MEMORANDUM & ARTICLES OF ASSOCIATION

OF

ISLAMIC CENTRE OF ENGLAND LIMITED

(as adopted by a Special Resolution passed on 1st February 2006)

Co. No. 3142456

No 3142456

THE COMPANIES ACTS 1985 AND 1989
COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION OF ISLAMIC CENTRE OF ENGLAND LIMITED

(as adopted by a Special Resolution passed on 1st February 2006)

1 The Company's name is Islamic Centre of England Limited (and in this document it is called "the Charity").

2 The Charity's registered office is to be situated in England and Wales.

3 The Charity's objects ("the Objects") are:-

(1) The advancement of the religion of Islam in accordance with the principles and tenets of the Shi'ah Ithna Ashari Muslim faith.

(2) The advancement of education amongst the Muslim community.

(3) The provision of facilities in the interest of social welfare for the recreation and leisure time occupation of Muslims who are in need by reason of their youth, age, infirmity, disablement, poverty or social or economic circumstances, in order to improve their conditions of life.

4 In furtherance of the Objects but not otherwise the Charity may exercise the following powers:

(I) to establish a Centre for Islamic services in the United Kingdom with branches in the United Kingdom and abroad

(2) to perform and organise religious ceremonies or gatherings on the occasion of births, marriages, death, divorce and similar occasions including conducting Islamic Civil Marriages and Divorces

(3) to enter into dialogue with other divine religions and to organise conferences and seminars to teach, lecture and disseminate the faith and moral values among Muslims and non-Muslims

(4) to establish and maintain or support schools for Muslim children, a University of Islamic thought or University courses concerned with Islamic thought

(5) to establish and support a library or libraries and reading room or rooms under the name Islamic Reference Library

(6) to cause to be written and printed or organise and promote the production or publication of books, periodicals, pamphlets or other documents and films, records, audio or video tapes and audio visual aids

(7) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts in the name of the Charity;

(8) to borrow or raise funds on such terms as may be thought fit and to invite and receive contributions: provided that in raising funds the Charity shall not (save in the attainment of the Objects) undertake any substantial permanent trading activities and shall conform to any relevant statutory regulations;

(9) to lend money, give credit to, and to guarantee with or without security the payment of money or performance of obligations by any third party, in furtherance of the Objects;

(10) to acquire, alter, improve and (subject to such consents as may be required by law) to charge or otherwise dispose of property;

(11) to invest the money of the Charity not immediately required for its purposes in or upon such investments, securities or property as may be thought fit subject as hereinafter provided;

(12) subject to Clause 5 below to employ such staff, who shall not be directors (hereinafter referred to as "the trustees") 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 dependants;

(13) to insure and arrange insurance cover for, and to indemnify (so far as permitted by law) its officers, employees and voluntary workers from and against all such risks incurred in the course of the performance of their duties as the Charity may think fit;

(14) to purchase and maintain and to pay reasonable and proper premiums in respect of any indemnity insurance to cover the liability of the trustees (or any of them) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of duty or breach of trust 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 such trustees (or any of them claiming indemnity) knew to be a breach of duty or a breach of trust or which was committed by such trustees (or any of them claiming indemnity) in reckless disregard of whether or not it was a breach of duty or breach of trust;

(15) to establish or support any charitable trusts, associations or institutions formed for all or any of the Objects;

(16) to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the Objects or similar charitable purposes and to exchange information and advice with them;

(17) to acquire or take over all or any part of the undertaking, assets and liabilities of or amalgamate with or to transfer all or any part of the undertaking assets and liabilities of the Charity to any other charitable institution, company or association having charitable objects similar in whole or in part to those of the Charity provided that any such charitable institution, company or association is prohibited from the payment of dividend, bonus or profit to its members at least to as great an extent as such payment is prohibited to members of the Charity;

(18) to pay out of the funds of the Charity the costs, charges and expenses of and incidental to the formation and registration of the Charity;

(19) to do all such other lawful things as are necessary for the achievement of the Objects;

5. 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 dividend, bonus or otherwise 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 except with the prior written consent of the Charity Commission: Provided that nothing in this document shall prevent any payment in good faith by the Charity:

(I) 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 at which his or her appointment or remuneration, or that of his or her partner, is under discussion;

(2) 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;

(3) of interest on money lent by any member of the Charity or trustee at a reasonable and proper rate per annum not exceeding 2 per cent less than the published base lending rate of a clearing bank to be selected by the trustees;

(4) 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 11100th part of the issued capital of that company;

(5) of reasonable and proper rent for premises demised or let by any member or trustee of the Company;

(6) to any member or trustee of reasonable out-of-pocket expenses.

(7) of reasonable and proper premiums in respect of any indemnity insurance to cover the liability of the trustees of the Charity.

6 The liability of the members is limited.

7 Every member of the Charity undertakes to contribute such amount as may be required (not exceeding £10) 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 contributoriesamong themselves.

8 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 5 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.

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THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY GUARANTEE AND NOT

HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF

ISLAMIC CENTRE OF ENGLAND LIMITED

(as adopted by a Special Resolution passed on 1st February 2006)

INTERPRETATION

1. In these articles:

"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 ifit 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);

"the United Kingdom" means Great Britain and Northern Ireland;

Words importing the masculine gender only shall include the feminine gender.

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 (I) The subscribers to the memorandum and such other persons or organisations as are admitted to membership in accordance with the rules made under Article 56 shall be members of the Charity. No person shall be admitted a member of the Charity unless his application for membership is approved by the trustees.

(2) Unless the trustees or the Charity in general meeting shall make other provision under Article 56, the trustees may in their absolute discretion permit any member of the Charity to retire, provided that after such retirement the number of members is not less than two.

GENERAL MEETINGS

3 The Charity shall hold an annual general meeting 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 fifteen months shall elapse between the date of one annual general meeting of the Charity and that of the next: Provided that so long as the Charity holds its first annual general meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such times and places as the trustees shall appoint. All general meetings other than annual general meetings shall be called extraordinary general meetings.

4 The trustees may call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition. If there are not within the United Kingdom sufficient trustees to call a general meeting, any trustee or any member of the Charity may call a general meeting.

NOTICE OF GENERAL MEETINGS

5 An annual general meeting and an extraordinary general meeting 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:

(I) in the case of an annual general meeting, by all the members entitled to attend and vote; and

(2) 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 percent 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. Three persons entitled to vote upon the business to be transacted, each being a member or a duly authorised representative of a member organisation, or one tenth 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.

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 number 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 the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:

(1) by the chairman, or

(2) by at least two members having the right to vote at the meeting; or

(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.

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.

VOTES OF MEMBERS

20 Subject to Article 17, every member shall have one vote.

21 No member shall be entitled to vote at any general meeting unless all moneys then payable by him to the Charity have been paid.

22 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.

23 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 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.

24 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.

TRUSTEES

25 The number of trustees shall be not less than three but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum.

26 The first trustees shall be those persons named in the statement delivered pursuant to section I 0(2) of the Act, who shall be deemed to have been appointed under the articles. Future trustees shall be appointed as provided subsequently in the articles.

POWERS OF TRUSTEES

27 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 meeting of trustees at which a quorum is present may exercise all the powers exercisable by the trustees.

28 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:

(I) to expend 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;

(2) to appoint as the investment manager for the Charity a person who they are satisfied after inquiry is a proper and competent person to act in that capacity and who is either:

(i) an individual of repute with at least fifteen years' experience of investment management who is an authorised person within the meaning of the Financial Services Act I986 or

(ii) a company or firm of repute which is an authorised or exempted person within the meaning of that Act otherwise than by virtue of s45(1)0) of that Act;

(3) to delegate to an investment manager so appointed power at his discretion to buy and sell investments for the Charity on behalf of the trustees in accordance with the investment policy laid down by the trustees and on terms consistent with these Articles and provided that they shall:

(i) inform the investment manager in writing of the extent of the Charity's investment powers

(ii) lay down a detailed investment policy for the Charity and immediately inform the investment manager in writing of it and of any changes to it;

(iii) ensure that the terms of the delegated authority are clearly set out in writing and notified to the investment manager;

(iv) ensure that they are kept informed and review on a regular basis the performance of their investment portfolio managed by the investment manager and on the exercise by him of his delegated authority;

(v) take all reasonable steps to ensure that the investment manger complies with the terms of the delegated authority; and

(vi) review the appointment at such intervals not exceeding 24 months as they think fit.

Provided that the trustees shall only delegate under these Articles on terms that:

(i) the investment manager shall comply with the terms of his delegated authority;

(ii) the investment manager shall not do anything which the trustees do not have the power to do;

(iii) the trustees may with reasonable notice revoke the delegation or vary any of its terms in a way which is consistent with the terms of these Articles; and

(iv) the trustees shall give directions to the investment manager as to the manner in which he is to report to them all sales and purchases of investments made on their behalf.

(4) to make such arrangements as they think fit for any investments of the Charity or income from those investments to be held by a corporate body as the trustees' nominee and to pay reasonable and proper remuneration to any corporate body acting as the trustees' nominee in pursuance of this Article.

(5) to enter into contracts on behalf of the Charity.

APPOINTMENT OF TRUSTEES

29 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. At all times at least one of the trustees shall be a well reputed Religious Scholar recognized by any popular spiritual authority (Marja) of the time..

30 No person may be appointed as a trustee:

(1) unless he has attained the age of 18 years; or

(2) in circumstances such that, had he already been a trustee, he would have been disqualified from acting under the provisions of Article 31.

DISQUALIFICATION AND REMOVAL OF TRUSTEES

31 A trustee shall cease to hold office ifhe:-

(I) ceases to be a trustee by virtue of any provision of 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);

(2) ceases to be Muslim;

(3) becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs;

(4) resigns his office by notice to the Charity (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 months and the trustees resolve that his office be vacated.

TRUSTEES'EXPENSES

32 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 and the attainment of the Objects, but shall otherwise be paid no remuneration.

TRUSTEES' INSURANCE

33 The trustees shall have the power to purchase and maintain any indemnity insurance to cover the liability of the trustees (or any of them) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of duty or breach of trust 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 such trustees (or any of them claiming indemnity) knew to be a breach of duty or breach of trust or which was committed by such trustee (or any of them claiming indemnity) in reckless disregard of whether or not it was a breach of duty or breach of trust.

TRUSTEES' INTERESTS

34 A trustee shall not vote at a meeting of the trustees or any sub-committee on any resolution concerning a matter in which he has directly or indirectly an interest or duty unless his interest or duty arises only because:-

(I) the resolution relates to the payment of reasonable travelling, hotel and other expenses incurred by the trustees in connection with the discharge of their duties or the attainment of Objects; or

(2) the resolution relates to the purchase or maintenance of any indemnity insurance to cover the liability of the trustee (or any of them).

TRUSTEES' APPOINTMENTS

35 Subject to the provisions of the Act and to Clause 5 of the memorandum, the trustees may appoint one or more of their number to any 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.

36 Except to the extent permitted by Clause 5 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

37 Subject to the provisions of the articles, the trustees may regulate their proceedings as they think fit. A trustee may, and the secretary at the request of a 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 chairman shall have a second or casting vote.

38 The quorum for the transaction of the business of the trustees may be fixed by the trustees but shall not be less than one third of their number or two trustees, whichever is the greater.

39 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.

40 The trustees may appoint one of their number to be the chairman of their meetings and may at any time remove him from that office. Unless he is unwilling to do so, 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 number to be chairman of the meeting.

41 The trustees may appoint one or more sub-committees including one 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.

42 All acts done by a meeting of trustees, or of 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.

43 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.

44 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 orders for the payment of money from such account shall be signed by at least two trustees.

SECRETARY

45 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

46 The trustees shall keep minutes in books kept for the purpose:-

(1) of all appointments of officers made by the trustees; and

(2) of all proceedings at meetings of the Charity and of the trustees and of committees of trustees including the names of the trustees present at each such meeting.

THESEAL

47 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

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

ANNUAL REPORT

49 The trustees shall comply with their obligations under the Charities Act 1993 (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

50 The trustees shall comply with their obligations under the Charities Act 1993 (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

51 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.

52 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.

53 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.

54 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

55 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 judgment 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

56 (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 by such rules or bye laws regulate:-

(i) 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.

(ii) conduct of members of the Charity in relation to one another, and to the Charity's servants;

(iii) 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;

(iv) 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;

(v) 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.