other than a member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Federation in respect of his or her membership, shall be entitled to vote on any question at any General Meeting.
- 22.1 Any society or institution registered as a member of the Federation may by whatever means it thinks fit, authorise any member of that society or institution to act as its representative at any meeting of the Federation which they are entitled to attend and to exercise the power to speak and to vote on behalf of the same society or institution. Each vote of such a society must be cast by a different member of that society and no one person may cast more than one vote.
23. No person shall be entitled to vote at any general meeting unless all monies payable by him or her, or his or her Society or institution, to the Federation have been paid.
24. On a poll votes must be given personally.
27. No objection shall be raised as to the admissibility of any vote except at the meeting or adjourned meeting at which the vote objected to is or may be given or tendered and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection shall be referred to the Chairman of the meeting whose decision shall be final and conclusive.

#### **BODIES CORPORATE AND ORGANISATIONS ACTING BY REPRESENTATIVES AT MEETINGS**

28. Any body corporate or organisation which is a member of the Federation may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Federation and the person so authorised shall be entitled to exercise the same powers on behalf of the body corporate or organisation which he or she represents as that body corporate could exercise if it were an individual member of the Federation.
- 28a. 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 by the Federation at the address specified on the nomination papers no later than 48 hours before the time for holding the General Meeting. Termination of the authority to act as proxy must be received, by the Federation at the address specified on the nomination papers no later than 48 hours before the time for holding the General Meeting.

## **OFFICERS OF THE FEDERATION**

29. The members shall in Annual General Meeting elect persons to the following offices of the Federation:
  - (a) Chairman
  - (b) Vice-Chairman
  - (c) Treasurer
  - (d) Secretary.
30. The person elected to any office shall retire at the next Annual General Meeting. A person who is elected as Chairman may hold office for no more than two consecutive years.
31. 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 or she 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 or her willingness to serve in the nominated office and must be received by the by the Federation at the address specified on the nomination papers not later than 14 days before the date fixed for the AGM.
32. The Executive Committee shall have power to fill a casual vacancy occurring in any of the offices referred to in Article 29 and any person so appointed shall hold office until the next Annual General Meeting.

## **CONDUCT OF FEDERATION AFFAIRS**

33. There shall be constituted for the management and governance of the Federation affairs an Executive Committee, which shall be responsible for the conduct of its affairs.

## **THE EXECUTIVE COMMITTEE**

34. The Executive Committee shall consist of the Officers elected under Article 29, and seven others, (known as Executive Committee members) one of whom shall be ex-officio the immediate past Chairman of the Federation if not re-elected to office. The Committee shall have the power to co-opt persons as Executive Committee members not exceeding five in total.
35. The outgoing Executive Committee shall be voting members of the Annual General Meeting that completes their year of office.
36. At the end of the next Annual General Meeting all Executive Committee members shall retire from office.
37. 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 or she 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 or her willingness to serve in the nominated position and must be received by the Federation at the address specified on the nomination papers not later than 14 days before the date fixed for the AGM.

The number of nominations for election to the position of Executive Committee member made by an ordinary member shall not exceed two.

- 38.1 If, after the nomination of candidates for election as Executive Committee members, there are vacancies to be filled, those nominated shall at the Annual General Meeting be declared elected to the Executive Committee as Executive Committee Members
- 38.2 If more candidates for election as Executive Committee Members are nominated than the number of vacancies to be filled, then an election or elections shall be conducted to fill such vacancies by voting papers as hereinafter provided.
- 38.3 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 34 an election by voting papers shall be conducted.
39. An election by voting papers for Executive Committee members shall be conducted in such form and in accordance with such instructions as the Executive Committee shall direct.
40. Article number retained for continuity purposes

#### **DIRECTOR**

41. The Executive Committee may from time to time appoint any person to the executive office of Director on such terms and for such a period as it may determine. The Executive Committee entrust to and confer upon the Director such powers (subject always to the control of the Executive Committee) upon such terms, conditions and with such restrictions as they think fit, and may from time to time revoke, withdraw, alter or vary all or any of such powers.

#### **DISQUALIFICATION OF EXECUTIVE COMMITTEE MEMBERS**

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 or her 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 or her 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 or her interest.

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

## PROCEEDINGS OF EXECUTIVE COMMITTEE MEMBERS

43. The Executive Committee shall meet at least three times in each calendar year but otherwise may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be determined by a majority of votes. In the case of an equality of votes the Chairman shall be entitled to exercise, if he or she so wishes, a second or casting vote. Three Executive Committee members may and the Secretary on the requisition of three Executive Committee members shall at any time summon a meeting of the Executive Committee. It shall not be necessary to give notice of a meeting of the Executive Committee to any Executive Committee member for the time being absent from the Province of Ulster or United Kingdom.
44. 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 Committee.
45. The Executive Committee members may act notwithstanding any vacancies in the Executive Committee, but where the number of the Executive Committee is reduced below the minimum number fixed by or in accordance with these Articles the continuing Executive Committee members may act only for the purpose of filling up such vacancies in accordance with preceding Articles or summoning general meetings of the Association, but not for any other purpose.
46. The Chairman shall preside at all meetings of the Executive Committee. If at any meeting the Chairman is not present within five minutes after the time appointed for holding the same, the Vice-Chairman shall preside at the meeting. If the Vice-Chairman is not present at that meeting at that time, the Executive Committee members present may choose one of their number to be Chairman of the meeting.
47. A resolution in writing signed by all the Executive Committee members shall be as effective as a resolution passed at a meeting of the Executive Committee duly convened and held and may consist of several documents in the like form, each signed by one or more of the Executive Committee members.
48. The Executive Committee members may delegate any of their powers to sub-Committees consisting of such a member or members of the Federation as they think fit. The Executive Committee shall have power to co-opt to serve on any sub-Committee set up by it any person who in its absolute discretion may seem desirable. Any sub-Committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed by the Executive Committee. The meetings and proceedings of any such sub-Committee shall be recorded in writing and the Executive Committee shall take adequate precautions for guarding against falsification and for facilitating its discovery.
49. 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 of Conduct may provide for the removal of any member who fails to act in accordance with its provisions.



## ACCOUNTS

50. The Executive Committee shall cause proper books of account to be kept with respect of:
- (a) all sums of money received and expended by the Federation the matters in respect of which the receipt and expenditure takes place; and
  - (b) all sales and purchases of goods by the Federation;
  - (c) the assets and liabilities of the Federation.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Federation's affairs and to explain its transactions.

51. The books of account shall be kept at the registered office of the Federation, or, subject to the Order at such other place or places as the Executive Committee thinks fit and shall always be open to the inspection of the members of the Executive Committee.
52. 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 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.
53. The Executive Committee shall from time to time in accordance with the Order cause to be prepared and to be laid before the Federation in general meeting such profit and loss accounts, balance sheets, group accounts, if any, and reports as are referred to in those sections.
54. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Federation in general meeting, together with a copy of the auditor's or independent examiner's report, shall be available to members on request not less than 14 days before the date of the meeting.

## AUDIT

55. Unless excepted under Article 257A Auditors shall be appointed and their duties regulated in accordance with the Order. Where excepted under the Order, the Accounts will be certified by an independent examiner appointed by the Executive Committee.

## GENERAL

56. If any prosecution, suit at law, action or other proceedings, shall be commenced by or against any member of the Federation or any officer employed by the Federation in respect of anything done by him or her on behalf of or in connection with the Federation under a general or specific direction or with the sanction in writing of the Executive Committee such member or officer shall be defended in and indemnified from all loss, damages, or expenses, attending such prosecution, suit at law, action or proceedings, by and at the expense of the Federation.
57. Alterations to these Articles may only be made by a majority of not less than three-fourths of such members as being entitled so to do, vote in person or, where proxies are allowed, by proxy at the Annual General Meeting or Extraordinary Meeting of the

Federation summoned for the purpose and the provisions of the Order shall apply to and be observed by the Federation. The Secretary of the Federation must receive notice in writing of any proposed alteration in these Articles at least thirty clear days before the meeting at which it is to be considered.

## **NOTICES AND DOCUMENTS**

58. Any notice or document required to be sent or provided 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.

Where the notice or document is sent by electronic messaging service it shall be deemed to be effected by being addressed to the messaging address supplied to the Federation by the member. Where the notice or document is given on a website service shall be deemed to be effected by providing, by electronic messaging or by post, the address of the website and the notice or document's location thereon. Where a notice or document is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of twenty-four hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

59. Notice of every general meeting shall be given in any manner thereinbefore authorised to:
- (a) every member and
  - (b) every person being a personal representative or an assignee in bankruptcy of a member where the member but for his or her death or bankruptcy would be entitled to receive notice of the meeting

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

60. Clause 7 of the Memorandum of Association relating to the winding-up and dissolution of the Federation shall have effect as if the provisions thereof were repeated in these Articles.
61. The Federation is a private company and accordingly:
- (a) any invitation to the public to subscribe for any shares or debentures of the Federation is prohibited;
  - (b) the Federation shall not have power to issue share warranties to bearer.

## **PRESIDENT, VICE-PRESIDENTS AND PATRONS**

62. There may be a President, one or more Vice-Presidents and one or more Patrons of the Federation. These positions shall be honorary, and the holders shall not be voting members of the Federation except where they are such under these Articles or members of the Executive Committee. They shall be entitled to receive notice of and to attend and speak at General Meetings of the Federation but shall not be entitled to vote at such meetings.

- 62.1 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 or her becoming a President, Vice-President or Patron (as the case may be) or until he or she resigns his or her position by notice in writing delivered to the Secretary or until he or she 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.
- 62.2 A President or Vice-President may be appointed by resolution of the Federation in General Meeting passed upon the recommendation of the Executive Committee and any vacancy in the Office of President or Vice-President may be filled in like manner.
- 62.3 A Patron or Patrons may be appointed at any time or times (without limit in number) by the Executive Committee.
- 62.4 The Executive Committee shall be entitled to confer at any time or times upon any President, Vice-President or Patron any of the rights which it is entitled to confer upon members of the Federation under these Articles and may at any time or times withdraw any rights so conferred.

#### **THE COMPANY SEAL**

63. The seal of the Federation shall not be affixed to any instrument except by the authority of the Executive Committee and in the presence of at least two members of the Executive Committee and of the Company Secretary or such person other than the Company Secretary as the Executive Committee may appoint for the purpose; and the said members and the Company Secretary or other person as aforesaid shall sign every instrument to which the seal shall be so fixed in their presence, and in favour of any purchaser or person bona fide dealing with the Federation such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

#### **THE KEEPING OF PROPER MINUTES**

- 64 The Executive Committee shall cause proper minutes to be made of all appointments of officers made by the Executive Committee and of the proceedings of all meetings of the Federation and of the Executive Committee and of sub-committees of the Executive Committee, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

Certified as a true updated copy of the Articles as amended by resolution of the General Meeting held on 17 November 2018.

Signed: \_\_\_\_\_ Date: \_\_\_\_\_

**Director**