

THE COMPANIES (NORTHERN IRELAND) ORDER 1986
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE
CAPITAL

ARTICLES OF ASSOCIATION

OF

NORTHERN IRELAND WOMEN'S AID FEDERATION

INTERPRETATION

1. In these Articles:-

"the Order" means the Companies (Northern Ireland) Order 1986.

"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 Federation" means Northern Ireland Women's Aid Federation Limited.

"the Management Board" means the Board of Directors of the Company and its Charity Trustees.

"Local Groups" means any properly constituted Women's Aid group defined by a local geographical area.

"Autonomy" means the power to make decisions in any aspect of local work not covered by mandatory policies or the constitution of the Federation.

"Mandatory policies" are those that are binding on all members, as agreed at the AGM or in accordance with other prescribed procedures.

MEMBERS

2. (a) The number of members with which the Federation proposes to be registered is seven but the Management Board may from time to time register an increase in members.
- (b) The power of admitting members of the Federation shall be exercisable by the Management Board, in accordance with such regulations or directions as may be made or given by the Federation in General Meeting and in the absence of such regulations or directions the Management Board shall have full power and discretion in the matter.

MEMBERSHIP

3. The Federation is an association of autonomous women only local groups. Membership of the Federation is open to local Women's Aid groups in Northern Ireland and shall not be open to individual members. For membership to be granted a local group must:
 - (a) sustain contact with at least one local group and the Federation regionally for at least six months prior to affiliation.
 - (b) have no less than four active members.
 - (c) request membership of the Federation in writing and present a policy document to a General or Extraordinary Meeting.
 - (d) be proposed and seconded by two member groups at a General or Extraordinary Meeting after which affiliation must be agreed by a two third majority of votes cast.
 - (e) be properly constituted either as an association or as a company limited by guarantee. There is an expectation that groups will incorporate as soon as it is practical to do so. The group should have regard to the model constitution for local groups. The constitution, policy document and application should be submitted to the Secretary of NI WAF at least two weeks prior to the Regional meeting at which the group wishes to request affiliation for circulation to all groups.
 - (f) be in agreement with and demonstrate an awareness of the aims, principles and philosophy of the Federation.

- (g) pay the appropriate affiliation fee as determined from time to time by the Federation.

MAINTAINING MEMBERSHIP

- 4. For membership to be maintained each local group must:
 - (a) continue to be in agreement with aims, principles and philosophy of the Federation and demonstrate this in the service offered and should:
 - (b) have at least four active members.
 - (c) hold no less than ten (quorate) meetings per annum.
 - (d) nominate a member to the Management Board. In the event of no-one in a local group being available, the committee of that group may nominate a person from another member group. The persons so nominated should attend at least 50% of the Management Board meetings and the AGM/Annual Conference.
 - (e) pay the appropriate affiliation fee per annum as determined from time to time by the Federation.
 - (f) submit a written Annual Report to the Annual General Meeting.

DISAFFILIATION

- 5. (a) where it appears that a local group is no longer in agreement with the aims of the Federation or where it is apparent that their activities, conduct or policies are incompatible with the terms of the Federation may propose that such a group is disaffiliated from the Federation. This proposal to disaffiliate should be submitted to Federation in writing at least one month prior to the General Meeting at which the proposal is brought. The proposal to disaffiliate must be agreed at an Extraordinary Meeting by two thirds of votes cast. There will then be sustained contact with the group by at least one regional worker and representatives of at least two local groups. If the group decides not to change its practices then disaffiliation of the group will be confirmed at the next extraordinary general meeting by two thirds of votes cast. In addition any activity by a local group, which brings into doubt the integrity of Women's Aid regionally, may similarly lead to the institution

of the disaffiliation procedure notwithstanding the terms of the constitution.

- (b) Any member group may resign from membership by writing to the Federation's Registered Office. This will be ratified at the next extraordinary meeting when all rights of membership will be withdrawn.

GENERAL MEETINGS

- 6 (a) The Federation shall in each year 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 in the notices calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the Federation and that of the next.

- (b) The annual general meeting shall be held at such time and place as the Management Board shall appoint.

The business of the AGM would be as follows:-

- 1 Approve statement of accounts of the Federation and the Auditor's Report.
- 2 Appoint Auditors.
- 3 Agree minutes of previous AGM.
- 4 Receive the report of the Management Board and Regional Management Co-ordinator.
- 5 Agree the forward plans.
- 6 Agree policies that shall be mandatory.
- 7 Approve changes in the constitution.
- 8 Admit new members to the Federation according to procedures in the constitution.
- 9 Agree to major new regional developments, eg, services.

- (c) The Federation will have an Annual Regional Conference, which would be open to anyone in NI WAF.

- 7. All general meetings other than annual general meetings shall be called extraordinary general meetings.

NOTICE OF GENERAL MEETINGS

8. 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 least, and a meeting of the Federation 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 least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, 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 Federation in general meeting, to such persons as are, under the Articles of the Federation, entitled to receive such notice from the Federation so, however, that a meeting of the Federation shall notwithstanding that it is called by shorter notice than that specified in this Article be deemed to have been duly called if it is so agreed by the auditors of the Federation, and:-
 - (a) in the case of a meeting called as the annual general meeting by all the members entitled to attend and vote thereat; and
 - (b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together representing not less than ninety five per cent, of the total voting rights at that meeting of all the members.
9. The accidental omission to give notice of a meeting to, or the non-receipt of notices of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETING

10. All business shall be deemed special that is transacted at an extra-ordinary general meeting, and also all that is transacted at an annual general meeting with the exception of the consideration of the accounts, balance sheets and the reports of the Directors and auditors, the election of the Management Board in the place of those retiring and the appointment of, and the fixings of the remuneration of, the auditors.
11. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds with the business; save as herein otherwise provided, two thirds of the members constitute a quorum.

12. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting if convened upon the requisition of members, shall be dissolved; in any other case it 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 Management Board may determine 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.
13. The Chairperson, if any of the Management Board shall preside as Chairperson at every general meeting of the Federation, or if there is no such Chairperson, or if she is not present, within fifteen minutes after the time appointed for holding the meeting or is unwilling to act, the Management Board present shall elect one of their number to be Chairperson of the meeting.
14. If at any meeting no member of the Management Board is willing to act as Chairperson or if no member of the Management Board is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be Chairperson of the meeting.
15. The Chairperson may, with the consent of any meetings at which a quorum is present (and shall if so desired 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.
16. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of any 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.
17. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:
 - (a) by the Chairperson; or
 - (b) by at least three members present in person or by proxy: or
 - (c) by any member of members present in person or by proxy and representing not less than one-tenth of the total voting rights of all members having the right to vote at the meeting.

Unless a poll is so demanded a declaration by the Chairperson that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and entry to that effect in the book containing the minutes of the proceeding of the Federation 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 20, 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.
19. 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.
20. 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 times as the Chairperson 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.
21. Subject to the provisions of the Order 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 bodies corporate by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a general meeting of the Federation duly convened and held.

VOTES OF MEMBERS

22. Every member group shall have one vote and this vote shall be exercised by a representative duly appointed by the member group.
23. A representative of unsound mind, or in respect of whom an order has been made by any Court having jurisdiction in lunacy, may vote whether a show of hands or on a poll, by her committee, receiver, guardian, curator bonis, tutor, judicial factor appointed by that court, and any such committee, receiver, guardian, curator bonis, tutor, judicial factor or other person may, on a poll, vote by proxy.
24. No member group shall be entitled to vote at any general meeting unless all monies presently payable by the group to the Federation 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 under the hand of the appointer or of her attorney duly authorised in writing or, if the appointer is a body corporate, either under seal or under the hand of an officer or attorney duly authorised. A proxy need not be a member of the Federation.

- 27. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarally certified copy of that power of authority shall be deposited at the registered office of the Federation 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 proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
- 28. An instrument appointing a proxy shall be in the following form or a form to be near thereto as circumstances admit:

NORTHERN IRELAND WOMEN'S AID FEDERATION LIMITED

"I of
 in the County of, being a representative of
 a member group of the above-named Federation, hereby appoint of

 or failing him/her
 ofas my proxy vote for me on my behalf at the (annual or
 extraordinary, as the case may be) general meeting of the Federation to be held
 on the
 day of 20..., and at any adjournment thereof.

Signed this day of 20..."

- 29. Where 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 circumstances admit:

NORTHERN IRELAND WOMEN'S AID FEDERATION LIMITED

"I of
 in the County of, being a representative of the above-named Company,
 hereby appoint of as my proxy vote for me on my behalf
 at the (annual or extraordinary, as the case may be) general meeting of the
 Federation to be held on the
 day of 20..., and at any adjournment thereof.

Signed this day of 20..."

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

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 executive, if no intimation in writing of such death, insanity or revocation as aforesaid is received by the Federation at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

BODIES CORPORATE ACTING BY REPRESENTATIVES AT MEETINGS

32. Any body corporate which is a member of the Federation may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Federation, and the person so authorised shall be entitled to exercise the same powers on behalf of the body corporate which she represents as that body corporate could exercise if it were an individual member of the Federation.

HONORARY OFFICERS

33. The Federation shall have three Honorary Officers, namely a Chairperson, a Vice-Chairperson and a Treasurer who shall be elected by the Management Board from among the members of the Management Board.

MANAGEMENT BOARD

34. The business of the Federation shall be managed by the Management Board who may exercise all such powers of the Federation as are by statute or by these regulations required to be exercised. This includes
 - 1) acting as employer of the Regional Management Co-ordinator and the Regional Resource Team.
 - 2) acting as employer of the Area Management Co-ordinators except for Belfast

(NB: this role is taken on by each local group when they subcontract AMC to line manage the staff they employ)

- 3) making decisions about regional developments, which are not major or cannot wait until the Regional Conference/AGM.
 - 4) Supporting, advising, challenging Regional staff.
 - 5) If new guidelines are agreed unanimously by Management Board, they will be operational and ratified by AGM. If vote is not unanimous it will be voted on at AGM before being adopted as a guideline.
 - 6) having an overview of developments in the area of work and possible effects of NIWAF.
 - 7) developing policies to take to the Regional Conference for discussion and to AGM for decision.
 - 8) with regional staff, developing the forward plan for the Federation to be agreed at AGM.
 - 9) to provide opportunities for all involved in local groups to meet in area forum.
35. The Management Board in each year shall consist of one member nominated by each affiliated group. Or if a group has no-one able to serve, its committee may ask a second member of another group to act on their behalf. In the event that there are insufficient nominations, the Management Board will seek co-options. The Board members must attend a minimum of 50% of Board meetings held in the year.

Persons nominated to the Management Board by local groups should meet the following criteria:

- a) They should be voluntary members of a local group management committee;
- b) Be skilled in the role of employer;
- c) Be committed to the ethos of Women's Aid.

Each member will have one vote. Management Board members should ordinarily be willing to serve a three-year term.

36. The Management Board constituted according to regulation 35 shall have power to invite persons to attend meetings of the Management Board and to be entitled to speak but not to vote at such meetings.

A duly elected Representative of any employees of the Federation shall have the right to attend at meetings of the Management Board and shall be entitled to speak but not to vote at such meetings.

37. The Management Board shall meet not less than five times in each calendar year and may hold such additional meetings as may be found expedient for the transaction of the Federation's business.

38. At all meetings of the Management Board or any other committees, sub-committees or working parties of the Federation, the person appointed to be Chairperson shall preside. In her absence the Vice-Chairperson, if any, shall preside and in her absence or if there is no Vice-Chairperson the members present shall appoint one of their number to preside. The quorum for the Management Board meetings shall be four.

39. The Management Board shall, if it so determines, invite any person to act as President or Vice-President of the Federation.

40. The Management Board shall appoint annually a Finance & Fundraising Sub Committee, which shall consider all financial aspects of the Federation and shall advise the Management Board thereon.

41. The Management Board shall appoint a Staffing Sub-Committee.

The Management Board may, from time to time, appoint such other committees, sub committees and working parties as may be deemed necessary for the consideration of special aspects of the Federation's affairs and may issue terms of reference governing the proceedings of such bodies, provided always that they be subject to the authority of the Management Board.

42. Any casual vacancy in members of the Management Board may be filled by the Committee and persons appointed to fill casual vacancies shall hold office until the close of the next annual general meeting of the Federation.

43. The Management Board may act although their number is by death, retirement or otherwise reduced, provided that if at any time their number is reduced below four the members of the time being of the Management Board shall act only for the purpose of filling up vacancies in accordance with regulation 42 or convening a general meeting of the Federation until there are at least five members of the Management Board.
44. The continuing members of the Management Board may act notwithstanding any vacancy in their body.
45. All acts done by any meeting of the Management Board or of a committee thereof, or by any person acting as a member of the Management Board shall notwithstanding that it is afterwards discovered that there are some defects in the appointment of any such person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person has been duly appointed and was qualified to be a member of the Management Board or committee thereof.
46. The Management Board 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 of the members present, and in the case of an equality of votes the Chairperson shall have a second or casting vote.
47. On the request of a member of the Management Board the Secretary shall at any time summon a meeting of the Committee by notice served upon the several members of the Committee.
48. Without prejudice to the generality of anything hereinbefore contained, save in so far as same may be inconsistent with these regulations, the Management Board shall have power (inter alia):
 - a) to make and enforce bye-laws and regulations relative to membership;
 - b) to make Standing Orders governing the conduct of business of the Committee and procedure governing summoning a meeting of the Committee.

49. The Management Board may from time to time employ persons on such terms as it may determine. The Management Board may entrust to and confer upon any employees such powers (subject always to the control of the Management Board and subject to such terms, conditions, restrictions, as it thinks fit, and may from time to time revoke, withdraw, alter or vary all or any of such powers.
50. The member nominated by each affiliated local group and/or co-opted by the Management Board, shall form the Management Board and be Directors of the Company. The persons so elected shall be ratified at the AGM.
51. The Honorary Officers and members of the Management Board shall be entitled to be paid all travelling, hotel and other out-of-pocket expenses wholly and necessarily incurred by them in connection with the business of the Federation.

BORROWING POWERS

52. The Management Board may exercise all the powers of the Federation to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debenture, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Federation for any third party.

DISQUALIFICATION OF MANAGEMENT BOARD MEMBERS

53. The office of membership of the Management Board shall be vacated if a member:
 - a) without the consent of the Federation in general meeting holds any office of profit under the Federation; or
 - b) is adjudged bankrupt or makes any arrangement or composition with her creditors generally; or
 - c) becomes prohibited from being a member of the Management Board by reason of any order made under Article 303 of the order; or
 - d) becomes of unsound mind; or
 - e) resigns her office by notice in writing to the Federation; or

- f) ceases to be a member of the Management Board by virtue of Article 301 of the Order; or
- g) is directly or indirectly interested in any contract with the Federation and fails to declare the nature of her interest in manner required by Article 325 of the Order.

A member of the Management Board shall not vote in respect any contract win which she is interested or any matter arising thereat and if she does so vote her vote shall not be counted.

- 54. The Federation may by ordinary resolution, of which special notice has been given in accordance with Article 311 of the Order, remove any member of the Management Board before the expiration of her period of office notwithstanding anything in these regulations or otherwise.
- 55. The Federation may by ordinary resolution, appoint another person in place of a member of the Management Board removed from office under the preceding regulation. The Federation in general meeting may appoint any person to be a member of the Management Board either to fill a casual vacancy or as an additional member of same. The person appointed to fill such a vacancy shall be subject retirement at the same time as if she had become a member of the Management Board on the day on which the person in whose place she his appointed was last elected a member of the Management Board.

SECRETARY

- 56. Subject to Article 294 of the Order, the Secretary shall be appointed by the Management Board for such term, at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may also be removed by the Management Board.
- 57. A provision of the Order of these articles requiring or authorising a thing to be done by or to a member of the Management Board and the secretary shall not be satisfied by its being done by or to the same person acting both as member and as, or in place of, the secretary.

THE SEAL

58. The Management Board shall provide for the safe custody of the seal, which shall only be used by the authority of the Management Board or of a committee of the Management Board authorised by the Management Board in that behalf, and every instrument to which the seal shall be affixed shall be signed by a member of the Management Board and shall be counter-signed by the secretary or by a second member of the Management Board for that purpose.

ACCOUNTS

59. The Management Board shall cause proper books of account to be kept in accordance with Article 229 of the Order. Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Federation's affairs and to explain transactions.
60. The book of account shall be kept at the registered office of the Federation, or, subject to Article 230 of the Order, as such other place or places as the Management Board thinks fit, and shall always be open to the inspection of the Officers of the Federation.
61. The Management Board shall from time to time in accordance with Article 235 of the Order, cause to be prepared and to be laid before the Federation in general meeting such profit and loss accounts, balance sheets, group accounts, if any, and reports as are referred to in those provisions.
62. A copy of every balance sheet (including every document require by law to be annexed thereto) which is to be laid before the Federation in general meeting together with a copy of the auditor's report and of the director's report, shall not less than twenty-one days before the date of the meeting be sent to every member of, and every holder of debenture of the Federation, so, however, that this article shall n to require a copy of those documents to be sent to any person of whose address the Federation is not aware or to more than one of the joint holders of any debentures.

AUDIT

63. Auditors shall be appointed and their duties regulated in accordance with Articles 392 to 401 of the Order.

NOTICES

64. A notice may be given by the Federation to any member either personally or by sending it by post to such member or to such member's registered address, or (if the member has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by such member to the Federation for the giving of notice to her. Where a notice is sent by post, service of the notice may be effected by properly addressing, prepaying and posting a letter containing the notice and in such case service shall be deemed to have been effected in the case of a notice of a meeting at the expiration of 48 hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.
65. Notice of every general meeting shall be given in any manner hereinbefore authorised to:
- a) every member except those members who (having no registered address within the United Kingdom) have not supplied to the Federation an address within the United Kingdom for the giving of notices to them; and
 - b) the auditor for the time being of the Federation.

No other person shall be entitled to receive notices of general meeting.

DISSOLUTION

66. The winding up or dissolution of the Federation shall be agreed by a two-thirds majority vote at an Annual General Meeting, General Meeting or Extraordinary General Meeting.