CERTIFIED AS A TRUE COPY

DAVID CROWN CHARTERED ACCOUNTANT

THE COMPANIES (NORTHERN IRELAND) ORDERS 1986 TO 1990

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

OF

NORTHERN IRELAND CHEST HEART & STROKE

(1) NAME

The name of the Company is the Northern Ireland Chest Heart & Stroke (the Charity)

(2) REGISTERED OFFICE

The Charity's registered office is to be situated in Northern Ireland

(3) OBJECTS

The objects of the Charity are to promote the prevention of and alleviate the suffering resulting from chest heart and stroke illnesses in Northern Ireland and elsewhere as appropriate from time to time as agreed by the Governance Board and in particular

(i) to work either alone or with others for the prevention of chest heart and stroke illnesses

(ii) to educate the public on all matters concerning the said illnesses and to initiate and encourage programmes of prevention and of health promotion

(iii) to carry out promote or sponsor the carrying out of study and research into such illnesses and publish the results of such study and research

(iv) to relieve distress occasioned by chest heart and stroke illnesses

(4) POWERS

The Charity has the following powers which may be exercised only in promoting the objects

(i) Provide or secure the provision of caring services as well as Health Promotion activities recreational facilities and holidays and practical assistance for the total population of Northern Ireland and elsewhere as appropriate from time to time as agreed by the Governance Board and particularly for clients and for carers of those who have suffered illness and those at high risk
(ii) Provide or secure the provision of welfare rights advice and information and other services including (but not limited to) financial assistance or refer those in need of assistance to the relevant agencies.

(iii) Provide, endow, furnish and fit out with all necessary furniture and other equipment and maintain such buildings, premises and centres as may from time to time be required for the purposes of the Charity.

(iv) Co-operate and enter into arrangements with any authorities international, national, local or otherwise.

(v) Bring together in conference representatives of voluntary organisations, public representatives, Government Departments, other statutory authorities and individuals.

(vi) Arrange, provide for either alone or with others or attend the holding of exhibitions, meetings, outings, lectures, classes, seminars or training courses.

(vii) Collect and disseminate information on all matters relating to its objects and to exchange such information with other bodies having similar objects whether in the United Kingdom or elsewhere.

(viii) Write, print or publish in whatever form or medium such papers, books, periodicals, pamphlets or other documents including films and recorded material as shall further its objects and to issue or circulate the same whether for payment or otherwise.

(ix) Accept subscriptions, donations, devises and bequests of and to purchase, take on lease or in exchange, hire or otherwise acquire and hold any real or personal estate, maintain and alter any of the same as are necessary for any of the objects of the Charity and (subject to such consents as may be required by law) sell, lease, or otherwise dispose of or mortgage any such real or personal estate, having due regard to the requirements of or conditions established by statutory authorities or bodies providing funds or assistance of any kind to the Charity.

(x) Issue appeal, hold public meetings and take such other steps as may be required for the purpose of procuring contributions to the funds of the Charity in the form of donations, subscriptions or otherwise provided that the Charity shall not undertake any permanent trading activity.

(xi) Draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank accounts.

(xii) Borrow or raise money for the objects of the Charity on such terms and (with such consents as are required by law) on such security as may be thought fit.
(xiii) Take and accept any gift of money, property or other assets whether subject to any special trust or not for any one or more of the objects of the Charity.

(xiv) Invest the moneys of the Charity not immediately required for its objects in or upon such investments, securities or property as may be thought fit 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.

(xv) Make any charitable donation either in cash or assets for the furtherance of the objects of the Charity.

(xvi) Establish and support any charitable association or body and to subscribe or guarantee money for charitable purposes calculated to further the objects of the Charity.

(xvii) Make regulations for the proper supervision control and management of any property which may be so acquired.

(xviii) Employ such staff who shall not be Directors of the Charity as are necessary for the proper pursuit of the objects and to make all reasonable and necessary provision for the payment of pensions and superannuation to staff and their dependents.

(xix) Insure and arrange insurance cover for and to indemnify its officers, servants and voluntary workers from and against all such risks incurred in the course of the performance of their duties as may be reasonable or necessary having due regard for all the legal obligations.

(xx) Subject to the provision of Clause 5 hereof to pay reasonable annual sums as premiums for or towards the provision of pensions for officers or servants for the time being of the Charity or their dependents.

(xxi) Amalgamate with any companies, institutions, societies or associations which are charitable at law and have objects altogether or mainly similar to those of the Charity and prohibit the payment of any dividend or profit to and the distribution of any of their assets amongst their members at least to the same extent as such payments or distributions are prohibited in the case of members of the Charity by this Memorandum of Association.

(xxii) Pay out of the funds of the Charity the costs, charges and expenses of and incidental to the formation and registration of the Charity.

(xxiii) Do all such other lawful things as shall further the above objects or any of them. Provided that
a In case the Charity shall take or hold any property which may be subject to any trusts the Charity shall only deal with or invest the same in such manner as allowed by law having regard to such trusts

b The objects of the Charity shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers

(5) The income and property of the Charity shall be applied solely towards the promotion of its objects as set forth in the 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 members or Directors of the Charity

Provided that nothing herein shall prevent any payment in good faith by the Charity

(i) Of reasonable and proper remuneration for any services rendered to the Charity by any member officer or servant of the Charity who is not a Director of the Charity

(ii) Of interest on money lent by any member of the Charity or of its Board of Directors at a rate per annum not exceeding 2% less than the minimum lending rate prescribed for the time being by a clearing bank selected by that Board of Directors or 3% whichever is the greater

(iii) Of reasonable and proper rent for premises demised or let by any member of the Charity or of its Board of Directors

(iv) Of fees remuneration or other benefit in money or money's worth to a Charity of which a member of the Board of Directors may be a member holding not more than one hundredth part of the capital of that Charity

(v) To any member of its Board of Directors of reasonable and proper out of pocket expenses

(6) The liability of the members is limited

(7) Every member of the Charity undertakes to contribute to the assets of the Charity in the event of the same being wound up while he is a member or within one year after he ceases to be a member for payment of the debts and liabilities of the Charity contracted before he ceases to be a member and of the costs charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves such amount as may be required not exceeding £1
(8) If upon the winding up or dissolution of the Charity 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 Charity but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Charity whose activities are carried out within the area of benefit and which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the Charity under or by virtue of Clause 5 hereof, such institution or institutions to be determined by the members of the Charity at or before the time of dissolution and in so far as effect cannot be given to such provision then to some other charitable object.
WE the several persons whose names and addresses are subscribed are desirous of being formed into a company in pursuance of this Memorandum.

NAMES  ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS
THE COMPANIES (NORTHERN IRELAND) ORDERS 1986 TO 1990
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE
CAPITAL
ARTICLES OF ASSOCIATION

OF

NORTHERN IRELAND CHEST HEART & STROKE

INTERPRETATIONS

(1) In these Articles

the Order means the Companies (Northern Ireland) Order 1986

clear days in relation to the period of a notice means that period
excluding the day when the notice is given or deemed to be
given and the day for which it is given or on which it is
to take effect

the Seal means the common seal of the Company

Secretary means any person appointed to perform the duties of the
Secretary of the Company

the United Kingdom means Great Britain and Northern Ireland

the Charity means the Northern Ireland Chest Heart & Stroke

Expressions referring to writing shall unless the contrary intention appears be
construed as including references to printing lithography photography electrostatic
processes and other modes of representing or reproducing words in a visible form
Unless the contrary intention appears words or expressions contained in these articles
shall bear the same meaning as in the Order or any statutory modification thereof in
force at the time at which these Articles become binding on the Charity
MEMBERS

(2) There shall be three classes of membership

(i) Individual Members

Any person aged sixteen years or over living within the area of benefit and who subscribes to the objects of the Charity and whose application for membership is approved by the Directors Individual members shall be collectively known as the Council

(ii) Affiliate Members

Any organisation active within the area of benefit whether voluntary or statutory which subscribes to the objects of the Charity and whose application for Affiliate membership is approved by the Directors

(iii) Associate Members

Any well wisher or person who in the opinion of the Directors has special knowledge or experience to offer to the Charity and whose application for Associate membership is approved by the Directors

(iv) Associate and affiliate members have the right to attend and speak at General Meetings of the Charity but are not entitled to vote

(3) Any member which is an association or a corporate body shall by resolution of its governing body appoint a deputy who shall during the continuance of his/her appointment be entitled to exercise in any General Meeting all such rights and powers as the organisation or the corporate body would exercise if it were an individual person

(4) Every application for admission shall be considered by the Directors at their first meeting after it was made or as soon thereafter as is practicable There shall be no discrimination between persons by reference to politics religion race sex age physical or mental disability

(5) The provision of Article 360 of the Order shall be observed by the Charity and every member shall either sign a written consent to become a member or sign the Register of Members on becoming a member

(6) The Charity shall have the power at Annual General Meetings to fix an annual subscription for each category of member It shall not however be obligatory for the Charity to fix an annual subscription but if so fixed it shall be a qualification for membership that such annual subscription shall be fully paid up

(7) A member may at any time withdraw from the Charity by giving at least seven clear days notice to the Charity Membership shall not be transferable and shall cease on death
CESSATION OF MEMBERSHIP

(8) A member shall cease to be a member if

(i) Such member ceases to fulfil any of the qualifications specified in these Articles or

(ii) Such member resigns by notice in writing addressed and delivered to the Secretary or

(iii) Such member is expelled from membership by an ordinary resolution in that behalf carried at a duly convened General Meeting of the Charity at which such member shall be first afforded the opportunity to make representation on the matter or

(iv) Such member ceases to be a body corporate or unincorporated or goes into liquidation or is dissolved

GENERAL MEETINGS

(9) General Meetings

(i) The Charity shall in each calendar year at such time and place as the Directors shall appoint hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year and shall specify the meeting as such and the notices calling it. Not more than fifteen months shall elapse between the date of one Annual General Meeting of the Charity and that of the next

(ii) The business of an Annual General Meeting shall comprise

The appointment of Directors

The consideration of the report and accounts presented by the Directors

The appointment and the fixing of the remuneration of the Auditor or Auditors

The appointment of one of the Directors as Honorary Treasurer

The appointment of up to two of the Directors as Vice Chairpersons

The appointment of a President and Vice Presidents

The appointment of a Patron
All other business transacted at an Annual General Meeting shall be deemed special

(10) All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings

(11) The Directors shall hold a meeting of the Members of the Charity each year within 8 months of the last preceding Annual General Meeting to report on their work during such period and to provide an opportunity for the Members to consider and comment on such report

(ii) The Directors or 10% of the members of the Charity for the time being may whenever they think fit convene an Extraordinary General Meeting of the Company. The notice of such a meeting must be given in accordance with Article (13) below and must state the objects of the meeting.

(12) Decisions at General Meetings shall be made by passing resolutions

(i) Decisions involving an alteration of the Memorandum and Articles of Association of the Charity and other decisions so required by statute shall be made by special resolution. A special resolution is one passed by a majority of not less than three quarters of members present and voting at a General Meeting.

(ii) All other decisions shall be made by ordinary resolution requiring a simple majority of members present and voting.

NOTICES

(13) An Annual General Meeting and a meeting called for the passing of a special resolution shall be called by 21 clear days notice in writing. Any other General Meeting shall be called by at least 14 clear days notice in writing. The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and in the case of an Annual General Meeting shall specify the meeting as such. The notice shall be given to all the members and to the Auditors.

(14) Proof that an envelope containing a notice was properly addressed prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.
(15) 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

(16) The Charity in General Meeting may decide from time to time to invite by notice any person to a General Meeting of the Company

PROCEEDINGS AT GENERAL MEETINGS

(17) Every member and such other persons as receive notice shall be entitled to attend and speak at a General Meeting

(18) No business shall be transacted at a General Meeting unless a quorum is present 15 members shall be a quorum

(19) If such a quorum is not present within half an hour from the time appointed for the meeting or if during a meeting such a quorum ceases to be present the meeting shall stand adjourned to the same day in the next week at the same time and place or to such a day time and place as the Directors may determine

(20) The Chairperson if any of the Directors shall preside as Chairperson at every General Meeting of the Charity or if there is no such Chairperson or if he or she is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act the Directors present shall elect one of the Vice Chairpersons be Chairperson of the meeting

(21) If at any meeting no Director is willing to act as Chairperson or if no Director is present within 15 minutes after the time appointed for holding the meeting the members present shall choose one of their number to be Chairperson of the meeting

(22) The Chairperson may with the consent of any 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 meeting is adjourned for 30 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

(23) A resolution put to the vote of a meeting shall be decided on a show of hands unless before or on the declaration of the result of the show of hands a poll is duly demanded Subject to the provisions of the Order a poll may be demanded

(i) By the Chairperson or

(ii) By not less than five members having the right to vote at the meeting
(24) Unless a poll is duly demanded a declaration by the Chairperson that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority and an entry made to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

(25) The demand for a poll may before the poll is taken be withdrawn but only with the consent of the Chairperson and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.

(26) Except as provided in Article (28) if a poll is duly demanded it shall be taken in such manner as the Chairperson directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

(26) Where there is an equality of votes whether on a show of hands or on a poll the Chairperson 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.

(28) A poll demanded on the election of a Chairperson 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 Chairperson of the meeting directs and any business other than that upon which a poll has been demanded may be preceded with pending the taking of the poll.

(29) 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 shall be as valid and effective as if the same had been passed at a General Meeting of the Charity duly convened and held.

(30) Votes may only be given personally or by proxy and no member shall have more than one vote (except as provided for in Article 27).

DIRECTORS

(31) Unless otherwise determined by the charity in General Meeting the number of Directors shall be subject to a maximum of 11 and not less than 7.

(32) A Director (other than directors holding office prior to the AGM) shall not be eligible for election unless they have completed a form prescribed by the Directors or duly appointed sub committee and lodged the form with the Association at least 24 days prior to the AGM.

(33) A director shall subject to article 35 below hold office for a period of 3 years following his/her election. A retiring director shall be eligible for re-election except if he/she is a director who has served for a total period of 9 consecutive years in which case he/she shall not be eligible for re-election to serve as a director for any further period until at least 12 months has expired since the
end of his/her ninth year in office provided that this shall not apply to any period of service prior to 15th May 2002

(34) Provided that the prescribed form referred to in Article (32) is completed and lodged the Directors shall have the power at any time and from time to time to appoint any person to be a Director to fill a vacancy Any Director so appointed shall hold office only until the next following Annual General Meeting and shall then be eligible for election

DISQUALIFICATION AND REMOVAL OF DIRECTORS

(35) The office of a Director shall be vacated if

(i) He/she resigns his/her office in writing to the Charity

(ii) He/she is absent from three successive meetings of the Directors without giving adequate reason and the Directors resolve by a majority that the office is to be vacated

(iii) He/she becomes bankrupt or makes any arrangements or composition with his/her creditors generally

(iv) He/she fails to declare his/her interest in any contract as referred to in Article (44)

(v) He/she is removed from office by resolution of the Charity in General Meeting (in accordance with Article 311 of the Order)

(vi) He/she is or may be suffering from mental disorder and either

He/she is detained for treatment within the meaning of Article 12(5) of the Mental Health (Northern Ireland) Order 1986 or

An order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his/her detention or for the appointment of a controller receiver curator bonis or other person to exercise powers with respect to his/her property or affairs

POWERS AND DUTIES OF THE DIRECTORS

(36) The business of the Charity shall be managed by the Directors acting as the Governance Board of the Charity who may exercise all such powers of the Charity and do all such acts on behalf of the Charity as may be exercised and done by the Charity and as are not by statute or by these Articles required to be exercised or done by the Charity in General Meeting
(37) No regulation made by the Charity in General Meeting shall invalidate any prior act of the Directors which would have been valid had that regulation not been made.

(38) All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for money paid to the Charity shall be signed, drawn, accepted, endorsed or otherwise executed as the case may be in such manner as the Directors shall from time to time by resolution determine.

(39) Without prejudice to its general powers the Directors may exercise all the powers of the Charity to borrow money and to mortgage or charge its undertaking and property or any part thereof and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Charity or of any third party.

(40) The Directors may be paid all travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of Directors or committees of Directors or General Meetings or otherwise in connection with the discharge of their duties.

(41) The Directors shall cause minutes to be made in books provided for the purpose:

(i) Of all appointments of Officers made by the Directors.

(ii) Of all the names of the Directors present at each meeting of the Directors and of any committee of the Directors.

(iii) Of all resolutions and proceedings at all meetings of the Charity and all meetings of the Directors and all meetings of committees of Directors.

(42) A Director shall not vote in respect of any contract in which he/she is directly or indirectly interested or any matter arising there from and if he/she does so vote his/her vote shall not be counted.

**PROCEEDINGS OF THE DIRECTORS**

(43) The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit and questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the Chairperson shall have a second or casting vote.

(44) Not less than 4 Directors may and if 4 Directors agree the Secretary shall summon a meeting of the Directors at any reasonable time.

(45) The quorum necessary for the transaction of business of the Directors shall be 5 Directors. In addition to meeting with all participants physically present the Board may hold or continue a meeting by the use of any means of communication by which the participants can hear and be heard at the time (an electronic meeting) and a member of the Board who participates in an electronic meeting shall be taken for all
purposes to have been present at the meeting. The procedures for holding, conducting, and minuting of electronic meetings will be established in the Standing Orders of the Association.

(46) If the Directors shall at any time be reduced in number to less than the minimum prescribed in these Articles, they may act as the Directors for the purpose of filling vacancies in their body or summoning a General Meeting of the Charity but for no other reason.

(47) The Directors may elect a Chairperson of their meetings and determine the period for which he or she is to hold office but if no such Chairperson is elected or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the same the Directors present may choose one of their number to be Chairperson of the meeting.

(48) A resolution in writing signed by all Directors for the time being who are entitled to vote shall be as valid and effective as if it had been passed at a meeting of the Directors and may consist of several documents in like form signed by one or more Directors.

(49) The Directors may delegate any of its powers to committees consisting of such members of the Charity as it thinks fit. Any committee so formed shall conform to any regulations that may be imposed on it by the Directors.

(50) A committee may elect a Chairperson of its meetings but if no such Chairperson is elected or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the same the members present may choose one of their number to be Chairperson of the meeting.

(51) A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present and where there is an equality of votes the Chairperson shall have a second or casting vote.

(52) All acts done by any Meeting of the Directors or of any Committee established by the Directors or by any person acting as a Director or such Committee as the case may be, notwithstanding that it be discovered afterwards that there was some defect in the appointment of any such person acting as aforesaid or that they or any of them were disqualified shall be as valid as if every such person had been duly appointed and was qualified so to act.

THE SEAL

(53) The Directors shall provide for the safe custody of the Seal which shall only be used by the authority of the Directors acting on behalf of the Charity. Every instrument to which the Seal shall be attached shall be signed by a Director and countersigned by a second member the Secretary or a Director.

SECRETARY
(54) Subject to the provisions of the Order the Secretary shall be appointed or removed by the Directors

(55) Anything which has to be done by or to a Director and the Secretary shall not be done by one person acting in both capacities

ACCOUNTS

(56) The Directors shall cause proper accounting records to be kept in accordance with the provisions of the Order with respect to

(i) All sums of money received and expended by the Charity and the matters in respect of which the receipt and expenditure take place

(ii) All sales and purchases of goods by the Charity

(iii) The assets and liabilities of the Charity

Proper accounting records shall be deemed to be kept if they give a true and fair record of the state of the Charity’s affairs and explain its transactions

(57) The accounting records shall be kept at the registered office of the Charity or subject to Articles 230 (1) and (2) of the Order at such other places as the Directors think fit and shall always be open to the inspection of all officers of the Charity during their working hours and by such other persons authorised by the Charity in General Meeting

(58) The Directors shall from time to time in accordance with their statutory obligations cause to be prepared and laid before the Charity in General Meeting such profit and loss accounts balance sheets and reports as are required by statute

(59) In addition the Directors shall following the first General Meeting prepare and present the members with such regular trading accounts showing so far as is possible the current financial results of the Charity as the Charity in General Meeting shall require to be laid before them

(60) A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Charity in General Meeting together with a copy of the Auditor’s report shall not less than 21 clear days before the date of the meeting be sent or delivered to every member the Auditors and every holder of loan stock or debentures of the Charity provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Charity is not aware or to more than one of the joint holders of any debenture

AUDIT
(61) Once at least in every year the accounts of the Charity shall be examined and correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.

(62) Auditors shall be appointed and their duties regulated in accordance with the provision of the Order.

WAGES AND WELFARE

(63) The terms and conditions of the contracts of employment of employees of the Charity shall be determined by the Directors.

INDEMNITY

(64) Every member or Auditor or officer of the Charity shall be indemnified out of the assets of the Charity against all losses or liabilities incurred by him/her in or about the execution and discharge of the duties of his/her office except to the extent that such losses or liabilities shall be attributed to either:

(i) Fraud or other matters in respect of which such person concerned shall be convicted of a criminal offence or

(ii) Negligence or

(iii) Actions knowingly beyond the scope of a specific authority or limit thereon on the part of such person.

DISSOLUTION

(65) Clause (8) of the Memorandum of Association relating to the winding up and dissolution of the Charity shall have effect as if the provisions thereof were repeated in these Articles.
Names, Addresses and Signatures of Subscribers

Dated this _____________ day of ___________ 2008

Witness to the above signatures
(Name, address & occupation of witness)