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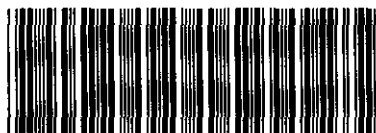
**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company No. 3936089

The Registrar of Companies for England and Wales hereby certifies that
FRESHWINDS

is this day incorporated under the Companies Act 1985 as a private
company and that the company is limited.

Given at Companies House, Cardiff, the 29th February 2000



N03936089P



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



C O M P A N I E S H O U S E

HC007B

Please complete in typescript,
or in bold black capitals.

CHFP041

Declaration on application for registration

Company Name in full

FRESHWINDS

I,

GARY ROY JEATH

of

10 BENNETTS HILL B'HAM B2 5RS

do solemnly and sincerely declare that I am a ^{for} ~~†~~[Solicitor engaged in the formation of the company] ~~[person named as director or secretary of the company in the statement delivered to the Registrar under section 10 of the Companies Act 1985]~~ and that all the requirements of the Companies Act 1985 in respect of the registration of the above company and of matters precedent and incidental to it have been complied with.

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835.

Declarant's signature

G. R. Jeath

Declared at

21 BENNETTS HILL, BIRMINGHAM

Day Month Year

On

22 02 2000

(1) Please print name.

before me⁽¹⁾

JAMES E. ROSEN

Signed

James E. Rosen

Date

22. 2. 2000

†A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

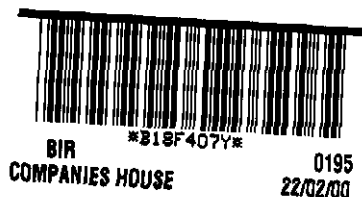
Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

SHAKESPEARES

10 BENNETTS HILL BIRMINGHAM

B2 5RS Tel 021 632 4199

DX Number 13075 DX exchange Bham 1



Form revised June 1998

When you have completed and signed the form please send it to the Registrar of Companies at:
Companies House, Crown Way, Cardiff, CF14 3UZ
for companies registered in England and Wales DX 33050 Cardiff
or
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland DX 235 Edinburgh

Please complete in typescript,
or in bold black capitals.

CHFP041

Notes on completion appear on final page.

First directors and secretary and intended situation of registered office

Company Name in full

FRESHWATER

Proposed Registered Office

(PO Box numbers only, are not acceptable)

13 GRAVELLY HILL NORTH

ERDINGTON

Post town

BIRMINGHAM

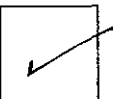
County/Region

W. MIDLANDS

Postcode

B23 6BT

If the memorandum is delivered by an
agent for the subscriber(s) of the
memorandum mark the box opposite and
give the agent's name and address.



Agent's Name

SHAKESPEARES

Address

10 BENNETT'S HILL

Post town

BIRMINGHAM

County/Region

W. MIDLANDS

Postcode

B2 5RS

Number of continuation sheets attached.

3

Please give the name, address,
telephone number, and if available,
a DX number and Exchange of
the person Companies House should
contact if there is any query.

GARY R. BENTH

at Shakespeares

Tel 0121 632 4199

DX number 13015 DX exchange BIRMINGHAM 1

When you have completed and signed the form please send it to the
Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ

for companies registered in England and Wales DX 33050 Cardiff

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh



BIR
COMPANIES HOUSE

B19F507Z
0194
22/02/00

Form revised July 1998

Company Secretary (see notes 1-5)

Company name		FRESHWINDS	
NAME	*Style/Title	MR.	*Honours etc.
*Voluntary details.	Forename(s)	GARY ROY	
	Surname	DE'ATH	
	Previous forename(s)		
	Previous surname(s)		
Address	15 GRAVELLY HILL NORTH		
Usual residential address	ERDINGTON		
For a corporation, give the registered or principal office address.	Post town	BIRMINGHAM	
	County/Region	W. MIDLANDS	Postcode B22 6BT
	Country	ENGLAND	
I consent to act as secretary of the company named on page 1.			
	Consent signature	G.R. DE'ATH	Date 25/1/00

Directors (see notes 1-5)

Please list directors in alphabetical order.

NAME	*Style/Title	MR	*Honours etc.
Forename(s)	MOHAMMED SOLEMAN IBRAHIM IBN HASSAN AL NOOR		
Surname	AL-RAHIM		
Previous forename(s)			
Previous surname(s)			
Address	15 GRAVELLY HILL NORTH		
Usual residential address	ERDINGTON		
For a corporation, give the registered or principal office address.	Post town	BIRMINGHAM	
	County/Region	W. MIDLANDS	Postcode B23 6BT
	Country	ENGLAND	
	Day	Month	Year
Date of birth	21	01	1954
	Nationality	BRITISH	
Business occupation	DIRECTOR		
Other directorships	FRESHWINDS HEALTH TECHNOLOGIES LTD; THE MIDLANDS COALITION/HIV SUPPORT NETWORK THE MIDLANDS HIV INTER AGENCY NETWORK FRESHWINDS ADVANCEMENT TRAINING & DEVELOPMENT COMPANY		
I consent to act as director of the company named on page 1			
	Consent signature	[Signature]	Date 26/1/00

Company Secretary (see notes 1-5)

NAME	* Style/Title	<input type="text"/>	* Honours etc.	<input type="text"/>
*Voluntary details.	Forename(s)	<input type="text"/>		
	Surname	<input type="text"/>		
	Previous forename(s)	<input type="text"/>		
	Previous surname(s)	<input type="text"/>		
Address	<input type="text"/>			
Usual residential address	<input type="text"/>			
For a corporation, give the registered or principal office address.	Post town	<input type="text"/>		
	County/Region	<input type="text"/>	Postcode	<input type="text"/>
	Country	<input type="text"/>		
I consent to act as secretary of the company named on page 1.				
Consent signature	<input type="text"/>	Date	<input type="text"/>	

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME	* Style/Title	<input type="text" value="MR"/>	* Honours etc.	<input type="text"/>
	Forename(s)	<input type="text" value="MICHAEL DAVID"/>		
	Surname	<input type="text" value="LANGFORD"/>		
	Previous forename(s)	<input type="text"/>		
	Previous surname(s)	<input type="text"/>		
Address	<input type="text" value="37 LAKEHOUSE COURT"/>			
Usual residential address	<input type="text" value="FOSEWAY DRIVE"/>			
For a corporation, give the registered or principal office address.	Post town	<input type="text" value="BIRMINGHAM"/>		
	County/Region	<input type="text" value="W. MIDLANDS"/>	Postcode	<input type="text" value="B23 5LA"/>
	Country	<input type="text" value="ENGLAND"/>		
	Day	Month	Year	
Date of birth	<input type="text" value="20"/>	<input type="text" value="07"/>	<input type="text" value="1967"/>	
	Nationality	<input type="text" value="BRITISH"/>		
Business occupation	<input type="text" value="CLINICAL SERVICES EXECUTIVE"/>			
Other directorships	<input type="text" value="FRESHWINDS HEALTH TECHNOLOGIES LTD."/>			
	<input type="text" value="FRESHWINDS ADVANCEMENT TRAINING & DEVELOPMENT COMPANY"/>			
I consent to act as director of the company named on page 1.				
Consent signature	<input type="text" value="M. Langford"/>	Date	<input type="text" value="29.01.2000."/>	

Photo
Forms

CHFP041

Company Number

NAME

* Style/Title

* Honours etc.

*Voluntary details.

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

Usual residential address

For a corporation, give the
registered or principal office
address.

Post town

County/Region

Postcode

Country

I consent to act as secretary of the company named on page 1.

Consent signature

Date

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME

* Style/Title

* Honours etc.

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

Usual residential address

For a corporation, give the
registered or principal office
address.

Post town

County/Region

Postcode

Country

Day Month Year

Date of birth

Nationality

Business occupation

Other directorships

I consent to act as director of the company named on page 1.

Consent signature

Date

Company Secretary (see notes 1-5)

NAME	* Style/Title		* Honours etc.	
*Voluntary details.	Forename(s)			
	Surname			
	Previous forename(s)			
	Previous surname(s)			
Address				
Usual residential address				
For a corporation, give the registered or principal office address.	Post town			
	County/Region		Postcode	
	Country			
I consent to act as secretary of the company named on page 1.				
Consent signature		Date		

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME	* Style/Title	URS	* Honours etc.	
	Forename(s)	CAROLE ANNE		
	Surname	LECHNER		
	Previous forename(s)			
	Previous surname(s)	BEECHWOOD 3 WOODS CLOSE		
Address	SANDPAT LANE ST. ALBANS			
Usual residential address	HERTS			
For a corporation, give the registered or principal office address.	Post town	ST ALBANS		
	County/Region	HERTS	Postcode	AL4 9XY
	Country	ENGLAND		
	Day	Month	Year	
Date of birth	15	02	1431	
	Nationality	BRITISH		
Business occupation	COMPANY DIRECTOR			
Other directorships				
I consent to act as director of the company named on page 1.				
Consent signature			Date	3-2-00

Photo
Forms

CHFP041

NAME

Company Number

* Style/Title

* Honours etc.

*Voluntary details.

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

*Usual residential address*For a corporation, give the
registered or principal office
address.

Post town

County/Region

Postcode

Country

I consent to act as secretary of the company named on page 1.

Consent signature

Date

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME

* Style/Title

* Honours etc.

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

*Usual residential address*For a corporation, give the
registered or principal office
address.

Post town

County/Region

Postcode

Country

Day Month Year

Date of birth

Nationality

Business occupation

Other directorships

I consent to act as director of the company named on page 1.

Consent signature

Date

Company Secretary (see notes 1-5)

Company name

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

Usual residential address

For a corporation, give the registered or principal office address.

Post town

County / Region

Postcode

Country

I consent to act as secretary of the company named on page 1

Consent signature

Date

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

Usual residential address

For a corporation, give the registered or principal office address.

Post town

County / Region

Postcode

Country

Day Month Year

Date of birth

Nationality

Business occupation

Other directorships

I consent to act as director of the company named on page 1

Consent signature

Date

Company Secretary (see notes 1-5)

Company name

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

Usual residential address

For a corporation, give the registered or principal office address.

Post town

County / Region

Postcode

Country

I consent to act as secretary of the company named on page 1

Consent signature

Date

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

Usual residential address

For a corporation, give the registered or principal office address.

Post town

County / Region

Postcode

Country

Day Month Year

Date of birth

Nationality

Business occupation


Other directorships

I consent to act as director of the company named on page 1

Consent signature

Date


Directors (continued) (see notes 1-5)

NAME	*Style/Title	MS		*Honours etc.	
*Voluntary details.	Forename(s)	YVETTE ALEXANDRA			
	Surname	POOLE			
	Previous forename(s)				
	Previous surname(s)				
Address	57 PRINCESS ROAD				
Usual residential address	EDGBASTON				
For a corporation, give the registered or principal office address.	Post town	BIRMINGHAM			
	County/Region	W. MIDS		Postcode	BS 7AU
	Country	ENGLAND			
	Date of birth	Day	Month	Year	Nationality
		08	10	1967	BRITISH
	Business occupation	HEALTH DEVELOPMENT MANAGER			
	Other directorships				
	I consent to act as director of the company named on page 1				
	Consent signature			Date	14/2/00

This section must be signed by

Either
an agent on behalf
of all subscribers

Signed



Date

21/2/00

Or the subscribers

Signed

Date

(i.e. those who signed
as members on the
memorandum of
association).

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Notes

1. Show for an individual the full forename(s) **NOT INITIALS** and surname together with any previous forename(s) or surname(s).

If the director or secretary is a corporation or Scottish firm – show the corporate or firm name on the surname line.

Give previous forename(s) or surname(s) except that:

- for a married woman, the name by which she was known before marriage need not be given.
- names not used since the age of 18 or for at least 20 years need not be given.

A peer, or an individual known by a title, may state the title instead of or in addition to the forename(s) and surname and need not give the name by which that person was known before he or she adopted the title or succeeded to it.

Address:

Give the usual residential address.

In the case of a corporation or Scottish firm give the registered or principal office.

Subscribers:

The form must be signed personally either by the subscriber(s) or by a person or persons authorised to sign on behalf of the subscriber(s).

2. Directors known by another description:

- A director includes any person who occupies that position even if called by a different name, for example, governor, member of council.

3. Directors' details:

- Show for each individual director the director's date of birth, business occupation and nationality.

The date of birth must be given for every individual director.

4. Other directorships:

- Give the name of every company of which the person concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either is or at all times during the past 5 years when the person was a director, was:
 - dormant,
 - a parent company which wholly owned the company making the return,
 - a wholly owned subsidiary of the company making the return, or
 - another wholly owned subsidiary of the same parent company.

If there is insufficient space on the form for other directorships you may use a separate sheet of paper, which should include the company's number and the full name of the director.

5. Use Form 10 continuation sheets or photocopies of page 2 to provide details of joint secretaries or additional directors.

PEAPOD SOLUTIONS LTD.

30(5)(a)

Please complete in typescript,
or in bold black capitals.

CHFP004

Declaration on application for registration of a company
exempt from the requirement to use the word "limited"
or "cyfyngedig"

Company Name in full

FRES NANNYS

I,

GARY ROY DEATH

of

10 BENNETTS HILL BIRMINGHAM
B2 5KS

† Please delete as appropriate.

a [Solicitor engaged in the formation of the company] ~~[person named as
director or secretary of the company in the statement delivered under
section 10 of the Companies Act 1985]~~† do solemnly and sincerely
declare that the company complies with the requirements of section
30(3) of the Companies Act 1985. *per*

And I make this solemn Declaration conscientiously believing the same
to be true and by virtue of the Statutory Declarations Act 1835.

Declarant's signature

G. R. Death

Declared at

21 BENNETTS HILL, BIRMINGHAM

Day Month Year

on

2 2 2000

Please print name.

before me #

JAMES E. RODEN

Signed

James E. Roden

Date

22.2.2000

Please give the name, address,
telephone number and, if available
a DX number and Exchange of the
person Companies House should
contact if there is any query.

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

SHAKES PEAKES

10 BENNETTS HILL

B1 HAM

Tel 022 622 999

DX number 13015 DX exchange Bham 1

When you have completed and signed the form please send it to the
Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
for companies registered in England and Wales

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh



BIR
COMPANIES HOUSE

0196
22/02/00

paid
£20
cash

The Companies Acts 1985 - 1989



Private Company Limited by Guarantee
and not having a share capital

MEMORANDUM & ARTICLES OF ASSOCIATION

OF

FRESHWINDS

Incorporated the day of 2000

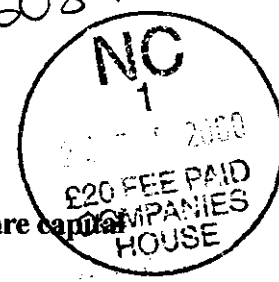
Company Registered Number:

Charity Registered Number:



0193
22/02/00

3936089



Companies Acts 1985 & 1989

Private Company limited by guarantee and not having a share capital

044303

MEMORANDUM AND ARTICLES OF ASSOCIATION
OF
FRESHWINDS

1. **NAME**

The name of the Company is **FRESHWINDS** ('the Charity')

2. **REGISTERED OFFICE**

The registered office of the Charity is to be in England and Wales

3. **OBJECTS**

The objects of the Charity are:

- 3.1 To advance for the benefit of the public the study and practice of the art and science of integrative therapies and medicines and the healing arts including complementary therapies, spiritual healing and other disciplines and promote research into such disciplines for the public good.
- 3.2 To relieve sickness, ill health, disability and social exclusion and to preserve and protect good health by the provision of such disciplines
- 3.3 To advance education and training including training for employment or work and the development and enhancement of life skills and career prospects for the public good.
- 3.4 To relieve poverty and social disadvantage and facilitate individual and societal regeneration and rehabilitation.

4. **POWERS**

The Charity has the following powers, which may be exercised only in promoting the Objects:

- 4.1 To promote or carry out research
- 4.2 To provide advice
- 4.3 To publish or distribute information
- 4.4 To co-operate with other bodies
- 4.5 To support, administer or set up other charities
- 4.6 To raise funds (but not by means of taxable trading)
- 4.7 To borrow money and give security for loans (but only in accordance with the restrictions imposed by the Charities Act 1993)
- 4.8 To acquire or hire property of any kind
- 4.9 To let or dispose of property of any kind (but only in accordance with the restrictions imposed by the Charities Act 1993)
- 4.10 To make grants or loans of money and to give guarantees
- 4.11 To set aside funds for special purposes or as reserves against future expenditure
- 4.12 To deposit or invest funds in any manner (but to invest only after obtaining advice from a financial expert and having regard to the suitability of investments and the need for diversification)
- 4.13 To delegate the management of investments to a financial expert, but only on terms that:
 - 4.13.1 the investment policy is set down in writing for the financial expert by the Trustees
 - 4.13.2 every transaction is reported promptly to the Trustees
 - 4.13.3 the performance of the investments is reviewed regularly with the Trustees
 - 4.13.4 the Trustees are entitled to cancel the delegation arrangement at any time
 - 4.13.5 the investment policy and the delegation arrangement are reviewed at least once a year
 - 4.13.6 all payments due to the financial expert are on a scale or at a level

which is agreed in advance and are notified promptly to the Trustees on receipt

4.13.7 the financial expert must not do anything outside the powers of the Trustees

4.14 To arrange for investments or other property of the Charity to be held in the name of a nominee (being a corporate body registered or having an established place of business in England and Wales) under the control of the Trustees or of a financial expert acting under their instructions and to pay any reasonable fee required

4.15 To insure the property of the Charity against any foreseeable risk and take out other insurance policies to protect the Charity when required

4.16 To insure the Trustees against the costs of a successful defence to a criminal prosecution brought against them as charity trustees or against personal liability incurred in respect of any act or omission which is or is alleged to be a breach of trust or breach of duty, unless the Trustee concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty

4.17 Subject to clause 5, to employ paid or unpaid agents, staff or advisers

4.18 To enter into contracts to provide services to or on behalf of other bodies

4.19 To establish subsidiary companies to assist or act as agents for the Charity

4.20 To pay the costs of forming the Charity

4.21 To do anything else within the law which promotes or helps to promote the Objects

5. BENEFITS TO MEMBERS AND TRUSTEES

5.1 The property and funds of the Charity must be used only for promoting the Objects and do not belong to the members of the Charity but

5.1.1 members who are not Trustees may be employed by or enter into contracts with the Charity and receive reasonable payment for goods or services supplied

5.1.2 members (including Trustees) may be paid interest at a reasonable rate on money lent to the Charity

- 5.1.3 members (including Trustees) may be paid a reasonable rent or hiring fee for property let or hired to the Charity
- 5.1.4 individual members who are not Trustees but who are beneficiaries may receive charitable benefits in that capacity
- 5.2 A Trustee must not receive any payment of money or other material benefit (whether directly or indirectly) from the Charity except
 - 5.2.1 as mentioned in clauses 4.16, 5.1.2, 5.1.3, 5.3 or 5.4.
 - 5.2.2 reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in running the Charity
 - 5.2.3 an indemnity in respect of any liabilities properly incurred in running the Charity (including the costs of a successful defence to criminal proceedings)
 - 5.2.4 payment to any company in which a Trustee has no more than a 1 per cent shareholding
 - 5.2.5 in exceptional cases, other payments or benefits (but only with the written approval of the Commission in advance)
- 5.3 Any Trustee (or any firm or company of which a Trustee is a member or employee) may enter into a contract with the Charity to supply goods or services in return for a payment or other material benefit but only if
 - 5.3.1 the goods or services are actually required by the Charity
 - 5.3.2 the nature and level of the remuneration is no more than is reasonable in relation to the value of the goods or services and is set in accordance with the procedure in clause 5.4
 - 5.3.3 no more than one half of the Trustees are subject to such a contract in any financial year
- 5.4 The Trustees may pay reasonable remuneration to Mr Mohammed Sulieman Ibrahim Ibn Hassan Al Nur Al Rahim President Founder and Trustee of the Charity for work undertaken whilst he holds the office of Chief Executive notwithstanding that he is a Trustee of the Charity; Provided that Mr Al Rahim withdraws from any meeting whilst his remuneration is being discussed.
- 5.5 Whenever a Trustee has a personal interest in a matter to be discussed at a

meeting of the Trustees or a committee the Trustee concerned must:

- 5.5.1 declare an interest at or before discussion begins on the matter
 - 5.5.2 withdraw from the meeting for that item unless expressly invited to remain in order to provide information
 - 5.5.3 not be counted in the quorum for that part of the meeting
 - 5.5.4 withdraw during the vote and have no vote on the matter
- 5.6 This clause may not be amended without the prior written consent of the Commission

6. LIMITED LIABILITY

The liability of members is limited

7. GUARANTEE

Every member promises, if the Charity is dissolved while he, she or it remains a member or within 12 months afterwards, to pay up to £1 towards the costs of dissolution and the liabilities incurred by the Charity while the contributor was a member

8. DISSOLUTION

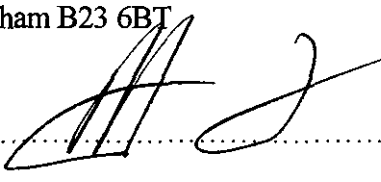
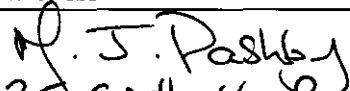
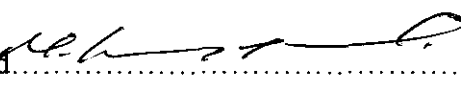
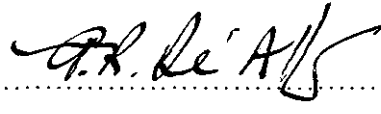
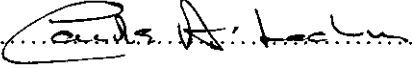
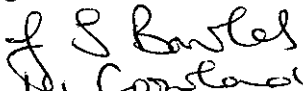
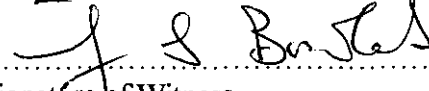
- 8.1 If the Charity is dissolved the assets (if any) remaining after provision has been made for all its liabilities must be applied in one or more of the following ways:
- 8.1.1 by transfer to one or more other bodies established for exclusively charitable purposes within, the same as or similar to the Objects
 - 8.1.2 directly for the Objects or charitable purposes within or similar to the Objects
 - 8.1.3 in such other manner consistent with charitable status as the Commission approve in writing in advance
- 8.2 A final report and statement of account must be sent to the Commission

9. INTERPRETATION

- 9.1 Words and expressions defined in the Articles have the same meanings in this

Memorandum.

- 9.2 References to an Act of Parliament are references to the Act as amended or re-enacted from time to time and to any subordinate legislation made under it
- We wish to be formed into a company under this Memorandum of Association

Names, addresses and occupation of subscribers	Names, addresses and occupation of witnesses
Mohammed Sulieman Ibrahim Ibn Hassan Al Nur Al Rahim 15 Gravelly Hill North Erdington Birmingham B23 6BT Signed..... 	 35 Cordbach Road Kings Heath Birmingham B13 0AG Children's Project Coordinator Signature of Witness
Michael David Langford 37 Lakehouse Court Fosseway Drive Birmingham B23 5LA Signed..... 	HELEN HODGINS 38 BEAUFORT AVE HODGE HILL BIRMINGHAM LEGAL SECRETARY Helen Hodgins Signature of Witness
Gary Roy De'Ath 15 Gravelly Hill North Erdington Birmingham B23 6BT Signed..... 	HELEN HODGINS 38 BEAUFORT AVE HODGE HILL BIRMINGHAM LEGAL SECRETARY Helen Hodgins Signature of Witness
Carole Ann Lechner Beechwood 3 Newwood Close Sandpit Lane St Albans Hertfordshire AL4 9XY Signed..... 	 J S Bowles 14 Cowslow Road Shopsley LUDLOW LUDLOW  Signature of Witness

Clive Peter Robotham

362 Glascote Road

Glascote

Tamworth

Staffordshire B77 2BS

Signed.....

Yvette Alexandra Poole

57 Princess Road

Edgbaston

Birmingham

B5 7AU

Signed.....

Rhonda Theresa Lee

103 Grosvenor Road

Handsworth

Birmingham B20 3NG

Signed.....

Lynette Tatton Brown

Racksters House

The Racks

61 Back Hill

Bendley

Worcestershire DY12 2BD

Signed.....

HELEN HODGINS

38 BEAUFORT AVE

HODGE HILL

BIRMINGHAM

LEGAL SECRETARY

.....Helen Hodgins

Signature of Witness

HELEN HODGINS

38 BEAUFORT AVE

HODGE HILL

BIRMINGHAM

LEGAL SECRETARY

.....Helen Hodgins

Signature of Witness

Parkhy Shah

227 BARROWS LANE

YARDLEY

BIRMINGHAM

B26 1RD.

.....

Signature of Witness

VEN WILLIAMS

18 EASTERTON CROFT

DRUIDS HOADY

BIRMINGHAM

B14 5PB

.....V. Williams

Signature of Witness

Date 21st February 2000

The Companies Acts 1985 - 1989

**Private Company Limited by Guarantee
and not having a share capital**

ARTICLES OF ASSOCIATION

OF

FRESHWINDS

1. MEMBERSHIP

- 1.1 The number of members with which the company proposes to be registered is unlimited
- 1.2 The Charity must maintain a register of members
- 1.3 Membership of the Charity is open to any individual or organisation interested in promoting the Objects who
 - 1.3.1 applies to the Charity in the form required by the Trustees
 - 1.3.2 is approved by the Trustees and
 - 1.3.3 signs the Register of members or consents in writing to become a member either personally or (in the case of a member organisation) through an authorised representative
- 1.4
 - 1.4.1 The Trustees may establish different classes of membership and prescribe their respective privileges and duties and set the amounts of any subscriptions
 - 1.4.2 Membership shall be comprised of several categories. The most senior category shall be full associate membership. It is envisaged that members shall be promoted through the various categories of membership according and subject to their having demonstrated their continuing and consistent commitment to the ethics and humanitarian principles of the charity. The promotion and movement of members

from one category to another is within the sole gift and subject to the approval of the trustees.

- 1.5 Membership is terminated if the member concerned
 - 1.5.1 gives written notice of resignation to the Charity
 - 1.5.2 dies or (in the case of an organisation) ceases to exist
 - 1.5.3 is six months in arrears in paying the relevant subscription (if any) (but in such a case the member may be reinstated on payment of the amount due) or
 - 1.5.4 is removed from membership by resolution of the Trustees on the ground that in their reasonable opinion the member's continued membership is harmful to the Charity (but only after notifying the member in writing and considering the matter in the light of any written representations which the member concerned puts forward within 14 clear days after receiving notice)
- 1.6 Membership of the Charity is not transferable

2. GENERAL MEETINGS

- 2.1 Members are entitled to attend general meetings [either] personally [or (in the case of a member organisation) by an authorised representative]. General meetings are called on at least clear 21 days written notice specifying the business to be discussed
- 2.2 Except as otherwise provided in clause 2.7 below there is a quorum at a general meeting if the number of members or authorised representatives personally present or present by proxy is at least nine (or 10% of the members if greater)
- 2.3 The President or (if the President is unable or unwilling to do so) the President's delegate (being normally the Chairman) presides at a general meeting
- 2.4 Except where otherwise provided by the Act or clause 2.7 below every issue is decided by a majority of the votes cast
- 2.5 Except for the chairman of the meeting, who has a second or casting vote, every member present in person or through an authorised representative has one vote on each issue

- 2.6 A written resolution signed by all those entitled to vote at a general meeting is as valid as a resolution actually passed at a general meeting (and for this purpose the written resolution may be set out in more than one document and will be treated as passed on the date of the last signature)
- 2.7 Special business and special resolutions (i.e. that which in the opinion of the trustees relates to the fundamental nature, context, structure, ethical principles, approach and/or work of the charity) shall require a quorum at a general meeting of members or authorised representatives personally present or present by proxy of at least 75% of the members. This clause shall be known as a ethics fundament clause and any issue relating thereto shall be decided by a minimum majority of 75% of the votes cast.
- 2.8 The Charity must hold an AGM in every year which all members are entitled to attend. The first AGM may be held within 18 months after the Charity's incorporation
- 2.9 At an AGM the members:
- 2.9.1 receive the accounts of the Charity for the previous financial year
 - 2.9.2 receive the Trustees' report on the Charity's activities since the previous AGM
 - 2.9.3 appoint auditors for the Charity
 - 2.9.4 may confer on any individual (with his or her consent) the honorary title of Patron, President or Vice-President of the Charity and
 - 2.9.5 discuss and determine any issues of policy or deal with any other business put before them
- 2.10 Any general meeting which is not an AGM is an EGM
- 2.11 An EGM may be called at any time by the Trustees and must be called within 28 days on a written request from at least five members

3. THE TRUSTEES

- 3.1 The Trustees as charity trustees have control of the Charity and its property and funds
- 3.2 The Trustees when complete consist of at least five and not more than twenty

- one individuals, all of whom must be members
- 3.3 The subscribers to the Memorandum are the first Trustees of the Charity.
- 3.4 Every Trustee must sign a declaration of willingness to act as a charity trustee of the Charity before he or she is eligible to vote at any meeting of the Trustees
- 3.5 Whilst customarily implied rather than expressed it is hereby provided for the sake of clarity and priority that the trustees shall be expected to embody the highest principles of probity and professionalism commitment and fairness in the discharge of their legal and analogous duties and responsibilities and to example best practice as custodians and champions of the principles, policies, practices and above all ethics of the charity. Serious abrogation of these practices and principles shall constitute grounds for immediate dismissal and such other remedies as the Trustees shall in their absolute discretion decide in the best interests of the Charity.
- 3.6 A Trustee's term of office automatically terminates if he or she:
- 3.6.1 is disqualified under the Charities Act 1993 from acting as a charity trustee
 - 3.6.2 is incapable, whether mentally or physically, of managing his or her own affairs
 - 3.6.3 is absent from four consecutive meetings of the Trustees
 - 3.6.4 ceases to be a member (but such a person may be reinstated by resolution passed by all the other Trustees on resuming membership of the Charity before the next AGM)
 - 3.6.5 resigns by written notice to the Trustees (but only if at least two Trustees will remain in office)
 - 3.6.6 is removed by resolution passed by at least 75% of the trustees present and voting at a trustees meeting after the trustees meeting has invited the views of the Trustee concerned and considered the matter in the light of any such views or
- 3.7 The Trustees may at any time co-opt any person duly qualified to be appointed as a Trustee to fill a vacancy in their number or as an additional Trustee
- 3.8 A technical defect in the appointment of a Trustee of which the Trustees are

unaware at the time does not invalidate decisions taken at a meeting

4. PROCEEDINGS OF TRUSTEES

- 4.1 The Trustees must hold at least four meetings each year
- 4.2 A quorum at a meeting of the Trustees is five Trustees
- 4.3 A meeting of the Trustees may be held either in person or by suitable electronic means agreed by the Trustees in which all participants may communicate with all the other participants
- 4.4 The President or (if the President is unable or unwilling to do so) the President's delegate (normally the Chairman) or in the absence of the President or the President's delegate some other Trustee chosen by the Trustees present presides at each meeting
- 4.5 Every issue may be determined by a simple majority of the votes cast at a meeting but a written resolution signed by all the Trustees is as valid as a resolution passed at a meeting (and for this purpose the resolution may be contained in more than one document and will be treated as passed on the date of the last signature)
- 4.6 Except for the chairman of the meeting, who has a second or casting vote, every Trustee has one vote on each issue
- 4.7 A procedural defect of which the Trustees are unaware at the time does not of itself invalidate decisions taken at a meeting

5. POWERS OF TRUSTEES

The Trustees have the following powers in the administration of the Charity

- 5.1 to appoint (and remove) any member (who may be a Trustee) to act as Secretary to the Charity in accordance with the Act
- 5.2 to appoint a life President, President Chairman, Treasurer and other honorary officers from among their number
- 5.3 to delegate any of their functions to committees consisting of two or more individuals appointed by them (but at least one member of every committee must be a Trustee and all proceedings of committees must be reported promptly to the

Trustees)

- 5.4 to make Standing Orders consistent with the Memorandum, these Articles and the Act) to govern proceedings at general meetings
- 5.5 to make Rules consistent with the Memorandum, these Articles and the Act to govern proceedings at their meetings and at meetings of committees
- 5.6 to make Regulations consistent with the Memorandum, these Articles and the Act to govern the administration of the Charity and the use of its seal (if any)
- 5.7 to establish procedures to assist the resolution of disputes within the Charity
- 5.8 to exercise any powers of the Charity which are not reserved to a general meeting

6. **RECORDS & ACCOUNTS**

- 6.1 The Trustees must comply with the requirements of the Act and of the Charities Act 1993 as to keeping financial records, the audit of accounts and the preparation and transmission to the Registrar of Companies and the Commission of:
 - 6.1.1 annual reports
 - 6.1.2 annual returns
 - 6.1.3 annual statements of account
- 6.2 The Trustees must keep proper records of
 - 6.2.1 all proceedings at general meetings
 - 6.2.2 all proceedings at meetings of the Trustees
 - 6.2.3 all reports of committees and
 - 6.2.4 all professional advice obtained
- 6.3 Accounting records relating to the Charity must be made available for inspection by any Trustee at any reasonable time during normal office hours and may be made available for inspection by members who are not Trustees if the Trustees so decide
- 6.4 A copy of the Charity's latest available statement of account must be supplied on request to any Trustee or member, or to any other person who makes a written request and pays the Charity's reasonable costs, within two months

7. NOTICES

- 7.1 Notices under these Articles may be sent by hand, or by post or by suitable electronic means or (where applicable to members generally) may be published in any suitable journal or national newspaper circulating in area of benefit] or any newsletter distributed by the Charity
- 7.2 The only address at which a member is entitled to receive notices is the address shown in the register of members
- 7.3 Any notice given in accordance with these Articles is to be treated for all purposes as having been received
- 7.3.1 24 hours after being sent by electronic means or delivered by hand to the relevant address
 - 7.3.2 two clear days after being sent by first class post to that address
 - 7.3.3 three clear days after being sent by second class or overseas post to that address
 - 7.3.4 on the date of publication of a newspaper containing the notice
 - 7.3.5 on being handed to the member (or, in the case of a member organisation, its authorised representative) personally or, if earlier,
 - 7.3.6 as soon as the member acknowledges actual receipt
- 7.4 A technical defect in the giving of notice of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting

8. DISSOLUTION

The provisions of the Memorandum relating to dissolution of the Charity take effect as though repeated here

9. INTERPRETATION

- 9.1 In the Memorandum in and in these Articles:
- 'The Act' means the Companies Act 1985
 - 'AGM' means an annual general meeting of the Charity
 - 'these Articles' means these articles of association

'authorised representative' means an individual who is authorised by a member organisation to act on its behalf at meetings of the Charity and whose name is given to the Secretary

'Chairman' means the chairman of the Trustees

'the Charity' means the company governed by these Articles

'charity trustee' has the meaning prescribed by section 97(1) of the Charities Act 1993

'clear day' means 24 hours from midnight following the relevant event

'the Commission' means the Charity Commissioners for England and Wales

'EGM' means an extraordinary general meeting of the Charity

'financial expert' means an individual, company or firm who is an authorised person or an exempted person within the meaning of the Financial Services Act 1986

'material benefit' means a benefit which may not be financial but has a monetary value

'member' and 'membership' refer to membership of the Charity

'Memorandum' means the Charity's Memorandum of Association

'month' means calendar month

'the Objects' means the Objects of the Charity as defined in clause 3 of the Memorandum

'Secretary' means the Secretary of the Charity

'taxable trading' means carrying on a trade or business on a continuing basis for the principal purpose of raising funds and not for the purpose of actually carrying out the Objects

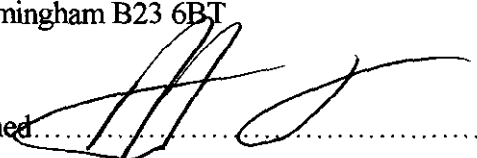
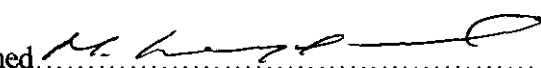
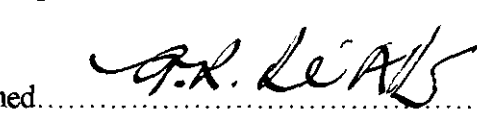
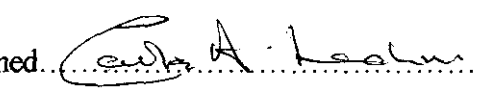
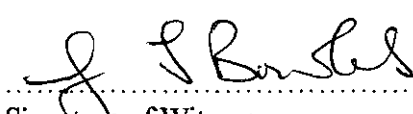
'Trustee' means a director of the Charity and 'Trustees' means all of the directors.

'written' or 'in writing' refers to a legible document on paper including a fax message

'year' means calendar year

9.2 Expressions defined in the Act have the same meaning

9.3 References to an Act of Parliament are to the Act as amended or re-enacted from time to time and to any subordinate legislation made under it

Names, addresses and occupation of subscribers	Names, addresses and occupation of witnesses
<p>Mohammed Sulieman Ibrahim Ibn Hassan Al Nur Al Rahim 15 Gravelly Hill North Erdington Birmingham B23 6BT</p> <p>Signed </p>	<p><i>H. J. Pashby</i> 35 Coldbath Road Kings Heath Birmingham B13 0AG</p> <p><i>Children's Project Co-ordinator</i></p> <p>Signature of Witness</p>
<p>Michael David Langford 37 Lakehouse Court Fosseway Drive Birmingham B23 5LA</p> <p>Signed </p>	<p>HELEN HODGINS 38 BEAUFORT AVE HODGE HILL BIRMINGHAM LEGAL SECRETARY</p> <p><i>Helen Hodgins</i></p> <p>Signature of Witness</p>
<p>Gary Roy De'Ath 15 Gravelly Hill North Erdington Birmingham B23 6BT</p> <p>Signed </p>	<p>HELEN HODGINS 38 BEAUFORT AVE HODGE HILL BIRMINGHAM LEGAL SECRETARY</p> <p><i>Helen Hodgins</i></p> <p>Signature of Witness</p>
<p>Carole Ann Lechner Beechwood 3 Newwood Close Sandpit Lane St Albans Hertfordshire AL4 9XY</p> <p>Signed </p>	<p><i>J S Bantles</i> 14 Cranford Road Shopsley Luton LU2 8ET</p> <p></p> <p>Signature of Witness</p>

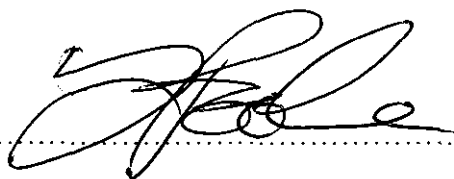
Clive Peter Robotham
362 Glascote Road
Glascote
Tamworth
Staffordshire B77 2BS

Signed.....



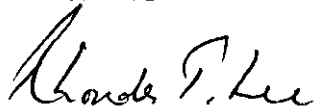
Yvette Alexandra Poole
57 Princess Road
Edgbaston
Birmingham
B5 7AU

Signed.....



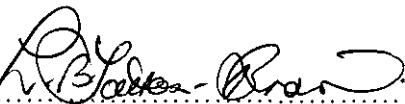
Rhonda Theresa Lee
103 Grosvenor Road
Handsworth
Birmingham B20 3NG

Signed.....



Lynette Tatton Brown
Racksters House
The Racks
61 Back Hill
Bendley
Worcestershire DY12 2BD

Signed.....



HELEN HODGINS
38 BEAUFORT AVE
HODGE HILL
BIRMINGHAM
LEGAL SECRETARY

.....
Helen Hodgins

Signature of Witness

HELEN HODGINS
38 BEAUFORT AVE
HODGE HILL
BIRMINGHAM
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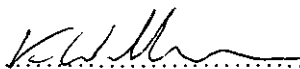
.....
Helen Hodgins

Signature of Witness

Pankaj Shah.
227 BARROWS LANE
YAROLEY
BIRMINGHAM
B26 1RD.

.....
Signature of Witness

KEN WILLIAMS
13 EASTERTON CROFT
DRUIDS HEATH
BIRMINGHAM.
B14 5PB



.....
Signature of Witness

Date 21st February 2000