

Resolution from the Annual General Meeting of

The London Mosque Fund (charity number 239403) and
The East London Mosque Trust Limited (company number 00468317)

on Saturday 21 July 2007

Agenda item number 3

The Chairman of The East London Mosque Trust Limited Dr Muhammad Abdul Bari explained the purpose of the constitutional amendments to all members present and confirmed that the amended Constitution incorporated the amendments and alterations agreed

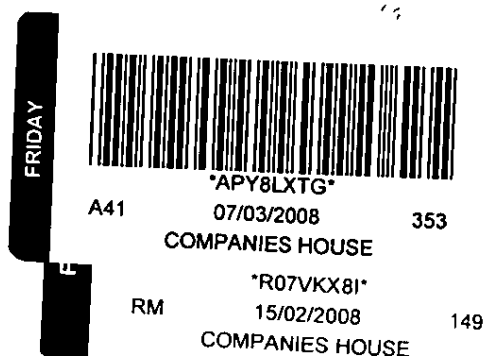
by the members on Saturday 23 June and the following resolution was put to the membership -

and duly approved by a majority of the members exceeding three quarters of those members present and entitled to vote at the meeting

(1) That The East London Mosque Trust Limited should adopt the revised Memorandum and Articles of Association circulated with the notice of Annual General Meeting dated 29th day of June 2007 together with any changes recommended or required by the Charity Commission once the proposed terms of the Memorandum and Articles of Association have been formally approved by the Charity Commission and a charity number has been issued to the Company

(2) The Directors of the Company should forthwith apply to register the company as a Charity

(2) Upon the confirmation of the approval of the Charity Commission and in so far as the members are able to authorise same all the Assets of the Charity The London Mosque Fund (Charity Number 239403) currently held by the Company as trustee are to be transferred to the Company absolutely



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(Revised) Memorandum and
Articles of Association
of
The East London Mosque
Trust Ltd

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**The Companies Acts 1985 and 1989
Company Limited by Guarantee and not having a Share Capital**

**Memorandum of Association of
The East London Mosque Trust Limited**

(Company Number 468317) ("the Charity")

Preamble

1. This revised constitution builds on the immense legacy of our forebears, recast for a new century with greater clarity, encompassing a wider role for our institution. It replaces the original trust deed of the London Mosque Fund and the Memorandum and Articles of The East London Mosque Trust Limited.

The London Mosque Fund, the precursor of the East London Mosque, was established in 1910 and registered as a Trust in 1926 with the objective of building and maintaining a mosque in London. In 1949 The East London Mosque Trust Limited was incorporated to act as the sole trustee of the London Mosque Fund.

Prominent individuals associated with the London Mosque Fund include His Highness Sir Sultan Mahomed Shah Aga Khan, Sir Muhammad Rafique, the Rt. Hon. Syed Amir Ali, the first Indian Privy Councillor, his two sons, Justice Torick Amir Ali (Chairman) and Justice Waris Amir Ali and Sir Hasan Suhrawardy (Hon. Sec.). Notable non-Muslims such as the Rt. Hon. Charles Wallace Baron Lamington (Chairman), the Rt. Hon. Arthur Oliver Baron Ampthill, Sir John Woodhead, and the famous historian Professor T. W. Arnold, supported and even served the London Mosque Fund.

Further contributors to the development and management of the East London Mosque included the famous translators of the Holy Qur'an, Abdullah Yusuf Ali and Marmaduke Pickthall, Mr. Imdad Ali Kazi, Bar at Law and Vice Chancellor of Sindh University Pakistan, H.E. Habib I. Rahimtoola, the High Commissioner for Pakistan in the UK, Suleman Mohammad Jetha, Syed Munawar Hussain, H.E. Hafiz Wahba, the Saudi Arabian Ambassador, H.E. Abdel Fattah Amr Pasha, the Egyptian Ambassador, and many others.

2. The Company's name is The East London Mosque Trust Limited (and in this document it is called "the Charity")
3. The Charity's registered office is to be situated at 82-92 Whitechapel Road, London E1 1JQ
4. It shall be implicit under the terms of this memorandum that any obligation or power granted to the Charity under the terms of this memorandum will be exercised in addition to the Laws of England and Wales but also in accordance with the principles and morals of the religion of Islam and in the event of any dispute as to the interpretations of such principles as determined by a committee of 3 Islamic scholars chosen by the Management Committee from the Muslim Community whose decision shall be final and without appeal.
5. "The trustees" means the directors of the Charity (and "trustee" has a corresponding meaning)
6. The Charity's objects ("the Objects) are,
 - a) To advance further the Islamic Faith by providing for the erection and maintenance in London of a fitting Mosque to be used by Muslims of London and from any other part of the world for worship according to the religion of Islam
 - b) To advance the education of the public in particular but not exclusively in the Muslim Community of London
 - c) To provide or assist in the provision of facilities in the interest of social welfare for recreation or other leisure time occupation for individuals primarily within (though not exclusively) the Muslim Community who have need of such facilities by reason of their youth, age, infirmity or disability and financial circumstances with the object of improving their condition of life
7. In furtherance of the Objects but not otherwise the Charity may exercise the following powers:
 - a. To act as trustees of the trusts relating to the London Mosque Fund (charity number 239403) as contained in a Deed of Declaration of Trust dated the 19th November 1926 ("the Trust") and executed by his Highness Sir Sultan

Mohamed Shah Aga Khan of Bombay The Right Honourable Charles Wallace Alexander Napier Cochrane Ballie Baron Lamington The Right Honourable Arthur Oliver Villiers Russell Baron Ampthill The Right Honourable Syed Ameer Ali and Sir Muhammad Rafique in accordance with the terms of the Trust instrument pending the approval of the Charity Commission to the transfer of the assets of the Trust to the Charity absolutely and to act as trustees of any other trusts relating to matters concerned with the Muslim faith which in the opinion of the trustees can be conveniently and properly undertaken by the Charity

- b power to raise funds and to invite and receive contributions provided that in raising funds the Management Committee shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of the law;
- c power to buy, take on lease or in exchange any property necessary for the achievement of the objects and to maintain and equip it for use,
- d power subject to any consents required by law and the guiding principles of Islam to sell, lease or dispose of all or any part of the property of the Charity,
- e power subject to any consents required by law to borrow money and to charge all or any part of the property of the Charity other than any place of worship with repayment of the money so borrowed,
- f power to employ such staff (who shall not be elected members of the Management Committee) 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 for staff and their dependants,
- g power to affiliate, provide financial and other support and co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the objects or of similar charitable purposes and to exchange information and advice with them,
- h power to establish or support any charitable trusts, trading companies, associations or institutions formed for all or any of the objects,
- i power to appoint and constitute such advisory committees as the Management Committee may think fit,

- j. power to do all such other lawful things as are necessary for the achievement of the objects.
- k. To collaborate with and support other communities, organisations and charitable initiatives which help to promote common good

The income and property of the Charity shall be applied solely towards the promotion of the Objects and no part shall be paid or transferred, directly or indirectly, by way of profit, to members of the Charity, and no trustee shall be appointed to any office of the Charity paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Charity; provided that nothing in this document shall prevent any payment in good faith by the Charity

- A of the usual professional charges for business done by any trustee who is a solicitor, accountant or other person engaged in a profession, or by any partner of his or hers, when instructed by the Charity to act in a professional capacity on its behalf Provided that at no time shall a majority of the trustees benefit under this provision and that a trustee shall withdraw from any meeting of the trustees at which his or her own instruction or remuneration, or that of his or her partner, is under discussion,
- B of reasonable and proper remuneration for any services rendered to the Charity by any member, officer or servant of the Charity who is not a trustee,
- C of fees, remuneration or other benefit in money or money's worth to any company of which a trustee may also be a member holding not more than 1/100th part of the issued capital of that company,
- D of reasonable and proper rent for premises demised or let by any member of the Company or a trustee,
- E to any trustee of reasonable out-of-pocket expenses

8 The liability of the members is limited

9 Every member of the Charity undertakes to contribute such amount as may be required (not exceeding £1 00) to the Charity's assets if it should be wound up while he or she is a member or within one year after he or she ceases to be a member, for payment of the Charity's debts and liabilities contracted before he or she ceases to be a member and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves

- 10 If the Charity is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any property it shall not be paid to or distributed among the members of the Charity, but shall be given or transferred to some other charity or charities having objects similar to the Objects which prohibits the distribution of its or their income and property to an extent at least as great as is imposed on the Charity by Clause 7 above, chosen by the members of the Charity at or before the time of dissolution and if that cannot be done then to some other charitable object.

The Companies Acts 1985 and 1989
Company Limited by Guarantee and not having a Share Capital

Articles of Association of
The East London Mosque Trust Limited

(Company Number 468317) ("the Charity")

Having been adopted by the members of the Charity to replace those adopted by the
members at the date of the Charity's incorporation the 11th of May 1949

Interpretation

1 In these articles

"AGM" means the annual general meeting of the members of the Charity,

"EGM" means extraordinary general meeting of the members of the Charity,

"the Charity" means the company intended to be regulated by these articles,

"the Act" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force,

"the articles" means these Articles of Association of the Charity,

"clear days" in relation to the period of a notice means the 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,

"executed" includes any mode of execution,

"the memorandum" means the memorandum of association of the Charity,

"office" means the registered office of the Charity,

"the seal" means the common seal of the Charity if it has one,

"secretary" means 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,

"the trustees" means the directors of the Charity (and "trustee" has a corresponding meaning) who shall be together known as the Management Committee,

"Appointed Management Committee Members" means management committee members selected by the 9 elected members at the beginning of the term,

"the United Kingdom" means Great Britain and Northern Ireland; and words importing the masculine gender only shall include the feminine gender,

It shall be implicit under the terms of this memorandum that any obligation or power granted to the Charity under the terms of this articles will be exercised in addition to the Laws of England and Wales but also in accordance with the principles and morals of the religion of Islam and in the event of any dispute as to the interpretations of such principles as determined by a committee of 3 Islamic scholars chosen by the Management Committee from the London Muslim Community whose decision shall be final and without appeal.

Subject as aforesaid, words or expressions contained in these Articles shall, unless the context requires otherwise, bear the same meaning as in the Act.

Members

- 2 Membership of the Charity shall be open to all members of the Charity at the date of these articles of Association were adopted by the Charity and such additional members approved by the Management Committee from time to time, ratified at the AGM by majority of the members, subject to the proviso that membership shall be limited to persons of the Muslim faith of good Islamic character, who are interested in and willing to contribute to or actively further the objects of the Charity
 - A The membership will be no less than 50 and shall not exceed 99
 - B Every member shall have one vote
 - C The Management Committee may by two third majority vote and for good reason suspend the membership of any individual provided that the individual concerned shall have the right to be heard by the Management Committee, accompanied by a friend Any decision to suspend a member by the Management Committee must be referred to the Membership at AGM or an EGM for a final decision as to whether the membership of the Charity of the suspended member should be terminated
 - D The following shall also be members of the Charity
 - H E the Ambassador of Saudi Arabia or a nominated representative
 - H E the Ambassador of Egypt or a nominated representative
 - H E the High Commissioner of Bangladesh or a nominated representative
 - H E the High Commissioner of Pakistan or a nominated representative
 - 3 representatives of the Jamiatul Muslimeen (official volunteers' forum of the East London Mosque Trust)

- and such other embassies, institutions or organisations nominated by the Management Committee and approved by a majority of the membership subject to the proviso that the total number of embassies other institutions or organisation shall not exceed 10% of the membership

General meetings

- 3 The Charity shall hold an AGM each year in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it, and not more than six months shall elapse between the dates of the expiry of the Charity's accounting year and the date of the Charity's AGM for that accounting year. The AGM shall be held at such times and places as the Management Committee shall appoint. All general meetings other than annual general meetings shall be called extraordinary general meetings
- 4 The Management Committee may call general meetings and, on the requisition of members pursuant to the provisions of the Act and in addition to those provisions if called by 20% of the Members, shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition.

Notice of general meetings

- 5 An AGM and an EGM called for the passing of a special 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,

A in the case of an annual general meeting, by all the members entitled to attend and vote, and

B in the case of any other meeting by a majority in number of members having a right to attend and vote, being a majority together holding not less than 95 per cent of the total voting rights at the meeting of all the members

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. The notice shall be given to all the members and to the trustees and auditors

- 6 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

Proceedings at general meetings

7. No business shall be transacted at any meeting unless a quorum is present. Twenty persons entitled to vote upon the business to be transacted, each being a member, or one third of the total number of such persons for the time being, whichever is the greater, shall constitute a quorum
8. If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting 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 time and place as the trustees may determine
9. The chairman, if any, of the trustees or in his absence some other trustee nominated by the trustees shall preside as chairman of the meeting, but if neither the chairman 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 chairman and, if there is only one trustee present and willing to act, he shall be chairman of the meeting
10. If no trustee is willing to act as chairman, 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 chairman
11. A trustee shall, notwithstanding that he is not a member, be entitled to attend and speak at any general meeting
12. The chairman 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 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 the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice
13. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of a result of, the show of hands a poll is duly demanded.

The election of the 9 elected trustees shall take place at the AGM and shall be carried out by secret ballot

Subject to the provisions of the Act, a poll may be demanded,

- A. by the chairman, or
 - B. by at least two management committee members having the right to vote at the meeting,
 - C. 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
14. Unless a poll is duly demanded a declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not

carried by a particular majority and an 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.

- 15 The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the chairman. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.
- 16 A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- 17 In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have.
- 18 A poll demanded on the election of a chairman or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time and place as the chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent continuance of a meeting for the transaction of any business other than the question on which the poll is 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.
- 19 No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

Vote of members

- 20 Subject to Article 17, every member shall have one vote.
- 21 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 chairman whose decision shall be final and conclusive.
- 22 A vote given or poll demanded by the duly authorised representative of a member organisation shall be valid 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 before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded (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.

- 23 Any organisation which is a member of the Charity may by resolution of its Council or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Charity, and the person so authorised shall be entitled to exercise the same powers on behalf of the organisation which he represents as the organisation could exercise if it were an individual member of the charity

Management Committee and Honorary Officers

24. At the AGM of the Charity the members shall elect from amongst themselves 9 persons, who shall hold office as the Management Committee ("the elected trustees) from the conclusion of that meeting and upon election the 9 elected trustees shall elect their Charman and those elected trustees may appoint up to a maximum of 6 further persons to be members of the Management Committee ("appointed trustees")
25. The Management Committee shall consist of not less than 9 members nor more than 15 members, 9 of which shall be elected Trustees and up to 6 appointed trustees, the officers shall be drawn from the elected trustees being
- Charman,
 - Secretary,
 - Treasurer
 - and any other positions as agreed by the Management Committee from time to time
- A. The Management Committee may in addition appoint co-opted members to fill any vacancy arising from the death resignation or termination of membership of any elected trustee but so that no-one may be appointed as a co-opted member if, the co-opted members of the Management Committee exceed one-third of the members of the Management Committee from time to time. Each appointment of a co-opted member shall be made at a special meeting of the Management Committee and shall take effect from the end of that meeting to the next AGM of the charity following his appointment.
- B All the members of the Management Committee shall retire from office together at the end of the next AGM after the date on which they came into office but they may be re-elected or re-appointed
- C Subject to the provisions of clause 34 the proceedings of the Management Committee shall not be invalidated by any vacancy among their number or by any failure to appoint or any defect in the appointment or qualification of a member
- D Nobody shall be appointed as a member of the Management Committee who is aged under eighteen or who would if appointed be disqualified under the provisions of the clause 29
- E No person shall be entitled to act as a member of the Management Committee whether on a first or on any subsequent entry into office until after

signing in the minute book of the Management Committee a declaration of acceptance and of willingness to act in the trusts of the Charity

F The elected management committee members of the Trust shall be the directors of any charitable companies established by the trust to further its objects

Powers of trustees/directors

- 26 Subject to the provisions of the Act, 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 the powers of the Charity. No alteration of the memorandum or the 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 article shall not be limited by any special power given to the trustees by the articles and a meeting of trustees at which a quorum is present may exercise all the powers exercisable by the trustees.
- 27 In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the articles the trustees shall have the following powers, namely
- A to expand the funds of the Charity in such manner as they shall consider most beneficial for the achievement of the objects and to invest in the name of the Charity such part of the funds as they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the objects of the Charity,
 - B to enter into contracts on behalf of the Charity
 - C to provide indemnity insurance to cover the liability of the trustees which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Charity. Provided that any such insurance shall not extend to any claim arising from any act or omission which the directors in reckless disregard to whether it was a breach of trust or breach of duty or not and provide d also that any such insurance shall not extend to the costs of any unsuccessful defence to a criminal prosecution brought against the Trustees in their capacity as trustees to the Charity

Appointment and retirement of trustees

- 28 No person may be appointed as a trustee,
- A if they are under the age of eighteen years, or

- B in circumstances such that, had he already been a trustee, he would have been disqualified from acting under the provisions of Article 29

Disqualification and removal of trustees

29. A trustee shall cease to hold office if he

- A. ceases to be a trustee by virtue of any provision in the Act or is disqualified from acting as a trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
- B becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs;
- C resigns his office by notice to the Charity (but only if it has at least two trustees will remain in office when the notice of resignation is to take effect); or
- D is absent without the permission of the Management Committee from 3 consecutive meetings and the Management Committee resolve that his office be vacated
- E Engages in any trade or activity that is deemed to conflict with Islamic principles or bring the Trust into disrepute;

Trustees' expenses

- 30 The trustees may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of trustees or committees of trustees or general meetings or otherwise in connection with the discharge of their duties, but shall otherwise be paid no remuneration.

Trustees' appointments

- 31 Subject to the provisions of the Act and to Clause 7 of the memorandum, the trustees may appoint one or more of their number to the unremunerated office of managing director or to any other unremunerated executive office under the Charity. Any such appointment may be made upon such terms as the trustees determine. Any appointment of a trustee to an executive office shall terminate if he ceases to be a trustee. A managing director and a trustee holding any other executive office shall not be subject to retirement by rotation.
- 32 Except to the extent permitted by Clause 7 of the memorandum, no trustee shall take or hold any interest in property belonging to the Charity or receive remuneration or be interested otherwise than as a trustee in any other contract to which the Charity is a party.

Proceedings of trustees

- 33 The Management Committee shall hold at least 4 ordinary meetings each year. A special meeting may be convened at any time by the chairman upon not less than two days' notice being given to the other members of the Management Committee.

of the matters to be discussed but if the matters include an appointment of a co-opted member then not less than twenty-one days' notice must be given

A The chairman will be obliged to call a meeting if half of the Management Committee members request a meeting of the Management Committee upon not less than seven days' notice being given to the other members of the management committee

- 34 There shall be a quorum when at least five trustees are present at a meeting
- 35 The trustees may act notwithstanding any vacancies in their number, but, 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
- 36 The elected trustees may appoint one of their numbers to be the Chairman of their meetings and may at any time remove him from that office (by a way of a simple resolution), the trustee so appointed shall preside at every meeting of trustees at which he is present. But if there is no trustee holding that office or if the trustee holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the trustees present may appoint one of their numbers to be chairman of the meeting
- 37 The trustees may appoint one or more sub-committees consisting of two or more trustees for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the trustees would be more conveniently undertaken or carried out by a sub-committee, provided that all acts and proceedings of any such subcommittees shall be fully and promptly reported to the trustees
- 38 All acts done by a meeting of trustees, or a committee of trustees, 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
- 39 A resolution in writing, signed by all the trustees entitled to receive notice of a meeting of trustees or of a committee of trustees, shall be as valid and effective 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. Such a resolution may consist of several documents in the same form, each signed by one or more of the trustees
- 40 Any bank account in which any part of the assets of the Charity is deposited shall be operated by the trustees and shall indicate the name of the Charity. All cheques and order for the payment of money from such account shall be signed by at least two trustees

Secretary

41. Subject to the provisions of the Act; the secretary shall be appointed by the trustees for such term, at such remuneration (if not a trustee) and upon such conditions as they may think fit, and any secretary so appointed may be removed by them

Minutes

- 42 The trustees shall keep minutes in books kept for the purpose
- A of all appointments of officers made by the trustees, and
 - B of all proceedings at meetings of the Charity and of the trustees and of committee of trustees including the names of the trustees present at each such meeting

The seal

- 43 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 secretary or by a second trustee

Accounts

- 44 Accounts shall be prepared in accordance with the provisions of Part VII of the Act.

Annual Report

- 45 The trustees shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Commissioners.

Annual Return

46. The trustees shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Commissioners

Notices

- 47 Any notice to be 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

- 48 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 his registered address or by leaving it at that address. A member whose registered address is not within the United Kingdom and who gives to the company an address within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the Charity.
- 49 A member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.
- 50 Proof that an envelope containing a notice was properly addressed, prepaid and posted 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.

Indemnity

- 51 Subject to the provisions of the Act 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 him in that capacity in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Charity.

Rules and Alterations to the Memorandum and Articles of Association

52

- 1) The trustees may from time to time make such rules or bye laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Charity and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they may be such rules or bye laws regulate
 - A the admission and classification of members of the Charity (including the admission of organisations to membership) and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members,
 - B the conduct of members of the Charity in relation to one another, and to the Charity's servants,
 - C the setting aside of the whole or any part or parts of the Charity's premises at any particular time or times or for any particular purpose or purposes,

- D the procedure at general meetings and meetings of the trustees and committees of the trustees in so far as such procedure is not regulated by the articles,
 - E generally, all such matters as are commonly the subject matter of company rules.
- 2) The Charity in general meeting shall have power to alter, add to or repeal the rules or bye laws and the trustees shall adopt such means as they think sufficient to bring to the notice of members of the Charity all such rules or bye laws, which shall be binding on all members of the Charity Provided that no rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the memorandum or the articles
- 3)
- A. Subject to the following provisions of this clause the Memorandum and Articles of Association may be altered by a resolution passed by not less than 75% of the members present and voting at a general meeting. The notice of the general meeting must include notice of the resolution, setting out the terms of the alteration proposed
 - B No amendment may be made to Clause 1 of the Memorandum (the name of Trust clause), Clause 5 of the Memorandum (the objects clause), Clause 7 of the Memorandum (Management Committee members not to be personally interested clause), Clause 10 of the Memorandum (the dissolution clause) or this clause without the prior consent in writing of the Commissioners
 - C The Management Committee should promptly send to the Commissioners a copy of any amendment made under this clause