COMPANIES (NORTHERN IRELAND) ORDER 1986

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM AND ARTICLES OF ASSOCIATION

Of

GROUNDWORK NORTHERN IRELAND

(Adopted by Special Resolution dated 14th January 2003)

Cleaver Fulton Rankin
Solicitors
50 Bedford Street
Belfast
BT2 7FW
I certify that the within print is an updated copy of the Memorandum and Articles of Association of Groundwork Northern Ireland as at 14th day of January 2003

Signed [Signature]

Director/Secretary
THE COMPANIES (NORTHERN IRELAND) ORDER 1986

COMPANY NUMBER NI 25852

SPECIAL RESOLUTION OF GROUNDWORK NORTHERN IRELAND

We, the undersigned, being the sole member for the time being of the above-named Company entitled to receive notice of and to attend and vote at General Meetings HEREBY PASS the following resolution as a Special Resolution and agree that the said resolution shall, pursuant to Article 20 of the Articles of Association of the Company or pursuant to any applicable rule of law, for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

IT IS RESOLVED:

"That the Memorandum and Articles of Association contained in the printed document attached to this Resolution be approved and adopted as the Memorandum and Articles of Association of the Company in substitution for, and to the exclusion of, all the existing Memorandum and Articles of Association."

Dated this 14th day of January 2002

Signed: [Signature]

and

Signed: [Signature]

Duly authorised for and on behalf of
The Federation of Groundwork Trusts
CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

WHEREAS

GROUNDWORK IN NORTHERN IRELAND

was incorporated as a limited company
under the Companies (Northern Ireland) Order 1986
on the TWENTY-NINTH day of AUGUST 1991
AND WHEREAS by special resolution of the Company it has
changed its name;
NOW THEREFORE I hereby certify that the Company is a
limited company incorporated under the name of
GROUNDWORK NORTHERN IRELAND
Given under my hand at Belfast, this TWENTY-FOURTH
day of APRIL One thousand nine hundred and ninety-five

[Signature]
Assistant Registrar of Companies for
Northern Ireland
1. The name of the Company (hereinafter called "the Company") is GROUNDWORK NORTHERN IRELAND.

2. The registered office of the Company will be situated in Northern Ireland.

3. (a) The objects of the Company are to promote firstly the conservation, protection and improvement of the physical and natural environment anywhere in the Island of Ireland and secondly to provide facilities in the interests of social welfare for recreation and leisure time occupation with the objective of improving the conditions of life for those living or working or resorting to the Island of Ireland and thirdly to advance public education in environmental matters and of the ways of better conserving, protecting and improving the same wheresoever.

   (b) In furtherance of these objects or any of them but not further or otherwise the Company shall have the following further powers (which shall nonetheless not affect the generality of the objects).

   (i) To educate the public regarding the use and abuse of the environment and promote awareness regarding the conservation and improvement of the physical and natural environment.

   (ii) To procure, promote and effect the achievement of the objects (or any of them) by bringing together all human and material resources of whatsoever kind and the giving of such advice and practical assistance as shall be considered appropriate for that purpose.

   (iii) To organise or procure the organisation of seminars, courses, conferences, colloquia, schools or other meetings for the furtherance of the said objects or any of them.

   (iv) To employ, engage or retain the services of such persons (as may be necessary for the attainment of the objects) on such terms as may be thought fit.

   (v) To raise voluntary funds and receive and accept contributions by way of donations and grants and otherwise and accept and receive gifts or property of any description whether subject to any special trust or not PROVIDED THAT
the Company shall not undertake any permanent trading activities (save in furtherance of its main objects) in raising funds for its charitable objects.

(vi) To purchase, take on lease or in exchange hire or otherwise acquire any real and personal estate which may be necessary for any of the purposes of the Company.

(vii) To publish or distribute books, pamphlets, reports, leaflets, journals, films, tapes, video tapes and instructional matters and to organise lectures, broadcasts and courses of instructions.

(viii) Subject to such consents as may be required by law to borrow or raise money for the purposes of the Company on such terms and on such security as may be thought fit including making reasonable charges for any services provided hereunder (whether to beneficiaries or not).

(ix) To establish and support or aid in the establishment and support or to amalgamate with any other charitable associations or institutions and to subscribe lend or guarantee money for charitable purposes in any way connected with the purposes of the Company or calculated to further the said objects.

(x) To undertake and execute any charitable trusts which may lawfully be undertaken by the Company and may be necessary to further the said objects.

(xi) To invest the moneys of the Company not immediately required for its own purposes in or upon such investments, securities, or property as may be thought fit in the absolute discretion of the Board 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.

(xii) To provide or procure the provision of counselling and guidance in furtherance of the said objects or any of them.

(xiii) To pay out of the funds of the Company the costs of forming and registering the Company.

(xiv) Subject to such consents as may be required by law to sell, let, mortgage, dispose of or otherwise turn to account all or any of the property or assets of the Company.

(xv) To do all such other lawful things as may be necessary for the attainment of the said objects or any of them.

(xvi) To pay out of the funds of the Trust the cost of any premium in respect of any insurance or indemnity to cover liability of the directors and officers or any of them (which by virtue of any rule of law would otherwise attach to them) in respect of any negligence, default, breach of duty or breach of trust of which they may be guilty in relation to the Trust; PROVIDED THAT any such insurance or indemnity shall not extend to any claim arising from criminal or...
wilful or deliberate neglect or default on the part of the directors or any of
them.

PROVIDED THAT

(i) If the Company shall take or hold any property which may be subject to any
trusts, the Company shall only deal with or invest the same in the manner
allowed by law, having regard to such trusts.

(ii) The Company objects shall not extend to the regulation of relations between
workers and employers or organisations of workers and organisations or
employers.

4. The income and property of the Company from whatever source derived, shall be
applied solely towards the promotion of the 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 the Members of the Company (and no member of its
Board shall be appointed to any office of the Company paid by salary or fees or
receive any remuneration or other benefit in money or money’s worth from the
Company.)

PROVIDED THAT nothing herein shall prevent any payment in good faith by the
Company:

(a) of reasonable and proper remuneration to any Members, officer or servant of
the Company (not being a member of the Board) for any services rendered to
the Company;

(b) of interest on money lent by any member of the Company (or of its Board) at a
rate per annum not exceeding 2% less than the base lending rate of a clearing
Bank to be selected by the Board or 3%, whichever is the greater;

(c) of any reasonable and proper rent for premises demised or let by any member
of the Company (or of its Board);

(d) of fees, remuneration or other benefits in money or money’s worth to a
company of which a member of the Board may be a member holding not more
than 1/100th part of the capital of the company; and

(e) to any member of its Board of reasonable out of pocket expenses.

(f) Reasonable and proper premiums in respect of Directors’ and Officers’
indemnity insurance effected in accordance with clause 3b(xvi) hereof.

5. The liability of the members is limited.

6. Every Member of the Company undertakes to contribute to the assets of the Company
if it is wound up during the time that he is a member, or within one year afterwards,
for payment of the debts and liabilities of the Company contracted before the time at

O:\CLIENTS\00015375\00000002\DOCS\20021028.AWT. JE Amended Memorandum of Association.Groundwork.1
which he ceases to be a member and of the costs, charges and expenses of winding up the same, 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 Company 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 Company, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Company, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Company under or by virtue of clause 4 hereof, such institution or institutions to be determined by the members within three months of the members’ resolution passed initiating the winding-up failing which, and if, and so far as, effect cannot be given to such provision, then to such other charitable object as the Board shall resolve upon.
THE COMPANIES (NORTHERN IRELAND) ORDER 1986

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

GROUNDWORK NORTHERN IRELAND

1. Interpretation

In these Articles if not inconsistent with the subject or context the words set out in the first column of the table below shall bear the meanings set opposite to them respectively in the second column thereof:

<table>
<thead>
<tr>
<th>Words</th>
<th>Meanings</th>
</tr>
</thead>
<tbody>
<tr>
<td>the Groundwork Federation</td>
<td>The Federation of Groundwork Trusts (Company No. 1900511) or any organisation which succeeds to its functions.</td>
</tr>
<tr>
<td>The Chairman</td>
<td>The Chairman of the Board of Directors of the Company.</td>
</tr>
<tr>
<td>the Company</td>
<td>GROUNDWORK NORTHERN IRELAND</td>
</tr>
<tr>
<td>the Statutes</td>
<td>The Companies (Northern Ireland) Order 1986 and every other Act or Order as amended or re-enacted from time to time and to any subordinate legislation made under them.</td>
</tr>
<tr>
<td>these Articles</td>
<td>These Articles of Association or as from time to time altered by Special Resolution.</td>
</tr>
<tr>
<td>the Board</td>
<td>The Board of Directors for the time being of the Company.</td>
</tr>
<tr>
<td>Member</td>
<td>Such person admitted to membership of the Company pursuant to Article 3</td>
</tr>
<tr>
<td>Director</td>
<td>A member of the Board of Directors which shall include Nominated Directors and Co-opted Directors as defined in these Articles.</td>
</tr>
<tr>
<td>Voting Members</td>
<td>Groundwork Federation and Affiliate Members.</td>
</tr>
<tr>
<td>Nominated Director</td>
<td>A Director appointed in accordance with Articles 4 and 34</td>
</tr>
<tr>
<td>Co-opted Director</td>
<td>A Director co-opted in accordance with these Articles</td>
</tr>
<tr>
<td>the Office</td>
<td>The registered office of the Company.</td>
</tr>
<tr>
<td>the Area of Benefit</td>
<td>Northern Ireland and the Republic of Ireland</td>
</tr>
<tr>
<td>Affiliate Member</td>
<td>A member of the Company admitted as prescribed in Article 3(a)</td>
</tr>
<tr>
<td>Associate Member</td>
<td>A member of the Company admitted as prescribed in Article 3(b)</td>
</tr>
</tbody>
</table>
MEMBERSHIP

2. All Members shall sign a written consent to become a Member or sign the Register of Members on becoming a Member.

3. The Members of the Company shall be the Groundwork Federation and thereafter membership shall be by application in a form set out and approved by the Directors. There shall be two classes of membership:

(a) **Affiliate Members**

Any organisation, whether voluntary, statutory or private which subscribes to the objects of the Company and whose application for Affiliate membership is approved by the Directors.

Affiliate Members have the right to attend and speak and vote at General Meetings of the Company.

(b) **Associate Members**

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

Associate Members have the right to attend and speak at General Meetings of the Company, but are not entitled to vote.

4. The Board shall admit Members as it shall think fit and the Board may from time to time by resolution prescribe (and vary) criteria for membership. The Board need not give reasons for declining to accept any application for membership. After the adoption of these Articles the Groundwork Federation and each Affiliate Member (if any) may appoint Nominated Directors to the Board in accordance with Article 34 below.

A Member which is a body or organisation shall act through an authorised representative in accordance with Article 32. The authorised representative shall be notified in writing by that Member to the Secretary of the Company before he or she shall be entitled to act.

5. Every application for membership shall be considered by the Directors at their first meeting after it was made, or as soon thereafter as is practicable.

6. The Company shall have the power at Annual General Meeting to fix an annual subscription for each category of Member and may fix a percentage discount for not for profit organisations seeking membership. It shall not, however, be obligatory for the Company to fix an annual subscription but if so fixed it shall be a qualification for membership that such annual subscription should be fully paid up.
7. Membership shall not be transferable. A Member shall cease to be a Member:-

(a) if, by notice in writing to the Secretary the Member resigns from membership.

(b) if, at a Meeting of the Board at which not less than half of the Directors are present, a Resolution shall be passed resolving that the Member be expelled. A Resolution as aforesaid shall not be passed unless the Member has been given not less than fourteen days' notice in writing of the Meeting at which the matter is to be considered specifying the conduct or circumstances alleged as a ground for the expulsion and has been afforded a reasonable opportunity of being heard by or of making written representation to the Board. Provided that the provisions of Article 7 (b) shall not apply to the Groundwork Federation.

(c) when any such resolution as is referred to in sub-clause (b) of this clause is passed, then the Member shall forthwith cease to be a Member.

(d) if, such member ceases to fulfil any of the qualifications specified in these Articles including but not limited to the payment of any annual subscription fixed under Article 6 of these Articles.

GENERAL MEETINGS

8. First Annual General Meeting

The first Annual General Meeting shall be held at such time not being more than 18 months after the incorporation of the Company and at such place as the Directors may determine.

9. Annual General Meetings

Subject to Article 8, the Company shall in each year hold an annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the Company and that of the next.

10. Extraordinary General Meeting

The Directors may whenever they think fit and shall on requisition in accordance with the Statutes convene an extraordinary general meeting.
NOTICE OF GENERAL MEETINGS

11. Notices

Notice of General Meetings shall be given to all the Members. An annual meeting and any extraordinary general meeting called for the passing of a Special Resolution shall be called by twenty one days' notice in writing at the least and any other general meeting by fourteen days notice in writing at the least exclusive in either case of the day on which it is served or deemed to be served and of the day for which it is given PROVIDED that a meeting of the Company shall notwithstanding that it is called by a shorter notice than that specified in this Article be deemed to have been duly called if it is so agreed:

a) if a meeting is called as the annual general meeting by all the Voting Members and

b) in the case of any other meeting by a majority in number of the Voting Members being a majority together representing not less than 95% of the total voting rights at that meeting of all the Voting Members.

12. Contents of Notices

Every notice calling a general meeting shall specify the place, the day and the hour of the meeting and if other than routine business is to be transacted the general nature of that business and shall be given in manner herein mentioned or in such other manner if any as may be prescribed by the Company in general meeting to such persons as are under these Articles entitled to receive such notices from the Company. If any resolution is to be proposed as an Extraordinary Resolution or a Special Resolution the notice shall contain a statement to that effect.

13. Routine Business

Routine business shall mean and include only business transacted at an annual general meeting of the following types, that is to say

a) reading, considering and adopting the balance sheet and income and expenditure account and reports of the Board and the auditors and other related documents and

b) appointing auditors and determining their remuneration and

c) matters in connection with membership of the Board.
14. **Quorum**

No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business. A quorum shall consist of one half of the Voting Members or not less than two whichever shall be the greater. If within fifteen minutes from the time appointed for the meeting a quorum is not present the meeting 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 Board may determine and if at the adjourned meeting a quorum is not present within fifteen minutes from the time appointed for the meeting the Members present shall be a quorum.

15. **Chairmanship**

The Chairman, if any, of the Board shall preside at every general meeting of the Company or if he shall not be present within five minutes after the time appointed for the holding of the meeting or if he is unable to act the Voting Members present shall elect one of their Members to be the chairman of the meeting.

16. **Adjournment**

The Chairman 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. It shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting except where the meeting has been adjourned for thirty days or more when notice of the adjourned meeting shall be given as in the case of an original meeting.

17. At any general meeting a resolution put to the vote of the meeting shall be decided on a majority 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 two Voting Members present in person or by proxy; or

(c) by any Voting Member or Members present in person or by proxy and representing not less than one tenth of the total voting rights of all the Members having the right to vote at the meeting.
Unless a poll be 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 Company 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.

18. Except as provided in Article 19 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 is demanded.

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 Statutes 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 corporations or unincorporated associations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a meeting of the Company duly convened and held.

VOTES OF MEMBERS

21. Informality

The proceedings of any meeting shall not be invalidated by reason of any accidental informality or irregularity in the convening thereof or otherwise or any want of qualification of any of the persons present or voting thereat.

22. Votes

Only the Voting Members, shall have a vote. No Member shall have more than one vote. In any case of equality of votes the Chairman shall have a second, or casting, vote.

23. Restriction on Voting

No authorised person representing a Voting Member shall vote on any matter in which that Member is directly or indirectly interested pecuniarily or otherwise or debate on such matter without the permission of the majority of the persons present and voting such permission to be given or withheld without discussion.

24. No Voting Member shall be entitled to vote at any general meeting unless all monies presently payable by that Member to the Company have been paid.

25. On a poll votes may be given either personally, or by proxy.
26. The instrument appointing a proxy shall be in writing and under the hand of the appointer or his attorney duly authorised in writing, or, if the appointer is a corporation either under seal or under the hand of any officer or its attorney duly authorised. A proxy need not be a Member of the Company.

27. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the Office or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposed to vote or, in the case of a poll, not less than 24 hours before the time appointment for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

28. An instrument appointment a proxy shall be in the following form or a form as near thereto as circumstances admit, or in any other form which is usual or which the Board may approve:

"GROUNDWORK NORTHERN IRELAND

I/We                      of          in the County
of                        , being a member/members of the above named Company hereby
appoint                    of          or failing him of
, as my/our proxy to vote for me/us on my/our general meeting of the Company to be held on
the                      day of       1999 and at any adjournment thereof.

Signed this [date] day of [month] [year]."

29. Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as the circumstances admit:

"GROUNDWORK NORTHERN IRELAND

I/We                      of          in the County
of                        , being a member/members of the above named Company hereby
appoint                    of          or failing him of
, as my/our proxy to vote for me/us on my/our behalf (annual or extraordinary, as the case may be) general meeting of the Company to be held on the                      day of
1999 and at any adjournment thereof.

Signed this [date] day of [month] [year]."

This form is to be used *in favour/against the resolution. Unless otherwise instructed, the proxy will vote as he thinks fit.

* Strike out whichever is not desired"
30. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

31. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of such death, insanity or revocation as aforesaid shall have been received by the Company at the Office before the commencement of the meeting or adjourned meeting at which the proxy is used.

32. Corporate or Unincorporated Members

Any Voting Member may by authorisation of its directors or other governing body authorise such individual as it thinks fit to act as its representative at any meeting of the Company and the individual so authorised shall be entitled to exercise all rights of Membership thereat.

THE BOARD

33. Directors of the Board

(a) Until the first Board Meeting after adoption of these Articles the existing Board of Directors (pursuant to the Articles of Association which governed the Company prior to the adoption of these Articles) shall be redesignated as Co-opted Directors and shall act as Co-opted Directors on the Board until redesignated as Nominated Directors, or until they resign or their Co-option is terminated, whichever is the earlier. Following admission as a Member each of the Affiliate Members may exercise their right to nominate a director to the Board (in accordance with Article 34) subject to the provisions of Article 34(c).

(b) The Board shall consist of not less than 4 and not more than 16 Directors comprising up to 13 Nominated Directors (if any) (nominated by the Groundwork Federation and the Affiliate Members pursuant to Article 34 below). The remaining three places on the Board shall be reserved for Co-opted Directors (if any) (appointed pursuant to Article 35 below).

(c) If there are more than 13 Nominated Directors then the Directors to serve on the Board shall be the director nominated by Groundwork Federation and such other Nominated Directors as are elected by the Voting Members at the next Annual General Meeting at which a vacancy arises.
34. Nominated Directors

(a) (i) Nominated Directors will be appointed as follows:

The Groundwork Federation - 1
Appointees of Affiliate Members - 1 per Affiliate Member
up to a maximum of 12

(ii) Nominated Directors (other than those nominated by the Groundwork
Federation) shall be admitted on the basis that they are appointed by
an Affiliate Member.

(b) If any of the bodies specified in sub-clause (a) of this Article shall be
superseded, reconstituted or renamed then the same right shall accrue to any
successor institution provided that it substantially succeeds to its function.

(c) A Voting Member shall have the power at any time to withdraw a nomination
to the Board and make a replacement nomination and all such nominations and
withdrawals of nominations shall be in writing to the Office signed by a
person authorised by a Voting Member for that purpose.

(d) A Voting Member may nominate anyone to the Board as a Nominated
Director without qualification.

(e) Appointments of Directors, whether by nomination or election, shall be for a
fixed period of three years and the Nominated Director concerned shall be
eligible for renomination or re-election for a second three year term but must
not serve more than two consecutive three year terms on the Board.

(f) For the purpose of appointing Co-opted Directors the Nominated Directors
shall consult together and seek so far as possible a representative and balanced
cooptation reflecting the main interest groups of all kinds in the Area and
giving representation where appropriate to individuals with special interests in
the objects of the Company.

(g) In the event of removal of any Nominated Director by the Company in general
meeting after notice given in pursuance of Article 311 of the Companies
(Northern Ireland) Order 1986 the bodies which nominated the removed
Nominated Director shall have a right of renomination provided that in his
case the person so removed shall not be renominated without the consent of
the Board.
35. **Co-opted Directors**

(a) The Board shall have the power of co-option and termination of any Co-opted Director.

(b) No co-option or termination of any Co-opted Director shall be valid unless a majority of the Board shall approve the same either on a resolution put to the Board to that effect or by subscribing to a written resolution circulated amongst all the members of the Board outside a Board meeting. However, a Co-opted Director may resign by notice in writing to the Board.

(c) The Co-opted Director's appointment shall last for up to three years from the date thereof unless terminated earlier in the manner foregoing. A Co-opted Director may serve for a maximum of two consecutive three year terms.

(d) It shall be permissible for a Co-opted Director whose period of co-option has expired or been the subject of early termination to be re-co-opted.

(e) Subject to the foregoing and to any other express provision of these Articles Co-opted Directors shall otherwise have all the powers of a Nominated Director.

36. **Vacancies**

The Board may act for all purposes notwithstanding any vacancy on its membership and all proceedings at any meeting of the Board shall be valid and effectual notwithstanding that it may be afterwards discovered that any Director of the Board has been informally nominated elected or co-opted or is not otherwise properly qualified.

**PROCEEDINGS OF THE BOARD**

37. **Meetings**

(a) The Board may meet for the dispatch of business adjourn and otherwise regulate its meetings as it may think fit.

(b) Notice of any meeting of the Directors may be given by telephone or by e-mail and the agenda and accompanying papers relating to any meeting of the Directors may be sent by fax, email or any other electronic means and all or any of the Directors or any committee of the Directors may participate in a meeting of the Directors or that committee by means of a conference telephone, video conferencing equipment or any communication equipment which allows all persons participating in the meeting to hear and speak to each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the Chairman of the meeting then is, so long as:
(1) none of the Directors is absent from the meeting except only as to any of them who the Chairman may have consented before the meeting may be absent therefrom;

(2) the Directors who are present at and throughout the meeting subject as hereinafter mentioned constitute a quorum;

(3) at the commencement of the meeting each Director acknowledges the presence of all the other Directors taking part;

(4) each of the Directors taking part and the Company Secretary are able to hear or in the case of e-mail are connected on line with each other of them subject as hereinafter mentioned throughout the meeting ;

(5) the Directors present at the commencement of the meeting do not leave the meeting by disconnecting, but the meeting shall be deemed to have been conducted validly notwithstanding accidental disconnection during the meeting, and the proceedings thereof shall be deemed to be as valid as if there had not been any disconnection,

(6) and a minute of the proceedings shall be sufficient evidence thereof and of the observance of all necessary formalities if certified the Chairman.

(c) A resolution agreed by all the directors by telephonic communication, telex, facsimile transceiver, telegraph, computer or by any other electronic or like means will be valid if such resolution is signed by the Chairman and is expressed to be passed pursuant to this provision.

38. Summoning of Meetings

Three Directors may at any time and the Secretary shall upon the request in writing of three Directors summon a meeting of the Board.

39. Quorum

The quorum necessary for the transaction of the business of the Board may be fixed by the Board and unless so fixed at any other number shall be one third or four whichever is the greater of the membership of the Board of whom at least two must be Nominated Directors.

40. Voting

(a) Each Director shall have one vote. All questions shall be decided by a majority of votes.

(b) The Directors may nonetheless pass resolutions other than at meetings by all Directors subscribing to and signing a written resolution, and may consist of several documents in like form each signed by one or more Directors.

41. Minutes
The Board shall cause Minutes to be kept of the proceedings at General Meetings of the Company and at Meetings of the Board and shall cause entries to be made therein of all resolutions put to the vote and of the result of the voting and any such Minutes of the Meetings signed by the Chairman or by a Director present at the meeting shall be sufficient evidence of the due passing of any resolution and of the amount of the majority voting in favour thereof.

42. Chairman

(a) The Board shall elect the Chairman at the first meeting following each Annual General Meeting who shall hold office until the conclusion of the next following Annual General Meeting. The Directors may appoint one of their number to be the Chairman of the Board and may at any time remove him from that office. Unless he is unwilling to do so, the Director so appointed shall preside at every meeting of Directors at which he is present. But if there is no Director holding that office, or if the Director holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Directors present may appoint one of their number to be Chairman of the meeting.

(b) The Chairman shall have a second or casting vote in the event of an equality of votes.

43. Sub-Committees

(a) The Board may delegate any of its powers or the implementation of any of its resolutions to any sub-committee.

(b) The resolution making that delegation shall specify those who shall serve or be asked to serve on such sub-committee (though the resolution may allow the committee to make co-options up to a specified number).

(c) The composition of any such sub-committee shall be entirely in the discretion of the Board and may comprise such of their number (if any) as the resolution may specify.

(d) The deliberations of any such committee shall be reported regularly to the Board and any resolution passed or decision taken by any such sub-committee shall be reported forthwith to the Board and for that purpose every sub-committee shall appoint a secretary for the purpose.

(e) All delegations under this Article shall be revocable at any time.

(f) The Board may make such regulations and impose such terms and conditions and given such mandates to any such sub-committee or sub-committees as it may from time to time think fit.

(g) For the avoidance of doubt the Board may delegate all financial matters to any sub-committee or sub-committees and shall be empowered to resolve upon the
operation of any bank account according to such mandate as it shall think fit from time to time whether or not requiring a signature of any Board Member.

44. Proceedings and Committees

The meetings and proceedings of any committee shall be governed by the provisions of these Articles regulating the meetings and proceedings of the Board so far as the same are applicable and are not superseded by any regulations made by the Board.

45. All acts done by any meeting of the Board or a committee thereof or by any person acting as a Director or member of the sub-committee, shall as regards all persons dealing in good faith with the Company notwithstanding that there was some defect in the appointment or continuance in office of any Director or member or person acting as such or that any such member or person was disqualified or had vacated office or was not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Director or member of the committee and had been entitled to vote.

POWERS OF THE BOARD

46. Borrowing Powers

The Board may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Company or of any third party in all cases without limit.

47. General Powers

(a) The affairs of the Company shall be managed by the Board who may pay all expenses incurred in forming and registering the Company and may exercise all such powers of the Company as are not by the Statutes or by these Articles required to be exercised by the Company in general meeting and without prejudice to the generality of the foregoing may exercise the powers of entering into contracts expending or investing the funds of the Company and acquiring managing or disposing of real and personal property subject to any regulations prescribed by the Company in general meeting but no such regulation so made by the Company shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.
(b) The Directors shall have power to resolve pursuant to clause 3(b)(xvi) of the Memorandum of Association to effect Directors’ and officers’ indemnity insurance notwithstanding their interest in such policy business by the Board or any committee and as to any of the matters or things within the powers or under the control of the Board provided that the same shall not be inconsistent with the Memorandum of Association or these Articles.

48. Regulations

The Board shall have power from time to time to make, repeal or alter regulations as to the management of the Company and the affairs thereof as to the duties of any officers or servants of the Company and as to the conduct of the business by the Board or any committee and as to any of the matters or things within the powers or under the control of the Board provided that the same shall not be inconsistent with the Memorandum of Association or these Articles.

OFFICERS, ETC

49. The Company may from time to time resolve upon the creation of other classes of Member of the Company provided that their rights do not extend to voting at General Meetings. Such categories of membership may be under whatever title or nomenclature the resolution may specify and bestow upon the person concerned such rights privileges duties and obligations (subject as aforesaid) as may be specified therein.

50. The Board may appoint or engage on such terms (subject to the Memorandum of Association) as they may think fit a Treasurer, Secretary, Vice-Chairman and such other officers and servants as they shall see fit and may dismiss any person or persons so appointed or engaged.

ACCOUNTS

51. Accounting records sufficient to show and explain the Company transactions and otherwise complying with the Statutes shall be kept at the Office or such other place within Northern Ireland as the Directors think fit.

52. The Company may at a general meeting impose reasonable restrictions as to the time and manner at and in which the books and accounts of the Company may be inspected by the Members and subject thereto the books and accounts shall be open to inspection by the Members at all reasonable time during the usual business hours.

53. The Board shall lay before the annual general meeting of the Company in each year an income and expenditure account of the Company and a balance sheet. Such account and balance sheet shall be accompanied by a report of the Board as to the state of affairs of the Company and a report of the auditors and balance sheet which shall comply with the provisions of the Statutes. A copy of every balance sheet together with copies of the said reports shall, not less than twenty-one clear days before the date of the meeting before which such balance sheet and reports are to be
laid, be sent to all persons entitled to receive notices of general meetings of the Company.

AUDIT

54. Auditors shall be appointed and their duties regulated in accordance with the Statutes.

NOTICES

55. A notice may be served upon any Member of the Company either personally or by sending it through the post in a prepaid letter, addressed to such Member at his registered address for service, if any. In the latter case it shall be deemed to have been served at the time when the letter containing the same would have been delivered in the ordinary course of post, except in the case of a notice of a meeting when it shall be deemed to have been served at the expiration of twenty-four hours after the posting of such notice and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed stamped and posted.

56. If a Member has not a registered address for service, any notice shall be sufficiently served on him by posting it in the Office such notice addressed generally to the Member. A Member who has no registered address in the United Kingdom and has not supplied an address within the United Kingdom for the giving of notices to him shall not be entitled to have a notice served on him.

57. The accidental omission to give notices of a meeting to or the non-receipt of a notice of a meeting by the person entitled to receive notice shall not invalidate the proceedings at that meeting.

58. Subject to the provisions of the Statutes and of the Memorandum of Association every Director, Auditor, Secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses or liabilities incurred by him in the execution and discharge of his duties or in relation thereto.

59. The provisions of Clauses 6 and 7 of the Memorandum of Association relating to the winding up or dissolution of the Company shall have effect and be observed as if the same were repeated in these Articles.

60. Any of the provisions hereof may be changed by a special resolution for the purposes of obtaining and thereafter maintaining charitable status for the Company.

PATRONS

61. The Board may in its discretion appoint and remove any person to be a Patron of the Company and on such terms as they shall think fit.

62. A Patron shall have the right to attend and speak (but not vote) at any general meeting of the Company and to be given notice thereof as if a Member and shall also have the right to receive accounts of the Company when available to Members.