

FEDERATION FOR ULSTER LOCAL STUDIES LIMITED
ARTICLES OF ASSOCIATION
PROPOSED AMENDMENT TO ARTICLE 28
AGM 2009

The Act

Section 324 of the Companies Act 2006 provides that

“A member of a company is entitled to appoint another person as his proxy to exercise all or any of his rights to attend and to speak and vote at a meeting of the company.”

(Sections 324 to 331 are attached)

The Articles

Article 28 of the Federation’s Articles of Association provides that -

“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 or organisation of the body corporate which he represents as that body corporate could exercise if it were an individual member of the Federation.”

This is a more restrictive provision in that it applies only to Society memberships, excluding individual members. There are also provisions in the Companies Act about time limits for the notification and cancellation of proxies that do not appear in the Federation’s Articles.

Notwithstanding these deficiencies in the Articles, the Company Act provisions apply and it is an offence not to comply with them.

Complying with the Act

The Companies Act requirements were met in relation to AGM 2009 by issuing and appropriate notice and appointment form with the AGM notice seeking nominations, motions etc.

Proposed amendment to the Articles

It is now proposed to bring the Articles into line with the Companies Act by replacing Article 28 with the following provision.

The following amendments will be formally tabled for the agreement of the AGM

“Article 28, replace with the following –

‘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.’