

9 DECEMBER 2018

CONSTITUTION

of

POLISH SISTERHOOD

POLISH SISTERHOOD

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Constitution

of

POLISH SISTERHOOD

Adopted on the 9th day of December 2018

PART 1

1. Adoption of the constitution

The Association and its property will be administered and managed in accordance with the provisions in this constitution.

2. Name

The Association's name is Polish Sisterhood (and in this document it is called "the Association").

3. Purposes

(1) The Association is established to promote the benefit of women, their families and dependants, particularly but not exclusively those of Polish origin and descent, living within the Greater Belfast and, when necessary and practical, in other areas of Northern Ireland ("the area of benefit").

(2) The Association's purposes ("the purposes") are:

(a) to promote social inclusion for the public benefit by preventing Polish women from becoming socially excluded and relieving the needs of those women who are socially excluded, helping them to combat isolation and loneliness and to integrate into society, in particular by:

(i) providing such women with opportunities to meet and develop friendships, share worries, be heard and listened to, take advantage of friendly advice, learn from each other, and receive practical help in the problems of everyday life; and

(ii) providing such women with education, training, skills, confidence building and networking opportunities in order to empower them, in support of their personal development as well as to improve their employability; and

(iii) providing such women with the resources they need to avoid or combat their social exclusion.

(b) to prevent and relieve poverty among Polish women resulting from lack of opportunity, unemployment, poor housing, lack of education, health issues, discrimination, isolation and social exclusion and any other factors which have negative impact and contribute to their poverty;

(c) to advance Polish culture and heritage to preserve national and cultural identity, to mitigate the effects of the crisis of identity, create sense of belonging and provide opportunities for interaction with the wider society;

(d) to promote healthy choices and lifestyle, build mental and emotional resilience and improve general health and wellbeing of Polish women; and

(e) to advance any other exclusively charitable purpose as the Committee may from time to time decide in accordance with the law of Northern Ireland.

(3) For the purpose of this clause 'socially excluded' means being excluded from society, or parts of society, as a result of one or more of the following factors: unemployment; financial hardship; youth or old age; ill health (physical or mental); substance abuse or dependency including alcohol or drugs; discrimination on the grounds of sex, race, disability, ethnic origin, religion, belief, creed, sexual orientation or gender re-assignment; poor educational or skills attainment; crime (either as a victim of crime or as an offender rehabilitating into society).

(4) For the avoidance of doubt, the system of law governing the constitution of the Association is the law of Northern Ireland.

4. Application of income and property

(1) The income and property of the Association must be applied solely towards the promotion of the purposes.

(a) An Association trustee is entitled to be reimbursed from the property of the Association or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Association.

(b) An Association trustee may benefit from trustee indemnity insurance cover purchased at the Association's expense in accordance with, and subject to the conditions in, section 93 of the Charities Act (Northern Ireland) 2008.

(2) None of the income or property of the Association may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the Association. This does not prevent a member who is not also a trustee from receiving:

- (a) a benefit from the Association in the capacity of a beneficiary of the Association;
- (b) reasonable and proper remuneration for any goods or services supplied to the Association.

5. Benefits and payments to Association trustees and connected persons

(1) General provisions

No Association trustee or connected person may:

- (a) buy or receive any goods or services from the Association on terms preferential to those applicable to members of the public;
- (b) sell goods, services or any interest in land to the Association;
- (c) be employed by, or receive any remuneration from, the Association;
- (d) receive any other financial benefit from the Association;

(2) Circumstances in which trustees or connected persons may benefit

- (a) An Association trustee or connected person may receive a benefit from the Association in the capacity of a beneficiary of the Association provided that only a minority of the trustees benefit in this way.
- (b) An Association trustee or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the Association where that is permitted in accordance with, and subject to the conditions in, section 88, 89 and 90 of the Charities Act (Northern Ireland) 2008.
- (c) Subject to sub-clause (3) of this clause an Association trustee or connected person may provide the Association with goods that are not supplied in connection with services provided to the Association by the Association trustee or connected person.
- (d) An Association trustee or connected person may receive interest on money lent to the Association at a reasonable and proper rate, which must be not more than the Bank of England bank rate (also known as the base rate).
- (e) An Association trustee or connected person may receive rent for premises let by the trustee or connected person to the Association. The amount of the rent and the other terms of the lease must be reasonable and proper. The Association trustee concerned must withdraw from any meeting at which such a proposal, or the rent, or other terms of the lease are under discussion.

(f) An Association trustee or connected person may take part in the normal trading and fundraising activities of the Association on the same terms as members of the public.

(3) Payment for the supply of goods only– conditions

The Association and its Association trustees may only rely upon the authority provided by sub-clause (2)(c) of this clause if each of the following conditions is satisfied:

(a) The amount or maximum amount of the payment for the goods is set out in an agreement in writing between the Association and the Association trustee or connected person supplying the goods ('the supplier') under which the supplier is to supply the goods in question to or on behalf of the Association.

(b) The amount or maximum of the payment for the goods in question does not exceed what is reasonable in the circumstances for the supply of the goods in question.

(c) The other Association trustees must be satisfied that it is in the best interests of the Association to contract with the supplier rather than someone who is not a Association trustee or connected person. In reaching that decision, the Association trustees must balance the advantage of contracting with a Association trustee or connected person against the disadvantages of doing so.

(d) The supplier must be absent from the part of the meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the Association.

(e) The supplier must not vote on any such matter and must not be counted when calculating whether a quorum of trustees is present at the meeting.

(f) The Association trustees must have had regard to any guidance given by the Commission concerning the making of such agreements before entering into an agreement with the supplier.

(g) The reason for their decision must be recorded by the Association trustees in the minute book.

(h) The number of Association trustees in receipt of remuneration or payments authorised by clause 5 or connected to a supplier must form a minority of those then in office.

(i) The duty of care in section 1(1) of the Trustee Act (Northern Ireland) 2001 is applied to each Association trustee when making such a decision as mentioned in Clause 5(3)(c).

(4) In sub-clauses (2) and (3) of this clause:

- (a) 'the Association' includes any company in which the Association:
- (i) holds more than 50% of the shares; or
 - (ii) controls more than 50% of the voting rights attached to the shares; or
 - (iii) has the right to appoint one or more trustees to the board of the company.
- (b) 'connected person' includes any person within the definition set out in clause 36(Interpretation).

6. Dissolution

- (1) If the members resolve to dissolve the Association, the trustees will remain in office as Association trustees and be responsible for winding up the affairs of the Association in accordance with this clause.
- (2) The trustees must collect in all the assets of the Association and must pay or make provision for all the liabilities of the Association.
- (3) The trustees must apply any remaining property or money:
- (a) directly for the purposes;
 - (b) by transfer to any Association or charities for purposes the same as or similar to the Association;
 - (c) in such other manner as the Association Commission for Northern Ireland ('the Commission') may approve in writing in advance.
- (4) The members may pass a resolution before or at the same time as the resolution to dissolve the Association specifying the manner in which the trustees are to apply the remaining property or assets of the Association and the trustees must comply with the resolution if it is consistent with paragraphs (a) – (c) inclusive in sub-clause (3) above.
- (5) In no circumstances must the net assets of the Association be paid to or distributed among the members of the Association (except to a member that is itself a Association).
- (6) The trustees must notify the Commission promptly that the Association has been dissolved. If the trustees are obliged to send the Association's accounts to the Commission for the accounting period, which ended before its dissolution, they must send the Commission the Association's final accounts.

7. Amendment of constitution

(1) The Association may amend any provision contained in Part 1 of this constitution provided that:

(a) no amendment may be made that would have the effect of making the Association cease to be an Association at law;

(b) no amendment may be made to alter the purposes if the change would undermine or work against the previous purposes of the Association;

(c) no amendment may be made to clauses 4 or 5 (or clause 7) without the prior written consent of the Commission;

(d) any resolution to amend a provision of this constitution is passed by not less than two thirds of the members present and voting at a general meeting.

(2) Any provision contained in Part 2 of this constitution may be amended, provided that any such amendment is made by resolution passed by a simple majority of the members present and voting at a general meeting.

(3) A copy of any resolution amending this constitution must be sent to the Commission within twenty-one days of it being passed.

(4) No alteration of this constitution or any special resolution has retrospective effect to invalidate any prior act of the trustees.

PART 2

8. Powers of trustees

(1) The trustees must manage the business of the Association and have the following powers in order to further the purposes (but not for any other purpose):

(a) to raise funds. In doing so, the trustees must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations;

(b) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;

(c) to sell, lease or otherwise dispose of all or any part of the property belonging to the Association. In exercising this power, the trustees must comply as appropriate with any provisions of the Charities Act for the time being in force;

(d) to borrow money and to charge the whole or any part of the property belonging to the Association as security for repayment of the money borrowed. In exercising this power, the trustees must comply as appropriate with any provisions of the Charities Act for the time being in force, if it wishes to mortgage land;

(e) To deposit or invest funds in any manner (but to invest only after obtaining such advice from a financial expert as the Trustees consider necessary and having regard to the suitability of investments and the need for diversification);

(f) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;

(g) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the purposes;

(h) to acquire, merge with or enter into any partnership or joint venture arrangement with any other Association formed for any of the purposes;

(i) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;

(j) to obtain and pay for such goods and services as are necessary for carrying out the work of the Association;

(k) to open and operate such bank and other accounts as the trustees consider necessary and to invest funds and to delegate the management of funds in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act (Northern Ireland) 1958 and Trustee Act (Northern Ireland) 2001;

(l) provide or assist in the provision of advice and information and refer those in need of professional assistance to the relevant agencies;

(m) organise or assist in organising meetings, lectures, classes and exhibitions, and publish or assist in publishing reports, periodicals, recordings, books or other documents or information;

(n) recruit and train volunteers with relevant skills to carry out the purposes of the Association;

(o) employ and pay any person or persons, NOT being a member of Committee to supervise, organise and carry on the work of the Association and make all reasonable and necessary provision for the payment of remuneration to employees;

(p) appoint such sub-committees, advisory groups or working parties of their own members and other persons as they may from time to time

decide necessary for the carrying out of their work, and may determine their terms of reference, duration, composition and reporting conditions.

(q) promote and organise co-operation in the achievement of the above objects and to that end to work in association with local authorities and voluntary organisations engaged in the furtherance of the above purposes in the area of benefit; and

(r) to do all such other lawful things as are necessary for the achievement of the purposes.

(2) Any meeting of trustees at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the trustees.

9. Duty of care and extent of liability

(1) When exercising any power (whether given to them by this constitution, or by statute, or by any rule of law) in administering or managing the Association, each of the trustees must use the level of care and skill that is reasonable in the circumstances, taking into account any special knowledge or experience that he or she has or claims to have ('the duty of care').

(2) No trustee, and no one exercising powers or responsibilities that have been delegated by the trustees, are liable for any act or failure to act unless, in acting or in failing to act, he or she has failed to discharge the duty of care.

10. Membership

(1) Membership is open to:

(a) women over eighteen that support the purposes of the Association and are approved by the trustees. Such members shall be called Full Members and shall be entitled to vote at meetings of the Association. Only Full Members shall be eligible to be nominated for election to the Committee; and

(b) young women in Northern Ireland aged 14 to 17 whose applications for membership are accepted by the trustees shall be called Junior Members. Junior members shall NOT be entitled to vote at general meetings of the Association. The junior members may elect from among their number an advisory committee which may meet as it sees fit. The Youth Advisory Committee may make recommendations to the Committee.

(2) (a) The trustees may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the Association to refuse the application.

(b) The trustees must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.

(c) The trustees must consider any written representations the applicant may make about the decision. The trustees' decision following any written representations must be notified to the applicant in writing and is final.

(3) Membership is not transferable to anyone else.

(4) The trustees must keep a register of names and addresses of the members and must ensure that personal data is handled in accordance with the requirements of relevant data protection legislation.

11. Termination of membership

Membership is terminated if:

(1) the member dies or, if it is an organisation, ceases to exist;

(2) the member resigns by written notice to the Association unless, after the resignation, there would be less than two members;

(3) any sum due from the member to the Association is not paid in full within six months of it falling due;

(4) the member is removed from membership by a resolution of the trustees that it is in the best interests of the Association that his or her membership is terminated. A resolution to remove a member from membership may only be passed if:

(a) 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 is to be proposed;

(b) the member or, at the option of the member, the member's representative (who need not be a member of the Association) has been allowed to make representations to the meeting.

12. General meetings

(1) The Association must hold a general meeting within twelve months of the date of the adoption of this constitution.

(2) An annual general meeting must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings.

(3) All general meetings other than annual general meetings must be called special general meetings.

(4) The trustees may call a special general meeting at any time.

(5) The trustees must call a special general meeting if requested to do so in writing by at least ten members or one tenth of the membership, whichever is the greater. The request must state the nature of the business that is to be discussed. If the trustees fail to hold the meeting within twenty-eight days of the request, the members may proceed to call a special general meeting but in doing so they must comply with the provisions of this constitution.

(6) The agenda of Annual General Meeting shall include:

- (a) the election of members to serve on the Committee;
- (b) the consideration of an Annual Report of the work done in furtherance of the purposes;
- (c) the consideration of the annual accounts;
- (d) the appointment of an auditor or auditors OR an independent person to examine the annual accounts;
- (e) the transaction of such other matters as may from time to time be considered necessary.

13. Notice

(1) The minimum period of notice required to hold any general meeting of the Association is fourteen clear days from the date on which the notice is deemed to have been given.

(2) A general meeting may be called by shorter notice, if it is so agreed by all the members entitled to attend and vote.

(3) The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so.

(4) The notice must be given to all the members and to the trustees.

14. Quorum

(1) No business shall be transacted at any general meeting unless a quorum is present.

(2) A quorum is:

(a) Ten members entitled to vote upon the business to be conducted at the meeting; or

(b) one tenth of the total membership at the time, whichever is the greater.

(3) If:

(a) a quorum is not present within half an hour from the time appointed for the meeting; or

(b) during a meeting a quorum ceases to be present,

the meeting must be adjourned to such time and place as the trustees determine.

(4) The trustees must re-convene the meeting and must give at least seven clear days' notice of the re-convened meeting stating the date, time and place of the meeting.

(5) If no quorum is present at the re-convened meeting within fifteen minutes of the time specified for the start of the meeting the members present at that time shall constitute the quorum for that meeting.

15. Chairperson

(1) General meetings must be chaired by the person who has been elected as Chair.

(2) If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a trustee nominated by the trustees must chair the meeting.

(3) If there is only one trustee present and willing to act, he or she must chair the meeting.

(4) If no trustee is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present and entitled to vote must choose one of their numbers to chair the meeting.

16. Adjournments

(1) The members present at a general meeting may resolve that the meeting must be adjourned.

(2) The person who is chairing the meeting must decide the date, time and place at which meeting is to be re-convened unless those details are specified in the resolution.

(3) No business shall be conducted at an adjourned meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.

(4) If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice must be given of the re-convened meeting stating the date time and place of the meeting.

17. Votes at General meetings

(1) Each member has one vote but if there is an equality of votes the person who is chairing the meeting has a casting vote in addition to any other vote he or she may have.

(2) A resolution in writing signed by simple majority of members who would have been entitled to vote upon it had it been proposed at a general meeting is effective. It may comprise several copies each signed by one or more members.

18. Officers and trustees

(1) The Association and its property must be managed and administered by a committee comprising the officers and other members elected in accordance with this constitution. The officers and other members of the committee are the trustees of the Association and in this constitution are together called 'the trustees'.

(2) The Association must have the following officers:

A Chairperson

A Secretary

A Treasurer.

(3) A trustee must be a full member of the Association.

(4) No one may be appointed a trustee if he or she would be disqualified from acting under the provisions of clause 21.

(5) The number of trustees must not be less than three but (unless otherwise determined by a resolution of the Association in general meeting) will not exceed seven.

(6) The first trustees must be those persons elected as trustees at the meeting at which this constitution is adopted.

(7) The Chairperson, Secretary and Treasurer, who shall be the honorary officers of the Association shall be elected by and from the members of the Committee at their first meeting following the Annual General Meeting.

(8) A trustee may not appoint anyone to act on his or her behalf at meetings of the trustees.

19. Appointment of trustees

(1) The Association in general meeting must elect the trustees.

(2) The trustees may appoint any person who is a full member and is willing to act as a trustee.

(3) Each of the trustees must retire with effect from the conclusion of the annual general meeting next after his or her appointment but are eligible for re-election at that annual general meeting.

(4) No-one may be elected a trustee at any annual general meeting unless prior to the meeting the Association is given a notice that:

(a) is signed by a member entitled to vote at the meeting;

(b) states the member's intention to propose the appointment of a person as a trustee or as an officer;

(c) is signed by the person who is to be proposed to show his or her willingness to be appointed.

(5) The appointment of a trustee, whether by the Association in general meeting or by the other trustees, must not cause the number of trustees to exceed any number fixed in accordance with this constitution as the maximum number of trustees.

20. Disqualification and removal of trustees

A trustee must cease to hold office if he or she:

(1) is disqualified from acting as a trustee by virtue of section 86 of the Charities Act (Northern Ireland) 2008 (or any statutory re-enactment or modification of that provision);

(2) ceases to be a member of the Association;

(3) in the written opinion, given to the trustees, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as an Association trustee and may remain so for more than three months;

(4) resigns as a trustee by notice to the Association (but only if at least two trustees will remain in office when the notice of resignation is to take effect);
or

(5) is absent without the permission of the trustees from all their meetings held within a period of six consecutive months and the trustees resolve that his or her office be vacated.

21. Proceedings of trustees

(1) The trustees may regulate their proceedings as they think fit, subject to the provisions of this constitution.

(2) Any trustee may call a meeting of the trustees.

(3) The secretary must call a meeting of the trustees if requested to do so by a trustee.

(4) Questions arising at a meeting must be decided by a majority of votes.

(5) In the case of an equality of votes, the person who chairs the meeting has a second or casting vote.

(6) No decision may be made by a meeting of the trustees unless a quorum is present at the time the decision is purported to be made.

(7) The quorum must be two or the number nearest to one-third of the total number of trustees, whichever is the greater or such larger number as may be decided from time to time by the trustees.

(8) A trustee must not be counted in the quorum present when any decision is made about a matter upon which that trustee is not entitled to vote.

(9) If the number of 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.

(10) The person elected as the Chair must chair meetings of the trustees.

(11) If the Chair is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the trustees present may appoint one of their numbers to chair that meeting.

(12) The person appointed to chair meetings of the trustees must have no functions or powers except those conferred by this constitution or delegated to him or her in writing by the trustees.

22. Written Resolutions

(1) A resolution in writing signed by all the trustees on the matter will be as valid and effectual as if it had been passed at a meeting of the trustees duly convened and held and may consist of several documents in like form

each signed by one or more trustees. The date of a written resolution will be the date on which the last trustee entitled to vote signs.

(2) A resolution which is approved by email in accordance with this clause will be as valid and effectual as if it had been passed at a trustee meeting duly convened and held, provided the following conditions are complied with:

(a) such a resolution must be approved by email by all the trustees entitled to vote on the matter;

(b) approval must be received by the person nominated in advance by the trustees for that purpose (the "Recipient"); and

(c) approval from a trustee must be sent from an email address previously notified in writing (not using electronic means) by that trustee to the Association as intended for use by that trustee for the purpose.

(3) Following receipt of all responses on any resolution, the Recipient shall circulate a further email to all of the trustees confirming whether the resolution has been formally approved by the trustees in accordance with this clause.

(4) The date of a resolution shall be the date of the email from the Recipient confirming formal approval.

(5) A meeting of the trustees may be held either in person or by suitable alternative means agreed between the trustees in which all participants may communicate simultaneously with all other participants.

23. Conflicts of interests and conflicts of loyalties

An Association trustee must:

(1) declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Association or in any transaction or arrangement entered into by the Association which has not been previously declared; and

(2) absent himself or herself from any discussions of the Association trustees in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Association and any personal interest (including but not limited to any personal financial interest).

Any Association trustee absenting himself or herself from any discussions in accordance with this clause must not vote or be counted as part of the quorum in any decision of the Association trustees on the matter.

24. Saving provisions

(1) Subject to sub-clause (2) of this clause, all decisions of the Association trustees, or of a committee of the Association trustees, are valid notwithstanding the participation in any vote of an Association trustee:

- (a) who is disqualified from holding office;
- (b) who had previously retired or who had been obliged by this constitution to vacate office;
- (c) who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise;

if, without the vote of that Association trustee and that Association trustee being counted in the quorum, the decision has been made by a majority of the Association trustees at a quorate meeting.

(2) Sub-clause (1) of this clause does not permit an Association trustee to keep any benefit that may be conferred upon him or her by a resolution of the Association trustees or of a committee of Association trustees if, but for sub-clause (1), the resolution would have been void, or if the Association trustee has not complied with clause 22 (Conflicts of interests and conflicts of loyalties).

25. Delegation

(1) The trustees may delegate any of their powers or functions to a committee of two or more trustees but the terms of any such delegation must be recorded in the minute book.

(2) The trustees may impose conditions when delegating, including the conditions that:

- (a) the relevant powers are to be exercised exclusively by the committee to whom they delegate;
- (b) no expenditure may be incurred on behalf of the Association except in accordance with a budget previously agreed with the trustees.

(3) The trustees may revoke or alter a delegation.

(4) All acts and proceedings of any committees must be fully and promptly reported to the trustees.

26. Irregularities in proceedings

(1) Subject to sub-clause (2) of this clause, all acts done by a meeting of trustees, or of a committee of trustees, are valid notwithstanding the participation in any vote of a trustee:

- (a) who was disqualified from holding office;
- (b) who had previously retired or who had been obliged by the constitution to vacate office;
- (c) who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise;

if, without:

- (d) the vote of that trustee; and
- (e) that trustee being counted in the quorum,

the decision has been made by a majority of the trustees at a quorate meeting.

(2) Sub-clause (1) of this clause does not permit a trustee to keep any benefit that may be conferred upon him or her by a resolution of the trustees or of a committee of trustees if the resolution would otherwise have been void.

(3) No resolution or act of

- (a) the trustees
- (b) any committee of the trustees
- (c) the Association in general meeting

is invalidated by reason of the failure to give notice to any trustee or member or by reason of any procedural defect in the meeting unless it is shown that the failure or defect has materially prejudiced a member or the beneficiaries of the Association.

27. Minutes

The trustees must keep minutes of all:

- (1) appointments of officers and trustees made by the trustees;
- (2) proceedings at meetings of the Association;
- (3) meetings of the trustees and committees of trustees including:
 - (a) the names of the trustees present at the meeting;
 - (b) the decisions made at the meetings; and

(c) where appropriate the reasons for the decisions.

28. Accounts, Annual Report, Annual Return

(1) The trustees must comply with their obligations under Northern Ireland Association legislation with regard to:

- (a) the keeping of accounting records for the Association;
- (b) the preparation of annual statements of account for the Association;
- (c) the auditing or independent examination of the statements of account of the Association;
- (d) the transmission of the statements of account to the Commission;
- (e) the preparation of an Annual Report and its transmission to the Commission;
- (f) the preparation of an Annual Return and its transmission to the Commission.

(2) Accounts must be prepared in accordance with the provisions of any Statement of Recommended Practice issued by the Charities SORP issuing body, unless the trustees are required to prepare accounts in accordance with the provisions of such a Statement prepared by another body.

29. Registered particulars

The trustees must notify the Commission promptly of any changes to the Association's entry on the register of charities.

30. Property

(1) The trustees must ensure the title to:

- (a) all land held by or in trust for the Association; and
- (b) all investments held by or on behalf of the Association, is vested either in a corporation entitled to act as custodian trustee or in not less than three individuals appointed by them as nominees ('holding trustees') of the trustees.

(2) The terms of the appointment of any holding trustees must provide that they must act only in accordance with lawful directions of the trustees and that if they do so they will not be liable for the acts and defaults of the trustees or of the members of the Association.

(3) The trustees may remove the holding trustees at any time.

(4) Any trustee, being a corporation appointed to act as a custodian trustee, may act on its published terms and conditions in force from time to time, provided this must not authorise payment for any act done or services rendered by any director or other officer of such corporation in a personal capacity and provided further that such a corporation acting as a custodian trustee will not be permitted to charge in excess of the remuneration chargeable without the expressed written consent by not less than two thirds of the trustees present and voting at a trustee meeting.

(5) The trustees may appoint a nominee or custodian trustee under the provisions of section 16-23 of the Trustee Act (Northern Ireland) 2001.

(6) The trustees must act in accordance with the provisions of sections 16-23 of the Trustee Act (Northern Ireland) 2001 when appointing a nominee or custodian trustee.

31. Insurance and repairs

(1) The trustees must keep in repair and insure to their full value against fire and other usual risks all the buildings of the Association (except those buildings that are required to be kept in repair and insured by a tenant). They must also insure suitably in respect of public liability and employer's liability.

(2) The Association may purchase indemnity insurance for the Committee members against any liability that by virtue of any rule of law would otherwise attach to a Committee Member or other officer in respect of any negligence, default breach of duty or breach of trust of which he or she may be guilty in relation to the Association but excluding:

- (a) fines;
- (b) costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud, dishonesty or wilful or reckless misconduct of the Committee Members or other officer;
- (c) liabilities to the Association that result from conduct that the Committee Members or other officer knew or must be assumed to have known was not in the best interests of the Association or about which the person concerned did not care whether it was in the best interests of the Association or not.

32. Notices

(1) Any notice required by this constitution to be given to or by any person must be:

- (a) in writing; or

(b) given using electronic communications.

(2) The Association may give any notice to a member either:

(a) personally; or

(b) by sending it by post in a prepaid envelope addressed to the member at his or her address; or

(c) by leaving it at the address of the member; or

(d) by giving it using electronic communications to the member's address.

(3) A member who does not register an address with the Association or who registers only a postal address that is not within the United Kingdom is not entitled to receive any notice from the Association.

(4) A member present in person at any meeting of the Association is deemed to have received notice of the meeting and of the purposes for which it was called.

(5) A notice is deemed to be given 48 hours after the envelope containing it was posted or, in the case of an electronic communication, 48 hours after it was sent.

33. Rules

(1) The trustees may from time to time make rules or bye-laws for the conduct of their business.

(2) The bye-laws may regulate the following matters but are not restricted to them:

(a) the admission of members of the Association and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;

(b) the conduct of members of the Association in relation to one another, and to the Association's employees and volunteers;

(c) the setting aside of the whole or any part or parts of the Association's premises at any particular time or times or for any particular purpose or purposes;

(d) the procedure at general meeting and meetings of the trustees in so far as such procedure is not regulated by this constitution;

(e) the keeping and authenticating of records. (If regulations made under this clause permit records of the Association to be kept in electronic form and requires a trustee to sign the record, the regulations must specify a

method of recording the signature that enables it to be properly authenticated.)

(f) generally, all such matters as are commonly the subject matter of the rules of an unincorporated association.

(3) The Association in general meeting has the power to alter, add to or repeal the rules or bye-laws.

(4) The trustees must adopt such means as they think sufficient to bring the rules and bye-laws to the notice of members of the Association.

(5) The rules or bye-laws must be binding on all members of the Association. No rule or bye-law must be inconsistent with, or affect or repeal anything contained in, this constitution.

34. Disputes

If a dispute arises between members of the Association about the validity or propriety of anything done by the members under this constitution, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

35. Interpretation

In this constitution 'connected person' means:

- (1) a child, parent, grandchild, grandparent, brother or sister of the trustee;
- (2) the spouse or civil partner of the trustee or of any person falling within sub-clause (1) above;
- (3) a person carrying on business in partnership with the trustee or with any person falling within sub-clause (1) or (2) above;
- (4) an institution which is controlled –
 - (a) by the trustee or any connected person falling within sub-clause (1), (2), or (3) above; or
 - (b) by two or more persons falling within sub-clause (4)(a), when taken together
- (5) a body corporate in which –
 - (a) the Association trustee or any connected person falling within sub-clauses (1) to (3) has a substantial interest; or

(b) two or more persons falling within sub-clause (5) (a) who, when taken together, have a substantial interest.

(6) Schedule 5 of the Charities Act (Northern Ireland) 2008 applies for the purposes of interpreting the terms used in this clause.

The above constitution is unanimously approved by:

Noorul H. Rehman NOORUL AIN UR REHMAN

Anna Zubel ANNA ZUBEL

Anna Jarota ANNA JAROTA

Dubieczka Agata DWBIECZKA AGATA

Agnieszka Cichulska AGNIESZKA CICHULSKA

ELZBIETA DRYG - HANSKA BHP.

Dominka Kulesza - DOMINIKA KULESZA

Magda Zaniseuko Pacyna

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A. Bujakiewicz

Agnieszka Bujakiewicz