

**Oasis International Association**  
**Extraordinary meeting of Directors held at 10.30,**  
**on Wednesday 17 September 2008,**  
**at the Oasis Centre, 1 Kennington Road, London SE1**

**Minutes**

Present: Jonathan Dutton, Philip Warland, Graham Mungeam, (Chairman),  
Andy Matheson. In attendance: Clive Dudbridge

1. The meeting was opened in prayer
2. Minutes of meeting on Thursday 28 February were approved
3. Matters Arising. There were no matters arising that were not on the Agenda
4. Memorandum and Articles of Association

(A) The Chairman reported on the discussions he had had with the Charity Commission in respect of the Resolution passed at the last meeting. Following discussion the following amended Resolution was proposed by Jonathan Dutton, seconded by Philip Warland, and approved by the meeting.

"It is resolved that the Objects and Powers of the Association be amended to read:

Objects

- (a) To apply the example and teachings of Jesus throughout the world by such means being exclusively charitable as the Company shall in its absolute discretion think fit:
- (b) The relief of poverty in England and Wales and throughout the world
- (c) The advancement of good education and good health
- (d) The advancement of human rights and the promotion of equality

Powers (additional)

To provide advocacy on behalf of the poor and needy

To promote economic well-being"



A65

13/03/2009

237

COMPANIES HOUSE

It was agreed to put the resolution to the forthcoming meeting of members.

#### 5. Oasis Transformation Ltd: Company Structure

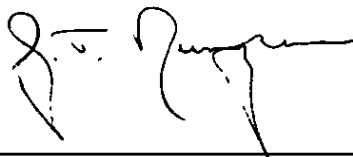
Clive Dudbridge presented the paper he had written setting out a possible company structure to accommodate the development of OTL in Bangladesh.

The Directors approved the steps proposed in the paper. They suggested that of the options presented, the new company should have A and B shares and that the IOA should own A shares which would have 51% of the votes in the company, but might receive, say, only 10% of any dividends. OTL Bangladesh would be its subsidiary. It was also suggested that this company be limited to operations in Bangladesh and not to other countries in addition. It was noted that as the company will be owned by Oasis International Association a set of reporting/escalation procedures will need to be put in place to ensure that the Oasis International Assoc. Board can carry out its responsibilities.

It was further agreed that Clive should explore with potential donors/investors what structures would be most attractive from their point of view.

#### 7. AOB

The Directors discussed the situation which had arisen in the light of Jonathan Dutton's resignation from Oasis UK, and that Philip Warland was no longer Chairman of the Oasis UK Board. Both Directors indicated their willingness to step down but it was agreed to consult the International Council about the composition of the Board before any decisions were taken

A handwritten signature in black ink, appearing to read 'G. Mungeam', written over a horizontal line.

Graham Mungeam (Chairman)

**Oasis International Association**  
**Extraordinary Meeting of the Members**  
**held at 2:30pm on Wednesday 17 September 2008**  
**at the Oasis Centre, 1 Kennington Road, London SE1**

**MINUTES**

Present: Jonathan Dutton. Philip Warland, Graham Mungeam, (Chairman),  
Andy Matheson.

1. Welcome

All were warmly welcomed

2. Change in the Objects and Powers of the Association

The Chairman read the extract from the minutes of the Directors meeting and the resolution to amend objects and powers of Oasis International Association as follows:

"It is resolved that the Objects and Powers of the Association be amended to read:

Objects

- (a) To apply the example and teachings of Jesus throughout the world by such means being exclusively charitable as the Company shall in its absolute discretion think fit;
- (b) The relief of poverty in England and Wales and throughout the world.
- (c) The advancement of good education and good health.
- (d) The advancement of human rights and the promotion of equality.

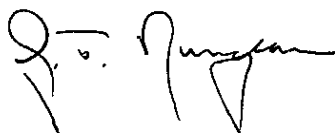
Powers (additional)

To provide advocacy on behalf of the poor and needy  
To promote economic well-being"

The members unanimously agreed the changes

3. AOB

There was no other business



Graham Mungeam (Chairman)