

## **ARTICLES OF ASSOCIATION**

### **OF**

## **BELFAST PRIDE LIMITED**

### 1.0 INTERPRETATION

#### 1.1 In these articles –

- 1.1.1 “the Acts” means the Companies Acts (as defined in Section 2 of the Companies Act 2006) including any statutory modification or re-enactment thereof for the time being in force;
- 1.1.2 “the articles” means the articles of the Charity;
- 1.1.3 “clear days” in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;
- 1.1.4 “executed” includes any mode of execution;
- 1.1.5 “office” means the registered office of the Charity;
- 1.1.6 “secretary” means to the secretary of the Charity or any other person appointed to perform the duties of the secretary of the Charity, including a joint, assistant or deputy secretary;
- 1.1.7 “the United Kingdom” means Great Britain and Northern Ireland.

1.2 Unless the context otherwise requires, words or expressions contained in these regulations bear the same meaning as in the Acts but excluding any statutory modification thereof not in force when these regulations become binding on the Charity.

1.3 The purposes and objects of the Charity are set out in Appendix C to these Articles.

### 2.0 MEMBERS

2.1 The Liability of members is limited

2.2 Every member of the Charity undertakes to contribute to the assets of the Charity in the event of its being wound up, payments of the debts and liabilities of the Charity Contracted before they cease to be members, and of the costs, charges and expenses of winding up, and for the adjustments of the rights of the contributors among themselves, such amount as may be required, not exceeding one pound.

- 2.3 The subscribers to the Memorandum of Association of the Charity and such other persons as are admitted to membership in accordance with the articles shall be members of the Charity. No person shall be admitted a member of the Charity unless they are approved by the Trustees. Every person who wishes to become a member shall deliver to the Charity an application for membership, in such form as the Trustees require, executed by them.
- 2.4 No person shall be admitted a member of the Charity unless they have (a) been a volunteer with the Charity for a period of not less one year to include one Pride festival within the previous three years and (b) signed a statement, in such form as the Trustees require, that they are in sympathy with the purpose of the Charity; save that the Trustees may dispense with (a) where a person has particular skills, knowledge or experience relevant to the Charity to a maximum of five members of the Board of Directors in addition to representatives of four regional LGBT+ community groups named in 2.2.1 for whom (a) may also be dispensed with.
- 2.4.1 One representative of each of the following four regional LGBT+ groups will be deemed to satisfy the membership requirement, and will be treated as members of the Board of Trustees in accordance with clause 10.2: Cara-Friend, Here NI, Rainbow Health Limited and Transgender NI.
- 2.5 A member may at any time withdraw from the Charity by giving at least seven clear days notice to the Charity. Membership shall not be transferable and shall cease on death.
- 2.6 The Board of Trustees shall have the power to revoke the membership of any member who:
- 2.6.1 fails to exhibit continuing active involvement with Belfast Pride. This involvement shall be subject to a periodic review by the Board of Trustees in conjunction with the member and subject to advice from the employees of the organisation; or
- 2.6.2 fails to undergo within a period specified by the Trustees (or, if such a period has not been specified, a reasonable period) such checks for the purpose of the protection of children and vulnerable adults as the Trustees may from time to time determine or as are required by law; or
- 2.6.3 brings the Charity into disrepute or acts in a manner materially contrary to the purpose of the Charity, and the Trustees resolve that it is in the best interests of the Charity that their membership is terminated or has been dismissed following completion of the Belfast Pride Disciplinary process.
- 2.7 A resolution under clause 2.6.3 may only be passed if:
- 2.7.1 the member has been given at least twenty-one days' notice in writing of the meeting of the Trustees at which the resolution will be proposed and the reasons why it will be proposed;
- 2.7.2 the member or, at the option of the member, the member's representative (who need not be a member of the Charity) has been allowed to make representations to the meeting.

- 2.8 The Trustees may suspend the membership of any person to whom notice under regulation 2.7.1 has been given or has been charged with breaching the Code of Conduct. A member who has been suspended under this regulation may not vote nor may they attend any meetings of the Charity save for the purposes of regulation 2.7.2.
- 2.9 In the circumstance where a member who is a nominee of one of the four regional LGBT+ groups resigns or is removed from office, that group can nominate another person to take that position.
- 3.0 GENERAL MEETINGS
- 3.1 All general meetings other than annual general meetings shall be called extraordinary general meetings.
- 3.2 The Trustees may call general meetings and, on the requisition of members pursuant to the provisions of the Acts, shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after the receipt of the requisition.
- 3.3 An annual general meeting shall be called no later than fifteen months following the previous annual general meeting.
- 4.0 NOTICE OF GENERAL MEETINGS
- 4.1 An annual general meeting and an extraordinary general meeting called for the passing of a special resolution or a resolution appointing a person as a Trustee shall be called by at least twenty-one clear days notice. All other extraordinary general meetings shall be called by at least fourteen clear days notice but a general meeting may be called by shorter notice if it is so agreed –
- 4.1.1 In the case of an annual general meeting, by all the members entitled to attend and vote thereat; and
- 4.1.2 In the case of any other meeting by a majority in number of the members having a right to attend and vote being a majority together holding not less than two thirds per cent of the total voting rights at the meeting of all the members.
- 4.2 The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such.
- 4.3 The notice shall be given to all members and Trustees. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.
- 5.0 PROCEEDINGS AT GENERAL MEETINGS
- 5.1 No business shall be transacted at any meeting unless a quorum is present. Five persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a charity shall be a quorum.

- 5.2 If such a quorum is not present within half an hour from the time of appointment for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such a day, time and place as the Trustees may determine.
- 5.3 The Chairs, if any, of the Board of Trustees or in their absence some other Trustee nominated by the Trustees shall preside as chair of the meeting, but if neither the Chairs nor such other Trustee (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Trustees present shall elect one of their number to be chair and, if there is only one Trustee present and willing to act, they shall be chair.
- 5.4 If no Trustee is willing to act as chair, or if no Trustee is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their numbers to be chair.
- 5.5 A Trustee shall, notwithstanding that they are not a member, be entitled to attend and speak at any general meeting.
- 5.6 The Chairs may, with the consent of a 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 an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
- 5.7 A resolution put to vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of the show of hands a poll is duly demanded. Subject to the provisions of the Acts, a poll may be demanded-
- 5.7.1 by the Chairs; or
- 5.7.2 by at least two members having the right to vote at the meeting; or
- 5.7.3 by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting; and a demand by a person as proxy for a member shall be the same as a demand by the member.
- 5.8 Unless a poll is duly demanded a declaration by the Chairs that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- 5.9 The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the Chairs and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.

- 5.10 A poll shall be taken as the Chairs direct and they may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the result of the meeting at which the poll was demanded.
- 5.11 In the case of an equality of votes, whether a show of hands or on a poll, the Chairs shall be entitled jointly to make a single casting vote in addition to any other votes they may have.
- 5.12 A poll demanded on the election of the Chairs or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at any such time or place as the Chairs direct not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
- 5.13 No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
- 5.14 A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it, if it had been proposed at a general meeting duly convened and held, may consist of several instruments in the like form each executed by or on behalf of one or more members.

## 6.0 VOTES OF MEMBERS

- 6.1 On a show of hands every member present either in person or attending online shall have one vote. On a poll every member present either in person, attending online or by proxy shall have one vote.
- 6.2 A member in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote, whether on a show of hands or on a poll, by their controller, receiver, curator bonis or other person authorised in that behalf appointed by that court, and any such controller, receiver, curator bonis or other person may, on a poll, vote by proxy. Evidence to the satisfaction of the Trustees of the authority of the person claiming to exercise the right to vote shall be deposited at the office, or at such other place as is specified in accordance with the Articles for the deposit of instruments of proxy, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised in accordance with the Articles for the deposit of instruments of proxy, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable.

- 6.3 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the Chairs whose decision shall be final and conclusive.
- 6.4 An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointer and shall be in the following form (or in a form as near thereto circumstances allow or in any other form which is usual or which the Trustees may approve) – see Appendix A.
- 6.5 Where it is desired to afford members an opportunity of instructing the proxy how they shall act the instrument appointing a proxy shall be in the following form (or in a form as near thereto as circumstance allow or in any other form which is usual or which the Trustees may approve) – see Appendix B.
- 6.6 The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the Trustees may –
- 6.6.1 be deposited at the office or at such other place within the United Kingdom as is specified in the notice convening the meeting or any instrument of proxy sent out by the Charity in relation to 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
  - 6.6.2 in the case of a poll taken more than 48 hours after it is demanded, be deposited as foresaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or
  - 6.6.3 where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the Chairs or to the secretary or to any Trustees; and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.
- 6.7 A vote given or poll demanded by a proxy or by the duly authorised representative of a corporation shall be invalid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Charity at the office or at such other place at which the instrument of proxy was duly deposited before the commencement of the meeting or adjourned meeting at which the vote is given or poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

## 7.0 NUMBER OF TRUSTEES

7.1 The Trustees shall be arranged in to a Board of Directors numbering up to fifteen members. The Charity will also appoint a Festival Committee numbering up to fifteen members. The Board of Directors will be legally responsible for the governance and operations of the company under the Acts and will supervise the work of the organisation as trustees; and the Festival Committee will be charged with directly delivering the festival, reporting to the Board of Directors. There will be two Co-Chairs and two Vice Chairs, a Treasurer and Senior Events Officer who will sit on both fora and will be considered trustees while other members of the Festival Committee shall be non-Executive directors.

7.2 Unless otherwise determined by ordinary resolution, the number of Trustees shall be not less than two and not more than fifteen. At least 60% of the Trustees shall be people who identify as LGBT+.

7.3 Where regulation 7.2 is not satisfied, the Trustees may act only for the purpose of filling vacancies or of calling a general meeting.

## 8.0 POWERS OF TRUSTEES

8.1 Subject to the provisions of the Acts, the Memorandum and the Articles and to any directions given by special resolution, the business of the Charity shall be managed by the Trustees who may exercise all of the powers of the Charity. No alteration of the Memorandum or Articles and no such direction shall invalidate any prior act of the Trustees which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this regulation shall not be limited by any special power given to Trustees by the Articles and a meeting of Trustees at which a quorum is present may exercise all powers exercisable by the Trustees.

8.2 The Trustees may, by power of attorney or otherwise, appoint any person to be the agent of the Charity for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of their powers.

## 9.0 THE DELEGATION OF TRUSTEES' POWERS

9.1 The Trustees may delegate any of their powers to any committee consisting of one or more Trustees. They may also delegate to any managing Trustees or any Trustee holding any other executive office such of their powers as they consider desirable to be exercised by them. Any such delegation may be made subject to any conditions the Trustees may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Subject to any such conditions, the proceedings of a committee with two or more members shall be governed by the Articles regulating the proceedings of Trustees so far as they are capable of applying. Any such committee shall report back fully and promptly to the Trustees.

## 10.0 APPOINTMENT AND RETIREMENT OF TRUSTEES

- 10.1 Other than as set out in clause 10.2, Trustees shall be appointed at an annual general meeting for a period of five years and may at the conclusion of such period be reappointed for a period of five years, save that no person shall serve as a Trustee for a continuous period of more than ten years following the 2021 EGM.
- 10.2 The four regional LGBT+ groups listed at clause 2.2.1 with the authority to nominate a representative to serve as a Trustee should do so in writing to the Chairs of the Board of Trustees in advance of the AGM. Any person nominated will hold office until the next AGM, excluding circumstances which would normally lead to their dismissal. In the circumstance where a nominee of one the four regional LGBT+ groups resigns or is removed from office that group can nominate another person to take that position.
- 10.2 For the purposes of clause 10.1, “year” shall be interpreted as meaning the period between two consecutive annual general meetings.
- 10.3 No person shall be appointed or reappointed a Trustee at any general meeting unless:
- 10.3.1 they are recommended by a resolution of the Board of Trustees, or nominated in accordance with clause 10.2; or
- 10.3.2 not less than fourteen nor more than thirty-five clear days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the Charity for appointment or reappointment stating the particulars which would, if they were so appointed or reappointed, be required to be included in the Charity’s register of Trustees together with notice executed by that person of their willingness to be appointed or reappointed.
- 10.5 Not less than seven nor more than twenty eight clear days before the date appointed for holding a general meeting notice shall be given to all who are entitled to receive notice of the meeting of any person who is recommended by the Trustees for appointment or reappointment as a Trustee at the meeting or in respect of whom notice has been duly given to the Charity of the intention to propose them at the meeting for appointment or reappointment as a Trustee.
- 10.6 Subject as foresaid, the Charity may by ordinary resolution appoint a person who is willing to act to be a Trustee.
- 10.7 The Trustees may appoint a person who is willing to act to be a Trustee, either to fill a vacancy or as an additional Trustee, provided that the appointment does not cause the number of Trustees to exceed any number fixed by or in accordance with the Articles as the maximum number of Trustees. A Trustee so appointed shall hold office only until the next following annual general meeting. If not reappointed at such annual general meeting, they shall vacate office at the conclusion thereof.

- 10.8 Subject as aforesaid, a Trustee who retires at an annual general meeting may, if willing to act, be reappointed. If they are not reappointed, they shall retain office until the meeting appoints someone in their place, or if it does not do so, until the end of the meeting.
- 11.0 DISQUALIFICATION AND REMOVAL OF TRUSTEES
- 11.1 The office of a Trustee shall be vacated if –
- 11.1.1 they cease to be a Trustee by virtue of any provision of the Acts or become prohibited by law from being a Trustee; or
  - 11.1.2 they become bankrupt or make any arrangement or composition with their creditors generally; or
  - 11.1.3 they are, or may be, suffering from physical or mental health disorders and either-
    - 11.1.3.1 a registered medical practitioner who is treating that person gives a written opinion to the company stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months; or
    - 11.1.3.2 an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for their detention or for the appointment of a controller, receiver, curator bonis or other person to exercise powers with respect to their property or affairs; or exercise powers with respect to their property or affairs; or
  - 11.1.4 they resign their office by notice to the Charity; or
  - 11.1.5 they shall for more than six consecutive months have been absent without permission of the Trustees from meetings of Trustees held during that period and the Trustees resolve that their office be vacated; or
  - 11.1.6 they fail to undergo within a period specified in the Trustees' Handbook (or, if such a period has not been specified, a reasonable period) such checks for the purpose of the protection of children and vulnerable adults as the Trustees may from time to time determine or as are required by law; or
  - 11.1.7 they brings the Charity into disrepute or acts in a manner materially contrary to the purpose of the Charity, and the Trustees resolve that it is in the best interests of the Charity that their office be vacated.

- 11.2 A resolution under clause 11.1.7 may only be passed if:
- 11.2.1 the Trustee has been given at least twenty-one days' notice in writing of the meeting of the Trustees at which the resolution will be proposed and the reasons why it will be proposed;
  - 11.2.2 the Trustee or, at the option of the Trustee, the Trustee's representative (who need not be a member of the Charity has been allowed to make representations to the meeting.
- 11.3 The Trustees may suspend a Trustee to whom notice under regulation 11.2.1 has been given. A Trustee who has been suspended under this regulation may not vote nor exercise any functions on behalf of the Charity, nor may they attend any meetings of the Charity save for the purposes of regulation 11.2.2.

## 12.0 TRUSTEES' EXPENSES

- 12.1 The Trustees may be paid expenses properly incurred by them in connection with their attendance at meetings of Trustees or committees of Trustees or general meetings or separate meetings of the holders of debentures of the Charity or otherwise in connection with the discharge of their duties, in accordance with relevant provisions in the Trustees' Handbook.

## 13.0 TRUSTEES' APPOINTMENTS AND INTERESTS

- 13.1 Subject to the provisions of the Acts the Trustees may appoint one or more of their number to the office of Managing Trustee or to any other executive office under the Charity and may enter into an agreement or arrangement with any Trustee for their employment by the Charity or for the provision by them of any services outside the scope of the ordinary duties of a Trustee. Any such appointment, agreement or arrangement may be made upon such terms as the Trustees determine and they may remunerate any such Trustee for their services as they think fit. Any appointment of a Trustee to an executive office shall terminate if they cease to be a Trustee but without prejudice to any claim to damages for breach of the contract of service between the Trustee and the Charity.

- 13.2 Subject to the provisions of the Acts, and provided that they have disclosed to the Trustees the nature and extent of any material interest of theirs, a Trustee notwithstanding their office

13.2.1 may be party to, or otherwise interested in, any transaction or arrangement with the Charity is otherwise interested.

13.2.2 may be a director or other officer of or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Charity or in which the Charity is otherwise interested; and

13.2.3 shall not, by reason of their office, be accountable to the Charity for any benefit which they derive from any such office or employment or from any such transaction or arrangement or from any such interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the grounds of any such interest or benefit.

- 13.3 For the purposes of the Acts:

13.3.1 a general notice given to the Trustees that a Trustee is to be regarded as having an interest of the nature and extent specified in the notice in any transactions or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the Trustee has an interest in any such transaction of the nature and extent so specified; and

13.3.2 an interest of which a Trustee has no knowledge and of which it is unreasonable to expect them to have knowledge shall not be treated as an interest of theirs.

#### 14.0 PROCEEDINGS OF TRUSTEES

- 14.1 Subject to the provisions of the Articles, the Trustees may regulate their proceedings as they think fit. The Trustees shall hold at least three meetings per calendar year, or such other number as the Trustees may specify. A Trustee may, and the secretary at the request of the Trustee shall, call a meeting of the Trustees. It shall not be necessary to give notice of a meeting to a Trustee who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the Chairs shall have a second or casting vote.
- 14.2 The quorum for the transaction of the business of the Trustees may be fixed by the Trustees and unless so fixed at any other number shall be one third of the number of Trustees or 5 (in either case, excluding proxies), whichever is the greater.
- 14.3 A Trustee may appoint another Trustee to be their proxy at a meeting, either generally or in relation to a specified resolution. A Trustee who wishes another Trustee to act as proxy under this regulation shall communicate this to the Secretary in advance of the meeting.
- 14.4 The continuing Trustees or a sole continuing Trustee may act notwithstanding any vacancies in their number, but, if the number of continuing Trustees is less than the number fixed as the quorum, the continuing Trustees or Trustee may act only for the purpose of filling vacancies or of calling a general meeting.
- 14.5 The Trustees may appoint two of their number to be the joint Chairs of the Board of Trustees and may at any time remove one or both of them from that office. Unless they are unwilling to do so, the Trustees so appointed shall jointly preside at every meeting of Trustees at which they are present. If only one of the Chairs is present at a meeting, they shall preside. But if there is no Trustee holding that office, or if the Trustee holding it is unwilling to preside or is not present within fifteen minutes after the time appointed for the meeting, the Trustees present may appoint one of their numbers to be chair of the meeting.
- 14.6 All acts done by a meeting of Trustees, or a committee of Trustees, or by a person acting as a Trustee shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Trustee or that any of them were disqualified from holding office or had vacated office, or were 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 Trustee and had been entitled to vote.
- 14.7 A resolution in writing or transmitted electronically signed by all the Trustees entitled to receive notice of a meeting of Trustees or of a committee of Trustees shall be valid and effectual as if it had been passed at a meeting of Trustees or (as the case may be) a committee of Trustees duly convened and held and may consist of several documents in the like form each signed (in writing or electronically) by one or more Trustees.

14.8 Save as otherwise provided by the Articles, a Trustee shall not vote at a meeting of Trustees or of a committee of Trustees on any resolution concerning a matter in which they had, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Charity unless their interest or duty arises only because the case falls within one or more of the following paragraphs-

14.8.1 the resolution relates to the giving to them of a guarantee, security, or indemnity in respect of money lent to, or an obligation incurred by them for the benefit of, the Charity or any of its subsidiaries;

14.8.2 the resolution relates to the giving to a third party of a guarantee, security, or indemnity in respect of any obligation of the Charity or any of its subsidiaries for which the Trustee has assumed responsibility in the whole or part and whether alone or jointly with others under a guarantee or indemnity or by the giving of security;

14.8.3 their interest arises by virtue of their subscribing or agreeing to subscribe for any debentures of the Charity or any of its subsidiaries, or by virtue of their being, or intending to become, a participant in the underwriting or sub-underwriting of an offer of any such debentures, by the Charity or any of its subsidiaries for subscription, purchase or exchange;

14.8.4 the resolution relates in any way to a retirement benefits scheme which has been approved, or is conditional upon approval, by HM Revenue and Customs for taxation purposes.

For the purposes of this regulation, an interest of a person who is, for any purpose of the Acts (excluding any statutory modification thereof not in force when this regulation becomes binding on the Charity), connected with a Trustee shall be treated as an interest of the Trustee.

14.9 A Trustee shall not be counted in the quorum present at a meeting in relation to a resolution in which they are not entitled to vote.

14.10 The Charity may by ordinary resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of the Articles prohibiting a Trustee from voting at a meeting of Trustees or at a committee of Trustees.

14.11 Where proposals are under consideration concerning the appointment of two or more Trustees to offices or employments with the Charity or any body corporate in which the Charity is interested the proposals may be divided and considered in relation to each Trustee separately and (provided they are not for another reason precluded from voting) each of the Trustees concerned shall be entitled to vote and be counted in the quorum in respect of each resolution except that concerning their own appointment.

14.12 If a question arises at a meeting of Trustees or of a committee of Trustees as to the right of a Trustee to vote, the question may, before the conclusion of the meeting, be referred to the Chairs of the meeting and their ruling in relation to any Trustee other than themselves shall be final and conclusive.

#### 15.0 SECRETARY

15.1 Subject to the provisions of the Acts, the secretary shall be appointed by the Trustees for such term, at such remuneration and upon such conditions as they think fit; and any secretary so appointed may be removed by them.

#### 16.0 MINUTES

16.1 The Trustees shall cause minutes to be made in books kept for the purpose-

16.1.1 of all appointments of officers made by the Trustees, and

16.1.2 of all proceedings at meetings of the Charity, and of the Trustees, and of all committees of the Trustees, including the names of Trustees present at each such meeting.

#### 17.0 SEAL

17.1 The seal shall only be used by the authority of the Trustees or of a committee of Trustees authorised by the Trustees. The Trustees may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Trustee and by the Chairs or a second Trustee.

#### 18.0 ACCOUNTS

18.1 No member shall (as such) have any right of inspecting any accounting records or other book or document of the Charity except as conferred by the Statute or authorised by the Trustees or by ordinary resolution of the Charity.

#### 19.0 NOTICES

19.1 Any notice given to or by any person pursuant to the Articles shall be in writing except that a notice calling a meeting of the Trustees need not be in writing. "In writing" includes transmitted by e-mail.

19.2 The Charity may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at their registered address or by leaving it at that address, or by sending an e-mail to the e-mail address last advised by that Trustee. A member whose registered address is not within the United Kingdom or Ireland and who gives to the Charity an address within the United Kingdom or Ireland at which notices may be given to them shall be entitled to have notices given to them at that address, but otherwise no such member shall be entitled to receive any notice from the Charity.

19.3 A member present, either in person or by proxy, at any meeting of the Charity shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it is called.

19.4 Proof that an envelope containing a notice was properly addressed, prepaid and posted, or that an email has been sent to the correct address, shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted or at the point at which an email has been verifiably sent.

#### 20.0 INDEMNITY

20.1 Subject to the provisions of the Acts, but without prejudice to any indemnity to which a Trustee may otherwise be entitled, every Trustee or other officer or auditor of the Charity shall be indemnified out of the assets of the Charity against any liability incurred by them in defending any proceedings, whether civil or criminal, in which judgment is given in their favour or in which they are acquitted or in connection with any application in which relief is granted to them by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Charity.

#### 21.0 INSURANCE

21.1 The Trustees shall have power to purchase and maintain insurance for or for the benefit of any persons who are or were at the time Trustees, officers, employees or auditors of the Charity, or of any other company which is a subsidiary of the Charity, or who are or were at any time trustees of any pension fund in which any employees or former employees of the Charity or subsidiary company of the Charity are or were interested including (without prejudice to the generality or the foregoing) insurance against any liability incurred by such persons in respect of any act or omission in the actual or purported exercise of their powers and/or otherwise in relation to their duties, powers or offices in connection with the Charity or any holding company, subsidiary or pension fund.

APPENDIX A

“BELFAST PRIDE LIMITED”

1

I/We, \_\_\_\_\_, Of

Trustee/Trustees/Member/Members of the above named Charity, hereby appoint

Of

Or failing them,

Of \_\_\_\_\_, as my/our proxy to vote in my/our name(s) and on my/our behalf

at the annual/extraordinary meeting of the Charity to be held on

and at my adjournment thereof.

Signed on

APPENDIX B

“BELFAST PRIDE LIMITED”

I/We, \_\_\_\_\_, Of

Trustee/Trustees/Member/Members of the above named Charity, hereby appoint

Of

Or failing them,

Of \_\_\_\_\_, as my/our proxy to vote in my/our name(s) and on my/our behalf

at the annual/extraordinary meeting of the Charity to be held on

and at my adjournment thereof.

Signed on

This form is to be used in respect of the resolutions mentioned below as follows:

Resolution No.1      \*for      \*against

Resolution No.2      \*for      \*against

\*Strike out whichever is not desired.

Unless otherwise instructed, the proxy may vote as they think fit or abstain from voting.

Signed this \_\_\_\_\_ day of

## ANNEX

### PURPOSES AND POWERS OF THE CHARITY

1. The Charity's Registered Office is to be situated in the Belfast City Council area.
  
2. The Charity's objects are:
  - (a) To improve the lives of Lesbian, Gay, Bisexual, Transgender, Queer people and including all LGBT+ sexual orientations and gender identities ("LGBT+ people") in the city of Belfast (the "area of benefit") by promoting awareness of the arts, cultural heritage, history, lives and experiences of Lesbian, Gay, Bisexual, Transgender and Queer, + people in Belfast, and by promoting awareness and support for LGBT+ people to all citizens of Belfast to benefit LGBT+ people and enhance their place as equal citizens in city;
  
  - (b) to increase public awareness and the education of the general public in relation to lives, issues, history, and culture affecting LGBT+ people in Belfast;
  
  - (c) to increase support for equality and diversity in Belfast and contribute to reducing discrimination against LGBT+ people in Belfast;
  
  - (d) to organise and deliver an annual LGBT+ festival, "BELFAST PRIDE FESTIVAL" and supporting events throughout the area of benefit including music, visual art, comedy, theatre, film and literature events and other associated activities;
  
  - (e) to promote and assist in the co-operation and networking between voluntary and community organisations and individuals engaged in programmes of public education designed to increase public understanding and awareness of LGBT+ people;

- (f) to advance any other exclusively charitable purpose as the directors, may from time to time, decide in accordance with Charity law. The Charity shall endeavour to operate in an open, accountable and inclusive way in all its activities;
  - (g) To empower and support other local Pride organisations in their efforts to plan and promote pride celebrations and to take part in national Pride organisations in the UK and Ireland as well as European and global Pride networks.
3. In furtherance of its objects, but not further or otherwise, the Charity shall have full power to do all such lawful things and acts as are incidental or conducive to the attainment of its objects including:
- (a) to provide, assist in providing or secure the provision of facilities for activities promoted or facilitated by the Charity including use for meetings, lectures, events and any activity reasonably related with the objects of the Charity;
  - (b) to promote and carry out or assist in the promoting and carrying out research, surveys and investigations into the experience and needs of LGBT+ people in the area of benefit, provided the useful results are published;
  - (c) to provide sessional only day-care facilities for children so as to enable LGBT+ parents to benefit from the objects of the Charity;
  - (d) to buy, take on lease or in exchange, hire or otherwise acquire any property and to endow, furnish, fit out, maintain and equip such buildings, premises and centres for use by the Charity in the furtherance of the objects of the Charity;
  - (e) to raise funds. In doing so, the Charity must not undertake any substantial permanent trading activity and must comply with any relevant statutory regulations;

- (f) to sell, lease or otherwise dispose of all or any part of the property belonging to the Charity. In the event that property to be disposed of is considered to be a substantial asset where its value exceeds 10% of the Charity's asset value and is more than £5,000, or exceeds £100,000, such an arrangement for disposal must have been approved by a resolution of the members of the Charity or is conditional on such approval being obtained. In exercising this power, the Charity must comply as appropriate with any provisions of the Charities legislation for the time being in force;
- (g) to promote and organise co-operation in the achievement of the above objects with other charities, voluntary bodies, public representatives, individuals and statutory authorities and to that end to exchange information and advice with them and work in partnership with other charities, local authorities and voluntary organisations engaged in the furtherance of the above objects in the area of benefit;
- (h) to arrange and provide for, either alone or with others, or attend the holding of events, exhibitions, meetings, outings, lectures, classes, seminars, conferences or training courses;
- (i) to collect and disseminate information on all matters relating to its objects, and to exchange such information with other bodies having similar objects;
- (j) to write, print or publish, in whatever form or medium, such papers, books, periodicals, pamphlets or other documents, including films and recorded material, as shall further its objects, and to issue or circulate the same whether for payment or otherwise;
- (k) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and their electronic equivalents, and to operate bank accounts;
- (l) to borrow or raise money for the objects of the Charity on such terms and (with such consents as are required by law) on such security as may be thought fit. The Charity must comply as appropriate with any provisions of the Charities legislation for the time being in force, if it wishes to mortgage land;

- (m) to take and accept any gift of money, property or other assets, whether subject to any special trust or not, for any one or more of the objects of the Charity;
- (n) to invest the moneys of the Charity not immediately required for its Objects in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and these Articles and in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act (NI) 2001;
- (o) to make any charitable donation either in cash or assets for the furtherance of the objects of the Charity;
- (p) to establish and support any charitable body formed for any of the charitable purposes included in the Objects and to subscribe or guarantee money for charitable purposes calculated to further the objects of the Charity;
- (q) to establish or acquire subsidiary companies;
- (r) to make regulations for the proper supervision, control and management of any property, which may be so acquired;
- (s) to enter into contracts to provide services to or on behalf of other bodies;
- (t) to employ such staff, who shall not be Directors of the Charity, as are necessary for the proper pursuit of the objects and to make all reasonable and necessary provision for the payment of pensions and superannuation to staff and their dependents or recruit, train and engage volunteers with relevant skills, for the furtherance of the above aims;
- (u) to insure and arrange insurance cover for and to indemnify its officers, servants and voluntary workers from and against all such risks incurred in the course of the performance of their duties as may be reasonable or necessary having due regard for all the legal obligations;

- (v) to provide indemnity insurance for the directors in accordance with, and subject to any conditions in, section 93 of the Charities Act (NI) 2008;
- (w) to acquire, amalgamate, merge with or to enter into any partnership or joint venture arrangement with any other charity at law which has objects altogether or mainly similar to those of the Charity and prohibits the payment of any dividend or profit to and the distribution of any of their assets amongst their members at least to the same extent as such payments or distributions are prohibited in the case of members of the Charity by these Articles;
- (x) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- (y) to deposit or invest funds and to employ professional fund managers;
- (z) to pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Charity and any company promoted by the Charity;
- (aa) to acquire interests in copyright of any material which can be used or adapted for the Objects and to acquire rights to perform, publish and show any such material;
- (bb) to co-operate and if necessary work with manufacturers, dealers, traders, the press, television, radio and social media and other sources of publicity and promotion;
- (cc) to encourage and facilitate voluntary work;
- (dd) to promote, support or oppose legislation or other measures affecting the beneficiaries of the Charity in such manner as may be charitable in law.

- (ee) to remunerate any person, firm or company rendering services to the Charity;
  
- (ff) in furtherance of the Charity's objects, to lend and advance money or give credit on such terms as seem expedient and with or without security; to enter into guarantees, contracts of indemnity and suretyships of all kinds and to receive money on deposit on loan upon such terms as the Charity may approve;
  
- (gg) to promote or concur in the promotion of any company, whether in Great Britain, Northern Ireland, Ireland or elsewhere the promotion of which shall seem desirable;
  
- (hh) to enter into any arrangements with any government or authority, supreme, municipal, local or otherwise or company, that may seem conducive to the Charity's objects or any of them, and to obtain from any such government, authority or company and charters, contracts, decrees, rights, grants, loans, privileges or concessions which the Charity may think it desirable to obtain, and to carry out, exercise and comply with the same;
  
- (ii) to grant pensions, gratuities, annuities, super-annuation or other allowances or benefits to any persons who may or have been in the employment or service of the Charity.
  
- (i)
  
- (jj) to do all such other lawful things as may be necessary for or incidental to the attainment and furtherance of the above objects or any of them;
  
- (kk) to do anything authorised by these Articles in any part of the world and as principals, agents, contractors, subcontractors, or otherwise, and either alone or in conjunction with others.

Provided that:

- (i) in case the Charity shall take or hold any property which may be subject to any trusts, the Charity shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts;
- (ii) the Charity shall not support with its funds any object, or endeavour to impose or procure to be observed by its members or others, any regulation, restriction or condition which is an object of the Charity would make it a trade union;

and throughout this Annex, the word 'body' includes any Charity, institution or aggregate of persons, whether incorporated or unincorporated.

3. It is hereby declared that the objects of the Charity as specified in each of the foregoing paragraphs of this Annex shall be separate and distinct objects of the Charity and shall not be in any wise limited by reference to any other paragraph or the order in which the same occur or the name of the Charity.
4. The income and property of the Charity whensoever and howsoever derived, shall be applied solely towards the promotion of the charitable objects of the Charity as set forth in this Annex; 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 Charity. Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Charity.
5. If upon the winding up or dissolution of the Charity there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid or distributed among the members of the Charity but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Charity and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Charity under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Charity, at or before the time of the dissolution, or in default thereof by such Judge of the High Court of Justice as may have or acquire jurisdiction in the matter.