



Subject:	Belfast Waterfront & Ulster Hall Ltd – Articles of Association
Date:	21 st June 2016
Reporting Officers:	Colin Campbell-Divisional Solicitor
Contact Officers:	Colin Campbell-Divisional Solicitor

Is this report restricted?	Yes	<input type="checkbox"/>	No	<input checked="" type="checkbox"/>
Is the decision eligible for Call-in?	Yes	<input checked="" type="checkbox"/>	No	<input type="checkbox"/>

1.0	Purpose of Report or Summary of main Issues
1.1	This report is to amend the Company's Articles of Association.
2.0	Recommendations
	The Committee is asked to: – Recommend that the Company pass a Special Resolution to adopt amended Articles of Association.
3.0	Main report
3.1	All Limited Companies are required to have a Memorandum and articles of Association. These are the Company's main Constitutional documents, and regulate how the Company operates. The Company's Articles deal primarily with the appointment and removal of Directors, voting at Company meetings, and the powers etc of the Directors. When the Company was registered, in common with nearly all Companies, it adopted a model set of Articles. These are standard Articles that have not yet been tailored to the needs of the individual Company.
3.2	The Council's legal Services have amended the Articles to better reflect what is actually required by BWUH Ltd, and to ensure that they are consistent with the Shareholder's Agreement entered into between the Council and the Company, and with the Letters of Appointment that were sent to the Company's directors.

3.3	The new Articles are appended to this report, and the primary amendments that have been made are to insert a set term of Office for company Directors, and to make it easier, within the confines of Company Law, for the council to dismiss a Director.
3.4	The Committee is asked to recommend that the company adopt the new Articles.
4.0	<u>Financial & Resource Implications</u> None.
5.0	<u>Equality or Good Relations Implications</u> None.
6.0	Abbreviations
	BWUH - Belfast Waterfront & Ulster Hall Limited
7.0	Appendices – Documents Attached
	Appendix 1 - BWUH Ltd Articles of Association