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THE COMPANIES ACT 1985 and 1989  
COMPANY LIMITED BY GUARANTEE AND NOT BY SHARING  
A SHARE CAPITAL

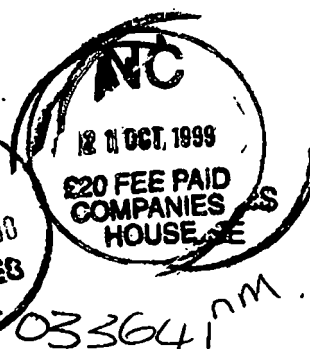
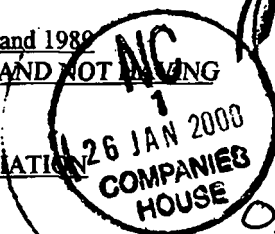
MEMORANDUM OF ASSOCIATION

-of-

JMA  
COMPANIES HOUSE

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26/01/00

PESHKAR PRODUCTIONS LIMITED



1. The name of the Company (hereinafter called "the Charity") is Peshkar Productions Limited.
2. The Charity's registered office is to be situated in England and Wales.
3. The objects for which the charity is established are:-  
To advance education for the public benefit through the promotion of the arts with particular but not exclusive reference to the dramatic arts.
4. In furtherance of the Objects but not otherwise the Charity may exercise the following powers:
  - a. to present, promote, organise, provide, manage and produce films, broadcasts, concerts, musical pieces, exhibitions, tutorials, seminars, courses and workshops, and other entertainments whether on any premises of the Charity or other venues.
  - b. to procure to be written, printed published and issued gratuitously or otherwise such papers, books, pamphlets or other documents as shall further the above Objects;
  - c. to open and maintain a bank account or bank accounts in the name of the Charity;
  - d. to employ staff and/or agents, and to make provision for the proper remuneration of any such persons including the power to make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their widows widowers and other dependants;
  - e. subject to such consents as may be required by law to purchase, take on, lease or in exchange, hire or otherwise acquire any real or personal property and rights or privileges which the Charity may think necessary for the promotion of its Objects, and to construct, maintain and alter any buildings or erections necessary for the work of the Charity;
  - f. subject to such consents as may be required by law to sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Charity as may be thought necessary for the promotion of its objects;
  - g. to undertake and execute any charitable trusts which may lawfully be undertaken by the charity and may be necessary for its Objects.
    - (i) to engage and employ artistes', entertainers, performers
    - (ii) to adopt such means of publicising the activities, exhibitions and other entertainments as may seem appropriate and to advertise in the press
    - (iii) to subscribe to any local or other charities and to grant donations for any public purpose



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- (iv) to amalgamate with any companies, institutions, societies or associations having objects wholly or in part similar to those of the Charity.
- h. subject to such consents as may be required by law to borrow or raise money for the purposes of the Charity on such terms and on such security as may be thought fit PROVIDED ALWAYS that the Charity shall undertake no permanent trading activities in raising funds to achieve its charitable Objects.
- i. to invest the monies of the Charity not immediately required for its purposes in or upon such investments, securities or property as may be fit, subject, nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.
- j. to establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Charity or calculated to further its Objects;
- k. to establish, operate and maintain or to co-operate with others in establishing, operating and maintaining at such places as may be deemed appropriate by the Charity dining and refreshment rooms, stalls and facilities for the supply thereof of food, drink and refreshments in furtherance of the Objects PROVIDED THAT such food, drink or refreshments shall only be available to persons participating in the activities of the Charity;
- l. to do all such other lawful things as are incidental or conducive to the attainment of the Objects;

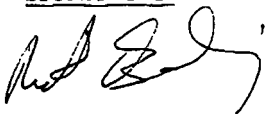

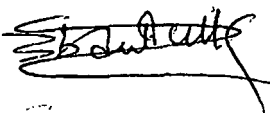
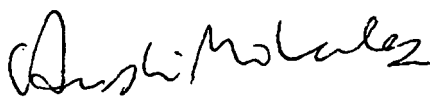
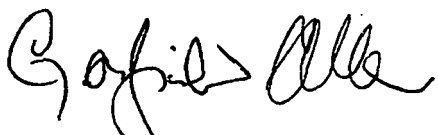
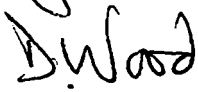
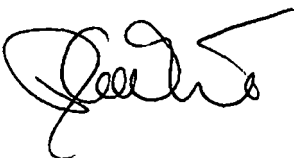
**PROVIDED THAT**

- (1) In case the Charity shall take or hold any property which may be subject to any trusts, the Charity shall only deal with or invest the same in such a manner as allowed by law, having regard to such trusts.
- (2) The Objects of the Charity shall not extend to the regulation of relations between employers and workers or organisations of employers and organisations of workers.
- (3) In case the Charity shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Charity shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Management Committee of the Charity shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Management Committee have been if no incorporation had been effected, and the incorporation of the Charity shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such Management Committee, but they shall as regards to any such property be subject jointly and separately to such control or authority as if the Charity were not incorporated.

5. The income and property of the Charity, whencesover derived, shall be applied solely towards the promotion of the Objects of the Charity as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the Charity and no member of the Management Committee or Governing Body 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 herein shall prevent the payment, in good faith by the Charity:
- (1) of the usual professional charges for business done by any member of the Management Committee who is a solicitor, accountant, or other person engaged in a profession or by any partner of his, when instructed by the Charity to act in a professional capacity on its behalf: PROVIDED THAT at no time shall a majority of the members of the Management Committee benefit under this provision and such a member 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 honoraria to any member, officer or servant of the Charity for any services rendered to the Charity (not being a member of the Management Committee), provided nevertheless that a member of the Management Committee shall be entitled to be reimbursed for any reasonable out-of-pocket expenses incurred in carrying out any business of the Charity;
  - (3) of interest on money lent by any member of the Company or of its Management Committee at a rate of a clearing bank to be selected by the Management Committee or 3%, whichever is the greater;
  - (4) or reasonable and proper rent for premises demised or lent by any member of the Charity or of its Management Committee;
  - (5) of fees remuneration or other benefit in money or money's worth to the company of which a member of its Management Committee may be a member holding no more than one hundredth part of the capital of such company;
6. No additions, alterations, or amendments shall be made to or in the provisions of the Memorandum or articles of Association for the time being in force, unless the same shall have been previously submitted to and approved by the Charity Commissioners for England and Wales.
7. The liability of the members is limited.
8. Every member of the Charity undertakes to contribute to the assets of the Charity, in the event of the same being 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 debts and liabilities of the Charity 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, such amount as may be required not exceeding one pound.

9. Should the Company or Charity be wound up or dissolved, each of the named members will contribute the sum of one pound (£1) towards the dissolution of the Company.
10. If upon the winding up or dissolution of the Charity there remains after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Charity but shall be given or transferred to some other charitable institution or institutions having charitable Objects similar to the objects of the Charity and shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Charity at or before the time of dissolution, and if and so far as affect cannot be given to such provision, the, to some other charitable object subject to the prior approval of the Charity Commissioners for England and Wales.

LIST OF GUARANTORS

<u>NAME</u>	<u>ADDRESS</u>	<u>SIGNATURE</u>
Richard Bealing	725 Huddersfield Rd. Oldham OL4 3PY	
Muzahid Khan	138 Main Road Oldham OL9 6PY	
Abdul Malik Khan	13 Highfield Street Oldham OL9 6DT	
Shashi Mohandas	57A Harewood St. Oldham OL9 7RE	
GARFIELD ALLEN	24 STRATTON ROAD MANCHESTER M16 0BB	
Dorothy Wood	Pitts Cottage South Pudsey Road Tadnorden	
MAGGIE CWAENE	207 RUSHCUMING Gdns. 176 WILMSLOW RD. MANCHESTER M14 5LS	

WITNESSED BY



DATE: 11/10/99

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

ARTICLES OF ASSOCIATION OF  
PESHKAR PRODUCTIONS LIMITED

Interpretation

1. In these articles:

"the Charity" means the above named company;

"the Act" means the Companies Act 1985 and 1989 including any statutory modification of 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 notice means that period excluding the day when the notice is given or deemed to be given and the day 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 Management Committee" means the Council of Management for the time being of the Charity;

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

"month" means a calendar month;

"in Writing" means written, printed or lithographed or partly one and partly another, or other modes of representing or reproducing words in a visible form;

And words importing the singular number only shall include the plural number, and vice versa.

Words importing the masculine gender only shall include the feminine gender; and

words importing persons shall include corporations;

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. The number of members with which the Charity proposes to be registered is 7 by the Management Committee may from time to time register an increase of members.
3. The Management Committee shall have the right for good and sufficient reason to terminate the membership of any member PROVIDED ALWAYS that the member concerned shall have a right to be heard before a final decision is made.
4. The provisions of section 352 of the Act shall be observed by the Charity, and every member of the Charity shall either sign a written consent to become a member or sign the register of members on becoming a member.
5. The Charity is established for the puposes expressed in the Memorandum of Association.
6. The subscribers to the Memorandum of Association, and such other persons as the Charity shall admit to membership in accordance with the articles of the Charity as the Management Committee shall make from time to time shall be members of the Charity.

### **General Meetings**

7. The Charity shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Charity and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting, and that so long as the Charity holds its first Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year. All general meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
8. The Management Committee 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 Management Committee members to call a General Meeting, any Committee Member of the Charity may call a General Meeting.

### **Notice of General Meetings**

9. An Annual General Meeting and an Extraordinary General Meeting called for the passing of a special resolution appointing a person as member of the Management Committee 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:
  - (1) 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 the 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 Management Committee and auditors.

10. 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**

11. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Management Committee and of the Auditors, the election of members of the Management Committee in the place of those retiring, and the appointment of, and the fixing of the remuneration of, the auditors.
12. No business shall be transacted at any Meeting unless a quorum is present when the meeting proceeds to business. Save and herein otherwise provided 1/3 or 3 (whichever is the greatest number) of the members shall be a quorum.
14. If within half an hour from the time appointed for the holding of a Meeting a quorum is not present or if during a meeting such a quorum ceases to be present, the meeting if convened on the requisition of members shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place and the Management Committee may determine, and if such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum.
15. The Chairperson (if any) of the Management Committee shall preside as Chairperson at every General Meeting, but if there be no such chairperson at every General Meeting, or if at any meeting he or she shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the members present shall choose some other member of the Management Committee, or if no such member be present, or if all the members of the Management Committee present decline to take the chair, they shall choose one of their number who shall be present to preside.
16. The Chairperson may, with the consent of the 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 thirty days or more, at least fourteen 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 notice.



17. A resolution put to the vote of the Meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chairperson or by at least two members having the right to vote at the meeting or a member or members representing not less than one-tenth of the total voting rights of all members having the right to vote at the meeting, and unless a poll be so demanded a declaration by the Chairperson of the meeting that a resolution has been carried unanimously or carried by a particular majority, and an entry to that effect in the minute book of the charity shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The Demand for a poll may be withdrawn but only with the consent of the Chairperson and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.
18. Subject to the provisions of Article 19, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairperson of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
19. No poll shall be deemed on the election of a chairperson of a meeting, or on any question of adjournment.
20. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairperson of the meeting shall be entitled to a second or casting vote.
21. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which poll has been demanded..

#### **Votes of Members**

22. Subject as hereinafter provided, on a show of hands every member present in person, every member shall have one vote. On a pole every member present in person or by proxy shall have one vote.
23. No member shall be entitled to vote at any general meeting unless all monies then payable by him or her to the Charity have been paid.

#### **Management Committee**

24. The members of the Management Committee shall never be less than 3, and until otherwise determined by a General Meeting shall not be more than 8.
25. The first members of the Management Committee shall be the subscribers to the Memorandum of Association.

#### **Honorary Officers**

26. The Management Committee may from time to time and at any other time appoint any member of the Charity as a member of the Management Committee, either to fill a casual vacancy or by way of addition to the Management Committee provided that the prescribed maximum be not thereby exceeded. Any member so appointed shall retain his or her office only until the next Annual General Meeting, but he or she shall then be eligible to re-election.
27. No person who is not a member of the Charity shall in any circumstances be eligible to hold office as a member of the Management Committee.

### **Powers of the Management Committee**

28. 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 Management Committee 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 Management Committee 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 Management Committee by the articles and a meeting of the Management Committee at which a quorum is present may exercise all powers exercisable by the Management Committee.
29. In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the articles of the Charity, the Management Committee shall have the following powers, namely:
- (1) to expand the funds of the Charity in such a 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 sale in the furtherance of the objects of the Charity;
  - (2) to enter into contracts on behalf of the Charity.
  - (3) have control over all the affairs and property of the Charity and prescribe, alter or cancel rules etc.
  - (4) shall engage all such officers and employees as it may consider necessary and shall regulate their duties and fix their salaries.
  - (5) may appoint one of their number to exercise, subject to its directions a general control over the work of the Charity remunerated at such rate as the Charity may from time to time determine.
30. The members for the time being of the Management Committee may act notwithstanding any vacancy in their body; provided always that in case the members of the Management Committee shall at any time be reduced in number to less than the minimum number prescribed in Article 24, it shall be lawful for them to act as the Management Committee for the purpose of admitting persons to membership of the Association, filling up vacancies in their body or of summoning a General Meeting, but not for any other purpose.

### **Secretary**

31. The Secretary shall be appointed by the Management Committee for such time, at such remuneration and upon such conditions as they think fit, and any Secretary so appointed may be removed by them. The provisions of section 283 of the act shall apply and be observed. The Management Committee may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary, and any person so appointed may act in place of the Secretary if there be no secretary or no Secretary capable of acting PROVIDED ALWAYS that no member of the Management committee shall occupy the salaried position of Secretary.

### **The Seal**

32. The seal of the charity shall not be affixed to any instrument except by the authority of a resolution of the Management Committee and in the presence of at least one member of the Management Committee and of the Secretary, and the said member and Secretary shall sign every instrument to which the seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Charity such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

### **Disqualification of Members of the Management Committee**

33. The office of a member of the Management Committee shall be vacated.
- (A) If a receiving order is made against him or he makes any arrangement of composition with his or her creditors.
  - (B) If he becomes of unsound mind.
  - (C) If he ceases to be a member of the Association.
  - (D) If by notice in writing to the association he resigns his office.
  - (E) If he ceases to hold office by reason of any order made under the Company Directors Disqualification Act 1986.
  - (F) If he is removed from office by a resolution duly passed pursuant to section 303 of the Act.
  - (G) If he fails without reasonable excuse to attend three consecutive meetings of the Management Committee.

### **Rotation of Members of the Management Committee**

34. At the first Annual General Meeting all the directors shall retire from office and at the Annual General Meeting to be held in every subsequent year, one third of the members of the Management Committee for the time being, or if their number is not a multiple of three then the number nearest to one-third, shall retire from office.
35. The members of the Management Committee to retire shall be those who have been longest in office since their last election appointment or re-appointment. As between members of equal seniority, the members to retire shall be in the absence of agreement be selected by lot. The length of time a member has been in office shall be computed from his or her last election or appointment. A retiring member for the Management Committee shall be eligible for re-election.
36. The Charity may, at the meeting at which a member of the Management Committee retires in manner aforesaid, fill up the vacated office by electing a person thereto, and in default the retiring member shall, if offering himself or herself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office, or unless a resolution for the re-election of such member shall have been put to the meeting and lost.

37. No person other than a member of the Management committee retiring at the meeting shall be, unless recommended by the Management Committee for election, eligible for election to membership of the Management Committee at any General Meeting, unless within the prescribed time which is not less than fourteen and more than thirty five clear days before the day appointed for the meeting there shall have been given to the Secretary notice in writing, by some member duly qualified to be present and to vote at the meeting for which such notice is given, of his or her willingness to be elected. The prescribed time above mentioned shall be that, between the date when the notice is served, or deemed to be served, and the date appointed for the meeting shall be not less than four nor more than twenty-eight intervening days.
38. The Charity may from time to time in General Meeting by ordinary resolution increase the number of members of the Management Committee, and determine in what rotation such increased number shall go out of office, and may make the appointments necessary for to effect such increase.
39. In addition and without prejudice to the provisions of section 303 of the Act, the Charity may by Extraordinary Resolution remove any member of the Management Committee before the expiration of his or her period of office and may by Ordinary Resolution appoint another qualified member in his stead, but any person so appointed shall retain his office so long only as the member in whose place he is appointed would have held the same if he had not been removed.

#### **Proceedings of the Management Committee**

40. The Management Committee may meet together for the dispatches of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business, provided that the quorum for meetings of the Management Committee shall never be less than 1/3 or 3 (whichever is the greatest number) of the members of the Management Committee. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairperson shall have a second or casting vote.
41. The Management Committee may, and on the request of a member of the Management Committee the secretary shall, at any time, summon a meeting of the Management Committee by notice served upon members of the Management Committee. A member of the Management Committee who is absent from the United Kingdom shall not be entitled to notice of a meeting.
42. The Management Committee shall from time to time elect a Chairperson who shall be entitled to preside at all meetings of the Management Committee at which he shall be present, and may determine for what period he is to hold office, but if no such chairperson be elected, or if at any meeting the chairperson be not present within five minutes after the time appointed for holding the meeting and willing to preside, the members of the Management Committee present shall choose one of their number to be Chairperson of the Meeting.
43. A meeting of the Management Committee at which a quorum is present shall be competent to exercise all the regulations of the Charity for the time being vested in the Management Committee generally.

44. The Management Committee may delegate any of their powers to committees consisting of such member or members of the Management Committee or others as they think fit, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Management Committee. The meetings and proceedings of any such committee shall be governed by the provisions of the Articles and Memorandum of Association for regulating the meetings and proceedings of the Management Committee so far applicable and so far as the same shall not be superseded by regulations made by the Management Committee on any decisions taken as soon as possible. No such committee shall incur expenditure on behalf of the Charity except in accordance with a budget which has been approved by the Management Committee.
45. All acts bona fide done by any meeting of the Management Committee or by any committee of the Management Committee, or by any person acting as a member of the Management Committee, shall notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every person had been duly appointed or had duly continued in office and was qualified to be a member of the Management Committee.

#### Minutes

46. A resolution in writing signed by all members for the time being of, the Management Committee or any committee of the Management Committee who are entitled to receive notice of a meeting of the Management Committee or of such committee shall be valid and effectual as it had been passed at a duly convened and constituted meeting of the Management Committee or such committee (as the case may be).
47. The Management Committee shall cause proper minutes to be made in books of all appointments of officers made by the Management Committee and of the proceedings of all meetings of the Charity and of the Management Committee and of committees of the Management Committee, and all business transacted at such meetings, including the names of the members present at each such meeting. And any such meeting, shall be sufficient evidence without any further proof of the facts therein stated.

#### Accounts

48. The Management Committee shall cause proper books of account to be kept with respect to:
- (A) All sums of money received and expended by the Charity and which such receipts and expenditure take place:
  - (B) all sales and purchases of goods by the Charity; and
  - (C) the assets and liabilities of the Charity.

Proper books shall not be deemed to be kept if there are not kept such books of accounts as are necessary to give a true and fair view of the state of the affairs of the Charity and to explain its transactions.

49. The books of account shall be kept at such places as the Management Committee shall think fit, and shall always be open to the inspection of the members of the Management Committee.

50. At the Annual General Meeting in every year the Management Committee shall lay before the members a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Charity) made up to date not more than ten months before such meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Management Committee and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty-one clear days before the date of the meeting, subject nevertheless to the provisions of section 240 of the Act, be sent to the auditors in the manner in which notices are hereinafter directed to be served. The Auditors' report shall be open to inspection and be read before the meeting as required by the act.

#### **Annual report and Annual Return**

51. (1) The directors must prepare for each financial year accounts as required by the Companies Acts. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board and adhere to the recommendations of applicable Statements of Recommended Practice.  
(2) The Directors must keep accounting records as required by the Companies Acts.
52. The Directors must comply with the requirements of the Charities Act 2011 with regards to:  
(a) The transmission of statements of account to the Charity  
(b) The preparation of an annual report and its transmission to the Commission  
(c) The preparation of an annual return and its transmission to the Commission
53. The Management Committee shall comply with their obligations under the Charities Act 1992 ( or statutory re-enactment or modification of the Act) with regard to the preparation of an Annual Report and an annual Return and its transmission to the Commissioners.

#### **Notices**

54. A notice may be served by the Charity upon any member, either personally or by sending it through the post in a prepaid letter, addressed to such member at his or her registered address as appearing in the register of members.
55. Any member described in the register of members by any address not within the United Kingdom, who shall from time to time give the Charity an address in the United Kingdom at which notices may be served upon him shall be entitled to have notices served upon him at such address, but, save as aforesaid and as provided by the Act, only those members who are described in the register of members by an address within the United Kingdom shall be entitled to receive notices from the Charity.
56. Any notice, if served by post shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and posted with a prepaid letter.

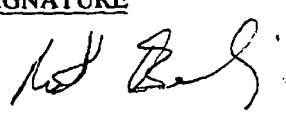

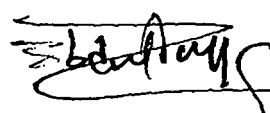




#### **Dissolution**

57. Clause 8 of the Memorandum of Association relating to the winding up and dissolution of the Charity shall have effect as if the provisions thereof were repeated in these Articles.

### Indemnity

58. Subject to the provisions of the Act every member of the Management Committee 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 the capacity of 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.

### LIST OF GUARANTORS

<u>NAME</u>	<u>ADDRESS</u>	<u>SIGNATURE</u>
Richard Bealing	725 Huddersfield Road Oldham OL4 3P7	
Muzahid Khan	138 Main Road Oldham OL9 6TY	
Abdul Malik-Ahad	13 Highfield Street OLDHAM OL9 6BT	
Shashi Mohale	57A Hereford St. Oldham OL9 7RE	
DOROTHY WOOD	Pitts Cottage South Pudsey Road Todmorden	
GARFIELD ALLEN	24 STRATTON ROAD MANCHESTER M16 0BB	
MAGGIE CLARKE	207 RUSTOCME GARDENS 176 WILMSLOW ROAD RUSTOCME M14 5LS	

WITNESSED BY



DATE:

6/10/99