**THE COMPANIES ACT 2006**

**A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL**

**ARTICLES OF ASSOCIATION**

**OF**

**ULSTER ARCHITECTURAL HERITAGE SOCIETY**

1. **NAME**

The name of the company is Ulster Architectural Heritage Society (and in this document is called the “**Society**”).

1. **INTERPRETATION**
   1. In these Articles:

“**The Act**” means the Companies Act 2006;

“**address**” means a postal address or, for the purposes of electronic communication, a fax number, an e-mail or postal address or a telephone number for receiving text messages in each case registered with the Society;

“**AGM**” means an annual general meeting of the Society;

“**the Applicable Charities Legislation**” means the Charities Act (Northern Ireland) 1964 and the Charities (Northern Ireland) Order 1987, the Charities Act (Northern Ireland) 2008 and the Charities Act (Northern Ireland) 2013 as amended from time to time and to the extent that they are for the time being in force and applicable to the Society;

“**these Articles**” means these Articles of Association;

“**authorised representative**” means an individual who is authorised by a member organisation to act on its behalf at meetings of the Society and whose name is given to the Honorary Secretary;

“**Chair**” means the chair of the Committee;

“**clear day**” means 24 hours from midnight following the relevant event;

“**EGM**” means an extraordinary general meeting of the Society;

“**financial expert**” means an individual, company or firm who is an authorised person or an exempted person within the meaning of the Financial Services and Markets Act 2000;

“**material benefit**” means a benefit which may not be financial but has a monetary value;

“**member**” and **“membership”** refer to membership of the Society;

“**month**” means calendar month;

“**the Objects**” means the charitable objects of the Society as defined in Article 5;

“**Secretary**” means the Honorary Secretary of the Society;

“**taxable trading**” means carrying on a trade or business on a continuing basis for the principal purpose of raising funds and not for the purpose of actually carrying out the Objects;

“**member of Committee**” means a director of the Society and “the Committee” means all the members of the Committee, who are the directors of the Society;

“**the seal**” means the common seal of the Society;

“**the Society**” means the company governed by these Articles;

“**written**” or “in **writing**” refers to a legible document on paper, or a message transferred by electronic means;

“**year**” means a calendar year.

* 1. Words importing one gender shall include all genders, and the singular includes the plural and vice versa.
  2. Unless the context otherwise requires words or expressions contained in the Articles have the same meaning as in the Companies Acts and Applicable Charities Legislation but excluding any statutory modification not in force when this constitution becomes binding on the Society.
  3. Apart from the exception mentioned in the previous paragraph a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.

1. **LIMITIED LIABILITY**

The liability of members is limited.

1. **REGISTERED OFFICE**

The registered office of the Society will be in Northern Ireland.

1. **OBJECTS**

The objects of the Society are:

* 1. to promote the appreciation and enjoyment of good architecture of all periods;
  2. to encourage the preservation of buildings and groups of buildings of architectural merit or historic interest; and
  3. to encourage public awareness and appreciation of the beauty, history and character of local neighbourhoods and their surroundings,

(“**the Objects**”)

The Society shall assume the funds, assets, rights, debts and liabilities of the unincorporated association called the “Ulster Architectural Heritage Society”.

The Society shall not engage in any political or religious activities.

1. **POWERS**

The Society has the following powers, which may be exercised only in promoting the Objects:

* 1. To promote or carry out research;
  2. To provide advice;
  3. To publish or distribute information;
  4. To co-operate with other bodies;
  5. To support, administer or set up other charities;
  6. To raise funds (but not by means of taxable trading);
  7. To hold events;
  8. To borrow money and give security for loans;
  9. To acquire or hire property of any kind;
  10. To let or dispose of property of any kind;
  11. To repair, renovate, restore, rebuild and generally promote the preservation of any buildings or land;
  12. To buy or otherwise acquire furniture and other equipment for use in connection with any such buildings or lands; and to sell, lease or otherwise dispose of any such furniture or equipment;
  13. To make such arrangements as are necessary to enable the public to view and enjoy any buildings or land (whether free or at a charge);
  14. To make planning applications for consent under by-laws or building regulations and other applications;
  15. To make grants or loans of money and to give guarantees;
  16. To set aside funds for special purposes or as reserves against future expenditure;
  17. To deposit or invest funds in any manner (but to invest only after obtaining advice from a financial expert and having regard to the suitability of investments);
  18. To delegate the management of investments to a financial expert, but only on terms that:
      1. the investment policy is set down in writing for the financial expert by the Committee;
      2. every transaction is reported promptly to the Committee;
      3. the performance of the investments is reviewed regularly with the Committee;
      4. the Committee are entitled to cancel the delegation arrangement at any time
      5. the investment policy and the delegation arrangement are reviewed at least once a year;
      6. all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Committee on receipt;
      7. the financial expert must not do anything outside the powers of the Committee.
  19. To arrange for investments or other property of the Society to be held in the name of a nominee (being a corporate body registered or having an established place of business in Northern Ireland) under the control of the Committee or of a financial expert acting under their instructions and to pay any reasonable fee required;
  20. To insure the property of the Society against any foreseeable risk and take out other insurance policies to protect the Society when required;
  21. To insure the Committee against the costs of a successful defence to a criminal prosecution brought against them or against personal liability incurred in respect of any act or omission which is or is alleged to be a breach of trust or breach of duty, unless the member of Committee concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty;
  22. Subject to Article 8, to employ paid or unpaid agents, staff or advisers;
  23. To enter into contracts to provide services to or on behalf of other bodies;
  24. To establish subsidiary companies to assist or act as agents for the Society;
  25. To recruit and train volunteers with relevant skills;
  26. To pay the reasonable and proper costs of administering the Society;
  27. To do anything else within the law which promotes or helps to promote the Objects.

1. **MEMBERSHIP**
   1. The number of members with which the Society proposes to be registered is unlimited.
   2. The Society must maintain a register of members.
   3. Membership of the Society is open to any individual or organisation interested in promoting the Objects who is approved by the Committee.
   4. The Committee may establish different classes of membership and prescribe their respective privileges and duties and set the amounts of any subscriptions.
   5. Membership is terminated if the member concerned:
      1. gives written notice of resignation to the Society;
      2. dies or (in the case of an organisation) ceases to exist; or
      3. is three months in arrears in paying the relevant subscription (if any) (but in such a case the member may be reinstated on payment of the amount due).
   6. Membership of the Society is not transferable.
2. **BENEFITS TO MEMBERS AND MEMBERS OF COMMITTEE**
   1. The property and funds of the Society must be used only for promoting the Objects and do not belong to the members of the Society but:
      1. members who are not members of Committee may be employed by or enter into contracts with the Society and receive reasonable payment for goods or services supplied;
      2. members (including members of the Committee) may be paid interest at a reasonable rate on money lent to the Society;
      3. members (including members of the Committee) may be paid a reasonable rent or hiring fee for property let or hired to the Society.
   2. A member of Committee must not receive any payment of money or other material benefit (whether directly or indirectly) from the Society except:
      1. as mentioned in clauses 6.22, 8.1.2 or 8.1.3;
      2. reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in running the Society;
      3. an indemnity in respect of any liabilities properly incurred in running the Society (including the costs of a successful defence to criminal proceedings);
      4. payment to any company in which a member of Committee has no more than a one per cent shareholding.
   3. Whenever a member of Committee has a personal interest in a matter to be discussed at a meeting of the Committee or a sub-committee the member of Committee concerned must:
      1. declare an interest at or before discussion begins on the matter;
      2. withdraw from the meeting for that item unless expressly invited to remain in order to provide information;
      3. not be counted in the quorum for that part of the meeting;
      4. withdraw during the vote and have no vote on the matter.
3. **GENERAL MEETINGS**
   1. Members are entitled to attend general meetings either personally or (in the case of a member organisation) by an authorised representative. General meetings are called on at least 14 days’ written notice specifying the business to be discussed.
   2. There is a quorum at a general meeting if the number of members or authorised representatives present and entitled to vote is at least 10.
   3. The President or (if the President is unable or unwilling to do so) one of the Vice-Presidents or (if both the President and the Vice-Presidents are unable or unwilling to do so) any other member elected by those present, presides at a general meeting.
   4. Except where otherwise provided by the Act, every issue is decided by a majority of the votes cast.
   5. Except for the chair of the meeting, who has a second or casting vote, every member present or through an authorised representative has one vote on each issue.
   6. A resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that:
      1. a copy of the proposed resolution has been sent to every eligible member;
      2. a simple majority (or in the case of a special resolution a majority of not less than 75%) of members has signified its agreement to the resolution; and
      3. it is contained within an authenticated document which has been received at the registered office within a period of 28 days beginning with the circulation date.
   7. A resolution in writing may comprise several copies to which one or more members have signified their agreement.
   8. The Society must hold an AGM in every year, which all members are entitled to attend. Not more than 15 months shall elapse between the date of one AGM of the Society and that of the next.
   9. At an AGM the members:
      1. receive the accounts of the Society for the previous financial year;
      2. receive the Committee’s report on the Society’s activities since the previous AGM;
      3. accept the retirement of those members of Committee who wish to retire or who are retiring by rotation;
      4. elect persons to be members of Committee to fill the vacancies arising;
      5. appoint auditors for the Society;
      6. may confer on any individual (with his or her consent) the honorary title of President or Vice-President of the Society; and
      7. discuss and determine any issues of policy or deal with any other business put before them.
   10. Any general meeting which is not an AGM is an EGM.
   11. An EGM may be called at any time by the Committee and must be called within 28 days on a written request from at least 10 members entitled to vote at general meetings.
   12. An ordinary meeting of the Society may be held from time to time at the instance of the Committee.
4. **THE COMMITTEE**
   1. The Committee has control of the Society and its property and funds.
   2. The Committee when complete consists of not more than 12 individuals including the Chair, Vice-Chair, the Honorary Secretary and Honorary Treasurer (the “Officers”). All members of the Committee and Officers shall be members. (12 maximum)
   3. Each Committee member may serve for a maximum of two consecutive terms of four years on the committee. A member shall not stand for re-election within two years of completing a term, except when appointed an Officer. A member’s maximum involvement with the Committee in any Office or Offices shall be 12 years.
   4. The committee shall in its absolute discretion determine the transitional arrangements necessary to give effect to articles 10.2 and 10.3 with effect from the 2017 Annual General Meeting.
   5. A member of Committee’s term of office automatically terminates if he or she:
      1. is incapable, whether mentally or physically, of managing his or her own affairs;
      2. is absent from four consecutive meetings of the Committee without permission of the Committee and the Committee resolves that such person’s office be vacated;
      3. ceases to be a member (but such a person may be reinstated by resolution passed by all the other members of Committee on resuming membership of the Society before the next AGM); or
      4. resigns by written notice to the Committee (but only if at least 2 members of Committee will remain in office).
   6. The Committee shall have power to co-opt any individual who is eligible for appointment as a committee member to fill any vacancies arising on the Committee to hold office from the date of appointment until the next AGM. Any such individual shall be entitled to attend Committee meetings and shall have a right to vote.
   7. A technical defect in the appointment of a member of Committee of which the Committee are unaware at the time does not invalidate decisions taken at a meeting.
5. **PROCEEDINGS OF COMMITTEE**
   1. The Committee must hold at least three meetings each year.
   2. Five members of the Committee shall constitute a quorum.
   3. A meeting of the Committee may be held either in person or by suitable electronic means, agreed by the Committee, in which all participants may communicate with all the other participants.
   4. The Chair or (if the Chair is unable or unwilling to do so) the Vice-Chair or (if both the Chair and the Vice-Chair are unable or unwilling to do so) any other member chosen by the members of Committee present, presides at each meeting.
   5. Every issue may be determined by a simple majority of the votes cast at a meeting, but a written resolution signed by all the members of Committee is as valid as a resolution passed at a meeting (and for this purpose the resolution may be contained in more than one document and will be treated as passed on the date of the last signature); a resolution agreed by all the members of Committee by telephonic communication, telex, facsimile transceiver, telegraph, computer, or by any other electronic or like means, will be valid if it is signed by the Chair and is expressed to be passed pursuant to this provision.
   6. Except for the chair of the meeting, who has a second or casting vote, every member of Committee has one vote on each issue.
   7. A procedural defect of which the Committee is unaware at the time does not invalidate decisions taken at a meeting.
6. **CAPITAL ENDOWMENT FUND**

The Committee shall set aside, so as to constitute a Capital Endowment Fund, any sum or sums of £5,000.00 or more received by way of gift, legacy or bequest (unless prevented under the terms thereof), and such other sums as the Committee may resolve; and may apply the income arising from such Fund towards the general purposes of the Society; but shall not spend the capital of such Fund without the approval of the members by way of Special Resolution as defined by the Act.

1. **POWERS OF COMMITTEE**

The Committee has the following powers in the administration of the Society:

* 1. to appoint the Chair, the Vice-Chair, the Honorary Secretary and the Honorary Treasurer from among the members of Committee;
  2. to delegate any of its functions to sub-committees consisting of two or more individuals appointed by them (but at least two members of every sub-committee must be members of Committee). All proceedings of sub-committees must be reported promptly to the Committee.
  3. to make standing orders, consistent with these Articles, the Act and Applicable Charities Legislation to govern proceedings at general meetings;
  4. to make rules, consistent with these Articles, the Act and Applicable Charities Legislation to govern proceedings at their meetings and at meetings of sub-committees;
  5. to make regulations, consistent with these Articles, the Act and Applicable Charities Legislation to govern the administration of the Society;
  6. to establish procedures to assist the resolution of disputes within the Society;
  7. to exercise any powers of the Society which are not reserved to a general meeting.

1. **RECORDS & ACCOUNTS**
   1. The Committee must comply with the requirements of the Act and Applicable Charities Legislation as to keeping financial records, the audit or independent inspection of accounts and the preparation and transmission to the Registrar of Companies and the Charity Commission for Northern Ireland or such other regulator(s) as may be appropriate from time to time of:
      1. annual reports;
      2. annual returns; and
      3. annual statements of account.
   2. The Committee must keep proper records of:
      1. all proceedings at general meetings;
      2. all proceedings at meetings of the Committee;
      3. all reports of sub-committees; and
      4. all professional advice obtained.
   3. Accounting records relating to the Society must be made available for inspection by any member of Committee at any reasonable time during normal office hours, and may be made available for inspection by members who are not members of Committee if the Committee so decide.
   4. A copy of the Society’s latest available annual statement of account must be supplied on request to any member within two months.
   5. The Committee must keep proper records and details of the assets and liabilities of the Society.
2. **SEAL**

The seal shall be used only by the authority of the Committee or of a sub-committee of members of Committee authorised by the Committee. The Committee may determine who shall sign any instrument to which the seal is affixed and, unless otherwise so determined, it shall be signed by a member of Committee and by the Secretary or by a second member of Committee.

1. **NOTICES**
   1. Notices under these Articles may be sent by hand, or by post, or by suitable electronic means, or (where applicable to members generally) may be published in any suitable journal, or Northern Ireland newspaper, or any newsletter distributed by the Society to its members.
   2. The only address at which a member is entitled to receive notices is the address shown in the register of members.
   3. Any notice given in accordance with these Articles is to be treated for all purposes as having been received:
      1. 24 hours after being sent by electronic means or delivered by hand to the relevant address;
      2. two clear days after being sent by first class post to that address;
      3. three clear days after being sent by second class or overseas post to that address;
      4. on the date of publication of a newspaper containing the notice;
      5. on being handed to the member (or, in the case of a member organisation, its authorised representative) personally; or, if earlier
      6. as soon as the member acknowledges actual receipt.
   4. A technical defect in the giving of notice of which the Committee are unaware at the time does not invalidate decisions taken at a meeting.
2. VENUE OF MEETINGS

17.1 Any meeting of the Committee, Annual General Meeting and Extraordinary General Meeting may be held at a location within Northern Ireland specified in the notice convening such meeting or may be held by way of online conferencing using an electronic means of communication

17.2 When it is proposed to hold a meeting using an electronic means of communication the notice convening the meeting shall specify the particular form of electronic communication which will be used together with the method of joining the electronic meeting and if appropriate any necessary password or passwords. Persons attending such an electronic meeting shall be deemed to be present and entitled to vote as if they were attending an actual meeting.

1. **INDEMNITY**

Subject to the provisions of the Act, every member of Committee, or other officer or auditor of the Society, shall be indemnified out of the assets of the Society against any liability incurred by him or her in that capacity in defending any proceedings, whether civil or criminal, in which judgment is given in his or her favour, or in which he or she is acquitted, or in connection with any application in which relief is granted to him or her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Society.

1. **GUARANTEE**

Every member promises, if the Society is dissolved while such person remains a member or within 12 months afterwards, to pay up to £1 towards the costs of dissolution and the liabilities incurred by the Society while the contributor was a member.

1. **DISSOLUTION**
   1. If the Society is dissolved the assets (if any) remaining after provision has been made for all its liabilities may be applied in one or both of the following ways:
      1. by transfer to such one or more than one other organization established for exclusively charitable purposes within, the same as or similar to the Objects, as a majority of the members present and voting at a general meeting of the Society convened for that purpose shall decide; and/or
      2. directly for the Objects or charitable purposes within or similar to the Objects.