

THE COMPANIES ACT 2006

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COMPANY LIMITED BY GUARANTEE AND NOT  
HAVING A SHARE CAPITAL

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ARTICLES OF ASSOCIATION

-of-

NORTHERN IRELAND MUSEUMS COUNCIL

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AS AMENDED AT THE  
GENERAL MEETING  
on the

23<sup>rd</sup> September 2025

Registered in Northern Ireland as a Limited Company.  
Registration No. NI027735

PINSENT MASONS BELFAST LLP,  
The Soloist Building  
1 Lanyon Place  
Lanyon Plaza  
Belfast, BT1 3LP

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**1. COMPANY NAME**

The name of the Company is "**Northern Ireland Museums Council**" with its registered office at **153 Bangor Road, Holywood, County Down, BT18 0EU**

**2. INTERPRETATION**

**2.1** In these Articles:-

"Accredited Museum"	means a museum accredited in accordance with the accreditation standard of the Northern Ireland Museums Council under the Museum Accreditation Scheme.
"Articles"	means these articles of association
"Board"	means the Board of Directors for the time being of the Company
"Commissioner"	means the Commissioner for Public Appointments Northern Ireland
"Committee Meeting"	means a meeting of the Board to include the auditors of NIMC
"Company"	means the above named Company
"Companies Act"	means the Companies Act 2006, in so far as it applies to the Company
"Curators Group"	means the Northern Ireland Regional Museums Curators Group
"Director"	means a director for the time being of the Company, and includes any person occupying the position of director, by whatever name called
"Eligible Authority"	means a local council in Northern Ireland which has established and administers an Accredited Museum
"Independent Museum"	means a local (i.e. not a National Museum) museum not run by an Eligible Authority
"Member"	means any individual, body or organisation admitted to Membership pursuant to Article 6
"Membership"	means a Member of the Company in accordance with Article 6
"Memorandum"	means the Company's memorandum of association
"Minister"	means the minister of the Sponsor

	Department
"Museum Accreditation Scheme"	means the nationally agreed standards for museums in the United Kingdom
National Museum	means a nationally recognised museum that is established under act or order and funded directly by the government
"Order"	means the Insolvency (Northern Ireland) Order 2005
"Secretary"	means the Secretary of the Company or any other person appointed to perform the duties of the Secretary of the Company including a joint, assistant or deputy secretary
"Seal"	means the Common Seal of the Company
"Sponsor Department"	means the department which is currently known as the Department for Communities and whichever body might replace this department from time to time
"the British Isles"	means Great Britain, Northern Ireland, the Republic of Ireland and the Isle of Man
"Unaccredited Museum"	means any museum which is not an Accredited Museum
"Universities"	means the Queen's University of Belfast and the Ulster University

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

2.3 Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Companies Act or any statutory modification thereof in force at the date at which these Articles become binding on the Company.

2.4 Words importing the masculine gender include the feminine gender and words importing the singular include the plural.

2.5 The Registered Office of the Company will be situated in Northern Ireland.

### 3. OBJECTS

The principal objects for which the Company is established are:-

3.1

- (a) to provide support services in local museums, disperse grants to Accredited Museums and to co-ordinate and develop a strategy for local museum development;
- (b) to promote and advance education by supporting and assisting museums and galleries and to encourage the use and enjoyment by the public of museums

and galleries in Northern Ireland, and thus advance the arts, culture, heritage and science for the benefit of the public; and

- (c) to support local museums in Northern Ireland in maintaining and improving their standards of collections, care and service to the public and to promote a coherent framework of museum provision.

3.2 In furtherance of the principal objects set out at Article 3.1, but not further or otherwise, the Company shall have the following powers:-

3.2.1 In support of museum services:

- (a) to assess conservation needs and to determine a grant-aid programme to meet identified needs on an on-going basis;
- (b) to encourage, support and assist educational exploitation of museums;
- (c) to improve display design, and interpretation in museums through advice and grant-aid; and
- (d) to develop a strategy for touring exhibitions within and outside Northern Ireland.

3.2.2 In the setting of standards:

- (a) to promote the achieving status of Accredited Museum by all museums in Northern Ireland, and to administer the Museum Accreditation Scheme; and
- (b) to administer (alone or jointly with others) any award scheme for museums and galleries.

3.2.3 In the provision of information, advice and training to museums:

- (a) to develop a systematic approach, including examples of good practice which enable museums to make the best use of their resources;
- (b) to provide an information and advisory service on all aspects of museum work;
- (c) to promote contact and co-operation with museums in Europe and elsewhere, especially seeking opportunities to exchange information, exhibitions and staff; and to attract financial assistance from outside the Company's grant-aid to enable such co-operation; and
- (d) to assist museums in assessing their training needs and implement appropriate programmes of training in support of them.

3.2.4 In advocacy and advisory work on museum provision:

- (a) to develop and maintain the Company's role as an advocate of museums with appropriate authorities and agencies, particularly with those bodies having authority to establish museums; and
- (b) to consult with and advise Government, public authorities and private bodies on museums and museum projects and heritage projects and centres and to facilitate co-ordinated provision.

3.2.5 In forward planning:

- (a) to undertake, commission and assist developmental research on museums; and
- (b) to provide grant-aid for feasibility work, and advise on the briefs for feasibility studies, thereby seeking to influence the quality of museum and heritage development in Northern Ireland.

3.2.6 In the financial field:

- (a) to explore, advise on and co-ordinate the possibilities of grant-aid from public and private funding agencies to meet the defined and approved needs of museums;
- (b) to administer a collections purchase grant scheme for Northern Ireland now established;
- (c) to disburse grants to Accredited Museums in support of approved projects;
- (d) to foster and encourage fundraising and marketing activities in museums, to help them to be more self-supporting and to this end, to develop fund raising skills in museums through training and advice;
- (e) to accept subscriptions, donations, devises and bequests of any real or personal property and any rights or privileges necessary for the promotion of the principal objects of the Company;
- (f) to issue appeals, hold public meetings and take such other steps as may be required for the purpose of procuring contributions to the funds of the Company in the shape of donations, subscriptions or otherwise, provided the Company shall not undertake any permanent trading activities in raising funds, other than consultancy and training activities in pursuance of the principal objects of the Company herein set forth;
- (g) to appeal for and receive money from government departments, the European Commission or any related body, and any company or person whatsoever for the promotion of the principal objects of the Company;
- (h) to acquire by purchase, lease, in fee farm, exchange, hire, hire purchase or otherwise any real or personal property and any rights or privileges necessary for the promotion of the Company's principal objects and to construct, maintain and alter any buildings or erections as may be thought fit;
- (i) subject to such consents as may be required by law, to transfer, grant in fee farm, sell, let, mortgage, dispose of or turn to account all or any of the property of the Company and to invest any moneys of the Company in any manner authorised by law for the investment of trust funds;
- (j) to employ and remunerate staff not being members of the Company, and to grant reasonable and necessary pensions and retirement benefits to or for employees or former employees of the Company and to the widows, children and other dependants of deceased employees; and to pay or subscribe to funds or schemes for the provision of such pensions and retirement benefits for employees of the Company, their widows, children and other dependants;
- (k) to engage such persons (whether as consultants, advisers or however) as may be requisite to the promotion of the principal objects of the Company and on such reasonable terms and at such reasonable remuneration as the Board may think fit;

- (l) subject to such consents as may be required by law, to borrow money and to secure the repayment of any loans or other obligations of the Company by mortgage or charge over any assets of the Company;
- (m) to establish and maintain close links with (including being a member of or securing representation on) other national and international bodies concerned with the museum and gallery provision;
- (n) to advise, co-operate with and enter into joint funding agreements with any government departments, local authorities, companies, or persons in furtherance of its principal objects;
- (o) to carry out and promote the printing and publishing of papers, periodicals, books, leaflets, reports and training materials of all kinds in any medium, to maintain bibliographies and libraries of such material, and to acquire any material or interests in or copyright of and the rights to publish or otherwise use the same;
- (p) to acquire all or any of the share or loan capital of any company, wherever incorporated, engaging or proposing to engage in any activity or interest which appears likely to be advantageous to the Company;
- (q) to establish, promote, co-operate with, become a member of, act as or appoint trustees, agents or delegates for, control, manage, superintend, or afford financial or other assistance to the work of any charitable associations or institutions and other bodies incorporated or not incorporated whose objects support or are otherwise similar to the principal objects of the Company;
- (r) to pursue the principal objects of the Company in any part of the world and to procure the Company to be registered or recognised in any country or place in any part of the world whether in the British Isles, the European Community or elsewhere; and
- (s) to do all other lawful things necessary to the carrying out of the principal objects of the Company.

3.2.7 Provided always that:

- (a) in case 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 such manner as allowed by law, having regard to such trusts;
- (b) the Company's principal objects shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers; and
- (c) in case the Company shall take or hold any property, the Company shall not sell, mortgage, charge or lease the property without such authority, approval or consent as may be required by law and as regards any such property the Board of the Company shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults and for the due administration of such property in the same manner and to the same extent as they would as such Board have been if no incorporation had been effected and the incorporation of the Company shall not diminish or impair any control or authority exercisable by law over such Board but they shall as regards any such property be subject jointly and severally to such control or authority as if the Company were not incorporated.

#### 4. **INCOME**

4.1 The income and property of the Company whencesoever derived shall be applied solely towards the promotion of the principal objects of the Company as set forth in these Articles and no portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to the members of the Company.

4.2 Provided that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any member of the Company (not being a member of the Board) in return for any services actually rendered to the Company nor prevent the payment of interest on money lent by any member of the Company at a rate per annum not exceeding two per cent less than the average base rate prescribed for the time being by the Bank of England or three per cent whichever is the greater or reasonable and proper rent for any premises demised or let by any members of the Company.

4.3 But so that no member of the Board of the Company shall be appointed to any salaried office of the Company or any office of the Company paid by fees and that no remuneration or other benefit in money or money's worth shall be given by the Company to any member of such Board except repayment of reasonable out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Company.

4.4 **PROVIDED** that the provision of paragraph 4.3 above shall not apply to any payment to any company of which a member of the Board may be a member and in which such member shall not hold more than one hundredth part of the capital and such member shall not be bound to account for any share of profits he may receive in respect of any such payment.

#### 5. **LIABILITY**

The liability of the members is limited.

5.1 No alteration shall be made to the Articles without the written consent of the Sponsor Department.

5.2 Every member of the Company undertakes to contribute such amount as may be required, not exceeding £1 (one pound sterling), to the assets of the Company 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 debts and liabilities of the Company contracted before he ceases to be a member and of the costs charges and expenses of winding up and for adjustment of the rights of contributories among themselves.

5.3 If upon the winding up or dissolution of the Company there remains, after 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 charitable objects similar to the objects of the Company and which shall prohibit the distribution of its or their income or property among its or their members to an extent at least as great as is imposed on the Company by Clause 4 hereof such institution or institutions to be determined by the members of the Company at or before the time of dissolution and if and so far as effect cannot be given to such provision then to some other charitable purpose.

#### 6. **MEMBERSHIP**

6.1 The number of members with which the Company proposes to be registered is unlimited.

6.2 In addition to the subscribers to the Memorandum of Association, there shall be three classes of Member of the Company namely Museum Member, Supporting Member, and Associate Member (as defined below).

6.3 Museum Membership shall be open to the governing body of any museum that is:

- (a) both an Accredited Museum and Independent Museum; and
- (b) any Eligible Authority in Northern Ireland ("Museum Member").

6.4 Supporting Membership shall be open to any local council in Northern Ireland which has established and administers an Unaccredited Museum or which accords financial support to any independent Accredited Museum in Northern Ireland ("Supporting Member").

6.5 Associate Membership shall be open to the governing body of any unaccredited museum in Northern Ireland and to such other persons bodies corporate or unincorporated institutions and organisations as the Board shall decide to admit to Membership ("Associate Member").

6.6 Any organisation which is a Member of the Company of any class may from time to time appoint and remove a person to act as its representative at any meeting of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the organisation which he represents as that organisation could exercise if it were an individual Member of the Company.

6.7 Every application for Membership of any class shall be made in writing and in such form and containing such information as the Board may from time to time by regulation prescribe. Following consideration by the Board, should such application under this Article 6.7 be successful, the relevant Member shall pay the relevant fee or subscription for the time being payable as the Board may from time to time prescribe, acting reasonably.

6.8 The Board may review categories of membership and determine the rights, obligations, and fees applicable to each category.

7. **DUTIES, RIGHTS AND PRIVILEGES OF MEMBERS**

7.1 Every Museum Member shall be entitled to receive such support and assistance as the Company is able to offer. Supporting Members and Associate Members shall be entitled to receive such restricted support and assistance as the Board shall from time to time determine.

7.2 The Board may prescribe rules setting out the terms conditions and privileges attaching to each class of Membership and the conditions on which Membership may be terminated. The Board shall keep a proper Register of the name and address of each Member of each class.

7.3 A Member of the Company of each class shall be liable to pay to the Company such entrance fee or annual subscription (or both) as shall from time to time be determined by the Board, which shall decide the date on which any annual subscription is due for payment.

7.4 The Membership and rights of a Member of any class shall be individual and shall not be transferable.

7.5 Every Member shall be bound to further the principal objects of the Company and shall observe these Articles and such other regulations as the Board shall issue from time to time.

7.6 A Member of the Company shall cease to be a Member if:

- (a) not less than six months notice in writing of termination of Membership is received from him by the Board;
- (b) the appropriate subscription is unpaid three calendar months after the due date;
- (c) the Member ceases to be eligible for the class of Membership to which he belongs;

- (d) the Board resolves by a 75% majority to terminate his Membership of the Company;
- (e) the Member becomes bankrupt or makes any arrangement or composition with his creditors generally or goes into liquidation otherwise than for the purpose of a bona fide reconstruction without insolvency or has an administrator or a receiver or an administrative receiver appointed over all or any part of its assets or a petition is presented or an order made or a resolution passed for its winding up.

But any Member who ceases to be a Member shall remain liable for all arrears of subscriptions or other payments due up to the date when Membership ceases.

- (f) No Member who is in arrears of payment of subscription or other payment shall be entitled to enjoy the privileges and facilities offered by the Company, nor to vote and attend at any meeting of the Company, nor to nominate for office, nor to requisition an extraordinary meeting of the Company.

## 8. GENERAL MEETINGS

- 8.1 The Directors may call general meetings as and when they think fit.
- 8.2 Every annual general meeting shall be held no later than 30<sup>th</sup> September in the relevant year ("**Annual General Meeting**") and there shall be laid before it audited accounts for the preceding year from 1st April until 31st March.
- 8.3 An Annual General Meeting and a meeting called for the passing of a special resolution shall be called by twenty-one days' notice in writing at the least and a General Meeting of the Company other than an Annual General Meeting or a meeting for the passing of a Special Resolution shall be called by fourteen days' notice in writing at the least ("**General Meeting**"). The notice shall be exclusive of the day on which it is served and deemed to be served and of the day of the meeting and shall specify the place, the day and the hour of meeting, and, in case of special business, the general nature of that business and shall be given in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in General Meeting to such persons as are, under these Articles, entitled to receive such notices from the Company.
- 8.4 A general meeting may be called by shorter notice if it is so agreed by a majority in number of members having a right to attend and vote at the meeting being a majority who together hold not less than 90% of the total voting rights.
- 8.5 The accidental omission to give notice of meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings of that meeting.

## 9. PROCEEDINGS AT GENERAL MEETINGS

- 9.1 All business shall be deemed special that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts, balance sheets, the reports of the Board and auditors and the appointment of a Chair or Vice-Chair whenever a vacancy shall arise.
- 9.2 No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the meeting proceeds to business; save as herein otherwise provided a quorum shall consist of at least one quarter of the Membership plus one being present in person or by representative duly authorised under Article 6.6.
- 9.3 If within half an hour from the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to such other day and at such other time and place as the Chair may

determine after consulting those present, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the Members present shall be a quorum.

- 9.4 The Chair of the Board shall be appointed by the Minister following recruitment through open competition undertaken in accordance with the guidance issued by the Commissioner for Public Appointments Northern Ireland. If a Minister is not in post, the appointment of the Chair may be approved by the sponsorship department.
- 9.5 The Members of the Board shall elect from amongst their number one to act as Vice-Chair of the Company.
- 9.6 In some circumstances the Sponsor Department may wish to fill a temporary vacancy arising in the office of Chair.
- 9.7 The Chair of the Company, whom failing the Vice-Chair of the Company, shall preside at every General Meeting of the Company, or if neither is present, the Members of the Company present shall elect one of their number to preside.
- 9.8 Any General Meeting may adjourn from time to time as the meeting thinks fit.

## **10. VOTES OF MEMBERS**

- 10.1 Voting at a General Meeting shall be by a show of hands and every Museum Member, Supporting Member and Associate Member present whether in person or by a duly authorised representative under Article 6.6 shall have one vote. If voting is equal the Chair shall have a second or casting vote.
- 10.2 In respect of voting by proxy Section 324 of the Companies Act shall apply.
- 10.3 No Member may vote on any matter in which he is personally interested, pecuniarily or otherwise, or debate on such a matter without declaring such interest in manner required by the Companies Act, and in either case, the permission of the majority of Members present in person or by proxy at the Meeting, such permission to be given or withheld without discussion.

## **11. BOARD OF DIRECTORS**

- 11.1 The number of Directors of the Company shall not be less than seven nor more than fifteen, unless and until the Members shall by Special Resolution otherwise determine.
- 11.2 The Directors of the Company shall give 30 clear days notice of the date of every Annual General Meeting at which there shall be a vacancy or vacancies on the Board of Directors of the Company to each of the Nominators named in the ensuing Article, and shall as and where appropriate invite each such Nominator to exercise the powers vested in him thereby.
- 11.3 The Sponsor Department shall have the right to nominate six Directors;
- 11.4 The Curators Group shall have the right to nominate three persons in the employment of a museum which is a Museum Member of the Company to be Directors;
- 11.5 National Museums Northern Ireland shall have the right to nominate one Director of the Company;
- 11.6 The Universities shall together have the right to nominate one Director of the Company, on an alternate basis and in accordance with Article 11.11;
- 11.7 The Independent Museums in Northern Ireland recognised by the Company shall together have the right to nominate two persons in the employment of a museum which is a Museum Member of the Company to be a Director of the Company.

- 11.8 The Directors may appoint up to two individuals to the Board to address a skills or competence shortage, with the prior approval of the Sponsorship body.
- 11.9 The nominators set out at 11.3 to 11.8 of this Article may from time to time with the approval of the Sponsor Department be varied by Special Resolution of the Company.
- 11.10 The first Directors shall be such persons nominated in accordance with Article 11.3 as shall at the date of the incorporation of the Company have signed forms of consent to act. Thereafter, such persons as shall have been so nominated and notified to the Company shall, with any additional persons they may from time to time co-opt, constitute the Board of Directors of the Company.
- 11.11 Each such Director shall hold office for a period of four years following nomination or election. A Director may serve for a maximum period of eight consecutive years. Following completion of this term, the individual shall not be eligible for re-appointment until a minimum period of four years has elapsed. Any casual vacancy may be filled by the Nominator or Nominators who had nominated the previous holder of the Directorship in question.
- 11.12 If all the Eligible Authorities, both the Universities or all the Independent Museums shall be agreed upon the names of their respective appointees, such appointments shall be made jointly. If the Eligible Authorities are unable to agree upon the names of their appointees, then the right to nominate a Director shall rotate amongst the Eligible Authorities, in order of Accreditation with the Northern Ireland Museums Council of the museum services operated by the Eligible Authorities.
- 11.13 The Board may act notwithstanding any vacancy provided that if the number of Directors shall fall below seven then until there are at least seven Members, the Board may only act for the purposes of filling vacancies in the Board either by inviting nominations or by co-option.
- 11.14 Board members shall not be entitled to receive remuneration for acting as such. Reasonable out-of-pocket expenses of Board members may be reimbursed if so decided by the Board.

## 12. OBSERVERS

- 12.1 The Board shall invite a representative of the Sponsor Department to attend General Meetings, Board Meetings and Committee Meetings of the Company as a non-voting observer or assessor. In addition, the Board may resolve to invite any interested bodies it thinks fit, to appoint a representative to attend any or every General Meeting of the Company as a non-voting observer.
- 12.2 An observer shall be entitled to receive notice of every meeting, and to speak thereat, but not to vote.

## 13. POWERS OF THE BOARD

- 13.1 The business of the Company shall be managed by the Board, who may pay all expenses incurred in promoting and registering the Company, and may exercise all such powers of the Company as are not, by the Companies Act or by these Articles, required to be exercised by the Company in General Meeting, subject nevertheless to the provisions of the Companies Act or these Articles or to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Company in General meeting; but no regulation made by the Company in meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.
- 13.2 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to or by the Company shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Board shall from time to time by resolution determine.
- 13.3 The Board shall cause proper minutes to be kept of the proceedings of the Board or any committee or sub-committee thereof.

13.4 To charge fees for membership, training programmes and any other activities that further the Council's charitable objectives.

#### **14. DISQUALIFICATION OF BOARD MEMBERS**

14.1 The office of Director shall be vacated if the Director:

- (a) holds any office of profit under the Company; or
- (b) fails to attend three consecutive meetings of the Board without any explanation satisfactory to the Board; or
- (c) a bankruptcy order is made against that Director or the Director makes any arrangement or composition with his creditors generally; or
- (d) ceases to be a director by virtue of any provision in the Companies Act or is prohibited by law from being a director; or
- (e) becomes of unsound mind;
- (f) resigns his office by notice in writing to the Company; or
- (g) is disqualified from acting as a Trustee by virtue of sections 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision)

#### **15. PROCEEDINGS OF THE BOARD**

15.1 The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the Chair shall have a second or casting vote. A Director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of the Board. It shall not be necessary to give notice of a meeting of the Board to any Director for the time being absent from the British Isles.

15.2 The quorum necessary for the transaction of the business of the Board may be fixed by the Board and unless so fixed shall be one more than one third of the membership of the Board for the time being.

15.3 If at any meeting of the Board the Chair is not present within fifteen minutes after the time appointed for holding the same, the Vice-Chair shall take the Chair of the meeting.

15.4 The Board may delegate any of its powers to committees chaired by a Board Member and consisting of such persons, whether or not being members of the Board or of the Company, as it thinks fit; any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Board. All acts and proceedings of such committees shall be reported back to the Board as soon as possible. The Board may at any time revoke any such delegation and the appointment of all or any of the members of the committee.

15.5 If at any Committee Meeting the committee chair is not present within fifteen minutes after the time appointed for holding the same, the members present may choose one of their number to be committee chair of the meeting.

15.6 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 in the case of an equality of votes the committee chair shall have a second or casting vote.

15.7 A resolution in writing, signed by all the Directors for the time being entitled to receive notice of a meeting of the Board, shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. The signatures of the Directors need not be on a single document provided that each is on a document which accurately states the terms of the resolution and for this purpose facsimiles of signed resolutions shall be valid and effectual. The provisions of this Article shall also apply to resolutions to be passed at Committee Meetings.

15.8 The Board may exercise all the powers of the Company to borrow money, and to mortgage or charge the whole or any part of its undertaking and property.

## 16. **SECRETARY**

The Secretary shall be appointed by the Board for such term and upon such conditions as it may think fit; and any Secretary so appointed may be removed by it.

## 17. **CHIEF EXECUTIVE AND STAFF**

The Board shall appoint a Chief Executive and other staff to assist in the administration of the Council, or of any particular projects of the Council, for such terms and upon such conditions and at such remuneration as the Board shall determine and the Sponsor Department shall approve.

## 18. **THE SEAL**

The Board shall provide for the safe custody of the Seal which shall only be used by the authority of the Board, and every instrument to which the Seal shall be affixed shall be signed by a Director and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Board for the purpose.

## 19. **ACCOUNTS**

19.1 The Board shall cause accounting records to be kept in accordance with the provisions of the Companies Act and the Companies (Public Sector Audit) Order (Northern Ireland) 2013.

19.2 The books of account shall be kept at the registered office of the Company, or, subject to the provisions of the Companies Act, at such other place or places as the Board thinks fit, and shall always be open in business hours for inspection by any Director or any member of the Company.

19.3 Auditors shall be appointed and their duties regulated in accordance with the provisions of the Companies Act.

## 20. **NOTICES**

A notice may be given by the Board to any Member either personally or by sending it by post to the residential or business address within the British Isles given by him on his admission to membership of the Company or such other address within the British Isles as he may from time to time notify to the Company in writing. Where a notice is delivered personally, service shall be effective from the time of delivery and if sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of 72 hours after the letter containing the same is posted.

## 21. **DISSOLUTION**

On dissolution of the Company any surplus assets shall be applied in accordance with these Articles and shall not be distributed among members.

**22. INDEMNITY**

- 22.1 Subject to the provisions of the Companies Act but without prejudice to any indemnity to which a member of the Board may otherwise be entitled, every member of the Board shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.
- 22.2 So far as is from time to time permitted by law, the Company may purchase and maintain for any Director, officer or employee of the Company insurance against liabilities.
- 22.3 So far as not hereby varied the provisions of the Companies Act shall apply.