

File Copy



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company No. 06902560

The Registrar of Companies for England and Wales hereby certifies that
AAIIH LTD

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

Given at Companies House on 12th May 2009



N06902560F



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —

The above information was communicated in non-legible form and authenticated by the
Registrar of Companies under section 710A of the Companies Act 1985



Companies House

— for the record —

Electronic statement of compliance
with requirements on application
for registration of a company
pursuant to section 12(3A) of the
Companies Act 1985

Company number

6902560

Company name

AAIHH LTD

I,

KARIM KERBOUCHE

of

**34 KING EDWARD ROAD
LEYTON
LONDON
UNITED KINGDOM
E17 9AH**

a

person named as a director of the company in the
statement delivered to the registrar of companies
under section 10(2) of the Companies Act 1985

make the following statement of compliance in pursuance of section
12(3A) of the Companies Act 1985

Statement:

I hereby state 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.

Confirmation of electronic delivery of information

This statement of compliance was delivered to the registrar of companies
electronically and authenticated in accordance with the registrar's
direction under section 707B of the Companies Act 1985.

WARNING: The making of a false statement could result in liability to
criminal prosecution



Companies House
— for the record —

10(ef)

**First directors and secretary and
intended situation
of registered office**

Received for filing in Electronic Format on the: **11/05/2009**



XCLVR9RG

Company Name
in full: **AAIHH LTD**

*Proposed Registered
Office:* **444 HOE STREET
WALTHAMSTOW
LONDON
UNITED KINGDOM
E17 9AH**

memorandum delivered by an agent for the subscriber(s): **No**

Director 1:

Name **MR KARIM KERBOUCHE**

Address: **34 KING EDWARD ROAD
LEYTON
LONDON
UNITED KINGDOM
E17 9AH**

Nationality: **BRITISH**

Business occupation: **ICE HOCKEY PLAYER**

Date of birth: **16/01/1982**

Consented to Act: **Y** *Date Authorised:* **12/05/2009** *Authenticated:* **YES**

Authorisation

Authoriser Designation: **subscriber**

Date Authorised: **11/05/2009**

Authenticated: **Yes**

THE COMPANIES ACTS 1985 TO 2006
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL
MEMORANDUM OF ASSOCIATION
OF
AAIIH LTD

1. The Company's name is AAIH LTD.
2. The Company's registered office is to be situated in England and Wales.
- 3 The Company's objects ("the Objects") are:-

3.1 We are a group of British Algerians who want to give something back to our community. Having grown up as 1st generation Algerians, we now feel it's our duty to pass on some of our experience to the next generations. We feel the best way for us to do this is through sport and in particular ice hockey.

3.2 Our first aim is to introduce the sport of ice and inline hockey to young Algerians. Ice hockey is relatively unknown amongst Algerians, as with many countries football is the most popular sport and that's what most young Algerians become involved in. We want to give them an extra option, and possibility to excel in.

3.2 Through sport, we can keep the youth away from trouble, by giving them an activity to take them off the streets and teach them discipline. Recent media coverage has highlighted the problem with childhood obesity, regular participation in this sporting activity would improve their fitness and would encourage healthy eating.

3.4 In Algerian culture and tradition, it's very important to have family togetherness and respect, we aim to instil these values in the Algerian youth and to prevent them from getting distracted by the society around them. We also want to assist in the integration of the Algerian community into British society so that they don't feel alienated similar to what has happened with the North African community in France.

4. In support of the objects, but not otherwise, the Company shall have power to do all things incidental or conducive to the attainment of the objects or any of them. In particular (but without limitation) the Company shall have the following powers:

(a) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments

(b) To raise funds, to take subscriptions and to borrow money and to secure by mortgage, charge or lien upon the whole or any part of the Company's undertaking and property to maintain, manage, improve, develop, turn to account, grant rights and privileges in respect of and otherwise deal with all or any part of the property and rights of the Company and to dispose by any means of the whole or any part of the undertaking, property and rights of the Company

(c) to pay out of the funds of the Company the costs, charges and expenses of and incidental to the formation and registration of the Company

(d) To establish and subsidise or support any institutions, associations, clubs, or funds or trusts or schemes and to subscribe or guarantee money or make payments for any charitable, benevolent, public, general or useful object

(e) To enter into any partnership or arrangement for sharing profits, co-operation or union of interests with any other company or person, and to establish or promote, or join in the establishment or promotion of, any other company in furtherance of the objects of the Company

(f) To enter into any arrangements with any governments or authorities (supreme, municipal, local or otherwise) or any person or company, and to obtain from any such government, authority, person or company any rights, privileges, charters, contracts, licences, and concessions and to carry out, exercise and comply with the same

(g) To cause the Company to be registered or recognised in any part of the world;

(i) To do all such other things as are or may be deemed incidental or conducive to the attainment of the above objects and the exercise of the powers (whether express or implied) of the Company

5. The income and capital of the Company shall be applied solely towards the promotion of the objects of the Company; and no part of the income or capital shall be paid or transferred, directly or indirectly, to the members of the Company, whether by way of dividend or bonus or otherwise in the form of profit. This shall not prevent the payment of:

(1) reasonable and proper remuneration to any officer, employee, or member of the Company in return for any professional services provided to the Company

(2) of reasonable and proper remuneration for any services rendered to the Company by any member, officer or servant of the Company who is not a Director

(3) a reasonable rate of interest on money lent to the Company commensurate with the published base lending rate of a UK clearing bank

(4) reasonable rent for property let to the Company

(6) reasonable expenses to any officer, employee, or member of the Company where approved by the directors.

6. The liability of the members is limited.

7. Every member of the Company undertakes to contribute such amount as may be required (not exceeding £5.00) to the Company'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 Company'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 members among themselves.

8. If on the winding up or dissolution of the Company there remains any surplus property after satisfaction of the Company's debts and liabilities, the surplus shall not be paid to the members of the Company, but shall be either given or transferred to some other institution or institutions having objects similar to the objects of the Company; or If no such payment is possible, any surplus shall be applied to a charitable object. In each case, the recipient body or bodies shall be chosen by the members as at the date of winding up or dissolution.

We, the subscriber(s) to this memorandum of association, wish to be formed into a Company pursuant to this memorandum.

Name(s) and address(es) of Subscriber(s)

Name and Address:
Karim Kerbouche
34 King Edward Road
Leyton
London
E17 9AH

Dated 11th day of May 2009

THE COMPANIES ACTS 1985 TO 2006
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL
ARTICLES OF ASSOCIATION
OF
AAIHH LTD

Preliminary and Interpretation

1. (a) Regulations 2 to 35 inclusive, 54, 55, 57, 59, 102 to 108 inclusive, 110, 114, 116 and 117 of Table A shall not apply to the Company but the articles hereinafter contained and, subject to the modifications hereinafter expressed, the remaining regulations of Table A shall constitute the Articles of Association of the Company..

(b) In these articles:

"the Company" means AAIHH LTD;

"the Act" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force and any provisions of the Companies Act 2006 for the time being in force;

"the Articles" means these articles of association of the Company;

"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;

"communication" means the same as in the Electronic Communications Act 2000;

"electronic communication" means the same as in the Electronic Communications Act 2000;

"Director" and "Directors" shall have the same meaning as defined in the Act;

"Executed" includes any mode of execution;

"the Memorandum" means the memorandum of association of the Company;

"Office" means the registered office of the Company;

"the Seal" means the common seal of the Company if it has one;

"Secretary" means the Company secretary of the Company or any other person appointed to perform the duties of the Company secretary of the Company, including a joint, assistant or deputy Company secretary;

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

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. (a) No person or organisations shall be admitted to membership unless that person has completed an application form for membership in a form approved by the directors and unless the application for membership is approved by the directors.

(b) A member may withdraw from membership of the Company by giving 7 days notice in writing. Membership is not transferable. Membership terminates on the death of a member or, if an organisation is the member when that organisation ceases to exist.

3. Any organisation which is a member of the Company may authorise such person as it thinks fit to act as its representative at any meeting of the Company, 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 Company.

General Meetings

4. The directors may call general meetings and, on the requisition of members pursuant to the provisions of sections 303 and 304 of the Companies Act 2006, shall forthwith proceed to convene a general meeting for a date not later than twenty eight days after the notice convening said meeting which shall be despatched not more than twenty one days from the date on which the directors become subject to the requirement. If, for any reason, the directors do not call a meeting in accordance with section 304 of the Companies Act 2006 after becoming required to do so under section 303 of that Act, the members who requested the meeting in accordance with the said section 303, or any of them representing more than one half of the total voting rights of all of them, may themselves call a general meeting in accordance with the provisions of section 305 of the said Act.

Notice of general meetings

5. (a) 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 by a majority in number of members having a right to attend and vote, being a majority together holding not less than 90 percent of the total voting rights at the meeting of all the members.

(b) The notice shall specify the time and place of the meeting and the general nature of the business to be transacted.

(c) The notice shall be given to all the members and to the directors and, if appointed, the auditors of the Company.

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. Save in the case of a Company with a single member, two 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 directors may determine.

9. The chairman, if any, of the directors or in his absence some other director nominated by the directors shall preside as chairman of the meeting, but if neither the chairman nor such other director (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the directors present shall elect one of their number to be chairman and, if there is only one director present and willing to act, he shall be chairman.

10. If no director is willing to act as chairman, or if no director 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 director 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:

(a) by the chairman; or

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

(c) 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 of the resolution of the meeting at which the poll is demanded.

17. 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.

18. 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

19. On a show of hands every member present shall have one vote. On a poll every member present in person or by proxy shall have one vote.

20. 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.

21. 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 Company 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.

Directors

22. The Company may have only one director. The number of directors unless otherwise determined by ordinary resolution shall not be subject to any maximum.

23. The first directors shall be those persons named in the statement delivered pursuant to the Act, who shall be deemed to have been appointed under the Articles. Future directors shall be appointed as provided subsequently in the Articles.

Powers of directors

24. Subject to the provisions of the Act, the Memorandum and the Articles and to any directions given by special resolution, the business of the Company shall be managed by the directors who may exercise all the powers of the Company. No alteration of the Memorandum or the Articles and no such direction shall invalidate any prior act of the directors 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 directors by the Articles and a meeting of directors at which a quorum is present may exercise all the powers exercisable by the directors.

Appointment and Retirement of directors.

25. No person shall be appointed or reappointed a director at any general meeting unless:

(a) he is recommended by the directors; or

(b) not less than fourteen nor more than thirty-five Clear Days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the Company of the intention to propose that person for appointment or reappointment stating the particulars which would, if he were so appointed or reappointed, be required to be included in the Company's register of directors together with a notice executed by that person of his willingness to be appointed or reappointed.

26. Not less than seven nor more than twenty-eight Clear Days before the date appointed for holding a general meeting notice shall be given to all persons who are entitled to receive notice of the meeting of any person (other than a director retiring by rotation at the meeting) who is recommended by the directors for appointment or reappointment as a director at the meeting or in respect of whom notice has been duly given to the Company of the intention to propose him at the meeting for appointment or reappointment as a director. The notice shall give the particulars of that person which would, if he were so appointed or reappointed, be required to be included in the Company's register of directors.

27. The Company may by ordinary resolution appoint a person who is willing to act to be a director either to fill a vacancy or as an additional director.

28. The directors may appoint a person who is willing to act to be a director either to fill a vacancy or as an additional director provided that the appointment does not cause the number of directors to exceed any number fixed by or in accordance with the Articles as the maximum number of directors. .

Disqualification and Removal of directors

29. The office of a director shall be vacated if:

a) he ceases to be a director by virtue of any provision of the Act or he becomes prohibited by law from being a director; or

b) he becomes bankrupt or makes any arrangement or composition with his creditors generally; or

c) he is, or may be, suffering from mental disorder and either-

i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under Mental Health (Scotland) Act 1960, or

ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or

d) he resigns his office by notice to the Company; or

e) he shall for more than six consecutive months have been absent without permission of the directors from meetings of directors held during that period and the directors resolve that his office be vacated.

Proceedings of directors

30. Subject to the provisions of the articles, the directors may regulate their proceedings as they think fit. A director may, and the secretary at the request of a director shall, call a meeting of the directors. Questions arising at any meeting shall be determined by a majority of votes. In the case of an equality of votes the Chairman shall have a second or casting vote.

31. The quorum for the transaction of the business of the directors may be fixed by the directors but shall not be less than two unless there is a sole Director at the time.

32. The directors may appoint one of their number to be a chairman of the directors of directors and may at anytime remove him from that office.

33. All acts done by any meeting of the directors, or of a committee of directors, or by any person acting as a director, shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any director 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 director and entitled to vote.

34. A resolution in writing, signed by all the directors entitled to receive notice of a meeting of directors shall be as valid and effective as a resolution passed at a meeting of the directors duly convened and held and may consist of several documents in the like form each signed by one or more directors.

Secretary

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

Minutes

36. The directors shall keep minutes in books kept for the purpose :

(a) of all appointments of officers made by the directors; and

(b) of all proceedings at meetings of the Company and of the directors and of committees of directors including the names of the directors present at each such meeting.

The Seal

37. If the Company has a seal it shall only be used by the authority of the directors or of a committee of directors authorised by the directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the Secretary or by a second director.

Accounts

38. Accounts shall be prepared in accordance with the 2006 Act.

Notices

39. Any notice to be given to or by any person pursuant to the articles (other than a notice calling a meeting of the directors) shall be in writing or shall be given using electronic communications to an address for the time being notified for that purpose to the person giving the notice. In this regulation, "address", in relation to electronic communications, includes any number or address used for the purposes of such communications.

40. The Company 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 or by giving it using electronic communications to an address for the time being notified to the Company by the member. 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, or an address to which notices may be sent using electronic communications, 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 Company. In this regulation and the next, "address", in relation to electronic communications, includes any number or address used for the purposes of such communications.

41. A member present, either in person or by proxy, at any meeting of the Company shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.

42. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators 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 or, in the case of a notice contained in an electronic communication, at the expiration of 48 hours after the time it was sent.

43.

Indemnity

43. Subject to the provisions of the Act but without prejudice to any indemnity to which a director may otherwise be entitled, every director of the Company shall be indemnified out of the assets of the Company against any liability incurred by him defending any proceedings 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 trust in relation to the affairs of the Company.

Name and address of subscribers

Name and Address:
Karim Kerbouche
34 King Edward Road
Leyton
London
E17 9AH

Dated 11th day of May 2009