



**BROOKE HOUSE**  
HEALTH & WELLBEING CENTRE

**DATE: 23<sup>rd</sup> July 2020**

# **Brooke House Health and Wellbeing Centre**

## **MEMORANDUM & ARTICLES OF ASSOCIATION**

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**Company limited by guarantee**

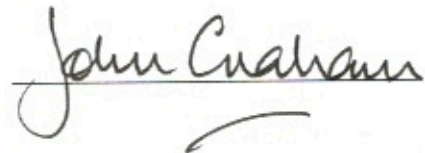
Memorandum of Association of Brooke House Health and Wellbeing Centre

Each subscriber to this Memorandum of Association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company.

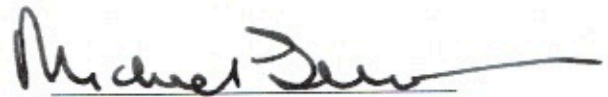
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subscriber

Authentication by  
each subscriber

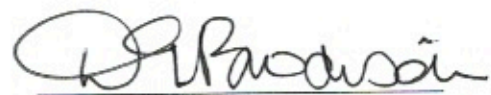
Mr John Graham



Mr Michael Skuce



Mrs Dorothy Brodison



Mr Stephen White



Dated:

23<sup>rd</sup> July 2020

## **Company limited by guarantee**

### **Articles of Association for a Charitable Company**

Articles of Association of **Brooke House Health and Wellbeing Centre**

1. The company's name is **Brooke House Health and Wellbeing Centre** (and in this document it is called the 'charity').

#### **Interpretation**

2. In the articles:

'**address**' means a postal address or, for the purposes of electronic communication, a fax number, an e-mail or postal address or a telephone number for receiving text messages in each case registered with the charity;

'**the articles**' means the charity's articles of association and 'article' refers to a particular Article;

'**the charity**' means the company intended to be regulated by the articles;

'**clear days**' in relation to the period of a notice means a 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;

'**the Commission**' means the Charity Commission for Northern Ireland;

'**Companies Acts**' means the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the charity;

'**Connected person**' in relation to article 7, sub-clause (2) of article 9 and sub-clause (2) of article 47 'connected person' means:

- (1) a child, parent, grandchild, grandparent, brother or sister of the director;
- (2) the spouse or civil partner of the director or of any person falling within sub-clause (1) above;

(3) a person carrying on business in partnership with the director or with any person falling within sub-clause (1) or (2) above;

(4) an institution which is controlled –

(a) by the director 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 director 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.

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

**'director'** means a director of the company, and includes any person occupying the position of director, by whatever name called. The directors are charity trustees as defined by section 180 of the Charities Act (Northern Ireland) 2008;

**'document'** includes, unless otherwise specified, any document sent or supplied in electronic form;

**'electronic form'** has the meaning given in section 1168 of the Companies Act 2006;

**'member'** has the meaning given in section 112 of the Companies Act 2006;

**'ordinary resolution'** has the meaning given in section 282 of the Companies Act 2006;

**'proxy notice'** has the meaning given in article 22;

