



FILE COPY

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

Company No. 8515899

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

RUKHSANA KHAN FOUNDATION

is this day incorporated under the Companies Act 2006 as a private company, that the company is limited by guarantee, and the situation of its registered office is in England/Wales

Given at Companies House on **3rd May 2013**



N08515899W



Companies House



**THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES**

000002/100
000002/100
IN01

Application to register a company

SAME DAY



A fee is payable with this form
Please see 'How to pay' on the last page

✓ What this form is for
You may use this form to register a
private or public company

X What this form is NOT for
You cannot use this form to
register a limited liability partnership
this, please use form LL IN-1



A27LJ1ZM
A09 03/05/2013 #19
COMPANIES HOUSE
A27GDJ4P
A03 01/05/2013 #28
COMPANIES HOUSE

Part 1 Company details

A1 Company name

To check if a company name is available use our WebCheck service and select
the 'Company Name Availability Search' option

www.companieshouse.gov.uk/info

Please show the proposed company name below

Proposed company
name in full ①

RUKHSANA KHAN FOUNDATION

For official use

08515899

→ Filling in this form

Please complete in typescript or in
bold black capitals

All fields are mandatory unless
specified or indicated by *

① Duplicate names

Duplicate names are not permitted
A list of registered names can
be found on our website. There
are various rules that may affect
your choice of name. More
information on this is available in
our guidance booklet GP1 at
www.companieshouse.gov.uk

A2 Company name restrictions ②

Please tick the box only if the proposed company name contains sensitive
or restricted words or expressions that require you to seek comments of a
government department or other specified body

☐ I confirm that the proposed company name contains sensitive or restricted
words or expressions and that approval, where appropriate, has been
sought of a government department or other specified body and I attach a
copy of their response

② Company name restrictions

A list of sensitive or restricted
words or expressions that require
consent can be found in our
guidance booklet GP1 at
www.companieshouse.gov.uk

A3 Exemption from name ending with 'Limited' or 'Cyfyngedig' ③

Please tick the box if you wish to apply for exemption from the requirement to
have the name ending with 'Limited', 'Cyfyngedig' or permitted alternative

☒ I confirm that the above proposed company meets the conditions for
exemption from the requirement to have a name ending with 'Limited',
'Cyfyngedig' or permitted alternative

③ Name ending exemption

Only private companies that are
limited by guarantee and meet other
specific requirements are eligible
to apply for this. For more details,
please go to our website
www.companieshouse.gov.uk

A4 Company type ④

Please tick the box that describes the proposed company type and members'
liability (only one box must be ticked)

☐ Public limited by shares
☐ Private limited by shares
☒ Private limited by guarantee
☐ Private unlimited with share capital
☐ Private unlimited without share capital

④ Company type

If you are unsure of your company's
type, please go to our website
www.companieshouse.gov.uk

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Application to register a company

A5

Situation of registered office ①

Please tick the appropriate box below that describes the situation of the proposed registered office (only one box must be ticked)

- ☒ England and Wales
☐ Wales
☐ Scotland
☐ Northern Ireland

① Registered office

Every company must have a registered office and this is the address to which the Registrar will send correspondence

For England and Wales companies, the address must be in England or Wales

For Welsh, Scottish or Northern Ireland companies, the address must be in Wales, Scotland or Northern Ireland respectively

A6

Registered office address ②

Please give the registered office address of your company

Building name/number 311

Street GRAY'S INN ROAD
 KINGS CROSS

Post town LONDON

County/Region LONDON

Postcode W C 1 X 8 P X

② Registered office address

You must ensure that the address shown in this section is consistent with the situation indicated in section A5

You must provide an address in England or Wales for companies to be registered in England and Wales

You must provide an address in Wales, Scotland or Northern Ireland for companies to be registered in Wales, Scotland or Northern Ireland respectively

A7

Articles of association ③

Please choose one option only and tick one box only

Option 1

I wish to adopt one of the following model articles in its entirety Please tick only **one** box

- ☐ Private limited by shares
☐ Private limited by guarantee
☐ Public company

Option 2

I wish to adopt the following model articles with additional and/or amended provisions I attach a copy of the additional and/or amended provision(s) Please tick only **one** box

- ☐ Private limited by shares
☐ Private limited by guarantee
☐ Public company

Option 3

☒ I wish to adopt entirely bespoke articles I attach a copy of the bespoke articles to this application

③ For details of which company type can adopt which model articles, please go to our website www.companieshouse.gov.uk

A8

Restricted company articles ④

Please tick the box below if the company's articles are restricted

☐

④ Restricted company articles

Restricted company articles are those containing provision for entrenchment For more details, please go to our website www.companieshouse.gov.uk

IN01

Application to register a company

Part 2**Proposed officers**

For private companies the appointment of a secretary is optional, however, if you do decide to appoint a company secretary you must provide the relevant details. Public companies are required to appoint at least one secretary.

Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

For a secretary who is an individual, go to Section B1, For a corporate secretary, go to Section C1, For a director who is an individual, go to Section D1, For a corporate director, go to Section E1

Secretary**B1****Secretary appointments ①**

Please use this section to list all the secretary appointments taken on formation.
For a corporate secretary, complete Sections C1-C5

Title*	
Full forename(s)	
Surname	
Former name(s) ②	

① Corporate appointments

For corporate secretary appointments, please complete section C1-C5 instead of section B

Additional appointments

If you wish to appoint more than one secretary, please use the 'Secretary appointments' continuation page

② Former name(s)

Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

B2**Secretary's service address ③**

Building name/number	
Street	
Post town	
County/Region	
Postcode	
Country	

③ Service address

This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of secretaries as the company's registered office.

If you provide your residential address here it will appear on the public record.

B3**Signature ④**

I consent to act as secretary of the proposed company named in Section A1

Signature	Signature X	X
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④ Signature

The person named above consents to act as secretary of the proposed company.

IN01

Application to register a company

Corporate secretary

C1 Corporate secretary appointments ①		① Additional appointments If you wish to appoint more than one corporate secretary, please use the 'Corporate secretary appointments' continuation page Registered or principal address This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number.
Please use this section to list all the corporate secretary appointments taken on formation		
Name of corporate body/firm		
Building name/number		
Street		
Post town		
County/Region		
Postcode	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	
Country		
C2 Location of the registry of the corporate body or firm		
Is the corporate secretary registered within the European Economic Area (EEA)? → Yes Complete Section C3 only → No Complete Section C4 only		
C3 EEA companies ②		
Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register		② EEA A full list of countries of the EEA can be found in our guidance www.companieshouse.gov.uk ③ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)
Where the company/firm is registered ③		
Registration number		
C4 Non-EEA companies		
Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register		④ Non-EEA Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register.
Legal form of the corporate body or firm		
Governing law		
If applicable, where the company/firm is registered ④		
Registration number		
C5 Signature ⑤		
I consent to act as secretary of the proposed company named in Section A1 .		⑤ Signature The person named above consents to act as corporate secretary of the proposed company.
Signature	Signature  	

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Application to register a company

Director**D1****Director appointments ①**

Please use this section to list all the director appointments taken on formation
For a corporate director, complete Sections E1-E5

Title*	MR															
Full forename(s)	JAHUNGIR															
Surname	KHAN															
Former name(s) ②																
Country/State of residence ③	UNITED KINGDOM															
Nationality	BRITISH															
Date of birth	d	0	d	6	m	0	m	5	y	1	y	9	y	7	y	0
Business occupation (if any) ④																

① Appointments

Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

② Former name(s)

Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

③ Country/State of residence

This is in respect of your usual residential address as stated in section D4.

④ Business occupation

If you have a business occupation, please enter here. If you do not, please leave blank.

Additional appointments

If you wish to appoint more than one director, please use the 'Director appointments' continuation page.

D2**Director's service address ⑤**

Please complete the service address below. You must also fill in the director's usual residential address in Section D4.

Building name/number	THE COMPANY'S REGISTERED OFFICE									
Street										
Post town										
County/Region										
Postcode										
Country										

⑤ Service address

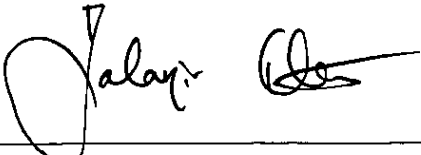
This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

If you provide your residential address here it will appear on the public record.

D3**Signature ⑥**

I consent to act as director of the proposed company named in Section A1.

Signature	<div style="display: flex; align-items: center;"> <div style="margin-right: 10px;">X</div> <div style="flex-grow: 1; text-align: center;">  </div> <div style="margin-left: 10px;">X</div> </div>									
-----------	--	--	--	--	--	--	--	--	--	--

⑥ Signature

The person named above consents to act as director of the proposed company.

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Application to register a company

Director**D1****Director appointments ①**

Please use this section to list all the director appointments taken on formation For a corporate director, complete Sections E1-E5	
Title*	
Full forename(s)	
Surname	
Former name(s) ②	
Country/State of residence ③	
Nationality	
Date of birth	<div>d</div> <div>d</div> <div>m</div> <div>m</div> <div>y</div> <div>y</div> <div>y</div> <div>y</div>
Business occupation (if any) ④	

① Appointments

Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

② Former name(s)

Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

③ Country/State of residence

This is in respect of your usual residential address as stated in Section D4.

④ Business occupation

If you have a business occupation, please enter here. If you do not, please leave blank.

Additional appointments

If you wish to appoint more than one director, please use the 'Director appointments' continuation page.

D2**Director's service address ⑤**

Please complete the service address below. You must also fill in the director's usual residential address in Section D4 .	
Building name/number	
Street	
Post town	
County/Region	
Postcode	<div></div> <div></div> <div></div> <div></div> <div></div> <div></div> <div></div> <div></div>
Country	

⑤ Service address

This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

If you provide your residential address here it will appear on the public record.

D3**Signature ⑥**

I consent to act as director of the proposed company named in Section A1	
Signature	<div>Signature</div> <div>X</div>



⑥ Signature

The person named above consents to act as director of the proposed company.

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Application to register a company

Corporate director

E1	Corporate director appointments ①		① Additional appointments If you wish to appoint more than one corporate director, please use the 'Corporate director appointments' continuation page Registered or principal address This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number
	Please use this section to list all the corporate directors taken on formation		
Name of corporate body or firm			
Building name/number			
Street			
Post town			
County/Region			
Postcode	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>		
Country			
E2	Location of the registry of the corporate body or firm		
	Is the corporate director registered within the European Economic Area (EEA)? → Yes Complete Section E3 only → No Complete Section E4 only		
E3	EEA companies ②		② EEA A full list of countries of the EEA can be found in our guidance www.companieshouse.gov.uk ③ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)
	Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register		
Where the company/firm is registered ③			
Registration number			
E4	Non-EEA companies		④ Non-EEA Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register
	Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register		
Legal form of the corporate body or firm			
Governing law			
If applicable, where the company/firm is registered ④			
If applicable, the registration number			
E5	Signature ⑤		⑤ Signature The person named above consents to act as corporate director of the proposed company
	I consent to act as director of the proposed company named in Section A1		
Signature	Signature  		

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Application to register a company

Part 3 Statement of capital

Does your company have share capital?

→ Yes Complete the sections below

→ No Go to **Part 4 (Statement of guarantee)****F1 Share capital in pound sterling (£)**

Please complete the table below to show each class of shares held in pound sterling
If all your issued capital is in sterling, only complete **Section F1** and then go to **Section F4**

Class of shares (E g Ordinary/Preference etc)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
				£
				£
				£
				£
Totals				£

F2 Share capital in other currencies

Please complete the table below to show any class of shares held in other currencies
Please complete a separate table for each currency

Currency				
Class of shares (E g Ordinary/Preference etc)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
Totals				

Currency				
Class of shares (E g Ordinary/Preference etc)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
Totals				

F3 Totals

Please give the total number of shares and total aggregate nominal value of issued share capital

Total number of shares

Total aggregate nominal value ❸

❸ **Total aggregate nominal value**
Please list total aggregate values in different currencies separately For example £100 + €100 + \$10 etc

❶ Including both the nominal value and any share premium

❶ Number of shares issued multiplied by nominal value of each share

Continuation Pages

Please use a Statement of Capital continuation page if necessary

❷ Total number of issued shares in this class

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Application to register a company

F4

Statement of capital (Prescribed particulars of rights attached to shares)

Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in **Sections F1 and F2**

Class of share

Prescribed particulars

1

1 Prescribed particulars of rights attached to shares

The particulars are

- a particulars of any voting rights, including rights that arise only in certain circumstances,
- b particulars of any rights, as respects dividends, to participate in a distribution,
- c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and
- d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares.

A separate table must be used for each class of share

Continuation pages

Please use the next page or a 'Statement of Capital (Prescribed particulars of rights attached to shares)' continuation page if necessary

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Application to register a company

Class of share	
Prescribed particulars ①	

① Prescribed particulars of rights attached to shares
The particulars are

- a particulars of any voting rights, including rights that arise only in certain circumstances,
- b particulars of any rights, as respects dividends, to participate in a distribution,
- c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and
- d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares

A separate table must be used for each class of share

Continuation pages
Please use a 'Statement of capital (Prescribed particulars of rights attached to shares)' continuation page if necessary

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Application to register a company

F5

Initial shareholdings

This section should only be completed by companies incorporating with share capital

Please complete the details below for each subscriber

The addresses will appear on the public record. These do not need to be the subscribers' usual residential address

Initial shareholdings

Please list the company's subscribers in alphabetical order

Please use an 'Initial shareholdings' continuation page if necessary

Subscriber's details	Class of share	Number of shares	Currency	Nominal value of each share	Amount (if any) unpaid	Amount paid
Name						
Address						
Name						
Address						
Name						
Address						
Name						
Address						
Name						
Address						

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Application to register a company

Part 4 Statement of guarantee

Is your company limited by guarantee?

→ Yes Complete the sections below

→ No Go to Part 5 (Statement of compliance)

G1

Subscribers

Please complete this section if you are a subscriber of a company limited by guarantee. The following statement is being made by each and every person named below.

I confirm that if the company is wound up while I am a member, or within one year after I cease to be a member, I will contribute to the assets of the company by such amount as may be required for

- payment of debts and liabilities of the company contracted before I cease to be a member,
- payment of costs, charges and expenses of winding up, and,
- adjustment of the rights of the contributors among ourselves, not exceeding the specified amount below

1 Name

Please use capital letters

2 Address

The addresses in this section will appear on the public record. They do not have to be the subscribers' usual residential address.

3 Amount guaranteed

Any valid currency is permitted

Continuation pages

Please use a 'Subscribers' continuation page if necessary

Subscriber's details

Forename(s) 1	JAHUNGIR
Surname 1	KHAN
Address 2	311 GRAY'S INN ROAD KINGS CROSS LONDON
Postcode	W C 1 X 8 P X
Amount guaranteed 3	£1 (GBP POUND STERLING)

Subscriber's details

Forename(s) 1	ZAUFISHAN
Surname 1	KHAN
Address 2	311 GRAY'S INN ROAD KINGS CROSS LONDON
Postcode	W C 1 X 8 P X
Amount guaranteed 3	£1 (GBP POUND STERLING)

Subscriber's details

Forename(s) 1	RUHHSANA
Surname 1	KHAN
Address 2	311 GRAY'S INN ROAD KINGS CROSS LONDON
Postcode	W C 1 X 8 P X
Amount guaranteed 3	£1 (GBP POUND STERLING)

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Application to register a company

Subscriber's details	
Forename(s) ❶	NAYMA
Surname ❶	KHAN
Address ❷	311 GRAY'S INN ROAD KINGS CROSS LONDON
Postcode	W C 1 X 8 P X
Amount guaranteed ❸	£1 (GBP POUND STERLING)

Subscriber's details	
Forename(s) ❶	ANSER
Surname ❶	KHAN
Address ❷	311 GRAY'S INN ROAD KINGS CROSS LONDON
Postcode	W C 1 X 8 P X
Amount guaranteed ❸	£1 (GBP POUND STERLING)

Subscriber's details	
Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	
Amount guaranteed ❸	

Subscriber's details	
Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	
Amount guaranteed ❸	

Subscriber's details	
Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	
Amount guaranteed ❸	

❶ Name

Please use capital letters

❷ Address

The addresses in this section will appear on the public record. They do not have to be the subscribers' usual residential address.

❸ Amount guaranteed

Any valid currency is permitted

Continuation pages

Please use a 'Subscribers' continuation page if necessary

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Application to register a company

Part 5**Statement of compliance**

This section must be completed by all companies

Is the application by an agent on behalf of all the subscribers?

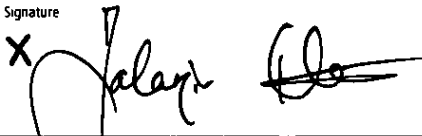
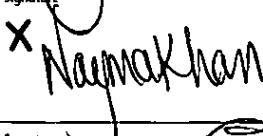
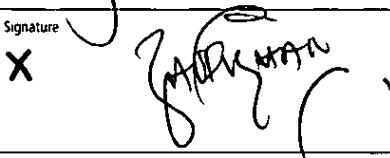
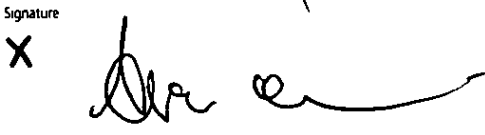

- No Go to **Section H1** (Statement of compliance delivered by the subscribers)
- Yes Go to **Section H2** (Statement of compliance delivered by an agent)

H1**Statement of compliance delivered by the subscribers ^①**

Please complete this section if the application is not delivered by an agent for the subscribers of the memorandum of association

I confirm that the requirements of the Companies Act 2006 as to registration have been complied with

① Statement of compliance delivered by the subscribers
Every subscriber to the memorandum of association must sign the statement of compliance

Subscriber's signature	Signature X  X
Subscriber's signature	Signature X  X
Subscriber's signature	Signature X  X
Subscriber's signature	Signature X  X
Subscriber's signature	Signature X  X
Subscriber's signature	Signature X X
Subscriber's signature	Signature X X
Subscriber's signature	Signature X X

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Application to register a company

Subscriber's signature	Signature X	X	Continuation pages Please use a 'Statement of compliance delivered by the subscribers' continuation page if more subscribers need to sign
Subscriber's signature	Signature X	X	
Subscriber's signature	Signature X	X	
Subscriber's signature	Signature X	X	

H2**Statement of compliance delivered by an agent**

Please complete this section if this application is delivered by an agent for the subscribers to the memorandum of association

Agent's name	
Building name/number	
Street	
Post town	
County/Region	
Postcode	<div style="display: flex; justify-content: space-between; width: 100%;"> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> </div>
Country	
I confirm that the requirements of the Companies Act 2006 as to registration have been complied with	
Agent's signature	Signature X <div style="float: right;">X</div>

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Application to register a company

**Presenter information**

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name **JAHUNGIR KHAN**

Company name **RUKHSANA KHAN FOUNDATION**

Address **311 GRAY'S INN ROAD**

KINGS CROSS

Post town **LONDON**

County/Region

Postcode **W C 1 X 8 P X**

Country **UNITED KINGDOM**

DX

Telephone

**Certificate**

We will send your certificate to the presenters address (shown above) or if indicated to another address shown below

- ☐ At the registered office address (Given in Section A6)
☐ At the agents address (Given in Section H2)

**Checklist**

We may return forms completed incorrectly or with information missing

Please make sure you have remembered the following

- ☒ You have checked that the proposed company name is available as well as the various rules that may affect your choice of name. More information can be found in guidance on our website
- ☐ If the name of the company is the same as one already on the register as permitted by The Company and Business Names (Miscellaneous Provisions) Regulations 2008, please attach consent
- ☒ You have used the correct appointment sections
- ☒ Any addresses given must be a physical location. They cannot be a PO Box number (unless part of a full service address), DX or LP (Legal Post in Scotland) number
- ☒ The document has been signed, where indicated
- ☒ All relevant attachments have been included
- ☒ You have enclosed the Memorandum of Association
- ☒ You have enclosed the correct fee

**Important information**

Please note that all information on this form will appear on the public record, apart from information relating to usual residential addresses

**How to pay**

A fee is payable on this form

Make cheques or postal orders payable to 'Companies House'. For information on fees, go to www.companieshouse.gov.uk

**Where to send**

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below

For companies registered in England and Wales
The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ
DX 33050 Cardiff

For companies registered in Scotland
The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post)

For companies registered in Northern Ireland
The Registrar of Companies, Companies House,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG
DX 481 N R Belfast 1

Section 243 exemption

If you are applying for, or have been granted a section 243 exemption, please post this whole form to the different postal address below
The Registrar of Companies, PO Box 4082,
Cardiff, CF14 3WE

**Further information**

For further information, please see the guidance notes on the website at www.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk

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

RUKHSANA KHAN FOUNDATION

Memorandum and Articles of Association

Companies Acts 2006

Company limited by guarantee and not having a share capital

Memorandum of Association of Rukhsana Khan Foundation

Each subscriber to this memorandum of association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company

Name of each subscriber	Authentication by each subscriber
Rukhsana Khan	Rukhsana
Jahungir Khan	Jahangir Khan
Zaufishan M Khan	Zaufishan Khan
Anser Khan	Anser Khan
Nayma Khan	Nayma Khan

DATE 17th April 2013

**THE COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE**

Articles of Association of *Rukhsana Khan Foundation*

Interpretation

1(1) In these Articles

“the 2006 Act” means the Companies Act 2006,

“the Companies Acts” means the Companies Acts as defined in section 2 of the 2006 Act insofar as they apply to the Charity,

“address” means a postal address or, for the purposes of electronic communication, a fax number, an e-mail address or a text message number in each case registered with the Charity,

“the Articles” means the Charity’s Articles of Association,

“the Charity” means the company intended to be regulated by these Articles,

“clear days” in relation to the period of a notice means a 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,

“the Commission” means the Charity Commissioners for England and Wales,

“document” includes, unless otherwise specified, any document sent or supplied in electronic form or by electronic means as defined by section 1168 of the 2006 Act,

“the memorandum” means the memorandum of association of the Charity,

“officers” includes the Trustees and a person appointed as company secretary (if any),

“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 formerly required of a company secretary, including a joint, assistant or deputy secretary and who may but need not be a Trustee,

“the Trustees” means the directors of the Charity. The directors are charity trustees as defined by Section 97 of the Charities Act 1993,

“the United Kingdom” means Great Britain and Northern Ireland, and

words importing one gender shall include all genders, and the singular includes the plural and vice versa

1(2) Unless the context otherwise requires words or expressions contained in these Articles have the same meaning as in the Companies Acts or the Charities Acts 1993 and 2006 but excluding any statutory modification not in force when this constitution becomes binding on the Charity. Apart from this, a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force

Registered Office

2 The Charity’s registered office is to be situated in England

Limited liability and guarantee

- 3 The liability of the members is limited. Every member promises, if the Charity is dissolved while he or she is a member or within twelve months after he or she ceases to be a member, to contribute such sum (not exceeding £1) as may be demanded of him or her towards the payment of the debts and liabilities of the Charity incurred before he or she ceases to be a member, and of the costs charges and expenses of winding up, and the adjustment of the rights of the contributories among themselves

Objects

- 4 The Charity's objects (the Objects) are
- 4(1) To promote any charitable purposes for the benefit of the public, principally but not exclusively in Third World Countries and its environs (hereinafter called the "area of benefit") and, in particular, provide a service, support for the underprivileged and impoverished
- 4(2) To promote, organise and facilitate co-operation and partnership working between third sector, statutory and other relevant bodies in the achievement of the above purposes within the area of benefit
- 4(3) For the purposes of this Article 4
- (a) "third sector" means charities, voluntary organisations and social enterprises
- (b) "charities" are organisations which are established for exclusively charitable purposes in accordance with the law of England and Wales
- (c) "voluntary organisations and social enterprises" are independent organisations, which are established for purposes that add value to the community as a whole, or a significant section of the community, and which are not permitted by their constitution to make a profit for private distribution. Voluntary organisations and social enterprises do not include local government or other statutory authorities

Powers

- 5(1) In addition to any other powers it may have, the Charity has the following powers in order to further the Objects (but not for any other purpose)
- (a) to raise funds. In doing so, the Charity must not undertake any substantial permanent trading activity and must comply with any relevant statutory regulations,
- (b) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use,

- (c) to sell, lease or otherwise dispose of all or any part of the property belonging to the Charity In exercising this power, the Charity must comply as appropriate with sections 36 and 37 of the Charities Act 1993,
- (d) to make grants, donations or loans of money and to give or receive guarantees,
- (e) to negotiate, make, accept, discount or otherwise deal in any negotiable instruments,
- (f) to borrow money and to charge the whole or any part of the property belonging to the Charity as security for repayment of the money borrowed The Charity must comply as appropriate with sections 38 and 39 of the Charities Act 1993 if it wishes to mortgage land,
- (g) to co-operate with other charities, third sector bodies and statutory authorities and to exchange information and advice with them,
- (h) to promote or carry out research and publish the useful results,
- (i) to publish and distribute information and hold meetings, lectures and conferences,
- (j) to carry out the objects whether as principal or agent and whether alone or with others,
- (k) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects,
- (l) to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity formed for any of the Objects,
- (m) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves,
- (n) to employ and remunerate such staff as are necessary for carrying out the work of the Charity The Charity may employ or remunerate a Trustee only to the extent it is permitted to do so by Article 12 and provided it complies with the conditions in that Article,
- (o) to
 - (i) deposit or invest funds,
 - (ii) employ a professional fund-manager, and
 - (iii) arrange for the investments or other property of the Charity to be held in the name of a nominee,
 in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000,
- (p) to provide indemnity insurance for the Trustees or any other officer of the Charity in relation to any such liability as is mentioned in Article 5(2), but subject to the restrictions specified in Article 5(3),
- (q) to pay out of the funds of the Charity the costs of forming and registering the Charity both as a company and as a charity,

- (r) to do all such other lawful things as are necessary for the achievement of the Objects,

5(2) The liabilities referred to in sub-clause 5(1)(p) above are

- (a) any liability that by virtue of any rule of law would otherwise attach to a director of a company in respect of any negligence, default breach of duty or breach of trust of which he or she may be guilty in relation to the Charity,
- (b) the liability to make a contribution to the Charity's assets as specified in section 214 of the Insolvency Act 1986 (wrongful trading)

5(3) (a) The following liabilities are excluded from Article 5(2)(a)

- (i) fines,
 - (ii) costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud, dishonesty or wilful or reckless misconduct of the Trustee or other officer,
 - (iii) liabilities to the Charity that result from conduct that the Trustee or other officer knew or must be assumed to have known was not in the best interests of the Charity or about which the person concerned did not care whether it was in the best interests of the Charity or not
- (b) There is excluded from Article 5(2)(b) any liability to make such a contribution where the basis of the Trustee's liability is his or her knowledge prior to the insolvent liquidation of the Charity (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the Charity would avoid going into insolvent liquidation

Restrictions on use of funds or assets

6 The income and property of the Charity shall be applied solely towards the promotion of the Objects

Dissolution

7(1) The members of the Charity may at any time before, and in expectation of, its dissolution resolve that any net assets of the Charity after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the Charity be applied or transferred in any of the following ways

- (a) directly for the Objects, or
- (b) by transfer to any charity or charities for purposes similar to the Objects, or
- (c) to any charity for use for particular purposes that fall within the Objects,

7(2) Subject to any such resolution of the members of the Charity, the Trustees of the Charity may at any time before and in expectation of its dissolution resolve that any net assets of

the Charity after all its debts and liabilities have been paid, or provision made for them, shall on dissolution of the Charity be applied or transferred

- (a) directly for the Objects, or
- (b) by transfer to any charity or charities for purposes similar to the Objects, or
- (c) to any charity or charities for use for particular purposes that fall within the Objects

- 7(3) In no circumstances shall the net assets of the Charity be paid to or distributed among the members of the Charity (except to a member that is itself a charity) and if no such resolution is passed by the members or the Trustees the net assets of the Charity shall be applied for charitable purposes as directed by the court or the Commission

Trustees

- 8(1) A Trustee must be a natural person aged 18 years or older
- 8(2) No one may be appointed a Trustee if he or she would be disqualified from acting under the provisions of Article 21
- 8(3) Subject to Article 19, no one may be appointed as a Trustee if he or she is not an Individual Member or an authorised representative of a General Member
- 9 The number of Trustees shall be not less than five nor more than fifteen unless otherwise determined by ordinary resolution
- 10 The first Trustees shall be the subscribers to the memorandum (being individuals) and shall be those persons notified to Companies House as the first directors of the Charity
- 11 A Trustee may not appoint an alternate director/trustee or anyone to act on his or her behalf at meetings of the Trustees

Payments to Trustees

- 12(1)(a) A Trustee is entitled to be reimbursed from the property of the Charity or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Charity
- (b) Subject to Articles 5(2) and 5(3), a Trustee may benefit from trustee indemnity insurance cover purchased at the Charity's expense
- 12(2) None of the income or property of the Charity may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the Charity This does not prevent a member who is not also a Trustee receiving
- (a) a benefit from the Charity in the capacity of a beneficiary of the Charity,
 - (b) reasonable and proper remuneration for any goods or services supplied to the Charity

- 12(3) Except as provided below, no Trustee may be employed by or receive any remuneration from the Charity (as defined in Article 12(7) below) but a connected person as defined under Article 12(6)(b) below may be so employed or remunerated subject to observance of the conditions contained in Article 12(6)(a) below
- 12(4) No Trustee may
- (a) buy any goods or services from the Charity,
 - (b) sell goods, services, or any interest in land to the Charity,
 - (c) receive any other financial benefit from the Charity,
- unless
- (i) the payment is permitted by Articles 12(5) or 12(6) and the Trustees follow the procedure and observe the conditions set out in Article 12(6)(a), or
 - (ii) the Trustees obtain the prior written approval of the Commission and fully comply with any procedures it prescribes
- 12(5) (a) A Trustee may receive a benefit from the Charity in the capacity of a beneficiary of the Charity
- (b) A Trustee may enter into a contract for the supply of goods or services to the Charity, other than for acting as a Trustee provided that the total value of the goods or services supplied in any one financial year does not exceed £10,000 or 1% of the Charity's income, whichever is the smaller number
- (c) Trustee may receive interest on money lent to the Charity at a reasonable and proper rate not exceeding 2% per annum below the base rate of a clearing bank to be selected by the Trustees
- (d) A company of which a Trustee is a member may receive fees remuneration or other benefit in money or money's worth provided that the shares of the company are listed on a recognised stock exchange and the Trustee holds no more than 1% of the issued capital of that company
- (e) A Trustee may receive rent for premises let by the Trustee to the Charity if the amount of the rent and the other terms of the lease are reasonable and proper
- 12(6) (a) The Charity and its Trustees may only rely upon the authority provided by this Article if each of the following conditions is satisfied
- (i) The remuneration or other sums paid to the Trustee do not exceed an amount that is reasonable in all the circumstances
 - (ii) The Trustee is absent from the part of any meeting at which there is discussion of
 - his or her employment or remuneration, or any matter concerning the contract, or
 - his or her performance in the employment, or his or her performance of the contract, or

- any proposal to enter into any other contract or arrangement with him or her or to confer any benefit upon him or her that would be permitted under Article 12(5), or
 - any other matter relating to a payment or the conferring of any benefit permitted by Article 12(6)
- (iii) The Trustee does not vote on any such matter and is not to be counted when calculating whether a quorum of Trustees is present at the meeting
- (iv) The other Trustees are satisfied that it is in the interests of the Charity to employ or to contract with that Trustee rather than with someone who is not a Trustee. In reaching that decision the Trustees must balance the advantage of employing a Trustee against the disadvantages of doing so (especially the loss of the Trustee's services as a result of dealing with the Trustee's conflict of interest)
- (v) The reason for their decision is recorded by the Trustees in the minute book
- (vi) A majority of the Trustees then in office have received no such payments
- 12(6)(b) The employment or remuneration of a Trustee includes the engagement or remuneration of any firm or company in which the Trustee is
- (i) a partner,
 - (ii) an employee,
 - (iii) a consultant,
 - (iv) a director, or
 - (v) a shareholder, unless the shares of the company are listed on a recognised stock exchange and the Trustee holds less than 1% of the issued capital
- 12(7) In paragraphs (2), (3) and (5)-(7) of this Article 12
- (a) "Charity" shall include any company in which the Charity
- holds more than 50% of the shares, or
 - controls more than 50% of the voting rights attached to the shares, or
 - has the right to appoint one or more directors to the Board of the company
- (b) "Trustee" shall include any child, parent, grandchild, grandparent, brother, sister, spouse or civil partner of the Trustee or any person living with the Trustee as his or her partner

Powers of Trustees

- 13(1) The Trustees shall manage the business of the Charity and may exercise all the powers of the Charity unless they are subject to any restrictions imposed by the 2006 Act, the Charities Acts 1993 and 2006, these Articles or any special resolution
- 13(2) No alteration of these Articles or any special resolution shall have retrospective effect to invalidate any prior act of the Trustees

- 13(3) Any meeting of Trustees at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Trustees
- 13(4) The Trustees have the right to invite any person to attend their meetings or general meetings of the Charity as an observer without the power to vote

Trustees' Retirement

- 14 At the first annual general meeting all the Trustees must retire from office unless by the close of the meeting the members have failed to elect sufficient Trustees to hold a quorate meeting of the Trustees. At each subsequent annual general meeting one-third of the Trustees or, if their number is not three or a multiple of three, the number nearest to one third must retire from office. If there is only one Trustee he or she must retire
- 15(1) The Trustees to retire by rotation shall be those who have been longest in office since their last appointment. If any Trustees became or were appointed Trustees on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot
- 15(2) If a Trustee is required to retire at an annual general meeting by a provision of these Articles the retirement shall take effect upon the conclusion of the meeting provided that a retiring Trustee may, if willing to act, offer himself or herself for re-election for up to a maximum of 2 (two) consecutive terms
- 15(3) If the Charity at a meeting which a Trustee retires by rotation does not fill the vacancy, the retiring Trustee shall, if willing to act, be deemed to have been re-appointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution on the re-appointment of the Board Member is put to the meeting and lost

The Appointment of Trustees

- 16 The Charity may by ordinary resolution:
- appoint a person who is willing to act to be a Trustee, and
 - determine the rotation in which any additional Trustees are to retire
- 17 No person other than a Trustee retiring by rotation may be appointed a Trustee at any general meeting unless
- (1) he or she is recommended for re-election by the Trustees, or
 - (2) not less than fourteen nor more than thirty-five clear days before the date of the meeting, the Charity is given a notice that
 - (a) is signed by a member entitled to vote at the meeting,
 - (b) states the member's intention to propose the appointment of a person as a Trustee
 - (c) contains the details that, if the person were to be appointed, the Charity would have to file at Companies House, and
 - (d) is signed by the person who is to be proposed to show his or her willingness to be appointed

- 18 All members who are entitled to receive notice of a general meeting must be given not less than seven nor more than twenty-eight clear days' notice of any resolution to be put to the meeting to appoint a Trustee other than a Trustee who is to retire by rotation
- 19(1) The Trustees may appoint up to two persons who are willing to act, to be Trustees
- 19(2) A Trustee appointed by a resolution of the other Trustees must retire at the next annual general meeting and must not be taken into account in determining the Trustees who are to retire by rotation
- 20 The appointment of a Trustee, whether by the Charity in general meeting or by the other Trustees, must not cause the number of Trustees to exceed any number fixed as the maximum number of Trustees

Disqualification and removal of Trustees

- 21 A Trustee shall cease to hold office if he or she
- (1) ceases to be a Trustee by virtue of any provision in the Companies Acts or is prohibited by law from being a director,
 - (2) is disqualified from acting as a Trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision),
 - (3) ceases (or the organisation s/he represents ceases) to be a member of the Charity,
 - (4) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs,
 - (5) resigns as a Trustee by notice to the Charity (but only if at least two Trustees will remain in office when the notice of resignation is to take effect), or
 - (6) is absent without the permission of the Trustees or without acceptable apology from three consecutive Trustees' meetings or meetings of sub-committees held within a period of six consecutive months and the Trustees resolve that his or her office be vacated
 - (7) is removed from office either under section 168 of the 2006 Act or by a special resolution of the Charity whereupon the Charity may by a special resolution appoint another member in his/her place, but provided that any such person shall hold office for the same period as the removed Trustee would have held, had he or she not been removed
 - (8) fails to declare an interest as required by Article 29(1) below

Proceedings of Trustees

- 22(1) The Trustees may regulate their proceedings as they think fit, subject to the provisions of the Articles
- 22(2) The Trustees may call a meeting of the Trustees and the secretary must call a meeting of the Trustees if requested to do so by any three Trustees. It shall not be necessary to give notice to a Trustee who is absent from the United Kingdom
- 22(3) Questions arising at a meeting shall be decided by a majority of votes
- 23(4) In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote
- 24(1) No decision may be made by a meeting of the Trustees unless a quorum is present at the time the decision is purported to be made
- 24(2) The quorum shall be four or the number nearest to one quarter of total number of Trustees, whichever is the greater or such larger number as may be decided from time to time by the Trustees, provided that there shall be no quorum unless the total number of Trustees who are representatives of General Members exceeds those who are Individual Members
- 24(3) A Trustee shall not be counted in the quorum present when any decision is made about a matter upon which that Trustee is not entitled to vote
- 25 If the number of Trustees is less than the number fixed as the quorum, the continuing Trustees or Trustee may act only for the purpose of filling vacancies or of calling a general meeting
- 26(1) The Trustees at their first meeting after the Annual General Meeting shall elect the Honorary Officers of the Charity being the Chairperson, Vice-Chairperson and Treasurer and may at any time revoke such appointments. The Chairperson shall chair all meetings unless s/he is unwilling to do so or the Trustees decide otherwise
- 26(2) If the Chair is absent from a meeting, then the Vice-Chair if willing will preside. If the Vice-Chair is unwilling, then a Trustee present at the meeting may be appointed as chairperson for that meeting. If no Trustee is present or willing to preside within fifteen minutes after the time appointed for the meeting, the Trustees present may appoint one of their number to chair that meeting
- 27(1) A resolution in writing signed by all the Trustees entitled to receive notice of a meeting of Trustees or of a committee of Trustees and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Trustees or (as the case may be) a committee of Trustees duly convened and held
- 27(2) The resolution in writing may comprise several documents containing the text of the resolution in like form each signed by one or more Trustees

Delegation

- 28(1) The Trustees may delegate any of their powers or functions to a committee of two or more Trustees but the terms of any delegation must be recorded in the minute book
- 28(2) The Trustees may impose conditions when delegating, including the conditions that
- the relevant powers are to be exercised exclusively by the committee to whom they delegate,
 - no expenditure may be incurred on behalf of the Charity except in accordance with a budget previously agreed with the Trustees
- 28(3) The Trustees may revoke or alter a delegation
- 28(4) All acts and proceedings of any committees must be fully and promptly reported to the Trustees

Conflicts of Interest

- 29(1) A Trustee must declare the nature and extent of any interest, direct or indirect, which s/he has in a proposed transaction or arrangement with the Charity that has not been previously declared
- 29(2) A Trustee must absent himself or herself from any discussions of the Trustees in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Charity and any personal interest (including but not limited to any personal financial interest)

- 29(3) Where a Trustee has or may have an actual or potential conflict of interest under Article 29(2) above, the remaining Trustees may, by a simple majority vote at a quorate Trustees' meeting, and under the provisions of sections 175(4) and 175(5) of the 2006 Act, authorise that Trustee to continue to act despite the conflict or potential conflict (other than a direct or indirect personal financial interest)

Validity of Trustees' decisions

- 30(1) Subject to Article 30(2), all acts done by a meeting of Trustees, or of a committee of Trustees, shall be valid notwithstanding the participation in any vote of a Trustee
- who was disqualified from holding office,
 - who had previously retired or who had been obliged by the constitution to vacate office,
 - who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise,
- if without
- the vote of that Trustee, and
 - that Trustee being counted in the quorum,
- the decision has been made by a majority of the Trustees at a quorate meeting
- 30(2) Article 30(1) does not permit a Trustee to keep any benefit that may be conferred upon him or her by a resolution of the Trustees or of a committee of Trustees if, but for Article 30(1), the resolution would have been void, or if the Trustee has not complied with Article 29

Members

- 31(1) The subscribers to the memorandum are the first members of the Charity
- 31(2) Membership is open to individuals ("Individual Members") and to not-for-profit organisations ("General Members") who
- (a) apply to the Charity in the form required by the Trustees, and
 - (b) are approved by the Trustees
- provided that at no time shall the number of Individual Members exceed one-quarter of the number of General Members
- 31(3)(a) The Trustees may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the Charity to refuse the application
- 31(3)(b) The Trustees must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision
- 31(3)(c) The Trustees must consider any written representations the applicant may make about the decision. The Trustees' decision following any written representations must be notified to the applicant in writing but shall be final
- 31(4) Membership is not transferable to anyone else

31(5) The Trustees must keep a register of names and addresses of the members

Classes of Membership

32(1) The Trustees may establish classes of membership with different rights and obligations and shall record the rights and obligations in the register of members

32(2) The Trustees may not directly or indirectly alter the rights or obligations attached to a class of membership

32(3) The rights attached to a class of membership may only be varied if three-quarters of all the members entitled to vote either consent to the amendment in writing or pass a special resolution in a general meeting agreeing to the variation

32(4) The provisions in these Articles about general meetings shall apply to any meeting relating to the variation of the rights of any class of members

Termination of Membership

33 Membership is terminated if

- (1) the member dies or, if it is an organisation, ceases to exist,
- (2) the member resigns by written notice to the Charity unless, after the resignation, there would be less than two members,
- (3) any sum due from the member to the Charity is not paid in full within six months of it falling due unless a simple majority of the Trustees resolve otherwise in relation to that member,
- (4) the member is removed from membership by a special resolution of the Charity voting in a general meeting that it is in the best interests of the Charity that his or her membership is terminated. A resolution to remove a member from membership may only be passed if
 - (a) the member has been given at least twenty-one days' notice in writing of the meeting of the Trustees at which the resolution will be proposed and the reasons why it is to be proposed,
 - (b) the member or, at the option of the member, the member's representative (who need not be a member of the Charity) has been allowed to make representations to the meeting

General meetings

34(1) The Charity must hold its first annual general meeting within eighteen months after the date of its incorporation

34(2) An annual general meeting must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings

- 35 The Trustees may call a general meeting at any time. At least 10% of the members entitled to attend and vote may, by a written request stating the business to be done or resolution(s) to be proposed, require the Trustees to call a general meeting, but if more than 12 months has elapsed since the last general meeting, then 5% of such members can make the request.

Notice of general meetings

- 36(1) The minimum period of notice required to hold a general meeting of the Charity is fourteen days unless a special resolution is to be considered, in which case the notice period is 21 days.
- 36(2) A general meeting may be called by shorter notice if it is so agreed by not less than 90% of the members entitled to attend and vote.
- 36(3) The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so.
- 36(4) The notice must be given to all the members and to the Trustees and auditors.
- 37 The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Charity.

Proceedings at general meetings

- 38(1) No business shall be transacted at any general meeting unless a quorum is present.
- 38(2) A quorum is
- 5 members present in person and entitled to vote upon the business to be conducted at the meeting, or
 - one twentieth of the total membership at the time whichever is the greater.
- 38(3) The authorised representative of a General Member shall be counted in the quorum.
- 39(1) If
- (a) a quorum is not present within half an hour from the time appointed for the meeting, or
 - (b) during a meeting a quorum ceases to be present,
- the meeting shall be adjourned to such time and place as the Trustees shall determine.
- 39(2) The Trustees must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting.

- 39(3) If no quorum is present at the reconvened meeting with fifteen minutes of the time specified for the start of the meeting the members present at that time shall constitute the quorum for that meeting
- 40(1) General meetings shall be chaired by the person who has been appointed to chair meetings of the Trustees
- 40(2) If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting, a Trustee nominated by the Trustees shall chair the meeting
- 40(3) If there is only one Trustee present and willing to act, he or she shall chair the meeting
- 40(4) If no Trustee is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present and entitled to vote must choose one of their number to chair the meeting
- 41(1) The members present at a meeting in person or by proxy may resolve by ordinary resolution that the meeting shall be adjourned
- 41(2) The person who is chairing the meeting must decide the date time and place at which meeting is to be reconvened unless those details are specified in the resolution
- 41(3) No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place
- 41(4) If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date time and place of the meeting

Voting at general meetings

- 42(1) Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded
 - (a) by the person chairing the meeting, 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
- 42(2)(a) The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded
- 42(2)(b) The result of the vote must be recorded in the minutes of the Charity but the number or proportion of votes cast need not be recorded
- 42(3)(a) A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting

- 42(3)(b) If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made
- 42(4)(a) A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be members) and who may fix a time and place for declaring the results of the poll
- 42(4)(b) The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded
- 42(5)(a) A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately
- 42(5)(b) A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs
- 42(5)(c) The poll must be taken within thirty days after it has been demanded
- 42(5)(d) If the poll is not taken immediately at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken
- 42(5)(e) If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting

Proxies: Appointment and Voting

- 43(1) Any member is entitled to appoint another person as a proxy to exercise all or any of the member's rights to attend and to speak and vote at a general meeting of the Charity
- 43(2) The appointment of a proxy shall be executed by or on behalf of the appointor and shall be in the forms set out in the regulations made by the Trustees under Article 57 below and attached hereto

Written resolutions

- 44 A written resolution sent to all members and signed by the requisite majority of all those entitled to vote at a general meeting is as valid as a resolution actually passed at a general meeting. Ordinary written resolutions must be signed by a simple majority of voting members and special resolutions by at least 75% of voting members. Organisational members must sign a written resolution through a representative. A written resolution may be circulated in more than one copy. Each written resolution (or copy) must be accompanied by a statement explaining how it should be signed and specifying the date by which it must be passed. A copy of the resolution and statement must also be sent to the Charity's auditors or independent examiners. It will be treated as passed on the date specified, provided that the resolution (including all copies) and containing all the required signatures has been returned to the Charity's registered office within 28 days of its first being circulated.

Votes of members

- 45(1) Subject to Articles 32, 43 and 45(2) every member, whether an Individual Member or a General Member shall have one vote exercisable either in person or by proxy.
- 45(2) In the event of an equality of votes, whether on a show of hands or on a poll, the Chairperson of the meeting, being either an Individual Member or the authorised representative of a General Member, shall be entitled to a casting vote in addition to any other vote(s) s/he has.
- 46 Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final.
- 47(1) Any organisation that is a member of the Charity may nominate any person to act as its representative at any meeting of the Charity.
- 47(2) The organisation must give written notice to the Charity of the name of its representative. The nominee shall not be entitled to represent the organisation at any meeting unless the notice has been received by the Charity. The nominee may continue to represent the organisation until written notice to the contrary is received by the Charity.
- 47(3) Any notice given to the Charity will be conclusive evidence that the nominee is entitled to represent the organisation or that his or her authority has been revoked. The Charity shall not be required to consider whether the nominee has been properly appointed by the organisation.

Seal

- 48 If the Charity has a seal it must only be used by the authority of the Trustees or of a committee of Trustees authorised by the Trustees. The Trustee may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Trustee and by the secretary or by a second Trustee.

Minutes

- 49 The Trustees must keep (and where required, preserve for at least 10 years) minutes of all
- (1) appointments of officers made by the Trustees,
 - (2) proceedings at meetings of the Charity,
 - (3) meetings of the Trustees and committees of Trustees including
 - the names of the Trustees present at the meeting,
 - the decisions made at the meetings, and
 - where appropriate the reasons for the decisions

Accounts and Social Audit

- 50(1) The Trustees must prepare for each financial year accounts as required by the 2006 Act. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice
- 50(2) The Trustees must keep accounting records as required by the Companies Acts
- 50(3) A social audit of the Charity's activities may, by resolution of a General Meeting, be undertaken annually in addition to the financial audit required by law. The role of the social audit shall be to identify the social costs and benefits of the Charity's work, and to enable an assessment to be made of the Charity's overall performance in relation to its objects more easily than may be made from the financial accounts alone
- (a) Such a social audit may be drawn up by an independent assessor appointed by the Board, or by the Board who may submit their report for verification or comments to an independent assessor,
 - (b) A social audit may include an assessment of the internal democracy and decision-making of the Charity, the wages, health and safety, skill sharing and education opportunities of its employees, or other matters concerning their overall personal or job satisfaction, and an assessment of the Charity's activities externally, including its effects on users and suppliers, on people in the same or similar field of activity, and on persons residing in areas where the Charity is located

Annual Report and Return and Register of Charities

- 51(1) The Trustees must comply with the requirements of the Charities Act 1993 with regard to
- (a) the transmission of the 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

- 51(2) The Trustees must notify the Commission promptly of any changes to the Charity's entry on the Central Register of Charities

Notices

- 52 Any notice to be given to or by any person pursuant to the Articles
- (1) must be in writing, or
 - (2) must be given using electronic communications
- 53(1) The Charity may give any notice to a member either
- (a) personally, or
 - (b) by sending it by post in a prepaid envelope addressed to the member at his or her address, or
 - (c) by leaving it at the address of the member, or
 - (d) by giving it using electronic communications to the member's address
- 53(2) A member who does not register an address with the Charity or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Charity
- 54 A member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and of the purposes for which it was called
- 55(1) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given
- 55(2) 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
- 55(3) A notice shall be deemed to be given
- (a) 48 hours after the envelope containing it was posted, or
 - (b) in the case of an electronic communication, 48 hours after it was sent

Indemnity

- 56 The Charity shall indemnify every Trustee, Auditor, Reporting Accountant, or other officer of the Charity against any liability incurred in successfully defending legal proceedings in that capacity, or in connection with any application in which relief is granted by the court from liability for negligence, default, or breach of duty or breach of trust in relation to the Charity

Rules

- 57(1) The Trustees may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the Charity
- 57(2) The bye laws may regulate the following matters but are not restricted to them
- (a) the admission of members of the Charity (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members,
 - (b) the conduct of members of the Charity in relation to one another, and to the Charity's employees and volunteers,
 - (c) the setting aside of the whole or any part or parts of the Charity's premises at any particular time or times or for any particular purpose or purposes,
 - (d) the procedure at general meetings and meetings of the Trustees in so far as such procedure is not regulated by the Companies Acts or by these Articles,
 - (e) generally, all such matters as are commonly the subject matter of company rules
- 57(3) The Charity in general meeting has the power to alter, add to or repeal the rules or bye laws
- 57(4) The Trustees must adopt such means as they think sufficient to bring the rules and bye laws to the notice of members of the Charity
- 57(5) The rules or bye laws, shall be binding on all members of the Charity No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in the Articles

Amendments

- 58(1) No additions, alterations, or amendments shall be made to Article 4 (Objects) or to Article 7 (Dissolution) or to any other provision in the Articles which would provide authorisation for any benefit to be obtained by Trustees or members of the Charity or persons connected with them, unless the same have been previously submitted to and approved by the Commission
- 58(2) No additions, alterations, or amendments shall be made to the Articles of Association for the time being in force, unless the same have been either submitted to a General Meeting and passed by a special resolution, or else adopted by a written resolution of the members

REGULATIONS MADE UNDER ARTICLE 57(2)(d)

1 PROXY VOTES

- 1 In order for a proxy vote to be valid, a member appointing a proxy to vote at general meetings of the Charity must sign the proxy form personally or by a duly authorised attorney and comply with the rules set out below
- 2 The content of the proxy forms is set out below
- 3 If the proxy form is signed by someone having a power of attorney for the member, then a copy of the power of attorney must be sent to the address of the Charity designated on the proxy form ("the designated address") at the same time as the signed proxy form
- 4 The designated address may be a postal or an email address
- 5 A signed proxy form for a general meeting must be sent either by post or email to the designated address to arrive at least 48 hours before the time the general meeting is due to start
- 6 The proxy form, once signed, shall be deemed to give the proxy power to demand or join in demanding a poll (that is, a counted vote) on any issue
- 7 If the proxy form is to be used to vote on a poll, it must be sent to the designated address to arrive at least 24 hours before the time the poll is due to be held
- 8 If a poll is not taken immediately after it has been demanded, but is taken within 48 hours after being demanded, then the proxy form may be delivered to the Chair or any trustee at the meeting where the poll was demanded
- 9 Where a member revokes the appointment of her/his/its proxy or a Member Body revokes the authority of its representative, the vote of the proxy or the representative will still be valid unless notice of the revocation has been received at the designated address before the start of the meeting where the vote is taken or the time a poll was held (if it is held on a later date)

PROXY FORM

Rukhsana Khan Foundation _____ (name of member)

of _____ (address of member)

a member of the above company **HEREBY APPOINT:**

_____ (name of proxy)

of _____ (address of proxy)

and failing her/him/it

_____ (name of alternate proxy)

of _____ (address of alternate proxy)

to vote for me/us on my/our behalf at the General Meeting to be held on the

_____ [date] and at every adjournment thereof

As witness my hand this _____ day of _____ 20

Signed _____ [signature of member or member's duly appointed attorney]"

Where the proxy form requires that the proxy should vote for or against a resolution then the form is as follows

Rukhsana Khan Foundation _____ (name of member)

of _____ (address of member)

a member of the above company **HEREBY APPOINT:**

_____ (name of proxy)

of _____ (address of proxy)

and failing her/him/it

_____ (name of alternate proxy)

of _____ (address of alternate proxy)

to vote for me/us on my/our behalf at the General Meeting to be held on the

_____ [date] and at every adjournment thereof

This form is to be used in respect of the resolutions mentioned below as follows

- ☐ Resolution No 1 *for *against
- ☐ Resolution No 2 *for *against
- ☐ Resolution No 3 *for *against

*Strike out whichever is not desired

As witness my hand this _____ day of _____ 20

Signed _____ [signature of member or member's duly appointed attorney]"